



West Virginia Academy of Nutrition and Dietetics

BYLAWS

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West Virginia Academy of Nutrition and Dietetics Bylaws

ARTICLE I – Name

The organization will be known as the West Virginia Academy of Nutrition and Dietetics Inc., hereafter referred to also as the West Virginia Academy or WVAND.

ARTICLE II – Mission and Vision

- The Mission of the West Virginia Academy is to empower members to be West Virginia's food and nutrition leaders.
- The Vision of the West Virginia Academy is to impact positively the health of West Virginians through food and nutrition.

ARTICLE III – Membership

Section 1: Members

- A. Membership in the West Virginia Academy will be limited to members of the Academy of Nutrition and Dietetics whose designated affiliate is West Virginia. The membership classifications will be set forth as in the Academy of Nutrition and Dietetics Bylaws (www.eatrightpro.org).
- B. All Registered Dietitians (RD) have the option to use the Registered Dietitian Nutritionist (RDN) credential designation. The RD and RDN credentials are synonymous and interchangeable.
- C. All Dietetic Technicians Registered (DTR) have the option to use the Nutrition and Dietetic Technician (NDTR) credential designation. The DTR and NDTR credentials are synonymous and interchangeable.

Section 2: Membership List

The current list of members of the Academy of Nutrition and Dietetics officially listed in West Virginia will be the official membership list of WVAND for all purposes. The Secretary has access to a list of non-member nutrition professionals in West Virginia.

Section 3: Rights and Privileges

All members of WVAND have the rights and privileges as set forth in the Academy of Nutrition and Dietetics Bylaws and will have the corresponding rights and privileges in the conduct of business of the West Virginia Academy.

Section 4: Publications and Communications

Publications and communications will be sent to WVAND members based on the records of the Academy of Nutrition and Dietetics.

ARTICLE IV – Fiscal Year

The fiscal year of the WVAND shall be in accordance with the Academy of Nutrition and Dietetics fiscal year – June 1-May 31.

ARTICLE V – Meetings of Members

Section 1: Annual Meeting

An annual meeting of the members shall be held for the purpose of education and the transaction of other business as may come before the membership, except in case of an emergency declared by the Executive Committee. Written or printed notice of the annual meeting, sent by electronic mail, stating the place, date, and hour will be sent by the Secretary of the West Virginia Academy to all members at least twenty-one (21) days prior to annual meeting.

Section 2: Business Meeting

- A. There will be an annual business meeting of the members of the West Virginia Academy for the purpose of presenting to the membership the annual reports of officers, the results of the election, and for the transaction of such other business as may properly come before the membership. This meeting will normally be held during the annual meeting.
- B. Written notice of the annual business meeting, stating place, date, and hour of the meeting as determined by the Board of Directors (BOD), will be sent by mail or electronic notice by the Secretary of the WVAND to all members at least twenty-one (21) days prior to the date of said meeting.

Section 3: Special Meetings

- A. The President or the BOD (by a majority vote) may call a special meeting of the members.
- B. Written notice of said meeting, stating the place, hour and purpose will be sent to all members of the WVAND by the Secretary at least twenty-one (21) days prior to the date of said meeting.

Article VI – Governing Body

Section 1: General Powers

The governance of WVAND will be vested in a Board of Directors hereafter referred to as the Board or the BOD. The affairs of the WVAND shall be managed by or under the direction of the Board.

Section 2: Functions

Without intending to limit its authority in any way, the Board will have the following specific powers:

- A. Determine administrative policies and manage the property, funds, and business of the West Virginia Academy.
- B. Correlate the Policy and Procedure Manual (formerly the Operating Guidelines) with governance and direction of the Academy of Nutrition and Dietetics.

- C. Make and amend the Rules of Procedures consistent with the Articles of Incorporation and the Bylaws for the management of the property and affairs of the West Virginia Academy.
- D. Adopt and administer the budget.
- E. Approve plans for which there are no existing policies or procedures.
- F. Approve appointments made by the President and President-elect.
- G. Receive reports of standing and special committees and task forces.
- H. Provide implementation and monitoring of strategic plans.
- I. Review and approve amendments to the WVAND Bylaws.

