

ARTICLE I NAME

This Association shall be known as the Texas Academy of Nutrition and Dietetics, incorporated in the state of Texas, also known as and hereafter referred to as the "Texas Academy".

ARTICLE II MEMBERSHIP

Section 1. Membership in Texas Academy shall be limited to members of the Academy of Nutrition and Dietetics whose official mailing address is listed in Texas or have designated Texas as their affiliate. The membership classifications shall be those outlined in Article II of the Academy of Nutrition and Dietetics Bylaws.

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

Section 3. All members of the Academy of Nutrition and Dietetics officially listed in Texas shall have the rights and privileges as set forth in the Bylaws of the Academy of Nutrition and Dietetics and shall have the corresponding rights and privileges in the conduct of the business of Texas Academy.

Section 4. All members whose Academy dues are not in arrears shall receive Texas Academy publications.

ARTICLE III BOARD OF DIRECTORS

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

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

- a. Determine administrative policies and manage the property and funds of the Association.
- b. Approve annual budget and strategic plan.
- c. Maintain affiliations with Regions, Dietetic Associations, and/or State Dietetic Practice Groups and approve liaisons with appropriate organizations if applicable.
- d. Manage activities and initiatives of the Association and coordinate with those of the Academy.
- e. Approve amendments to the Texas Academy Bylaws.

Section 2. Composition

A. The Board of Directors consists of the following voting members:

- 1) President
- 2) President-Elect
- 3) Treasurer
- 4) Past President
- 5) Chair of Delegates
- 6) Communications Chair
- 7) All Regional Directors

Section 3. Qualifications. Qualifications shall be consistent with board qualifications set forth in the Academy Bylaws. All candidates for and members of the Board of Directors shall be Active or Retired members of Texas Academy.

Section 4. 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, including time and date when votes must be cast.

Section 5. 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 6. Notice of Board Meetings. Notice of any regular or special meeting of the Board of Directors will be given at least three [3] 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 shall be specified in the written notice or waiver of notice of such meeting.

Section 7. Quorum. A simple majority of the current voting members of the Board of Directors will constitute a quorum for transaction of business at any meeting of the Board.

Section 8. 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 9. Vacancies. If any of the following seats on the Board of Directors become vacant because of death, illness, resignation, 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 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. **Treasurer** – the Treasurer-Elect will succeed the office of Treasurer and complete the unexpired term. The Board of Directors will appoint a successor to the office of Treasurer-Elect to complete the unexpired term.
- D. **All other positions** – the Board of Directors will appoint a successor to complete any unexpired term.
- E. Should the office of President and President-Elect both become vacant at the same time, the Board shall designate an individual to fill the position until a special election of the membership has been conducted by regular mail or electronic means at the earliest possible date.

Section 10. 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 Texas Academy. The Board shall have no authority to establish compensation for services to Texas Academy as directors. This section shall not preclude any director from serving Texas Academy in any other capacity and receiving compensation for such service.

Article IV Officers

Section 1. Officers. The officers of Texas Academy shall be President, President-Elect, Past President, Treasurer, Chair of Delegates, Director-at-Large; Communications, and all Regional Directors. 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, Academy or state DPG, or Academy MIG. All Board members must remain members of Texas Academy throughout their term or offer their resignation to the Board of Directors.

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 office. The President will: serve as the chief executive officer, official spokesperson of this Association and the Chair of the Board of Directors; appoint chairs and members of committees, task forces and work groups; preside at meetings of the full membership and Board of Directors; 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. The President-Elect must have served as at least one of the following within the past seven (7) years:

- Member of the Board of Directors (BOD) of Texas Academy or Texas Academy Foundation (voting or non-voting)
- Chair of a Texas Academy committee
- Region Director or District dietetic association president in Texas

C. Past President. The Past President will serve for one [1] year, as a voting member, and at the end of this term, will roll off the Board. The Past President serves as an advisor and resource for the other Board members.

D. Treasurer. The Treasurer will serve for one (1) year 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 Texas Academy Central Office; assist the President-Elect in formulating the annual budget for the following association year; and report the financial status of the Association to the Board of Directors and the membership. The Treasurer must have served as at least one of the following within the past seven (7) years:

- Chair or member of a Texas Academy committee
- Region Director or president of a district dietetic association in any state
- Member of the Board of Directors (BOD) of Texas Academy, Texas Academy Foundation, or the Academy
- Member of the Board of Directors (BOD) of an Academy Dietetic Practice Group (DPG) or Member Interest Group (MIG)
- Committee Chair in an equivalent position of a region or district dietetic association in any state
- Committee Chair in an equivalent position of an Academy Dietetic Practice Group (DPG) or Member Interest Group (MIG)

