



BYLAWS

Louisiana Academy of Nutrition and Dietetics, Inc. Articles of Incorporation, 1987

Bylaws Amended 1996, 1999, 2002, 2003, 2005, 2009, 2014, 2015, 2016

**THE LOUISIANA ACADEMY OF NUTRITION AND DIETETICS, INC.
BYLAWS**

ARTICLE I – NAME

The Association shall be known as the Louisiana Academy of Nutrition and Dietetics, Inc., hereafter referred to as "LAND" or the "Association."

ARTICLE II- MISSION

The Louisiana Academy of Nutrition and Dietetics's mission is to empower members to be food and nutrition leaders.

ARTICLE III - MEMBERSHIP

- Section 1.** Membership in this Association shall be limited to members of the Academy of Nutrition and Dietetics (AND) whose official mailing address or designated affiliate is listed in Louisiana. 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 Louisiana will be the official membership list of this Association for all purposes.
- Section 3.** All members of this Association 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 Louisiana Academy of Nutrition and Dietetics.
- Section 4.** All members whose AND dues are not in arrears will receive the LAND publications.
- Section 5.** **Dues.**
Members of LAND shall pay dues annually to AND. LAND shall be entitled to a portion of those dues paid by state members pursuant to a formula approved by the AND House of Delegates.
- Section 6.** **Nonpayment of Dues.**
The name of any member whose AND dues are in arrears shall be removed from membership within the State.
- Section 7.** **Reinstatement for Nonpayment of Dues.**
Reinstatement of membership shall be consistent with the provisions of AND Bylaws.
- Section 8.** **Code of Ethics, Appeals, and Reinstatement.**
Members of LAND will abide by the Code of Ethics, Appeals, and Reinstatement as stated in AND Bylaws.

ARTICLE IV-FISCAL YEAR

The fiscal year of the Association will be determined by the Board of Directors (BOD).

ARTICLE V - MEETING OF MEMBERS

Section 1.

Annual Meeting.

There shall be an Annual Educational Meeting of the members of the Association, except in the case of an emergency declared by the Board of Directors.

All members of the Association attending the Annual Meeting shall pay a registration fee in such amount as may be determined by the Board of Directors.

Section 2.

Annual Business Meeting.

There shall be an Annual Business Meeting of the members at the Annual Meeting for the purpose of presenting to the membership the annual report of the elected officers and for the transaction of other business as may be established by the Board of Directors. The date of the meeting is to be set by the BOD.

Written or printed notice of the Annual Business Meeting stating place, date, and hour of meeting, shall be sent by the Secretary of the Association to all members between five (5), and sixty (60) days before said meeting.

Section 3.

Special Meetings.

A. Special meetings of the members may be called by the Board of Directors.

B. Written or printed notice of said meeting stating the place, date, hour, and purpose will be sent by the Secretary of the Association to all members of the Association between five (5) and sixty (60) days before said meeting.

Section 4.

Quorum.

At all meetings of the Association membership, the voting members present will constitute a simple majority (50% +1 vote) for the transaction of business, except to the extent that the law of the state of incorporation requires a larger number.

ARTICLE VI - AFFILIATIONS

Section 1.

This Association shall be affiliated with the Academy of Nutrition and Dietetics, only if it meets and maintains requirements as established by the AND Bylaws, Article IX. Members of the Louisiana Academy of Nutrition and Dietetics shall have the rights and privileges as set forth in Article II of the Bylaws of the Academy of Nutrition and Dietetics. The Policy and Procedure Manual of the Louisiana Academy of Nutrition and Dietetics will detail the rights and privileges of all membership classifications in the conduct of business of the Louisiana Academy of Nutrition and Dietetics.

A. This Association shall be represented by Delegate(s) in the House of Delegates of AND. The number of LAND delegates shall be determined by a formula established by the AND House of Delegates (HOD). LAND shall elect the number of Delegates allowed to vote in the AND HOD.

B. Qualifications for Delegate are detailed in Article VIII, Sections 6 and 6.1.

Section 2.

District Dietetic Associations may be formed within the state, and affiliate with the LAND upon approval of their governing documents by the LAND Bylaws and Policies/Procedures Committee and the LAND BOD.

