

**BYLAWS
OF THE
THE KANSAS ACADEMY OF NUTRITION AND DIETETICS**

ARTICLE I – NAME

The name of this organization will be the KANSAS ACADEMY OF NUTRITION AND DIETETICS, INC., incorporated in the State of Kansas, also known as KSAND.

ARTICLE II – MEMBERSHIP

Section 1. Membership in the Kansas Academy of Nutrition and Dietetics will be limited to members of the Academy of Nutrition and Dietetics (Academy) who's primary mailing address, as submitted to the Academy, is within the State of Kansas or, in the alternative, who have formally designated the Kansas Academy of Nutrition and Dietetics as their sole affiliate for membership purposes. The membership classifications will be those outlined in Article II of the Academy of Nutrition and Dietetics Bylaws.

Section 2-6. The current list of members of the Academy of Nutrition and Dietetics officially listed in Kansas will be the official membership list of the Kansas Academy of Nutrition and Dietetics for all purposes.

Section 7. All members of the Kansas Academy of Nutrition and Dietetics 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 Kansas Academy of Nutrition and Dietetics.

Section 8. All members whose Academy dues are not in arrears will receive any publications distributed by KSAND.

ARTICLE III – FISCAL YEAR

The fiscal year of the Kansas Academy of Nutrition and Dietetics will be determined by the Board of Directors.

ARTICLE IV – MEETINGS OF MEMBERS

Section 1. Annual Meeting: There will be an annual educational meeting of the members of the Kansas Academy of Nutrition and Dietetics, except when postponed or cancelled by the Board of Directors for good cause. Written or printed notice of the Annual Meeting, including the stated place, date, and time, will be sent to each member of KSAND, not less than thirty (30) working days prior to date of said meeting.

Section 2. Business Meeting: There will be an annual business meeting of the members of KSAND for the purpose of presenting the annual report of the Board of

Directors and for 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 held other than in conjunction with the Annual Meeting, written or electronic notice of the annual business meeting, including the stated place, date and time, will be sent to each member of KSAND not less than fifteen [15] days prior to date of said meeting.

Section 3. Special Meetings:

- A. The Board of Directors may by a majority vote call a special meeting of the members.
- B. Written or electronic notice of a special meeting, stating the place, date, time, and purpose, will be sent to each member of KSAND not less than fifteen [15] working days prior to the date of said meeting.

Section 4. Quorum: At all meetings of KSAND membership, a quorum shall consist of all members present and voting, except as otherwise required by law.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers: The government of the Kansas Academy of Nutrition and Dietetics will be vested in a Board of Directors, also known as the “Executive Board” or “the Board”. The affairs of KSAND 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 functions:

- A. Determine administrative policies and manage the property and funds of KSAND.
- B. Manage activities and initiatives of KSAND and coordinate with those of the Academy.
- C. Approve annual budget and strategic plan.
- D. Maintain affiliations with District Dietetic Associations and State Dietetic Practice Groups and approve liaisons with appropriate organizations, if applicable.
- E. Approve amendments to the Kansas Academy of Nutrition and Dietetics Bylaws.
- F. Exercise such other powers and perform all lawful acts permitted or required under Kansas law.

Section 3. Composition

- A. The Board of Directors will consist of the following voting members: President, President-elect, Secretary, Treasurer, Delegate to the Academy House of Delegates, District Presidents, Chair-Council on Professional Issues (CPI), Chair-Nominating Committee, and Kansas Academy of Nutrition and Dietetics Foundation Chair.

- B. At the discretion of the Board, additional voting members may include leaders of functional teams, committees, or work groups in operation during the year if the chair is other than a voting member listed in Section 3, A.
- C. The Immediate Past President, Chair-elect of the Council on Practice, chairs of committees, Executive Director, and other appointed positions will serve as non-voting members of the Board of Directors as outlined in the Standing Rules.

Section 4. Executive Committee: The Executive Committee shall have the authority to approve expenditure of funds and act for KSAND 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 to the Executive Committee to act. The Executive Committee will be composed of the President, President-elect, Secretary, Treasurer, Delegate, CPI Chair and the Executive Director who will serve ex-officio, without vote.

Section 5. Qualifications: Qualifications are consistent with the Academy Bylaws. All Board members must be Active or Retired members of the Academy except to the extent that the Affiliate may wish to include non-member directors, in which case their qualifications should be specifically provided. Only Academy members may run for elected office. Other qualifications and skill sets established by the Board and outlined in policy and procedure.

