

# Wyoming Academy of Nutrition and Dietetics (WAND)

*An Equal Opportunity Organization*

## **BYLAWS**

*Revision 11, March 28, 2018*

### **ARTICLE I NAME**

The name of this organization will be *The Wyoming Academy of Nutrition and Dietetics, Inc.*, incorporated in the State of Wyoming, also known as and referred to hereafter as *WAND* and the *Wyoming Academy*.

### **ARTICLE II VISION AND MISSION**

**Section 1. Vision.** *Wyoming Academy of Nutrition and Dietetic members are recognized and utilized as the most valued resource for food and nutrition services.*

**Section 2. Mission.** *Empowering Wyoming's food and nutrition experts.*

### **ARTICLE III MEMBERSHIP**

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

**Section 2.** The current list of members of the Academy officially listed in Wyoming will be the official membership list of the Wyoming Academy for all purposes.

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

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

### **ARTICLE IV FISCAL YEAR**

The Wyoming Academy fiscal year shall be in accordance with the Academy fiscal year (June 1-May 31).

### **ARTICLE V MEETINGS OF MEMBERS**

**Section 1. Annual Meeting.** There will be an annual educational meeting of the members of the Wyoming Academy (*WAND Annual Meeting*), except in the case of an emergency declared by the Board of Directors. Written or printed notice of the WAND Annual Meeting, including the stating place, date, and time, will be sent to each member of the Wyoming Academy, not less than fifteen [15] working days prior to date of said meeting.

#### **Section 2. Business Meeting.**

**A.** There will be an annual business meeting of the members of the Wyoming 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 WAND Annual Meeting.

**B.** If the annual business meeting is not held in conjunction with the WAND Annual Meeting then written or printed notice of the annual business meeting, including the stating place, date, and time, will be sent to each member of the Wyoming Academy, not less than fifteen [15] working days prior to date of said meeting.

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## **Section 3. Special Meetings.**

**A.** The Board of Directors may by a majority vote call a special meeting of the members.

**B.** Written or printed notice of a special meeting, stating the place, date, time, and purpose, will be sent to each member of the Wyoming Academy not less than fifteen [15] days prior to date of said meeting.

## **Section 4. Quorum.**

At all meetings of the Wyoming Academy membership, the voting members present will constitute a quorum for the transaction of business.

## **ARTICLE VI. BOARD OF DIRECTORS**

**Section 1. General Powers.** The governance of the Wyoming Academy will be vested in a Board of Directors, also known as the *Board*, To be elected by the membership of the Wyoming Academy in accordance with these bylaws. The affairs of the Wyoming 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 Wyoming Academy.

**B.** Approve annual budget and strategic plan.

**C.** Maintain affiliations and approve liaisons with appropriate organizations if applicable.

**D.** Manage activities and initiatives of the Wyoming Academy and coordinate with those of Academy.

**E.** Approve amendments to the Wyoming Academy Bylaws.

## **Section 3. Composition.**

**A.** The Board of Directors will consist of the following voting members; President, President-Elect, Immediate Past President, Secretary, Treasurer, Treasurer-Elect, Delegate, Chair Council on Professional Issues, Chair of the Nominating Committee and Chairs of all Standing Committees. These members will have a vote at the Board meetings.

**B.** The Executive Committee shall have the authority to act for the Wyoming Academy 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, and Treasurer.

**Section 4. Qualifications.** Qualifications are consistent with the Academy bylaws. All Board members must be Active or Retired members of Academy and WAND. For president-elect the candidate must have experience through WAND board or committee work.

## **Section 5. Regular Meetings.**

**A. Number of Meetings.** A minimum of three [3] regular meetings of the Board of Directors will be held annually at such time and place as may be determined by the Board.

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**B. Other Means of Business.** 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, videoconference, Internet meetings or fax, indicating time and date when votes must be cast.

**Section 6. 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 7. Notice of 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, mail or electronic notice to each Director, except that 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. 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 current voting members of the Board of Directors 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 a majority vote of all members of the organization present at an official meeting called specifically for removing that officer or director.

**Section 10. 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 complete the unexpired term.

**B. President-Elect.** The Board position shall remain vacant until a special election by the membership may be implemented.

**C. Delegate.** The Board of Directors will appoint a successor to complete the unexpired term or terms.

**D. Secretary.** The Board will appoint a successor to complete the unexpired term.

**E. Treasurer.** The Board will appoint a successor to complete the unexpired term.

**F. Treasurer-Elect.** The Board will appoint a successor to complete the unexpired term.

**F. Nominating Committee Chair.** The Board will appoint a successor to complete the unexpired term.

**G. Council on Professional Issues Chair.** The Board will appoint a successor to complete the unexpired term.

**H.** Should simultaneous vacancies occur for the offices of President and President-Elect, 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 11. 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 the Wyoming Academy as

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directors. This section shall not preclude any director from serving the Wyoming Academy in any other capacity and receiving compensation for such service.

## **ARTICLE VII. OFFICERS**

**Section 1. Officers.** The officers of the Wyoming Academy shall be as set forth below. All officers shall take office at the beginning of the fiscal year (June 1st). An officer shall not, at any time during the term of office, hold an elected office in the Academy or dietetic practice group.