Each District Association shall adopt governing documents that are consistent with the AND and LAND Bylaws. Changes in the District Association governing documents shall be reviewed and approved by the LAND Bylaws and Policies/Procedures Committee. District Associations will maintain finances separate from LAND. LAND will not be liable for the programs, activities, finances, or any other activities of the District Associations.

Section 3. Dietetic Practice Groups, upon approval of their governing documents by Chair, Council on Professional Issues/Education, the Bylaws and Policies/Procedures Committee, and the BOD, will be affiliated with LAND.

Dietetic Practice Groups will be represented on the LAND BOD by the Chair, Council on Professional Issues/Education. Only AND members are eligible for membership in LAND affiliated Dietetic Practice Groups. Changes in the governing documents of the DPG shall be approved by the Bylaws and Policies/Procedure Committee. Dietetic Practice Group membership shall be open to AND members regardless of membership classification or employment status. Elected officers must be members of the AND Practice Groups. Dietetic Practice Groups will maintain finances separate from LAND. LAND will not be liable for the programs, activities, finances, or any other activities of a Dietetic Practice Group.

ARTICLE VII - GOVERNING BOARD AND EXECUTIVE COMMITTEE

Section 1. **Board of Directors (Board or BOD).**
The government of the Association shall be vested in the BOD.

Section 2. A. The following shall serve as voting members of the BOD:

President
President-Elect
Secretary
Treasurer
Delegate(s)
Chairman, Council on Professional Issues/Education
Chairman, Nominating Committee

B. The following shall serve as non-voting members of the BOD:

District Presidents
Chairmen of Special Committees, as appointed
Chairmen of Standing Committees, as appointed
Task Forces and Work Groups, as appointed
Immediate Past President, Ex-officio member, if not holding office

C. Tenure

The President and President-Elect shall hold a seat for one (1) year or, until his/her successor shall have been qualified. The Secretary and Treasurer shall hold a seat for two (2) years, or until his/her successor shall have been qualified. Delegate(s) shall hold a seat for three (3) years and may be re-elected. The Chairman, Council on Professional Issues/Education shall hold a seat for two (2) years. Nominating Committee Members are elected for two (2) year terms. The Chairman of the Nominating Committee shall hold a seat for

one (1) year. The Chairmen of the Standing Committees shall serve for terms as designated by the Executive Committee.

Section 3.

Function.

The Board of Directors shall determine administrative policies and manage the property and activities of LAND, inclusive of, but not limited to, the following:

- A. Make and amend rules of procedure consistent with the LAND Articles of Incorporation, these Bylaws, and AND Bylaws for the management of the property and affairs, including financial, of the Association.
- B. Appoint as the agent of the Association any person with such powers and upon such terms as it may deem fit.
- C. Purchase, or otherwise acquire for the Association, any property, real or personal, and any and all other valuables, for such sum or sums or for such consideration, and on such terms and conditions as it deems fit.
- D. Delegate any of its powers in the course of current operations of the Association, except as herein otherwise provided, to any Standing or Special Committee, or to any officer or agent who shall be responsible for the management of Association activities, for the appointment and supervision of salaried or contracted personnel and for the evaluation of their performances.
- E. Approve and/or amend the annual budget as prepared by the Finance Committee. Manage the monies of the Association. Provide final approval of all expenditures/budget.
- F. Approve the program and budget for the LAND Annual Meeting.
- G. Approve the affiliations of District Associations and Dietetic Practice Groups.
- H. Approve appointments to the BOD as recommended by the President-Elect or the President.
- I. Coordinate, to the extent possible, all programs with those of AND.
- J. Establish liaison with appropriate allied groups and associations.

Section 4.

Meetings. The Board will hold at least two (2) meetings per year.

Section 5.

Special Meetings. Special Meetings of the Board may be called by or at the request of the President or any other four (4) Board members. The person or persons authorized to call special meetings of the Board may fix the place and time for holding any special meeting.

Section 6.

Notice. Notice of any meeting of the Board will be given at least three (3) days before the meeting by written notice delivered personally or sent by mail, electronic mail or faxed to each member. Any member may waive notice of any meeting.

Section 7.

Quorum. A simple majority of the voting members of the Board will constitute a quorum for the transaction of business at any meeting of the Board. If less than

simple majority of members are present at a meeting, a majority of the voting members present may adjourn the meeting without further notice.