Section 6. Regular Meetings

- A. 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.
- B. 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 conference call, and members may attend a meeting from a remote location. The Board may also transact business by regular or electronic mail, conference calls, videoconferences, Internet meetings or fax, indicating time and date when votes must be cast.

Section 7. Special 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, the place and time for the meeting.

Section 8. Notice of Meetings

- A. Notice of any regular or Special Meeting of the Board of Directors will be given at least five [5] working days previous thereto by written, mail or electronic notice to each Director.
- B. 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 [20] days prior to such meeting.

- C. 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 9. Quorum:

- A. A simple majority of the current voting members of the Board of Directors present in person or, to the extent that proxy voting is permitted by law, represented by a qualified proxy per KSAND policy, will constitute a quorum for transaction of business at any meeting of the Board of Directors.
- B. When matters are conducted in writing (mail or by electronic means), to be valid, a majority of voting members of the Board or Executive Committee must respond by the designated date, provided state law permits such voting. The question will be decided by a majority of these votes.

Section 10. Removal of Directors: Except to the extent limited by state law, an elected or appointed officer or director may be removed by affirmative vote by 2/3 vote of all members of the Board of Directors at an official meeting.

Section 11. Vacancies: If any of the following seats on the Board of Directors become vacant because of death, illness, resignations, disqualification, removal, or other cause, the unexpired term will be filled in the following manner.

- A. President: The president-elect will succeed to the office of President and serve until the end of her/his original term.
- B. President-elect: The Board position shall remain vacant until a special election by the membership may be implemented if deemed necessary by the Board.
- C. Delegate: The Board of Directors will appoint a successor to complete the unexpired term or terms.
- D. Secretary: The Board of Directors will appoint a successor to complete any unexpired term.
- E. Treasurer: The Board of Directors will appoint a successor to complete any unexpired term.
- F. CPI Chair: The CPI Chair-elect will succeed to the office of Chair and serve until the end of her/his original term.
- G. CPI Chair-elect: The Board of Directors will appoint a successor to complete any unexpired term.
- H. Nominating Committee:
 - 1. Chair: The Nominating Committee Chair-Elect will succeed and serve until the end of his/her original term.
 - 2. Chair-Elect: The committee member receiving the next most votes will succeed.
 - 3. Members: The Board of Directors will appoint a successor.
- I. President and President-elect: If both offices become vacant at the same time, a special election by the membership will be conducted by mail or electronic means at the earliest possible date. In the interim, the Delegate will serve as president.

Section 12. Compensation: Members of the Board of Directors shall receive no compensation for serving as directors, except that they may be paid their expenses related to their duties as directors. The Board shall have no authority to establish compensation for services to KSAND as directors. This section shall not preclude any director from serving KSAND in any other capacity and receiving compensation for such service.

ARTICLE VI – OFFICERS

Section 1. Officers: The officers of the Kansas Academy of Nutrition and Dietetics will be a President, President-elect, Secretary, Treasurer, Delegate to the Academy House of Delegates, Chair-Council on Professional Issues, and Chair, Nominating Committee. All officers shall take office at the beginning of the program year. An officer shall not, at any time during the term of office, hold an elected office in the Academy or in a district association or dietetic practice group.

- A. President: The President will serve for one [1] year. The President will ensure the KSAND'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 KSAND, chair of the KSAND Board of Directors and Executive Committee; serve as a member of the Kansas Academy of Nutrition and Dietetics Foundation; appoint chairs and members of committees, task forces and work groups; preside at meetings of the full membership and Board of Directors; and supervise and present the annual performance evaluation of the Executive Director.
- 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 KSAND towards its strategic direction and values; serve as a member of the Board of Directors and Executive Committee; present a written proposal for the strategic plan and budget for term as President for approval by the Board; appoint chairs and members of committees to serve during term as president, and perform the functions of the office of President in the absence or disability of the President.
- C. Secretary: The Secretary will serve for two [2] years; may be re-elected. The Secretary will: serve as a member of the KSAND Board of Directors and Executive Committee; issue the call for regular and special meetings of the KSAND Board of Directors, and the KSAND membership; record and distribute minutes of all Board and KSAND meetings; and maintain the permanent files of KSAND in conjunction with the Executive Director according to the policies and procedures in effect at the time.
- D. Treasurer: The Treasurer will serve for two [2] years; may be re-elected. The Treasurer will serve as the chief financial officer of the Kansas Academy of Nutrition and Dietetics. The Treasurer will: serve as a member of the KSAND Board of Directors and Executive Committee and the Kansas Academy of

Nutrition and Dietetics Foundation; have custody of all funds, securities, and financial records of receipts and disbursements; formulate and audit the financial records of the KSAND Central Office; formulate the annual budget for the following fiscal year with input from Board members and submit to the Board for approval; and report the financial status of KSAND to the Board of Directors and the membership.

