

BYLAWS OF THE NORTHEAST DISTRICT OF THE PENNSYLVANIA DIETETIC ASSOCIATION

NOVEMBER, 2004
Revised March 10, 2005

ARTICLE I – NAME

This association shall be known as the Northeast District of the Pennsylvania Dietetic Association (NEDA).

ARTICLE II – PURPOSE

“The purpose of the Northeast District of the Pennsylvania Dietetic Association is the promotion of optimal health and nutritional status of the population through provision of direction and leadership for quality dietetic practice, education and research”, as stated in the ADA Bylaws.

ARTICLE III – MEMBERSHIP

Section 1 Classes of Membership

Membership in this Association shall be limited to members of the American Dietetic Association whose official mailing address is listed in Pennsylvania. The membership classifications include:

Active	Associate	Retired
Technician	Student	Honorary

Section 2 Qualifications

All members of this Association shall be respective members in good standing of ADA, and have Pennsylvania as their official mailing address.

Section 3 Rights

All members of this Association shall be entitled to the same rights and privileges as are specified in Article III, ADA Bylaws for each class of membership in the Association.

Section 4 Dues

All member classes are subject to dues payment as set forth by the Board of Directors. All dues are payable by June 15. A fee will be charged for delinquent members after that date (except students).

ARTICLE IV – AFFILIATION STATUS

This Association shall be affiliated with the Pennsylvania Dietetic Association (PADA), and shall be represented by the Association President who shall serve as a voting member of the PADA Board of Directors.

Section 1

The government of this association shall be vested in a Board of Directors.

Section 2 Board of Directors

Composition: The Board of Directors shall consist of the following with voting rights: President, President-Elect, Secretary, Treasurer, Nominating Committee Chair, Nominating Committee Chair-Elect, Chair of Professional Education, Chair Elect. Ex-officio members without vote include the Immediate Past President and any elected ADA and PADA officers who reside in the Association. Members of the Board of Directors must be members of the ADA and NEDA. The President shall serve as Chair of the Board of Directors and vote only in the case of the tie.

Functions: The Board of Directors shall:

1. Establish policies and procedures consistent with the Bylaws for the management of the property and the affairs of this Association.
2. Correlate the Association activities with PADA and ADA.
3. Determine annual dues and other fees.
4. Approve the program for meetings.
5. Approve and administer the budget.
6. Make amendments to these Bylaws as outlined in Article XI – Amendments.
 - A. Meetings: All voting members of the Board of Directors are expected to attend all meetings. The procedure for notification of absentee members is outlined in the Association Policy and Procedure Manual.
 1. The Board of Directors shall meet a minimum of six times a year, one of which will be a joint meeting of incoming and outgoing Boards.

2. Two-thirds of the voting members shall constitute a quorum and no act of the members present shall be valid or binding unless passed by an affirmative vote of a majority of the total voting membership of the Board of Directors. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by two-thirds of the members of the Board of Directors entitled to vote.

ARTICLE VI – ELECTED OFFICIALS

Section 1 Officers

The officers of this Association shall be a President, President-Elect, Secretary, Treasurer, Chair and Chair-Elect of the Professional Education, and Chair and Chair-Elect of the Nominating Committee. All officers shall assume office on June 1 following their election and shall serve until May 31 following the election of their successors. The duties of all elected officials and officers shall be consistent with the Bylaws and Policy and Procedure Manual of the Association.

A. President: The President shall serve for one year.

Functions: The President shall:

1. Be the Chief Executive Officer of this Association and Chair of the Board of Directors; and shall preside at all membership and Board of Directors meetings and have the general powers of supervision and active management usually vested in the office of President; consistent with Bylaws and the Policy and Procedure Manual.
2. Make appointments subject to the approval of the Board of Directors, except as otherwise specified in these Bylaws to fill vacancies that develop.
3. See that all recommendations submitted to the Board of Directors are duly considered and that all lawful orders and resolutions of the Board of Directors are carried out.
4. Be a voting member of the Fiscal Affairs Committee and be an ex-officio member, without vote, of all other committees except the Nominating Committee.
5. Be a voting member of the PADA Board of Directors.
6. Attend the PADA Annual Meeting as the official representative of this association.