Section 8. Manner of Acting. The act of a majority of the voting members at a meeting at which a quorum is present will be the act of the Board except where otherwise provided by law or by these bylaws. This provision also applies to meetings conducted by teleconference or conference call.

Section 9. Executive Committee.
The Executive Committee of the Board of Directors shall consist of the following voting members:

- President
- President-Elect
- Secretary
- Treasurer
- Delegate(s)
- Chairman, Council on Professional Issues/Education
- Chairman, Nominating Committee

Section 9.1. Authority and Responsibilities.
The Executive Committee may act in place of the Board of Directors between Board Meeting on all matters, except those specifically reserved to the Board of Directors by these Bylaws. Actions of the Executive Committee shall be reported to the Board of Directors by mail, electronic mail, or at the next meeting of the BOD.

Section 9.2. Duties.

- A. Receive all requests for financial action, renew said requests, make recommendations to the BOD for action.
- B. Review LAND policy, procedures, bylaws, and make recommendations for revision to the BOD for action.
- C. Recommend to the Board the replacement of ineffective committee members.
- D. Executive Committee may meet as often as necessary to carry out its responsibilities. The President shall convene the committee and shall be responsible for reporting activities to the BOD. Conference calls of the Executive Committee will constitute meetings, and must be recorded in the minutes.
- E. Annually evaluate the performance of the Executive Director.
- F. When necessary, conduct search for a new Executive Director and recommend to the Board for confirmation.
- G. Provide direction to the Executive Director and identify services to be provided to the LAND BOD, districts and membership.

Section 9.3. Quorum.

Simple majority of the voting members of the Executive Committee shall constitute a quorum and no act shall be valid or binding unless approved by an affirmative vote of a majority of the voting members of the committee.

Section 10.

Compensation.

The Board of Directors and officers of the Association shall have no authority to establish compensation for services to the Association as an officer, except the Board of Directors may establish and pay compensation to an Executive Director for services to the Association. An officer may be paid his/her expenses related to the duties of his/her office. This section shall not preclude any director from serving the Association in any other capacity and receiving compensation for such service.

Section 11.

Removal of Directors.

Any director may be removed from the Board for lack of adequate performance and/or meeting participation by two-thirds (2/3) vote of the voting directors, after the certified delivery of a second written documented communication of the inadequate performance to the director sought to be removed, and after a written notice of the proposed removal of a director is delivered certified to the Board of Directors at least twenty (20) days prior to such meeting for this purpose. A director's absence from two (2) consecutive meetings of the BOD shall be considered inadequate performance.

Section 12.

Qualifications of Directors.

Qualifications shall be consistent with Board qualifications set forth in the AND Bylaws.

ARTICLE VIII - OFFICERS

Section 1.

Officers.

The elected officers of the Association shall consist of a President, President-Elect, Secretary, Treasurer, Delegate(s), Nominating Committee Members, and Chairman, Council on Professional Issues. All officers shall assume office at the beginning of the fiscal year following their election, except as otherwise specified in these Bylaws. Elected officers shall attend all meetings of the membership and the BOD.

Section 2.

President.

The President shall:

- A. Serve as the chief executive officer of the Association and Chairman of the Board of Directors and Executive Committee.
Preside at all membership, BOD, and Executive Committee meetings. Assure that all recommendations submitted to the Board of Directors and Executive Committee are duly considered.
Assure that Association and BOD activities are conducted in accordance with LAND Bylaws.
- B. Appoint the Chairman and approve committee members of any Standing and/or Special Committee, Task Force or Work Group designated during his/her term of office. These appointments are subject to Board approval.

- C. Appoint qualified members to fill any and all vacancies except as specified in Article X, Section 4.
- D. See that all directives and resolutions of the Board of Directors are considered and all assignments completed.
- E. Be a voting member of the Finance Committee, Executive Committee, and a nonvoting member, Ex-officio, of all other committees, except the Nominating Committee.
- F. Be responsible, with the President-Elect, for orientation of new BOD members.
- G. Prepare and submit agenda for all BOD meetings to members prior to each meeting.
- H. Represent the Association at meetings of allied groups when invited.
- I. Keep membership informed of activities via Association publications, website, and/or electronic sources.
- J. When possible, audit meetings of the AND-HOD.
- K. Agree, in the event of an IRS audit for term of office, to accompany the current LAND Treasurer to the audit.
- L. With the Treasurer, sign all contracts in the name of the Association. Authorize signing of the LAND Annual Meeting contracts to Annual Meeting Committee Chairman.
- M. Direct activities of the Executive Director.
- N. Have the general powers of supervision and active management usually vested in the office of President.