Section 3: Composition

- A. The Board of Directors consists of the following voting members: Immediate Past President, President, President-elect, Treasurer, Treasurer-Elect, Secretary, Delegate to the Academy of Nutrition and Dietetics House of Delegates (HOD), Professional Development Chair, and Professional Development Chair-Elect and the following Committee Chairs: Legislative and Public Policy Committee (LPPC), Membership Committee, State Media Committee and Foundation/Fundraising Committee.
- B. The Executive Committee will be composed of Immediate Past President, President, President-elect, Treasurer, Secretary, Delegate to the Academy of Nutrition and Dietetics House of Delegates, and Professional Development Chair. The Executive Committee shall have the authority to act for WVAND on matters requiring attention between meetings of the Board of Directors for which a special meeting of the Board is not required or practicable, or on such matters as the Board may delegate the Executive Committee to act.

Section 4: Qualifications

All Board members must be current members of the Academy of Nutrition and Dietetics and West Virginia Academy of Nutrition and Dietetics.

Section 5: Regular Meetings of the Board

A meeting of the Board will be held as soon as possible after the beginning of the new fiscal year. Any member of WVAND may attend meetings of the Board.

- A. Number of meetings. A minimum of three (3) regular meetings of the Board of Directors will be held annually, at such time and place as may be determined by the Board.
- B. Other Means of Business. Meetings of the Board of Directors may be held in person or via conference call. Members may attend a meeting from a remote location. The Board may also transact business by regular or electronic mail, conference calls, video conference, internet meetings, indicating the time and date when votes must be cast.

Section 6: Special Meetings of the Board

The President or any three (3) Board members may call a special meeting of the BOD and will state the purpose, the place, and the time for the meeting.

Section 7: Notice of Meetings

Notice of any regular or special meeting of the Board of Directors will be given at least ten (10) days in advance to each director or officer, except that no special meeting of directors may be called to remove a director or officer unless written notice of the proposed removal is delivered at least twenty-one (21) days prior to such meeting. The business to be transacted at, and the purpose of, any Special Meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

Section 8: Quorum for Board Meetings

A simple majority of the current voting members of the Board of Directors will constitute a quorum for transaction of business at any meeting of the Board of Directors.

Section 9: Removal of a BOD Member

An appointed member of the Board of Directors may be removed by the affirmative vote of a quorum of the Board of Directors at an official meeting.

An elected member of the Board of Directors may be considered for removal by the affirmative vote of a quorum of the Board of Directors at an official meeting. If such vote supports removal, an official vote of the WVAND membership must be conducted. For the removal of an elected member of the Board of Directors, the number of votes cast “to remove” must exceed the number of votes cast “not to remove”.

Section 10: Vacancies on the Board

- A. President: The President-elect will succeed to the office of President and complete the unexpired term.
- B. President-elect: The Board position shall remain vacant until a special election by the membership may be implemented.
- C. Delegate: The Board of Directors will appoint a successor to complete the unexpired term or terms.
- D. Treasurer: The individual holding the seat of Treasurer-elect will succeed to the seat of Treasurer and will complete the unexpired term. If the Treasurer-elect position does not exist, the Board of Directors will appoint a successor to complete the unexpired term.
- E. Secretary: The Board of Directors will appoint a successor to complete the unexpired term.
- F. Should the office of President and President-elect both become vacant at the same time, the Board shall designate an individual to fill the position until a special election of the membership has been conducted by regular mail or electronic means at the earliest possible date.
- G. All other director positions: The Board of Directors will appoint a successor to complete the unexpired term or terms.

Section 11: Compensation

The Board of Directors and officers of the West Virginia Academy shall have no authority to establish compensation for services to the Academy as an officer. An officer may be reimbursed those expenses related to the duties of their office, as planned in the budget. This section shall not preclude any director from serving the West Virginia Academy in any other capacity and receiving compensation for such service.

ARTICLE VII – Officers

The officers of WVAND shall be President, President-elect, Immediate Past President, Secretary, Treasurer, Treasurer-elect, Delegate to the HOD, Professional Development Committee Chair, Professional Development Committee Chair-elect, Legislative and Public Policy Committee Chair, Membership Committee Chair, State Media Committee Chair, and Foundation/Fundraising Committee Chair. All officers shall take office at the beginning of the fiscal year. An officer shall not, at any time during the term of office, hold another elected office in the Academy. Specific position descriptions are listed in WVAND Policy and Procedure Manual.