- E. Delegate: The Delegate will serve for three [3] years and may be re-elected for one [1] additional term of office. A break of at least [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 and Executive Committee, represent and act on behalf of KSAND at all meetings of the House of Delegates of the Academy; 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.
- F. Chair-Council on Professional Issues (CPI): The CPI Chair will serve for one [1] year. The CPI Chair will: serve as a member of the Board of Directors and Executive Committee; chair the Council on Professional issues; determine CPI priorities, and activities based on the strategic plan, and maintain fiscal responsibility of CPI activities with other members of the Council; establish task force or work groups to carry out activities subject to Board approval, and serve as chair of the state meeting planning committee.
- G. Chair-Nominating Committee: The Nominating Committee Chair will serve for one [1] year. The Nominating Committee Chair will: serve as a member of the Board of Directors; and direct the activities of the Nominating Committee.

Section 2. Executive Director: The position of Executive Director shall be a contracted position filled at the discretion of the Board of Directors.

- A. Subject to the direction of the Board, the Executive Director will be responsible for the day-to-day fiscal and operational management of KSAND.
- B. The Executive Director will not have budgetary, fiscal or policy-setting authority.
- C. The Executive Director will: serve as a ex-officio member without vote on the Board of Directors and Executive Committee; be accountable to the Board; maintain an office for the KSAND; implement policies of KSAND as directed by the Board; communicate regularly with President, Treasurer, and others as outlined in the Standing Rules; perform services as specified in the current contractual agreement and other authority as the Board may delegate.

ARTICLE VII. COMMITTEES, TEAMS, TASK FORCES AND WORK GROUPS

Section 1. Committees: Committees shall have and may exercise the authority of the Board of Directors in the management of KSAND 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 by him or her by law.

- A. 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 or two chairs and such other persons as the President designates with the concurrence of the Board. Committees shall function in accordance with the policies and procedures of the Kansas Academy of Nutrition and Dietetics and these Bylaws.

Section 2. Nominating Committee: A Nominating Committee will serve as a non-Board committee. The primary function of the Nominating Committee shall be to identify qualified individuals to be placed on the ballot for election to offices of KSAND as identified in the article on nominations and elections. Any member of the KSAND may submit the name of an individual to the Nominating Committee for consideration.

- A. Composition: The Nominating Committee will consist of four [4] members elected by the members of KSAND. Three members are elected annually. The member with the most votes serves as chair-elect for one term, and then as chair for a second term. The Chair serves as a voting member of the Board of Directors.
- B. Functions: The Nominating Committee will: formulate a ballot according to guidelines specified and submit the official ballot to the Executive Director by the date designated by the Board of Directors. The Board of Directors shall establish such other responsibilities and rules of procedure for the Committee, as it deems necessary and appropriate to support the primary and other functions of the Committee.

Section 3. Teams, Task Forces and Work Groups: Teams, task forces and work groups may from time to time be appointed by the President and be maintained by the Board of Directors as non-board functional groups. Such teams, task forces, and work groups will be assigned activities and projects based on the initiatives of the current Kansas Academy of Nutrition and Dietetics Strategic Plan or operational needs. As needed, each team, task force or work group will receive its charge(s), allocated budget, and projected deadline for completion in writing from the President, designated Board member, or as outlined in the Standing Rules or Policy and Procedure Manual.

- A. Composition: Each team, task force or work group will consist of at least two [2] Academy members in good standing. Once the charge is completed, the team, task force or work group will be dissolved.
- B. Functions: Each team, task force or work group will: conduct appropriate communications, meetings and activities to complete its charge(s). Communications will be maintained with the President and designated Board member(s) regarding progress and issues; including oral and written interim and final reports to the Board of Directors as outlined in charge, Standing Rules or Policy and Procedures.