Section 3.

President-Elect.

At the end of the President-Elect's term, he/she shall automatically become President. The President-Elect shall:

- A. Succeed to the office of President in case of a vacancy in that office and then shall serve as President until the end of the second fiscal year after the vacancy occurs.
- B. Perform the functions of the office of President in the absence of the President.
- C. With BOD approval, appoint the Chairman and members of all Standing and Special Committees, Task Forces and Work Groups to serve during term as President.
- D. Serve as a member of the Finance Committee, Executive Committee, Bylaws and Policies/Procedures Committee, and the Strategic Planning Committee.
- E. Be familiar with duties of each of the elected and appointed officers and of committees.

- F. Forward to AND Headquarters the list of LAND officers for President- Elect's term of office as President by the required date.
- G. Submit a list of appointed members of the incoming LAND BOD to outgoing BOD for approval.
- H. Appoint Annual Meeting Chairman for the LAND Annual Meeting. The President-Elect is responsible for the overall plans for the LAND Annual meeting.
- I. Maintain and update Policy and Procedure Manual. All changes shall be reviewed by Bylaws and Policies/Procedures Committee and be presented to the Board for approval.
- J. Act as parliamentarian for all meetings.
- K. Be responsible for orientation of new BOD members with President.
- L. Review/revise Association's Strategic Plan.

Section 4.

Secretary.

The Secretary shall:

- A. Serve as a member of the Executive Committee
- B. Direct maintenance of the official files of the names, addresses, membership category, and professional affiliations of each LAND member. Direct maintenance of permanent files of all Association proceedings. Be responsible for the minutes of all meetings.
- C. Be responsible for ensuring that the official ballot is posted accurately on the Member's section of the LAND Web site not less than thirty (30) days prior to the deadline for voting. Instructions for voting must be clearly posted for members.
- D. Verify the results of online elections, notify President and President-Elect of results, and, with the LAND office, promptly notify each of the candidates of election results.
- E. Be responsible for sending notice of all membership, Board of Directors, and Executive Committee meetings, as directed by the President.
- F. Have custody of the Corporate Seal of the Association and maintain the records of incorporation.
- G. Have any and all powers and functions usually vested in the office of the Secretary.

Section 5.

Treasurer.

The Treasurer shall:

- A. Serve as a member of the Executive Committee and as Chairman of the Finance Committee.

- B. Receive and have custody of all funds and securities of the Association. Recommend to Finance Committee, as appropriate, that certain unrestricted funds be invested, to the benefit of the Association.
- C. Deposit funds in the name and to the credit of the Association in such depositories as designated by the Finance Committee.
- D. Cause full and accurate financial records to be kept and audited annually. Be responsible for submission of financial reports required by the Internal Revenue Service. If IRS requires an audit, the Treasurer and President for the year in question shall accompany the current Treasurer.
- E. Report financial status of the Association to the Board of Directors, to the membership at the Annual Meeting, and on the LAND website.
- F. Submit annual budget to the Executive Committee and the Board of Directors for approval. Notify chairman of each committee of funds approved by the BOD for use by the committee.
- G. Review annually and refer to the Finance Committee, the policy to bond the LAND Treasurer.
- H. Sign all contracts, along with the LAND President.
- I. Have any and all powers and functions usually vested in the office of Treasurer.

Section 6.

Delegate(s).

- A. Qualifications. To be elected to the House of Delegates, a member must meet the following criteria:
 - 1. be entitled by LAND membership classification to hold this office,
 - 2. have been a member of AND for at least three (3) consecutive years immediately preceding the term as delegate, and
 - 3. be a member of LAND.
- B. Delegates will take office at the time the national officers assume their office.
- C. The LAND BOD will appoint an alternate delegate to serve in the place of the elected delegate when the elected delegate is unable to fulfill the duties of the office.
- D. The alternate delegate will have the same qualifications as the delegate.
- E. Delegates or alternate delegates must be present in person at meetings of the House of Delegates.

