



Tennessee Academy of Nutrition and Dietetics

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The Tennessee Academy of Nutrition and Dietetics

Bylaws

2018 Revision

“An Equal Opportunity Organization”

Bylaws Approved:	9/86	
Bylaws Revised		Bylaws Amended
November 1994	July 2010	May 2010
March 1995	March 2012	March 2012
February 2002	July 2013	July 2013
August 2005	August 2014	June 2014
May 2009	May 2018	

Article I – Name

The organization will be known as the Tennessee Academy of Nutrition and Dietetics, hereafter referred to as the Tennessee Academy.

Article II – Membership

Section 1. Membership in the Tennessee Academy will be limited to members of the Academy of Nutrition and Dietetics (Academy) whose official mailing address is listed in Tennessee or those who live in other states but designate Tennessee as their chosen affiliate. Membership classifications will be those outlined in Article II of the Academy Bylaws.

Section 2. The current list of members of the Academy of Nutrition and Dietetics officially listed in Tennessee will be the official membership list of the Tennessee Academy for all purposes.

Section 3. All members of the Tennessee Academy should have the rights and privileges as set forth in Article II of the Academy of Nutrition and Dietetics Bylaws, and will have the corresponding rights and privileges in the conduct of business of the Tennessee Academy.

Section 4. All members whose Academy dues are not in arrears will receive the Tennessee Academy publications.

Article III – Fiscal Year

The fiscal year of this Tennessee Academy will be determined by the Board. Currently June 1- May 31.

Article IV – Meeting of Members

Section 1. Annual Meeting. There will be an annual educational meeting (the “Annual Meeting” of the members of the Tennessee Academy, except in the case of an emergency declared by the Board of Directors. A written notice of the Annual Meeting, including the place, date, and time, will be sent to each member of the Tennessee Academy not less than ten [10] nor more than two [2] months prior to date of said meeting.

Section 2. Business Meeting. There will be an annual business meeting of the members of the Tennessee Academy for the education and the transaction of other business as may come before the meeting. This meeting will normally be held in conjunction with the Annual Meeting.

If the annual business meeting is not held in conjunction with the Annual Meeting, a written notice of the annual business meeting, including the place, date, and time, will be sent to each member of the Tennessee Academy, not less than then [10] business days nor more than two [2] months prior to the date of said meeting.

Section 3. Special Meetings. Special meetings of the members may be called by the Board. Meeting notice (time, location, date, purpose) shall be sent to Tennessee Academy members not less than ten [10] days prior to the meeting.

The President or the Board of Directors may be a majority vote call a special meeting of the members.

A written notice of a special meeting, stating the place, date, time, and purpose, will be sent to each member of the Tennessee Academy not less than ten [10] days prior to the date of said meeting.

Section 4. Quorum. A quorum for the annual business meeting and any special meetings will be ten percent (10%) of the voting members per Tennessee Code; Chapter 48 Section 51. No act of the voting members present will be valid unless passed by an affirmative vote of the majority of voting members present.

Article V – Affiliation

Section 1. Tennessee Academy District Associations. One or more district association may be formed and will be affiliated with the Tennessee Academy upon approval of their bylaws or guiding principles by the Board of Directors and completion of a principles of cooperation agreement.

The Board shall determine how many districts shall be constituted and how each district shall be defined.

Each district Academy will adopt Bylaws which are consistent with the Tennessee Academy Bylaws. Changes in district Academy Bylaws must be approved by the Tennessee Academy Bylaws Committee.

Only members of the Academy may be members of the affiliated dietetic associations.

Article VI – Board of Directors

Section 1. General Powers. The governance of the Tennessee Academy will be vested in the Board of Directors, also known as the “Board”. The affairs of the Tennessee Academy shall be managed by, or under the direction of, the Board.

Section 2. Functions of the Board. The Board shall have the authority to perform the following duties:

- a. Determine administrative policies and manage the property and funds of the Tennessee Academy.
- b. Approve the annual budget and strategic plan.
- c. Maintain affiliations with district associations and state dietetic practice groups, and approve liaisons with appropriate organizations if applicable.
- d. Manage activities and initiatives of the Tennessee Academy and coordinate with those of the Academy.
- e. Approve Amendments to the Tennessee Academy Bylaws.

Section 3. Composition. The BOD will consist of the following voting members: President, President-Elect, President Elect-Elect, Immediate Past President, Treasurer, Delegate, Council on Professional Issues (CPI) Chair, Nominating Committee Chair, and State Marketing Coordinator.

Section 4. Qualifications. Qualifications shall be consistent with board qualifications set forth in the Academy Bylaws. All Board members must be Active or Retired members of the Academy and the Tennessee Academy. Additional qualifications may be set by the Board and included in the policy and procedure manual, as well as individual position descriptions.

Section 5. Regular Board Meetings. Number of Meetings. A minimum of two [2] regular meetings of the Board of Directors will be held annually at such time and place as determined by the Board.

