



Oklahoma Academy of Nutrition and Dietetics BYLAWS

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BYLAWS OF THE OKLAHOMA ACADEMY OF NUTRITION AND DIETETICS

ARTICLE I – Name

The name of this organization will be the Oklahoma Academy of Nutrition and Dietetics (OkAND), incorporated in the State of Oklahoma also hereafter referred to as Affiliate.

ARTICLE II – Membership

Section 1. Membership Classification

Membership in the Affiliate will be limited to the members of the Academy of Nutrition and Dietetics (Academy) whose primary mailing address, as submitted to the Academy, is within Oklahoma or, in the alternative who have formally designated the Affiliate as their sole affiliate of which to be a member. The membership classifications shall be those outlined in Article II of the Academy bylaws.

A member of another affiliate of the Academy may become a supporting member of this Association by applying and paying for a supporter membership in such amounts as the Association may establish. Supporting members will have access to all member benefits, except that they shall not be allowed to run for or hold an elected office in this Association or to cast a vote in elections or other matters requiring a vote of the membership.

Section 2. Membership List

The current list of members of the Academy of Nutrition and Dietetics officially listed in Oklahoma shall be the official membership list of this Affiliate for all purposes.

Section 3. Membership Rights

All members of the Affiliate shall have the rights and privileges as set forth in Article II of the Bylaws of the Academy of Nutrition and Dietetics, and shall have corresponding rights and privileges in the conduct of the business of OkAND.

Section 4. Publications

All members whose Academy dues are not in arrears will receive the Affiliate publications.

ARTICLE III– Fiscal Year

The fiscal year of the Affiliate will be in accordance with the Academy Fiscal Year (June 1 to May 31)

ARTICLE IV – Meetings of Members

Section 1. Annual Meeting

There will be an annual educational meeting the “Annual Meeting:” of the members of this Affiliate, 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 Affiliate not less than ten [10] nor more than sixty [60] working days prior to the date of said meeting.

Section 2. Business Meeting

- A. There will be an annual business meeting of the members of the Affiliate for the purpose of 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.

- B. 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 Affiliate not less than ten [10] nor more than sixty [60] business days prior of said meeting.

Section 3. Special Meetings

- A. Special meetings of the members may be called by the President or the Board of Directors by a majority vote.
- B. Written notice of said meeting, stating the place, date, hour, and purpose of the meeting, shall be sent to each member of this Affiliate not less than ten [10] days nor more than sixty [60] prior to the date of said meeting.

Section 4. Quorum

At all meetings of the Affiliate, the members present shall constitute a quorum for the transaction of business, except to the extent of the law of the state of incorporation requires a larger number.

ARTICLE V – Board of Directors

Section 1. Board of Directors

The governance of this Affiliate shall be vested in the Board of Directors, also known as the “Board”. The affairs of the Affiliate shall be managed by, or under the direction of, the Board.

Section 2. Functions

The Board of Directors shall have the authority to perform the following functions:

- A. Determine administrative policies, and manage the property and funds of the Affiliate,
- B. Approve annual budget and strategic plan
- C. Maintain affiliations with District Dietetic Associations and State Dietetic Practice Groups and approve liaisons with appropriate organizations if applicable.
- D. Manage activities and initiatives of the Affiliate and coordinate with those of the Academy
- E. Approve amendments to the Affiliate bylaws.

Section 3. Composition

- A. The Board of Directors consists of the following voting members: President, President-Elect, Secretary, Treasurer, Delegate, Public Policy Coordinator, Member Services Chair, Public Relations Chair, and Past President. Non-voting members of the Board of Directors shall include all non-voting officers, which are appointed by the President, as needed. The Executive Director will serve as an ex-officio member of the Board.
- B. The Executive Committee shall have the authority to act for the Affiliate 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. The Executive Committee will be composed of the President, President-elect, Secretary, Treasurer, and Member Services Chair.

Section 4. Qualifications

Qualifications shall be consistent with board qualifications set forth in the Academy Bylaws. All Board members must be Active, Retired, or International members of the Academy and the Affiliate.

Section 5. Regular Board 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 may be 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 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, the 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 five [5] days previous thereto by written or electronic notice of 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 meeting.

Section 8. Quorum

A simple majority of the voting members (or their proxies) shall constitute a quorum for the transaction of business. Proxies must be in compliance with Oklahoma State Statute 18-381.29 requiring the proxy be filed with the Affiliate at least five [5] days prior to the date of the meeting. Unless otherwise specified in the proxy, every proxy shall continue in force from year to year until revoked by a writing duly delivered to the secretary or until superseded by a subsequent proxy.