B. President-Elect: The President-Elect shall serve for one year and on June 1 after election, shall automatically become President of the Association. The President-Elect shall succeed to the office of President in the case of vacancy in that office and then shall serve as President until the end of the term for which the President-Elect was originally elected.

Functions: The President-Elect shall:

1. Serve as a voting member of the Board of Directors.
2. Become familiar with duties and responsibilities of the President and all other officers and act as coordinator of committees.
3. Perform the functions of the office of President in the absence or the disability of the President, as determined by the Board of Directors.
4. Appoint the Chairs of all standing committees (except the Executive Committee and the Fiscal Affairs Committee) to serve during the President-Elect's term as President.
5. Submit a roster of all elected and appointed district officers and Committee Chairs to the PADA President-Elect by June 1.
6. Be a voting member of the Fiscal Affairs Committee.
7. Perform such duties as may be designated by the Board of Directors.
8. Be responsible for the Association newsletter.
9. Prepare a budget, with the Treasurer, for the fiscal year(s) in which he/she will be President.

C. Secretary: The Secretary shall serve two years.

Functions: The Secretary shall:

1. Serve as a voting member of the Board of Directors.
2. Have any and all powers and duties usually vested in the office of Secretary.
3. Issue the call for all meetings of the membership and Board of Directors or as directed by the President.

4. Be responsible for the minutes of all membership and Board of Directors meetings: for seeing that the minutes are recorded in the books to be kept for that purpose; and for disseminating the minutes to the appropriate members as defined in the Policy and Procedure Manual.
5. Assist/coordinate the procedure for the official ballot.
6. Notify members of any proposed amendment to the Bylaws (see Article XI).
7. Have custody of the pertinent documents of the Association, including records of incorporation.
8. Maintain the position of Historian when a vacancy has occurred.

D. Treasurer: The Treasurer shall serve for two years.

Functions: The Treasurer shall:

1. Serve as a voting member of the Board of Directors and Chair of the Fiscal Affairs Committee.
2. Have any and all powers and functions usually vested in the office of the Treasurer.
3. Have custody of all funds and securities of the Association and shall deposit the monies in the name and to the credit of the Association in such depositories as shall be designated by the Board of Directors.
4. See that full and accurate financial records of all receipts and disbursements are kept in books belonging to the Association and that these books are reviewed annually, as described in the duties of the Fiscal Affairs Committee.
5. Report the financial status of the Association to the Board of Directors at its meetings and to the membership at membership meetings.
6. Prepare appropriate budgets and financial statements with the guidance and approval of the Fiscal Affairs Committee; assist the President-Elect in the preparation of the budget for the term as President.
7. Be responsible for submitting Association tax forms when due.
8. Collect and receive all dues and other monies paid to or belonging to the Association.

9. Draw any funds signed in the name of the Association.

E. Professional Education: The Chair of Professional Education shall serve for one year.

Functions: The Chair of Professional Educator shall:

1. Encourage participation of district members who are members of national practice groups to help plan/organize educational programs.
2. Identify continuing education needs of members and plan appropriate action to meet these needs.

F. Professional Education Chair-Elect: The Chair Elect of the Professional Education shall be elected by the Association membership to serve for one year and on June 1 after election shall automatically become Chair of the Professional Education.

Functions: The Chair-Elect of the Professional Education shall:

1. Become familiar with the duties and responsibilities of the Chair of Professional Education and assist wherever possible.
2. Perform the functions of the office in the absence of the Chair of Professional Education.
3. Perform other duties as requested by the Board of Directors.

Section 2

Other Elected Officials

A. Nominating Committee: The Nominating Committee Chair shall serve for one year. The Chair-Elect shall serve for one year and on June 1 after election shall succeed to the office of Chair.

Composition: The committee shall consist of the above two elected members and the Immediate Past President of the Association who is an advisory member, without vote, of the Nominating Committee.

Functions: The Nominating Committee shall:

1. Solicit recommendations from the members of the Board of Directors, Special Committee Chair and Representatives, and the General Membership through the Association Newsletter.
2. Submit a report (in the form of a ballot) to the President by

March 1st of each year, and this shall be submitted to the Secretary by March 15. The ballots must be in the hands of the membership by the first week of April. Ballots must be returned to the Chair postmarked no later than April 30th.