**A. President.** The President will serve for one [1] year. The President will ensure the Wyoming Academy'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 the Wyoming Academy and the Chair of the Board of Directors; appoint chairs of committees, task forces and work groups; preside at meetings of the full membership and Board of Directors; issue the call for all meetings by the Board.

**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 Wyoming Academy 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; serve as General Chair for the annual education meeting; appoint chairs of all committees to serve during the President-elect's term as President.

**C. Past-President.** The Past-President will serve for one (1) year as Chair of the WAND Bylaws Committee, and will review bylaws and propose amendments/revisions to the Board for a vote by the membership in accord with the bylaws; also serves as ex-officio member of the Nominating Committee.

**D. Secretary.** The Secretary will serve a two [2] year term. The Secretary will: serve as a member of the Board of Directors; supervise the recording and distribution of minutes of all Association meetings, issue the Wyoming Academy's official ballots and notify candidates and membership of election results; formulate and audit the financial records by WAND.

**E. Treasurer.** The Treasurer will serve a two [2] year term. The Treasurer will be the chief financial officer of the Wyoming Academy and: serve as a member of the Board of Directors; have custody of all funds and securities of WAND; see that full and accurate financial records are kept and audited annually formulate and audit the financial records; assist the President-Elect in formulating the annual budget for the following Association year; and report the financial status of the Wyoming Academy to the Board of Director and the membership. In the event added funding is needed for a non-budgeted project or item, the Finance Committee (appointed by the WAND Treasurer) will meet to review funding options and present the amount and revised budget to the WAND board in a timely manner. The Treasurer will train the Treasurer-Elect on all aspects of the office of Treasurer.

**F. Treasurer-Elect.** The Treasurer-Elect will serve for two (2) years as assistant to the WAND Treasurer, and automatically assume the office of the Treasurer at the end of their term as Treasurer-Elect. The first year WAND implements election of a Treasurer-Elect, the term of office may be shortened to facilitate the implementation process of this new office.

**G. Chair of the Council on Professional Issues.** The Chair of the Council on Professional Issues will serve a two (2) year term. The Chair of the Council on Professional Issues will coordinate and monitor Council on Professional Issues activities; advise the Board on Quality Assurance issues; facilitate the development of Standards of Practice; maintain membership in at least three (3) Academy Dietetic Practice Groups (DPG) and [provide a report of selected DPG activities to members via the Range Rider newsletter.

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**H. Chair and Members of the Nominating Committee.** The Nominating Committee will consist of three (3) members. The member receiving the highest number of votes cast by the members voting during the annual election will serve as chair. The immediate Past President will be an ex-officio member. The members of this committee will serve two (2) year terms with staggered terms so that two members are elected in odd years and one elected in even years. Duties include designation annually, or as otherwise specified the candidates for office as indicated in Article IX, *Nominations and Elections*.

**I. Delegate.** The Delegate will serve for a three [3] year term and may be re-elected. The Delegate will: serve as a member of the Board of Directors, represent and act on behalf of the Wyoming Academy 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 Wyoming Academy.

## **ARTICLE VIII. COMMITTEES, 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 the Wyoming 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.

**A. Awards Committee.** This committee will consist of a Chair and as many WAND members as needed. The duties include: initiating recruitment for state and national awards among WAND membership; arranging certificates and plaques for awards; track history of awards presented.

**B. Bylaws Committee.** This committee will consist of the immediate Past President as Chair and as many WAND members as needed. The duties include review annually the bylaws and report proposed amendments to the Board and Academy; see that the Board receives the proposed bylaws amendments for vote by the members, in accord with these bylaws.

**C. Fundraising Committee.** This committee will consist of a Chair and as many WAND members as needed. Duties include advocate WAND and for Academy Foundation.

**D. Finance Committee.** The Chair of this committee is the Treasurer, with the Treasurer-Elect having a seat on the committee and serving as Acting Chair in the event the Treasurer is not able to present at committee meetings. The chair will appoint WAND members to the committee, and: prepare the budget with assistance from the President for Board approval; serve in an advisory capacity to the Board and given counsel upon any and all financial matters affecting WAND; select two to three (2-3) qualified persons to audit the books annually.

**E. Media/Public Relations.** This committee will consist of a Chair and as many WAND members, as needed. Duties include promote WAND members as credible nutrition resources; promote and coordinate National Nutrition month activities; promote Nutrition and Dietetics as a profession.

**F. Communications.** This committee should consist of a Chair and as many WAND members, as needed. Duties include provide the WAND newsletter to members with frequency of the Newsletter to be determined by the Board; represent WAND in all matters regarding WAND web site; update web site with a frequency defined by WAND Board; Keep the WAND Board informed regarding issues related to WAND web site.

**G. Registration/Continuing Education.** This committee will consist of a Chair and as many WAND members as needed. Duties include assess the educational needs of WAND members; approve or

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request approval of the Academy for continuing education credit hours for sponsoring programs within the State of Wyoming.

**H. Membership.** This committee will consist of a Chair and as many WAND members as needed. Duties include membership recruitment and member retention.