Other Means of Business. Except where precluded by law of the state of incorporation, meetings of the Board of Directors may be held in person or via electronic technology, and members may attend a meeting from a remote location. The Board may also transact business by regular or electronic mail, conference calls, videoconference, or internet meetings, indicating time and date when votes must be cast.

Section 6. Special Board Meetings. The President or any three [3] Board members with voting status may call a Special Meeting of the Board of Directors, and shall state the purpose, place, and time for the meeting.

Section 7. Notice of Board Meetings. Notice of any regular or special meeting of the Board of Directors will be given at least two [2] days previous thereto by written or electronic notice to each Director, except that no special meeting of the Board may be called to remove a Director or officer unless written notice of the proposed removal

is delivered at least twenty [20] 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 meetings.

Section 8. Quorum. A simple majority (50% plus one) of the current voting members of the Board will constitute a quorum for transaction of business at any meeting of the Board of Directors.

Section 9. Removal of Directors. An elected or appointed officer or director may be removed by affirmative vote by 2/3 votes of all members of the Board at an official meeting except to the extent that state law might require the vote of the membership.

Section 10. Vacancies. If any of the following seats on the Board of Directors become vacant because of death, illness, resignations, disqualification, removal, or any other cause, the unexpired term will be filled in the following manner:

- a. **President.** The President-Elect will succeed the office of the President and complete the unexpired term.
- b. **President-Elect.** The President-Elect-Elect will succeed the office of the President-Elect and complete the unexpired term.
- c. **President-Elect-Elect.** The Board position shall remain vacant until a special election by the membership may be implemented.
- d. **Delegate.** The Board will appoint a successor to complete the unexpired term or terms.
- e. **Treasurer.** The Board will appoint a successor to complete the unexpired term or terms.
- f. **Secretary.** The Board will appoint a successor to complete the unexpired term or terms.

Should the office of the President, President-Elect, and President-Elect-Elect all become vacant at the same time, the Board shall designate an individual to fill the position of President until a special election of the membership has been conducted by regular mail or electronic means at the earliest possible date.

Section 11. Compensation. Members of the Board of Directors shall receive no compensation for serving as directors, except that their expenses related to their duties as directors may be paid by the Tennessee Academy. The Board shall have no authority to establish compensation for services to the Tennessee Academy as directors. This section shall not preclude any director from serving the Tennessee Academy in any other capacity and receiving compensation for such services.

Article VII – Officers

Section 1. Officers of the Tennessee Academy consist of: President, President Elect, President-Elect-Elect, Immediate Past President, Treasurer, Chair of the Council on Professional Issues, Delegate, and Chair of the Nominating Committee, and State Marketing Coordinator. 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 an elected office in the Academy (including all Academy groups and committees), or district association or state dietetic practice group

- a. **President.** The President will serve for one [1] year. The President will ensure the Association's strategic direction and values are carried into effect except in those instances in which those responsibilities are specifically assigned to another officer. The President will: serve as the chief executive officer, official spokesperson of the Tennessee Academy, and the Chair of the Board; appoint chairs and members of committees, task forces, and work groups; preside at meetings of the full membership and Board; supervise and present the annual performance evaluation of the Executive Director and any other contractual employees.
- b. **President-Elect.** The President-Elect will serve for one [1] year, and at the end of this term, will assume the office of President. The President-Elect will: support the President in leading the Association towards its strategic direction and values; serve as a member of the Board of Directors; present a written

proposal for the strategic plan and budget for term as President for approval by the Board; and perform the functions of the office of President in the absence or disability of the President.

- c. **President-Elect-Elect.** The President-Elect-Elect will serve for one [1] year, and at the end of this term, will assume the office of President-Elect. The President-Elect-Elect will: support the President and President-Elect in leading the Association towards its strategic direction and values; serve as a member of the Board of Directors; and perform the functions of the office of President in the absence or disability of the President and President-Elect.
- d. **Past President.** The Past President will serve for one [1] year immediately following their year as President. The Past President will: support the President in leading the Association towards its strategic direction and values; serve as a member of the Board of Directors; serve as an ex-officio member of the Nominating Committee; and perform any other duties as assigned by the Board.
- e. **Treasurer.** The Treasurer will serve for two [2] years as a member of the Board of Directors and the chief financial officer of the Association. The Treasurer will formulate and audit the financial records by the Tennessee Academy Central Office; assist the President-Elect in formulating the annual budget for the following association year; and report the financial status of the Tennessee Academy to the Board of Directors and the membership.
- f. **Delegate.** Each 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. The delegate will: serve as a member of the Board of Directors, represent and act on behalf of this association 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 to the district association presidents and state dietetic practice group chairs.
- g. **Chair of the Council on Professional Issues.** The Chair of the Council on Professional Issues will serve for one [1] year as a member of the Board of Directors. The Chair of the Council on Professional Issues will work in conjunction with other officers in supporting continuing education events, especially the annual meeting.
- h. **State Marketing Coordinator.** The State Marketing Coordinator will serve for two [2] years as a member of the board of directors. The State Marketing Coordinator establish an annual marketing plan for TAND and ensure information is shared with members in a timely manner.