3. Ballots will be tabulated by Chair, Chair-Elect, and Immediate Past President.
4. Submit results to all candidates along with notification to general membership in the Association Newsletter.
5. Distribute information and receive data sheets for PADA awards.
6. Develop criteria for awards or scholarships given by this Association. Distribute this information via the Association newsletter and receive applications for these awards.
7. Solicit names for consideration for any of these awards. Present the names and criteria to the Board of Directors of this Association or to the PADA according to appropriate Bylaws.
8. Work in conjunction with PADA Nominating Representative for distribution of awards.

ARTICLE VII – PROFESSIONAL EDUCATION COMMITTEES AND REPRESENTATIVES

Section 1

The activities of this Association shall be conducted by the Professional Education, Standing Committees, and Special Committees. The Council and Committees, unless specifically designated otherwise, shall serve for the term of one year. The Council and Committee Chair shall provide written plans and reports as requested. The Council Chair and Standing Committee Chair will attend all Board of Directors meetings. Special Committee Chair shall be called to the Board of Directors meetings as necessary.

Section 2 Professional Education

Composition: Shall consist of the elected Chair, the Chair-Elect, and the appointed chairs of the Division of Practice.

Functions:

1. Identify continuing education needs of members and plan appropriate action to meet needs.

2. Approve the formation of and monitor the status of Association dietetic practice groups.
3. Coordinate the development of quality assurance standards in the practice of dietetics.
4. Coordinate the activities of the Division of Practice.
5. Integrate and support other elements within the Association.

Section 3 Standing Committees

A. Bylaws and Policy and Procedure Manual Committee:

Composition: The Immediate Past President will act as the Bylaws and Policy and Procedures Chair, consulting with the Executive Committee as needed.

Functions: This Committee shall:

1. Receive, recommend, and draft any changes in the Bylaws and Policy and Procedure Manual of this Association.
2. Present revisions to the Association Board of directors for review and recommendations.
3. Forward Bylaws changes to the Chair of the PADA Bylaws for review and recommendations.
4. Update Bylaws and Policy and Procedure Manual after approval of Revisions and disseminate as identified in the Policy and Procedure Manual.

B. Career Guidance Committee:

Composition: This committee shall consist of a Chair appointed by the President. Additional members may be appointed as needed.

Functions: This committee shall:

1. Disseminate materials and plan all career guidance activities.

C. Fiscal Affairs Committee:

Composition: This committee shall consist of the Treasurer as Chair, the President, President-Elect, the Immediate Past Treasurer, and the Immediate Past President of this Association.

Functions: This committee shall:

1. Act in an advisory capacity and give counsel upon any or all financial matters affecting this Association.
2. Draft a budget for income and expenditures for the fiscal year.
3. Serve as the internal auditor for this Association.
4. Select the accounting firm, subject to the approval of the Board of Directors, to review, every four years (or with a change of the Treasurer position), the financial records of this Association.

D. Legislative/Licensure:

Composition: This committee shall consist of a Chairman appointed by the President; additional members may be appointed.

Functions: This committee shall:

1. Disseminate to the membership the information received from the ADA and PADA Legislative Committee.
2. Serve as a communication link between federal, state, and local legislative bodies and this Association under the direction of the Board of Directors.
3. The Chair shall attend legislation meetings and workshops as designated by the Board of Directors of the Association.

E. National Nutrition Month/Public Relations Committee:

Composition: This committee shall consist of a Chair and Co-Chair, appointed by the President.

Functions: This Committee shall:

1. Plan Nutrition month activities in the Association and coordinate any activities with those suggested by the ADA and PADA.
2. Develop a plan for all public relations activities which shall include: National Nutrition Month activities, and other public relations efforts. The Committee shall initiate and coordinate public relations activities of this Association, subject to the approval of the Board of Directors.

F. Membership Committee:

Composition: This committee shall consist of a Chair appointed by the President.