- C. Meetings: Each team, task force or work group may conduct meetings in person, through conference call or through electronic communication media as long as all members have access to the information and/or discussion and an opportunity to vote when applicable.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominations

The Nominating Committee will formulate an annual ballot consisting of the following:

- A. At least two [2] candidates for the office of President-elect.
- B. At least two [2] candidates for the office of Secretary and Treasurer in alternate years.
- C. At least two [2] candidates for the office of CPI Chair-elect
- D. Four [4] to five [5] candidates for the Nominating Committee with representation from multiple geographic locations in Kansas for the three [3] positions needed.
- E. At least two [2] candidates for the office of Delegate, as needed (every three years).

Section 2. General Criteria

- A. If the Nominating Committee after reasonable effort is unable to nominate two willing candidates who otherwise meet the qualifications for office, as may be further defined by Academy materials, a single candidate slate may be submitted to the membership.
- B. Write-in candidates. The option of write-in candidates 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 through the following procedure:
 - 1. Nominating petitions may make other nominations for these offices.
 - 2. Petition forms and procedures will be available upon request from the President.
 - 3. The petitions must be signed by not less than twenty (20)-voting members of KSAND.
 - 4. The consent from the nominee must be secured prior to the circulation of the petition.
 - 5. The petition (s) will be filed with the Secretary on or before the date set by the Board of Directors.
- C. It is the philosophy of KSAND to maximize the number of individuals participating in elected leadership positions, and to encourage all elected leaders to devote the maximum time and attention to their positions. For this reason, the KSAND elected officers may not, except in extraordinary circumstances, simultaneously hold an elected or appointed executive position in an Academy office, or an elected office in a related Academy organizational unit (e.g., affiliate district association or DPG).

- D. No person is eligible to serve more than one full term in the same office consecutively unless specified otherwise in these Bylaws except under extraordinary circumstances when the Nominating Committee is unable to solicit an alternative candidate and the position can't be filled otherwise.
- E. Members of the Nominating Committee may be eligible to be a candidate for an elected office of KSAND with the exception of the Chair-Elect.

Section 3. Ballot and Voting

- A. Ballots will be transmitted by regular mail and/or electronic means to the voting members of KSAND at least twenty-one [21] days prior to the posted deadline for ballot submission.
- B. A plurality of the votes cast constitutes an election.
- C. Only ballots received by midnight of the designated date for the closing of the polls are counted. Ballots are screened for five [5] business days after the election's closing date for valid postmarks, e-mail send dates, or electronic voting submission date.
- D. The candidate receiving, respectively, the largest number of votes for the office of President-elect, Secretary or Treasurer, CPI Chair-elect, Delegate will be elected to these offices. The three [3] candidates for the Nominating Committee with the highest number of votes will be elected as members of this committee.
- E. In the event of a tie vote for an office, the election will be determined by lot.

ARTICLE IX. AFFILIATIONS

Section 1. District Dietetic Associations: One or more district dietetic associations may be formed and will be affiliated with the Kansas Academy of Nutrition and Dietetics upon approval of their Bylaws by the Board of Directors. District dietetic associations may choose to be separate legal entities.

- A. Each affiliated internal district dietetic association will adopt governing documents that are consistent with the Kansas Academy of Nutrition and Dietetics Bylaws. The KSAND Board of Directors must approve revisions or amendments in internal district governing documents.
- B. Only members of the Academy may be official members of the affiliated district dietetic associations.
- C. The Board shall determine how many districts shall be constituted, how each district shall be defined, and be responsible for disciplinary action or revocation of affiliation should such actions become necessary.

Section 2. Dietetic Practice Groups: A state dietetic practice group may be formed and will be affiliated with the Kansas Academy of Nutrition and Dietetics upon approval of their governing documents by the Board of Directors.

- A. A state dietetic practice group will have corresponding Academy dietetic practice group.
- B. The Kansas Academy of Nutrition and Dietetics will recognize state dietetic practice groups meeting operational and administrative standards established by KSAND based on a petition submitted by a minimum of twenty-five [25] KSAND members.
- C. A state dietetic practice group will consist of Academy members with an interest in an area of practice regardless of membership classification or employment status.
- D. A state dietetic practice group will engage in activities which meet the needs of its members and are consistent with the mission, strategic plan, and policies of this Kansas Academy of Nutrition and Dietetics; develop governing documents that are consistent with the Bylaws and policies of this Kansas Academy of Nutrition and Dietetics; and establish its own dues structure.
- E. The Board shall be responsible for disciplinary action or revocation of affiliation of a state dietetic practice group should such action become necessary.
- F. State dietetic practice group dues and finances are centrally administered by the Kansas Academy of Nutrition and Dietetics.