Section 9. Removal of Directors

An elected or appointed officer or director may be removed by affirmative vote by the 2/3 votes of all members of the Board of Directors 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 by reason 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 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. President and President-Elect. If vacancies occur simultaneously, a special election of the membership will be conducted by mail or electronically at the earliest possible date. In the interim, the Board shall designate an individual to serve as President.
- D. Secretary, Treasurer, Member Services Chair, Public Relations Chair. The respective officer-Elect will succeed to the office and will serve until the end of the unexpired term.
- E. Delegate, Public Policy Coordinator. The Board of Directors will appoint a successor to complete the unexpired term.

- F. The Board of Directors shall appoint successor(s) to fill the unexpired term of any other elected official.

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 Affiliate. The Board of Directors shall have no authority to establish compensation for services to the Affiliate as directors. The Board of Directors may be paid for their expenses related to the duties of office. This section shall not preclude any director from serving the Affiliate in any other capacity and receiving compensation for such services.

ARTICLE VI – Officers

Section 1. Officers

The officers of the Affiliate shall consist of President, President-Elect, Secretary, Treasurer, and Member Services Chair. Other officials shall be the Delegate, Public Policy Coordinator, , Public Relations Chair, and Past President. All officials 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 or in a district association or state dietetic practice group.

- A. President.** The President shall serve for a one (1) year term. Functions: The President shall:
 - a. attend all meetings of the Board of Directors,
 - b. be the Chief Executive Officer of the Affiliate and the Chair of the Board of Directors,
 - c. preside at all membership and Board of Directors meetings,
 - d. see that all actions and responsibilities of the Board of Directors are carried into effect,
 - e. serve on the Finance Committee,
 - f. appoint members to serve in non-elected positions.
- B. President-Elect** The President-Elect shall serve for one (1) year and at the beginning of the next fiscal year shall automatically become President of the Affiliate. Functions: The President-Elect shall:
 - a. attend all meetings of the Board of Directors,
 - b. perform the functions of the President in the absence of the President, and
 - c. perform other duties as designated by the Board of Directors.
- C. Secretary.** The Secretary shall serve for one (1) year. Functions: The Secretary shall:
 - a. attend all meetings of the Board of Directors,
 - b. be responsible for having the minutes of all proceedings of each meeting recorded, and
- D. Treasurer.** The Treasurer shall serve for one (1) year. Functions: The Treasurer shall:
 - a. attend all meetings of the Board of Directors,
 - b. have custody of all funds and securities of the Affiliate,
 - c. be responsible for dispersing all funds of the Affiliate and keeping full and accurate accounts of all receipts and disbursements,
 - d. be responsible for rendering financial reports to the members of the Finance Committee and Board of Directors, and
 - e. be the Chair of the Finance Committee
- E. 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 2 terms (6 years) of Delegate before being considered as a candidate for another term. Functions: The Delegate shall:
 - a. attend all meetings of the Board of Directors,

- b. represent and act on behalf of the Affiliate at the Academy of Nutrition and Dietetics' House of Delegates meetings,
 - c. 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. Public Policy Coordinator.** The Public Policy Coordinators shall serve for three (3) years with a one (1) year overlap with the successor to the position and shall meet qualifications set forth by the Academy of Nutrition and Dietetics. Functions: The Public Policy Coordinator(s) shall:
- a. attend all meetings of the Board of Directors,
 - b. coordinate with the Academy of Nutrition and Dietetics to develop national legislative and public policy positions and activities,
 - c. interpret national legislative issues and advise the Board of Directors, and
 - d. form special committees to carry out the duties of the office.
- G. State Policy Representative.** The State Policy Representative shall serve for three (3) years with a one (1) year overlap with the successor to the position. Functions: The State Policy Representative(s) shall:
- a. attend all meetings of the Board of Directors,
 - b. develop state legislative and public policy positions and activities,
 - c. interpret state legislative issues and advise the Board of Directors, and
 - d. form special committees as needed to carry out the duties of office.
- H. Member Services Chair.** The Member Services Chair shall serve for one (1) year. Functions: The Member Services Chair shall
- a. attend all meetings of the Board of Directors,
 - b. be communication link with the District and Practice Group Representatives,
 - c. designate responsibility to special committees to carry out the Strategic Plan of the Affiliate.
- I. Public Relations Chair.** The Public Relations Chair shall serve for one (1) year. Functions: The Public Relations Chair shall:
- a. attend all meetings of the Board of Directors,
 - b. supervise state/district media representatives based on criteria set by the Academy,
 - c. communicate the Academy public relations goals and objectives to media representatives,
 - d. supervise state-wide public relations activities, and
 - e. designate responsibility to special committees to carry out the Strategic Plan of the Affiliate.
- J. Past President.** The Past President will serve as a voting member of the board for the fiscal year following her/his year as President. The Past President shall
- a. attend all meetings of the Board of Directors, and
 - b. perform other duties as designated by the Board of Directors.