Section 6.1.

Delegate shall:

- A. Serve as a member of the LAND Board of Directors, Executive Committee, and other committees as appointed,

- B. Be responsible for reporting to the BOD and to members on all pertinent AND matters,
- C. Be responsible for communication of member ideas, needs, and concerns to AND through appropriate channels,
- D. Be responsible for voting in accordance with the intent of the members and/or BOD,
- E. Obtain feedback from and provide information to LAND members through meetings, newsletters, and other means of communication,
- F. Represent members in an unbiased manner and be accountable for delegate votes and actions in the HOD.

If more than one delegate is elected, the delegate with the longest continuous term of office automatically becomes Chairman of the Delegates.

Section 7.

Chairman, Council on Professional Issues/Education.

The Chairman, Council on Professional Issues/Education shall:

- A. Serve as a member of the BOD, Reimbursement Committee, and as the presiding officer of the Council on Professional Issues/Education, consisting of the chairman of each approved Dietetic Practice Group (DPG) within LAND.
- B. Communicate through the appropriate AND organized elements.
- C. See that communications directed to the LAND Board of Directors from each organized DPG are duly considered.
- D. Be responsible for addressing to the BOD issues related to practice, education, and research.
- E. Present the proposed budget of LAND Council on Professional Issues/Education to the LAND Finance Committee.
- F. Determine criteria and approve petitions for formation, merger and dissolution of Dietetic Practice Groups and make sure all requirements are met before recommending full BOD approval.
- G. Perform additional functions and duties as appropriate and/or specified.

Section 8.

Chairman, Nominating Committee

The Chairman of the Nominating Committee shall:

- A. Serve as a member of the BOD.
- B. Lead the Nominating Committee in designating qualified candidates for elected offices of the Association, as specified in Article VII, Section 1.
- C. Formulate a ballot to submit to the LAND Secretary by specified date, following guidelines outlined in Article X -Nominations and Elections.

ARTICLE IX – COMMITTEES, TASK FORCES AND WORK GROUPS

Section 1. **Standing Committees.**

Standing Committees are changed by Bylaw Amendment. The President-Elect appoints the Chairman of all Standing Committees, except the Nominating Committee and the Finance Committee, to serve during the President-Elect's term as President. Only active, student, and retired members may serve on committees. Chairman and members may be re-appointed.

Each Committee Chairman is expected to attend all BOD meetings or designate an appropriate representative. Reports are submitted to the BOD as requested. The Chairmen of all Standing Committees are voting members of the BOD. The Finance Committee Chair/ LAND Treasurer will have only one vote on the BOD.

All committees shall develop an annual program of work with objectives and action plans consistent with the LAND Strategic Plan, and present a proposed budget for their term of office to the Finance Committee. Duties and responsibilities of each committee are determined by the BOD and specified in the LAND Policy and Procedure Manual.

Section 1.1. **Nominating Committee.**

All members of the Nominating Committee are elected. The Nominating Committee consists of three (3) members elected to serve two (2) year terms. In each election, the candidate with the highest number of votes serves as Chairman one (1) year. The Chairman of the Nominating Committee serves as a voting member of the BOD. The Immediate Past President is an Ex-officio member of the Committee. The Committee is charged with following the nomination and election processes, set forth in Article X of these Bylaws.

Section 1.2. **Finance Committee.**

The committee consists of the LAND Treasurer as Chairman, the President, President-Elect, and one (1) additional LAND member appointed by the President. No member shall be eligible to serve on this committee for more than four (4) consecutive years. The committee prepares the annual budget, acts in an advisory capacity, gives counsel upon any and all financial matters, and conducts an annual audit of Association financial records at the end of the fiscal year.

Section 1.3. **Public Policy Panel.**

The committee consists of the AND Public Policy Coordinator, the State Policy Representative, State Regulatory Specialist, Consumer Protection Coordinator, Delegate, President-Elect, and one (1) member from each District Dietetic Association. The AND Public Policy Coordinator and the State Policy Representative will be appointed annually by the President-Elect, with reappointment annually for a period of up to three (3) years. The AND Public Policy Coordinator will have a vote on the LAND BOD. The District Representative will be appointed by the District President. The purpose of this committee is to advance AND's public policy work and its advocacy programs.