- A. President: will serve for one [1] year. The President will ensure WVAND's strategic direction and values are carried into effect except in those instances in which those responsibilities are specifically assigned to another office. The President will serve as the Chief Executive Officer, official spokesperson of WVAND and the Chair of the Board of Directors; appoint chairs and members of committees, task forces and work groups; preside at meetings of the full membership and Board of Directors.
- B. President-elect: will serve for one [1] year and at the close of the current fiscal year, will automatically become President of WVAND.
- C. Immediate Past-President will serve for one [1] year at the close of the fiscal year after end of Presidency term. The Immediate Past-President will advise the President and the other elected officials and is Chair of designated Committees.
- D. Secretary: will serve for two [2] years. The Secretary will serve as a member of the Board of Directors; issue the call for all regular and special meetings of the Board of Directors and WVAND membership; supervise the recording and distribution of minutes of all WVAND meetings, issue WVAND's official ballot and notify candidates and membership of election results.
- E. Treasurer: will serve for two [2] year as a member of the Board of Directors and the chief financial officer of WVAND. The Treasurer will formulate and audit the financial records of the WVAND Finance Committee, assist the President-elect in formulating the annual budget for the following program year; and report the financial status of WVAND to the Board of Directors and the membership.
- F. Treasurer-Elect: will serve for one [1] year, and at the end of this term, the Treasurer-Elect will assume the office of Treasurer. The Treasurer-Elect will assist the Treasurer in fulfilling the functions of that position as a means of learning the financial affairs of WVAND.
- G. Delegate: will serve for a three [3] year term and may be re-elected for one [1] additional term of office. A break of at least two [2] years must occur after the term of Delegate before being considered as a candidate for another term as Delegate. The Delegate will: serve as a member of the Board of Directors, represent and act on behalf of WVAND at all meetings of the Academy's House of Delegates; communicate all business and current issues of the House of Delegates to and from the Board of Directors and the membership; and communicate pertinent professional and practice issues.
- H. Professional Development Committee Chair: will serve for one [1] year as a member of the Board of Directors and will chair the Professional Development Committee of the WVAND.
- I. Professional Development Committee Chair-elect: will serve for one [1] year as a member of the Board of Directors and will at the close of the current fiscal year, automatically become the Professional Development Committee Chair. The Professional Development Committee Chair-Elect will assist the Professional Development Committee Chair in fulfilling the functions of that position as a means of learning the affairs of WVAND.

ARTICLE VIII: Nominations and Elections

Elections for the officers of the West Virginia Academy will be conducted annually.

Section 1: Nominating Committee

The Nominating Committee will consist of the Immediate Past President of the West Virginia Academy as chair, and two other selected members at large. The chair will try to have diverse geographic areas represented in the nominating committee.

Section 2: Duties of the Nominating Committee

- A. The Nominating Committee will designate the following:
 - Annually at least one candidate for the office of President-elect.
 - Annually at least one candidate for the office of Professional Development Committee Chair-elect.
 - Biennially in alternate years at least one candidate for the offices of Secretary.
 - Every three years, at least one candidate for the office of Treasurer-elect.
 - Every three years, at least one candidate for Delegate.
- B. The ballot will include an opportunity for voting members to write in candidates for the offices.
- C. Write-in candidates. The option of a write-in candidate as a right of membership exists in any election. However, no write-in candidate may be elected who does not meet the established qualifications for office. Nominations may be added by petition.
- D. The members of the Nominating committee will be ineligible to run for elected office in the West Virginia Academy.

Section 3: Eligibility to Hold Office

Only WVAND members in the active and retired categories are eligible to hold elected offices.

Section 4: Official Ballot

The official ballot will be prepared by the Nominating Committee and will contain the names of all candidates. The ballot will be transmitted by the Secretary to the voting members of the West Virginia Academy at least thirty (30) days prior to the closing of the polls. Each member of the West Virginia Academy is eligible to vote, and will receive the ballot, together with a notice that each eligible member of the West Virginia Academy may cast one vote for each officer and upon all other matters which the vote of the members is required.

Section 5: Confirmation and Dissemination

The persons receiving the largest number of votes, respectively, for the offices of President-elect, Secretary, Treasurer-elect, Delegate and Professional Development Committee Chair-elect will be elected to those offices. The Secretary will disseminate the results of the election to the candidates and to the membership.