ARTICLE X. INDEMNIFICATION

Each person who is serving, or who has served, as a director, officer, agent, or committee member in accordance with these Bylaws will be indemnified by the Kansas Academy of Nutrition and Dietetics to the fullest extent permitted by the laws of the State of Kansas for any actions taken in good faith while serving in his or her official capacity. The Kansas Academy of Nutrition and Dietetics may purchase and maintain insurance on behalf of any such person. The 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 XI. BOOKS, RECORDS

Section 1. Books and Records: The Kansas Academy of Nutrition and Dietetics 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 authority of the Board of Directors. The names and addresses of the members entitled to vote shall be maintained at the Central Office or as outlined in the Standing Rules of the Kansas Academy of Nutrition and Dietetics.

ARTICLE XII. SPECIAL RULES AND DISSOLUTION

Section 1. Special Rules: No part of the net earnings of the Kansas Academy of Nutrition and Dietetics will inure to the benefit of or be distributed to its members, directors, officers, or other private persons, except that KSAND will be authorized and empowered to make payment and distributions in furtherance of the purpose of KSAND set forth in the Articles of Incorporation. Notwithstanding any other provisions of the Articles in these Bylaws, KSAND 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 of 1986 (or the corresponding provision of any subsequent United States Internal Revenue Code).

Section 2. Dissolution: Upon dissolution of the Kansas Academy of Nutrition and Dietetics, the Board of Directors will, after paying or making provisions for the payments of all the liabilities of KSAND, dispose of all of the assets of KSAND exclusively for the purposes of KSAND 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.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

The most current edition of Robert's Rules of Order, Newly Revised, will constitute the parliamentary authority for the conduct of meetings of the Kansas Academy of Nutrition and Dietetics in all cases not specifically covered by the most recent revisions of the Academy and KSAND Bylaws.

ARTICLE XIV. AMENDMENTS

Section 1. Method: These Bylaws may be amended by the affirmative vote of two-thirds [2/3] of the voting members of the Kansas Academy of Nutrition and Dietetics Board of Directors.

Section 2. Notice: Notice of the proposed revision or amendment[s] will be provided in writing to the KSAND members through KSAND's newsletter, web site, and/or other appropriate communication means not less than thirty [30] days before the vote on the proposed amendment(s).

Amendment/Revision History:

Amended 2003

Amended June 2006

Revised April 17, 2008

Draft Revision: November, 2014

Draft Revision, March 2015

KANSAS ACADEMY OF NUTRITION AND DIETETICS BYLAWS

INDEX

Affiliations 9

Ballot 8

Board of Directors 2-4

Bylaws Amendments 11

 Dietetic Practice Groups 9

 District Dietetic Associations 9

Committees Executive 3

 Nominating 6-7

 Standing 6

Council on Professional Issues, Chair 2-6

Delegate 2-5

Dietetic Practice Groups 9

Dissolution 10

District Dietetic Associations 9

Dues 1

Elections 7-9

Executive Committee 3

Executive Director 6

Fiscal Year 1

Functions of the Board of Directors 2

Indemnification 10

Meetings Annual Membership Meeting 1

 Annual Membership Business Meeting 1

 Board of Directors/Executive Board 2-3

 Executive Committee 3

 Special Meetings, Membership 2

 Special Meetings, Board of Directors 3

Membership 1

Name 1

Nominating Committee 6-7

Nominating Committee, Chair 2-6

Nominations 7-8

Notice of Meetings Board of Directors 3

 Executive Committee 3

 Membership 1-2

Officers..... 5-6

Parliamentary Authority 10

Practice Groups 9

President 2-5

President-elect 2-5

Publications 1

Qualifications for candidates 3

Quorum Board of Directors 3-4

 Executive Committee 3-4

 Membership Meetings 2

Records, Books and 10

Removal of Directors 4

Rights and Privileges in KSAND 1

Secretary 2-5

Special Rules 10

Task Force 7

Teams 7

Treasurer..... 2-5

Vacancies in Offices..... 4

Voting for Officers..... 8-9

Write-in-Candidates..... 8

Abbreviations:

KSAND	Kansas Academy of Nutrition and Dietetics
Academy	Academy of Nutrition and Dietetics
Board	Kansas Academy of Nutrition and Dietetics Board of Director/ Executive Committee
CPI	Council on Professional Issues
HOD	Academy House of Delegates