Section 2. Executive Director. The position of Executive Director shall be a salaried position filled at the discretion of the Board and subject to yearly evaluation that are documented and maintained on file. Subject to direction of the Board of Directors, the Executive Director will be responsible for the day-to-day fiscal and operational management of this Association. The Executive Director will not have budgetary, fiscal, or policy-setting authority. The Executive Director will: serve as an ex-officio member without vote on the Board of Directors; be accountable to the Board; administer the Association's office; implement policies of the Association as directed by the Board; communicate regularly with the President and the Secretary and /or Treasurer; perform services as specified in the current contractual agreement and other authority as the Board may delegate.

ARTICLE VIII - COMMITTEES, TASK FORCES AND WORKGROUPS

Section 1.

- a. **Committees.** Committees shall have and may exercise the authority of the Board of Directors in the management of the Association to the extent provided by the Board and not restricted by law. The designation of such board committees and the delegation of authority thereto shall not operate to relieve the Board of Directors, or committee chair (s), of any responsibility imposed on him or her by law.

- b. **Number and Qualifications.** The Board of Directors may from time to time designate one or more committees, other than those mandated by these bylaws, each of which will consist of one chair and such other persons as the President designates. Committees shall function in accordance with the policies and procedures of the association and these bylaws.

Section 2.

- a. **Nominating Committee.** A Nominating Committee will serve as a non-board committee. The primary function of the Nominating Committee shall be to identify at least two [2] qualified individuals to be placed on the ballot for election to the offices of the Association as identified in Article VI Officers. Any member of the Association may submit the name of an individual to the Nominating Committee for consideration
- b. **Composition.** The Nominating Committee will consist of three [3] members elected by the members of the Tennessee Academy to serve three [3] year terms. The member serving in their third year shall serve as Chair of the Nominating Committee; the member serving in their second year shall serve as Chair-Elect of the Nominating Committee; the member serving in their first year shall serve as the member of the Nominating Committee. The immediate Past President of the Tennessee Affiliate will serve as an ex-officio member of the Nominating Committee.
- c. **Functions.** The Nominating Committee will: formulate a ballot according to guidelines specified and submit the official ballot to the Board by the date designated by the Board of Directors. The Board of Directors shall establish such other responsibilities and rules of procedure of the committee, as it deems necessary and appropriate to support the primary and other functions of the committee.

Section 3. Task Forces and Workgroups. Task forces and workgroups may from time to time be appointed by the President and be maintained by the Board of Directors. Such task forces and workgroups will be assigned activities and projects based on the initiatives of the current Strategic Plan for {AFFILIATE}. Each task force and workgroup will receive its specific charge[s], allocated budget, and projected deadline for the completion of the charge[s] in writing from the President or designated Board member.

- a. **Composition.** Each task force or workgroup will consist of at least three [3] {Affiliate} members in good standing. Once the charge to the task force or workgroup is completed, and then the task force or workgroup will be dissolved.
- b. **Functions.** Each task force or work group will: conduct appropriate communications, meetings and activities to complete its charge[s]; maintain communications with the President and designated Board member regarding progress and issues; and present oral and written interim and final reports to the Board of Directors.

Article IX – Amendments

Section 1. Method. Except where state law may require the vote of the membership, these bylaws may be amended by the affirmative vote of two-thirds [2/3] of the voting members of the Tennessee Academy Board of Directors.

Section 2. Notice. Notice of the proposed amendment(s) must be given in writing to the Tennessee Academy membership a not less than forty five days [45] days before the vote on the proposed amendment.

Article X – Indemnification and Non-Liability

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 the Association to the fullest extent permitted by the laws of the State of

Tennessee for any actions taken in good faith while serving in his or her official capacity. The Association 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.

Article XII – Books and Records

. The Affiliate shall keep books and records of account. It shall also keep minutes of the proceedings of its members, Board, and committees/task forces having the authority of the Board. The names and addresses of the members entitled to vote shall be maintained by the Central Office of the Tennessee Academy.

Article X – Special Rules of Dissolution

Section 1. Special Rules. No part of the net earnings of the Tennessee Academy will inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Tennessee Academy will be authorized and empowered to make payment and distributions in furtherance of the purpose of the Tennessee Academy set forth in the Articles of Incorporation.

Notwithstanding any other provisions of the Articles in these Bylaws, The Tennessee Academy will not carry on any activities that are not permitted to be carried on by an organization and exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986 [or the corresponding provision of any subsequent United States Internal Revenue Code].

Section 2. Dissolution. Upon dissolution of the Tennessee Academy, the Board of Directors will, after paying or making provisions for the payments of all the liabilities of the Tennessee Academy, dispose of all of the assets of the Tennessee Academy exclusively for the purposes of the Tennessee Academy in such manner, or to such organizations or organizations which are then qualified as exempt within the meaning of Section 501(c)(6) or 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Revenue Law) as the Board of Directors will determine exclusively for charitable, educational, or scientific purposes.