Section 6: Tie Votes

Should there be a tie vote in the election, the election will be determined by lot.

Section 7: Re-election

No person will be eligible to serve more than one full term in the same office within a five-year period except for the President who may serve a second term in the event of a vacancy in the office of the President-elect and the Delegate, who may be re-elected for a second term.

ARTICLE IX – Committees, Task Forces, or Workgroups

Section 1: Committees, Task Forces, or Workgroups

Committees, Task Forces, or Workgroups will conduct the activities of the West Virginia Academy. The Executive Committee is authorized to form committees, task forces, or workgroups as necessary and if they are no longer relevant, an alternative structure should be considered. The chair of each committee, except for the Finance Committee and the Nominating Committee, may appoint such members from the West Virginia Academy as they may to assist with projects for a term of one [1] year, subject to the approval of the President. The chair of each committee will attend the Board meetings or send a proxy.

- A. The President-elect will appoint the chairs (as needed) of each of these committees who will serve as the chair during the President-elect's term as President.
- B. The following are standing committees of the Board:
 1. Nominating Committee
 2. Finance Committee
 3. Professional Development Committee
 4. Legislative and Public Policy Committee
 5. Membership Committee
 6. State Media Committee
 7. Fundraising and Foundation Committee
- C. The composition, responsibilities, functions, and term lengths of all committees are outlined in the West Virginia Academy of Nutrition and Dietetics Policy and Procedure Manual.

Section 2: Representatives to Other Organizations

The official representative of the West Virginia Academy of Nutrition and Dietetics to other organizations will be the President or the president's appointee who will be, insofar as possible, a member of that other organization. Appointed representatives will serve on the West Virginia Academy of Nutrition and Dietetics Board.

ARTICLE X – Affiliation

Section 1: Members of the West Virginia Academy

The West Virginia Academy will be affiliated with the Academy of Nutrition and Dietetics. Only members of the Academy of Nutrition and Dietetics will be members of WVAND.

Section 2: Affiliate Representation

The West Virginia Academy will be represented in the House of Delegates of the Academy of Nutrition and Dietetics in accordance with the Bylaws of the Academy of Nutrition and Dietetics by a Delegate who is elected by WVAND.

ARTICLE XI – Amendments to the Bylaws

Section 1: Notice

Notice of any proposed amendment(s) must be given in writing to all members of the Board of Directors at least 45 days before the meeting of the Board at which the amendment(s) is (are) to be voted upon.

Section 2: Method

- A. These bylaws may be amended by a majority vote of the Board of Directors of the West Virginia Academy.
- B. There will be a 30-day comment period for members of the West Virginia Academy before the final vote on an amendment by the Board.

ARTICLE XII – Indemnification and Non-Liability

Section 1: Indemnification

Each person who serves, or who has served, as a director, officer, agent, or committee member in accordance with these bylaws will be indemnified by WVAND to the fullest extent permitted by the laws of the State of West Virginia for any actions taken in good faith while serving in his or her official capacity. WVAND may purchase and maintain insurance on behalf of any such person. This right of indemnification will, for all acts taken while in office, survive beyond the term of office and will inure to the benefit of the heirs, executors, and administrators of said person.

Section 2: Non-Liability

The West Virginia Academy shall purchase insurance to indemnify officers and directors of WVAND, and other persons as determined by the Board of Directors.

ARTICLE XIII – Books and Records

- A. The West Virginia Academy shall keep books and records of account. It shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors.
- B. The names and addresses of the members entitled to vote shall be maintained by the Secretary of the West Virginia Academy.

ARTICLE XIV – Special Rules and Dissolution

Section 1: Special Rules

No part of the net earnings of the West Virginia Academy will inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the West Virginia Academy will be authorized and empowered to make payments and distributions in furtherance of the WVAND mission and vision. Notwithstanding any other provisions of the Articles in these bylaws, the West Virginia Academy will not carry on any activities that are not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code.

Section 2: Dissolution

Upon the dissolution of the West Virginia Academy, the Executive Committee after paying or making provision for payment of all liabilities of the West Virginia Academy, will dispose of all assets exclusively to such organization or organizations operating exclusively for charitable, educational, or scientific purposes as well as at the time qualify as an organization or organizations exempt under Section 501 (c)(6) of the Internal Revenue Code.