Functions: This Committee shall:

1. Ascertain the names of persons through lists provided by PADA, who are eligible, and invite them to apply for membership in this Association.
2. Contact former members to determine if they are interested in joining the Association.
3. Be responsible for maintaining and disseminating the official list of names and mailing addresses of the current member of the Association.
4. Compile membership lists for the Association directory and be responsible for printing and mailing directory to all current members.
5. Update directory with names of new members who join during the year via notification to membership through the Association newsletter.
6. Compile miscellaneous response data from the membership application form and forward the data to the President for review and dissemination.

G. Executive Committee:

Composition: This committee shall be composed of the President, President-Elect, Secretary, Treasurer and the Chair of the Professional Education. The Immediate Past President is an ex-officio member of this Committee. The President shall serve as Chair of this Committee.

Functions: This Committee shall:

1. Govern the activities and responsibilities of this Association when the Board of Directors is not available for meeting or between meetings of the Board.

2. Make decisions on behalf of the Association when immediate action is required.
3. Further provide continuity in government of the Association including long range planning.

Section 3 Special Committees, Representatives

A. Tellers Committee:

Composition: This committee shall consist of the Nominating Committee.

Functions: This Committee shall:

1. Open, qualify, and tally ballots. Election results shall be reported to the President and Secretary by name of successful candidates only (no numerical count). A report of numerical count in case of vacancy in an office shall be filed with the Secretary.

B. Special Events/PADA Annual Meeting:

Composition: This Committee shall consist of a Chair and Co-Chair appointed by the Association President and approved by the President of PADA. The Chairman and Co-Chair shall act as liaison to the Association Board during the year prior to and the year during a PADA Annual Meeting hosted by this Association. Other members of this committee will be selected by the Chair.

Functions: This Committee shall:

1. Plan, implement, and evaluate the Annual Meeting of the PADA when this meeting is held in the Association area.
2. Follow the guidelines in the Annual Meeting Advisory Committee Manual consistent with the Bylaws and the Policy and Procedure Manual of the PADA and this Association.
3. Act as liaison to the Association Board of Directors, reporting progress and requesting assistance from the Association as needed.

C. ADA Foundation Representative:

Composition: The Immediate Past President will be the representative.

Functions: This Representative shall:

1. Act as liaison between the foundation and this Association in accordance with the Policy and Procedure Manual of this Association.

D. Reimbursement/NSPS Committee:

Composition: This committee shall consist of a Chair appointed by the President.

Functions: This Committee shall:

1. Serve as a liaison between this Association and its members in developing guidelines for implementing nutrition services payment systems.

E. Historian:

Composition: A representative will be appointed by the President. If this position is vacant, the secretary will resume responsible until a representative is found.

Functions: This Representative shall:

1. Maintain a history of the Association's yearly achievements and awards.

Section 3 Special Meetings

Special meetings of the members may be called by the Board of Directors or by petition of 25% of the total membership. Written or printed notice of said meeting, stating the place, date, hours, and purpose thereof, shall be sent to each member of this Association, not less than fifteen (15) days nor more than thirty (30) days prior to date of said meeting.

ARTICLE X – FISCAL YEAR

The fiscal year of this Association shall be consistent with the fiscal year of PADA, June 1 through May 31.

ARTICLE XI – AMENDMENTS

These Bylaws may be amended by the affirmative vote of two-thirds of the voting membership of the Board of Directors at any regular or special meeting of the Board of Directors provided that notice of the proposed amendment(s) be given by mail, electronic transmission, or through this Association's Newsletter to all members at least thirty (30)

days prior to the meeting of the Board of Directors at which the amendment(s) is to be voted. The Bylaws are subject always to the power of the members to change such action by the Directors by a majority vote of the members entitled to vote thereon at any regular or special meeting duly convened after notice to the members of that purpose.

ARTICLE XIII – PROHIBITED ACTIVITIES

No part of the net earnings of this Association shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons except the Association shall be authorized and empowered to make payments and distributions in furtherance of the purpose set forth in Article II of these Bylaws. Notwithstanding any other provision of the Articles in these Bylaws, the Association shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Law).