**I. Annual Conference.** This committee will consist of a Chair and as many WAND members as needed. The president-elect will serve on this committee. Duties include planning and executing the annual education conference.

**J. Public Policy.** This committee will consist of the Public Policy Coordinator, MNT Reimbursement Representative, and State Policy Coordinator/Consumer Protection Coordinator/State Reimbursement Specialist and as many WAND members as needed. Duties include tracking legislation both nationally and in Wyoming; serve as liaison with AND Public Policy Panel, the Director of State Government Relations, and the state licensing board; and be an advocate and resource for AND and WAND members on federal and state policy and coding coverage. Keep the WAND Board informed of public policy pertaining to WAND activities and interests.

**K. Special/Ad Hoc Committees.** Special/Ad Hoc Committees will be appointed as the need arises by the President and/or President-elect for their respective boards.

## **ARTICLE IX. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations.**

#### **A. The Nominating Committee will formulate an annual ballot consisting of the following:**

1. Designate annually two (2) candidates for the office of President-elect.
2. Designate annually four (4) or more candidates for the Nominating Committee.
3. Designate biennially in alternate years, two (2) candidates for the office of Secretary and Treasurer-Elect. During the 2016 implementation period of adding the Treasurer-Elect position, the Board will determine the appropriate number of years served for the first Treasurer-Elect, to bring this in line with filling the vacancy of the Treasurer.
4. Designate every three (3) years, two candidates for the office of Delegate.
5. Designate biennially, two (2) candidates for the office of the Council on Professional **Issues** Chair.
6. The committee will submit a written report identifying WAND members nominated for the elections to the Board at least 30 days prior to the election year.
7. The Nominating Committee will be responsible for mailing and tallying the ballots for the annual election and will forward the results to the WAND secretary for notification.

### **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 a write-in candidate 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. Other nominations for these offices may be made by nominating petitions.

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2. The petitions must be signed by not less than twenty (20) voting members of the Wyoming Academy.

3. The consent from the nominee must be secured prior to the circulation of the petition.

4. The petition (s) will be filed with the Immediate Past-President on or before the date set by the Board of Directors.

C. It is the philosophy of the Wyoming Academy 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, Wyoming elected officers may not, except in extraordinary circumstances, simultaneously hold an elected or appointed executive position in an elected 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 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 will not be eligible to be a candidate for an elected office of the Wyoming Academy.

## **Section 3. Ballot and Voting.**

A. The Nominating Committee will prepare the official ballot by January 15th.

B. This ballot will be transmitted by regular mail and/or electronic means to the voting members of the Wyoming Academy by February 1st. The WAND official administrative secretary maintains the membership list for mailing of the ballots.

C. Only ballots received or postmarked by midnight of March 1st will be counted. All mailed ballots must have WAND member's signature present to be accept for tallying.

D. The chair of the Nominating committee will tally the votes with verification by another member of the committee. Results will be provided to the WAND secretary who will contact all candidates regarding the outcome of the elections. If the chair of the committee is on the current ballot, another member of the committee who is not on the ballot will tally the ballots. Ballots are to be counted by March 15th.

E. A majority of votes cast will constitute an election.

F. The official ballot may be combined with the awards ballot.

G. Each candidate may submit a maximum of ½ page resume for the ballot.

H. The candidate receiving, respectively, the largest number of votes for the offices will be elected to those offices. The two remaining candidates for the Nominating Committee with the highest number of votes will be elected as members of this committee.

I. In the event of a tie vote for an office the election will be determined by lot.

J. The Secretary has the responsibility of notifying candidates of election results.

## **ARTICLE X. INDEMNIFICATION**

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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 Wyoming Academy to the fullest extent permitted by the laws of the State of Wyoming for any actions taken in good faith while serving in his or her official capacity. The Wyoming 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. BOOKS, RECORDS**

**Section 1. Books and Records.** The Wyoming 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 Wyoming Academy.

## **ARTICLE XII. SPECIAL RULES AND DISSOLUTION**

Upon dissolution of the Wyoming Academy, no part of the net earnings of the Wyoming Academy will be inure to the benefit of its members, directors, officers, or other private persons, except that the Wyoming Academy will be authorized and empowered to make payment and distributions in furtherance of the purpose of the Wyoming Academy set forth in the Articles of Incorporation. Notwithstanding any other provisions of the Articles in these Bylaws, The Wyoming 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].

**Section 2. Dissolution.** Upon dissolution of the Wyoming Academy, the Board of Directors will, after paying or making provisions for the payments of all the liabilities of the Wyoming Academy, dispose of all of the assets of the Wyoming Academy exclusively for the purposes of the Wyoming 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.

## **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 Wyoming Academy in all cases not specifically covered by the most recent revisions of the Academy and Wyoming Academy Bylaws.

## **ARTICLE XIV. AMENDMENTS**

**Section 1. Method.** These Bylaws may be amended by the affirmative vote of two-thirds [2/3] of the votes cast by the voting members.

**Section 2. Notice.** Notice of the proposed amendment[s] will be provided in writing to Wyoming Academy members through the Wyoming Academy's newsletter, Web Site, or other appropriate communication means.