E. Communications Chair. The Chair will serve a one-year term and shall serve no more than two consecutive terms. They must have served as at least one of the following within the past seven (7) years:

- Chair or member of a Texas Academy committee
- Region Director or president of a district dietetic association or region director in any state
- Member of the Board of Directors (BOD) of Texas Academy, Texas Academy Foundation, or the Academy
- Member of the Board of Directors (BOD) of the Academy Dietetic Practice Group (DPG) or Member Interest Group (MIG)
- Committee Chair in an equivalent position of a region or district dietetic association or region in any state
- Committee Chair in an equivalent position of an Academy Dietetic Practice Group (DPG) or Member Interest Group (MIG)
- Chair of Delegate- must have served as at least one of the following within the past seven (7) years:
 - Chair of a Texas Academy committee
 - Region Director or president of a district dietetic association in Texas
 - Member of the Board of Directors (BOD) of Texas Academy, Texas Academy Foundation, or the Academy
 - Member of the Board of Directors (BOD) of an Academy Dietetic Practice Group (DPG) or Member Interest Group (MIG)
- Texas Academy Delegate to the Academy

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. The Region Directors. Region Directors shall serve a one-year term and must have:

- Been an Academy member for a minimum of the past three (3) years
- Experience in activities and leadership in the profession
- Willing to commit two (2) years for the performance of duties of the office, first as director-elect then as director

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 V 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 Texas Academy 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.

Section 1 (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. Committees shall function in accordance with the policies and procedures of the association by 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 Texas Academy as identified in Article IV OFFICERS. Any member of Texas Academy may submit the name of an individual to the Nominating Committee for consideration.

Section 2 (b) Composition. The Nominating/Awards Committee will be composed of six (6) individuals. Three (3) individuals will be elected every other year, and Nominating/Awards Committee members shall serve a term of two years. The election shall be by plurality. The member who receives the most votes shall be Nominating Chair-elect for the first year and shall be the Chair for the second year.

Section 2 (c) Functions. The Nominating Committee will: formulate a ballot according to bylaws specified and submit the official ballot to the President by the date designated by the Board of Directors. 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.

ARTICLE VI MEMBER MEETINGS

Section 1. Annual Meeting. There will be an annual educational meeting of the members of Texas 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 Texas Academy not less than ten [10] nor more than sixty [60] working days prior to date of said meeting.

Section 2. Business Meeting

- A. There will be an annual business meeting of the members of Texas academy 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 Texas Academy not less than ten [10] nor more than sixty [60] working days prior to date of said meeting.

Section 3. Special Meetings

- A. The President or the Board of Directors by a majority vote, may call a special meeting of the members.
- B. A written notice of a special meeting stating the place, date, time, and purpose will be sent to each member of Texas Academy not less than ten [10] nor more than [sixty] days prior to date of said meeting.

Section 4. Quorum. At all meetings of Texas Academy membership, members present will constitute a quorum for the transaction of business as long as a minimum of 10% of membership is present.

ARTICLE VII

Section 1. Fiscal Year. The fiscal year of Texas Academy shall be June 1 to May 31.

**ARTICLE VIII
BOOKS AND RECORDS**

Section 2. Books and Records. The Texas Academy shall keep books and records of account. It shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any 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 Texas Academy.

**ARTICLE IX
AMENDMENTS**

Section 1. Method. Except where state law may require the vote of the membership, these Bylaws may be amended by two-thirds vote of the Board of Directors.

Section 2. Notice. Notice of the proposed amendment(s) will be provided in writing to Texas Academy members through email, website, or other appropriate communication means not less than thirty [30] days before the vote on the proposed amendment(s).

**ARTICLE X
INDEMNIFICATION**

Section 1. Indemnification. Each person who serves, or who has served, as a director, officer, agent, or committee members in accordance with these bylaws will be indemnified by Texas Academy to the fullest extent permitted by the laws of the State of Texas for any actions taken in good faith while serving in his or her official capacity. Texas Academy 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 XI
DISSOLUTION AND SPECIAL RULES**

Section 1. Dissolution. Upon dissolution of the Association, the Board of Directors will, after paying or making provisions for the payments of all the liabilities of Texas Academy, dispose of all of the assets of the Texas Academy exclusively for the purposes of the Texas 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.

Section 2. Special Rules. No part of the net earnings of Texas Academy will inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that Texas Academy will be authorized and empowered to make payment and distributions in furtherance of the purpose of the Texas academy set forth in the Articles of Incorporation. Notwithstanding any other provisions of the Articles in these Bylaws, The Texas Academy will not carry on any activities that are not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986 [or the corresponding provision of any subsequent United States Internal Revenue Code].