Section 1.4. **Public Relations/Marketing Committee.**

The committee consists of the Public Relations/Marketing Chair as Chairman, the Social Media Coordinator, and one (1) member from each District Dietetic Association. The District Representative will be appointed by the District President.

The purpose of the committee is to plan and coordinate all marketing and public relation initiatives of the Association.

Section 2. Special Committees.

As the need arises, the BOD approves the annual appointment of various special committees to serve in an active or advisory role to achieve the mission of the Association as stated in Article II of these Bylaws. Appointed committee chairmen should attend meetings of the Board as appropriate, without vote. The committees are appointed by the President or President-Elect of the Association. Each committee responds to the BOD as requested. Duties, responsibilities, and time commitment of each committee are determined by the BOD and specified either in the Policy and Procedure Manual or in the charge to the committee.

Section 3. Task Forces and Work Groups.

- A. Task Forces and Work Groups may, from time to time, be appointed by the President and be maintained by the BOD as non-Board functional groups. Such Task Forces and Work Groups will be assigned activities and projects based on the initiatives of the current Strategic Plan. Each Task Force and Work Group will receive its specific charge and projected deadline from the President or designated Board member.
- B. Function. Each Task Force or Work Group will conduct appropriate communications, meetings and activities to complete its charges, maintain communications with the President and designated Board member regarding progress and issues, and present oral and written interim and final reports to the Board of Directors.
- C. Composition. Each Task Force or Work Group will consist of at least three (3) members in good standing. Once the charge to the Task Force or Work Group is completed, a final written report will be presented to the BOD, and the Task Force or Work Group will be dissolved.

ARTICLE X – NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- A. The Nominating Committee will formulate a ballot according to guidelines specified, and submit the official ballot to the Secretary by the date designated by the Board of Directors. Any member of the Association may submit the name of a qualified individual to the Nominating Committee for consideration. Committee members shall contact each person they wish to nominate, in order to obtain his/her acceptance of nomination and assurance of willingness to serve if elected.
- B. The Nominating Committee Members shall designate candidates for all elected offices as identified in Article VIII, Section 1:
 - 1. At least two (2) candidates for the office of President-Elect, annually.
 - 2. At least two (2) candidates for the office of Secretary, every other year.
 - 3. At least two (2) candidates for the office of Treasurer, ever other year.
 - 4. At least two (2) candidates for the Chairman, Council on Professional Issues/Education, every other year.

5. At least four (4) candidates in odd numbered years, and at least five (5) candidates in even numbered years, for the members of the Nominating Committee.
 6. At least two (2) candidates for the office(s) of Delegate, every three years.
- C. Additional qualified nominations for Association offices may be made by nominating petitions. Petitions for write-in candidates must be signed by no fewer than twenty (20) voting members of the Association, and filed with the Nominating Committee Chair on or before the date set by the BOD. Written consent from the nominee must be secured prior to the circulation of the petition.
 - D. LAND elected officers may not simultaneously hold an elected/executive position in AND, or in a related AND organizational unit (such as District Association or Dietetic Practice Group).
 - E. No person, except for the Delegate, 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 cannot be filled otherwise.
 - F. No person shall hold more than one elected and/or appointed office with a vote simultaneously.
 - G. Members of the Nominating Committee may not hold an office, outside of the Nominating Committee, while serving on the Nominating Committee.
 - H. The President shall be ineligible to succeed herself/himself, except in the event of a vacancy in the office of President-Elect. The President may then be eligible to succeed himself, if re-elected by the membership. The President - Elect shall be ineligible to succeed himself in that office.

Section 2.

Ballot and Voting.

- A. The Chair of the Nominating Committee will appoint a teller who has responsibility for receiving and tallying the votes. The teller may not be an elected officer of the Association, and may not be a voting member of the BOD.
- B. Ballots will be transmitted by regular mail and/or electronic means to the voting members of the Association at least thirty (30) days prior to the posted deadline for ballot submission.
- C. For mailed and/or electronic ballots, members will cast votes for elections according to specified instructions given.
- D. When voting, members vote one time for each position to be elected. If more than one person is to be elected to a position, members cast the appropriate number of votes. Persons receiving the greatest number of votes shall be elected to each respective office.
- E. The majority of votes cast constitute an election.