ARTICLE XIV – INDEMNIFICATION OF OFFICERS

Section 1 Indemnification of Officers

- A. The Association shall indemnify to the full extent required by law, and may indemnify or agree to indemnify to the full extent permitted by law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or contemplated action, suit, or proceeding whether civil, criminal, administrative, or investigative (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), by reason of that person's being or having been an officer, or agent of the Association or of any other enterprise at the request of the Association. Notwithstanding the foregoing, the Association has no obligation to purchase insurance on behalf of any person who is or was an officer or agent of the Association against any liability asserted against or incurred by him in any such capacity or arising out of his status as such. The Association at the sole discretion of the Board of Directors may provide such insurance. Such indemnification as set forth in this paragraph shall not impair any other right any such person may have.
- B. Said indemnification can be made only if a determination has been made, with the advice of counsel for the Association, by members of the Board of Directors not involved in the claim or proceeding or by a disinterested person or persons named by said members of the Board of Directors not involved in the claim or proceeding, or by the members, or by independent legal counsel in a written opinion:
 - 1) that the officer or agent acted or failed to act, and in either case, in faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association and with respect to any criminal

action or proceeding, had no reasonable cause to believe his conduct was unlawful; and

- 2) that the amount of proposed indemnification is reasonable; and
- 3) that the proposed indemnification is just and proper and can be legally made by the Association under then existing law; and
- 4) that the indemnification shall be made by the Association in an amount stated in the determination; provided, however, that the indemnification provided for herein shall not be available if the act or failure to act giving rise to the claim for indemnification has been determined by a court to have constituted willful misconduct or recklessness.

Section 2 Limitation of Officers' Personal Liability

No officer shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- A. The director has breached or failed to perform the duties of his office relating to the standard of care and justifiable reliance as set forth in Section 3 of this Article; and
- B. The breach or failure to perform self-dealing, willful misconduct or recklessness; PROVIDED, HOWEVER, that the provisions of this section shall not apply to: 1) the responsibility or liability of an officer pursuant to any criminal statutes; or 2) the liability of an officer for the payment of taxes pursuant to local, state, or federal law.

Section 3 Standard of Care of Officers and Justifiable Reliance by Officers

An officer shall stand in a fiduciary relation to the Association and shall perform his duties as an officer, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, an officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by and of the following: 1) one or more officers of the Association whom the officer reasonably believes to be other persons as to matters to which the officer reasonably believes to be reliable and competent in the matters presented; 2) counsel, public accountants, or others as to matters to which the officer reasonably believes to be within the professional or expert competence of such person;

3) a committee of the board upon its designated authority, which committee the officer reasonably believes to merit confidence. An officer shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted. In discharging the duties of their respective positions, the Board of Directors, committees of the board and individual officers may, in considering the best interests of the Association, consider the effects of any action upon communities in which offices or other establishments of the Association are located and other pertinent factors. The consideration of those factors shall not constitute a violation of the foregoing duties of the officers as set forth herein. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as an officer, or any failure to take any action shall be presumed to be in the best interests of the Association.

Section 4 Advance Payment of Expenses

Expenses incurred by an officer or agent in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Association.

Section 5 Insurance or Indemnification Fund

The Association shall have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification reserve fund on behalf of the officers and agents of the Association and a person serving at the request of the Association as an officer or agent on another organization, against liability incurred in any such capacity, or arising out of his status as such.

Section 6 Validity

The invalidity of any portion of this Article XIV shall not affect the validity of the remainder hereof.

Section 7 Application

This Article shall not apply to any actions filed or any breach of performance of duty or any failure of performance of duty prior to January 27, 1987.

Section 8 Contract Rights: Amendment or Repeal

All rights to indemnification under this Article XIV shall be deemed a contract between the Association and the persons to be indemnified under this Article XIV pursuant to which the Association and each such person intent to be legally bound. Any repeal, amendment or modification of this Article shall be prospective only and shall not affect any rights or obligations then existing.

ARTICLE XV – DISSOLUTION

On the dissolution of this Association, the Board of Directors, after paying or making provision for the payment of all liabilities of this Association, shall dispose of all its assets exclusively to The American Dietetic Association or the Pennsylvania Dietetic Association or a successor organization to be used for the benefit of its Pennsylvania members.