Section 2. Executive Director

The position of Executive Director shall be a salaried position filled at the discretion of the Board. 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 Affiliate. 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 Affiliate's office; implement policies of the Affiliate as directed by the Board; communicate regularly with the President

and the Treasurer; perform services as specified in the current contractual agreement; and other authority as the Board may delegate.

ARTICLE VII – Committees, Task Forces, and Workgroups

Section 1. Committees

- A. Committees shall have and may exercise the authority of the Board of Directors in the management of the Affiliate 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 Affiliate and these bylaws.

Section 2. Nominating Committee

- A. A Nominating Committee will serve as a non-board committee. The Primary function of the Nominating Committee shall be to identify at least (choose 1 or 2) qualified individuals to be placed on the ballot for election to the offices of the Affiliate as identified in Article VI Officers. Any member of the Affiliate may submit the name of an individual to the Nominating Committee for consideration.
- B. **Composition.** The Nominating Committee shall consist of the President-Elect, who shall serve as chair, Member Services Chair, Member Services Chair-Elect, and one representative from each District and DPG. The Past President will be an ex-officio member.
- C. **Functions.** The Nominating Committee will: formulate a ballot according to guidelines specified and submit the official ballot to the Secretary-Elect by the date designated by the Board. The Board 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 maintained by the Board of Directors. These task forces or work groups will be appointed to carry out specific activities and projects based on the needs of the Affiliate and the current OkAND Strategic Plan. Each committee will receive its specific charge(s), budget, and projected deadline from the President or designated Board Member.

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

ARTICLE VIII – Affiliation

Section 1. District Associations

One or more district dietetic associations may be formed and will be affiliated with the Affiliate upon approval of their Bylaws by the Board of Directors and completion of a principles of cooperation agreement.

- A. Each affiliated district association will adopt governing documents that are consistent with OkAND bylaws. The OkAND Board of Directors must approve revisions or amendments in district governing documents.
- B. Only members of the Academy may be official members of the affiliated district association.
- C. The Board shall determine how many districts shall be constituted and how each district shall be defined.

Section 2. Dietetic Practice Groups

- A. A state Dietetic Practice Groups may be formed and will be affiliated with this Affiliate upon approval of their bylaws by the Board of Directors and completion of a principles of cooperation agreement. The affiliate will recognize the state dietetic practice groups meeting operational and administrative standards established by the affiliate.
- B. 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.
- C. 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 affiliate; develop governing documents that are consistent with the Bylaws and policies of this association; and establish its own dues structure.

Section 4. Student Group

A Student Group may be formed and will be affiliated with this Affiliate upon approval of their guiding principles by the Board of Directors and completion of a principles of cooperation agreement.

- A. The membership of the Student Group shall be student members of the Academy
- B. Membership of the Student Group shall be student members who are enrolled in an Oklahoma program accredited by the Accreditation Council for Education in Nutrition and Dietetics (ACEND).
- C. The governance of the Student Group shall be vested in an Executive Board that shall consist of one officer designated by each of the ACEND accredited programs in the state.

ARTICLE IX-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 the Affiliate to the fullest extent permitted by the laws of the State of Oklahoma for any actions taken in good faith while serving in his or her official capacity. The Affiliate 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 X-Books and Records

The Affiliate shall keep books and records of account for seven years. It shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The names and addresses of the members entitled to vote shall be maintained at the central office of the Affiliate.

ARTICLE XI – Special Rules and Dissolution

Section 1. Special Rules

No part of the net earnings of the Association will inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Association will be authorized and empowered to make payment and distributions in furtherance of the purpose of the Association set forth in the Articles of Incorporation. Notwithstanding any other provisions of the Articles in these Bylaws, The Association 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)(3) 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 Association, the Board of Directors will, after paying or making provisions for the payments of all the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organizations or organizations which are then qualified as exempt within the meaning of Section 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 XII – Amendment

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 votes cast by Board of Directors.

Section 2. Notice. Notice of all proposed amendment(s) shall be received by the Affiliate membership through the Affiliate’s newsletter, website, or other appropriate communication means not less than thirty [30] days before the vote on the proposed amendment.