- F. Only ballots received by midnight of the designated date for the closing of the polls are counted. Ballots are screened for five business days after the official closing date of the election for valid postmarks or electronic submission dates.

Section 3.

Election Results.

- A. The candidate receiving, respectively, the largest number of votes for the offices of President-Elect, Secretary, Treasurer, Delegate and Chairman, Council on Professional Issues/Education will be elected to those offices. The candidate receiving the largest number of votes for Nominating Committee will be elected Chairman of the Nominating Committee.
- B. In the event of a tie vote for an office, the Secretary shall give the voting members of the BOD a ballot, with the exception of the President. Should balloting of the BOD result in a tie vote, the President shall cast a ballot to determine the election.
- C. The Association Secretary will verify the teller's tally of the votes, taking reasonable steps to ensure that the teller's count was accurate.
- D. The Secretary will notify the President and the President-Elect of election results, and with the Executive Director, notify all candidates of election results.
- E. The President will notify the BOD and membership of the election results as soon as possible after the election.

Section 4.

Vacancies.

- A. Should any office other than President, President-Elect, Chairman, Council on Professional Issues/Education, or Delegate become vacant, the President, with the approval of the BOD, shall appoint a successor(s) to fill the unexpired term(s).
- B. Should the office of President-Elect, Chairman, Council on Professional Issues/Education, or Delegate(s) become vacant, a special election by the membership shall be conducted by mail or electronic balloting at the earliest possible date. The President, may, where appropriate and necessary, appoint an individual to serve until the special election may be conducted.
- C. Should a vacancy occur among Delegate(s) at the time of a scheduled meeting of the House of Delegates, and prior to the time in which the vacancy can be filled by special election, the President will represent LAND at the House of Delegates meeting to ensure proper representation. Should the President be unable to serve, as Delegate, the Executive Committee shall appoint a qualified BOD member to serve.

ARTICLE XI – ASSOCIATION HEADQUARTERS

Section 1.

The Association Headquarters.

LAND shall maintain a headquarters to provide assistance to the BOD, district officers, and LAND members, to serve as the depository of the properties, securities, and records of LAND. The location will be determined by the BOD.

Section 2.

Executive Director.

The BOD may employ or contract with an Executive Director to manage activities of the Association subject to the direction and policies of the BOD.

Section 3.

Books and Records.

The Association 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. It shall also keep the governing documents of the LAND, District Dietetic Associations and Dietetic Practice Groups. The names and addresses of the members entitled to vote shall be maintained at the central office of this Association.

ARTICLE XII - PUBLICATIONS

With the authority of the BOD, publications and newsletters will be produced. Newsletters will be posted electronically on the member Web page.

ARTICLE XIII - AMENDMENTS

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the voting members of the Association's Board of Directors. Notice of the proposed amendment(s) will be provided in writing to the Association members through the Association's newsletter, Website, and any other appropriate communication means not less than thirty (30) days before the vote on the proposed amendment(s).

ARTICLE XIV - 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 Association and in all cases not covered by the most recent revision of The Academy of Nutrition and Dietetics Bylaws or the LAND Bylaws.

ARTICLE XV - INDEMNIFICATION OF OFFICERS

Section 1.

The Association shall indemnify any and all of its officers or any person who may serve at its request or by its election as an officer against expenses and liability actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been an officer of the Association, except in the relation to matters as to which any such officer or former officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

Section 2.

The Association may purchase and maintain insurance on behalf of any and all of its officers or any person who may serve at its request or by its election as an officer against any liability, or settlement based on asserted liability, incurred by them by reason of being or having been an officer of the Association, whether or not the Association would have the power to indemnify them against such liability or settlement under provisions of this section.

ARTICLE XVI - DISSOLUTION

On the dissolution of the Association, the Board of Directors, after paying or making provision for payment of all the liabilities of the Association, shall dispose of all its assets exclusively to such organization or organizations operating for charitable, educational, or scientific purposes as shall at the time qualify as an organization or organizations exempt under 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 shall determine.

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, trustees, officers, or other persons, except that the Association shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article II of these Bylaws. Notwithstanding any other provisions of the Articles in these Bylaws, the Association shall 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 Law).