

# Louisiana Academy of Nutrition and Dietetics (LAND) Bylaws



*Louisiana Academy of Nutrition and Dietetics Articles of Incorporation, 1987  
Bylaws Amended 1996, 1999, 2002, 2003, 2005, 2009, 2014, 2015, 2016*

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

**ARTICLE I - NAME**

The name of this organization will be the Louisiana Academy of Nutrition and Dietetics., hereafter referred to as "LAND" or the "Association."

**ARTICLE II – MEMBERSHIP**

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

**Section 2.** The current list of members of the Academy 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 LAND.

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

**Section 8. Code of Ethics, Appeals, and Reinstatement.**  
Members of LAND will abide by the Code of Ethics, Appeals, and Reinstatement as stated in Academy Bylaws.

**ARTICLE III-FISCAL YEAR**

The fiscal year of the Association shall be in accordance with the Academy fiscal year (June 1 to May 31).

**ARTICLE IV - 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. A written notice of the Annual Meeting, including the place, date, and time, shall be sent to each member of the Association not less than ten (10) nor more than sixty (60) days prior to date of said meeting.

**Section 2. Annual Business Meeting.**  
A. There shall be an Annual Business Meeting of the members at the Annual Meeting for the purpose of education and for the transaction of other business as may be established by the Board of Directors.

- B. If the annual business meeting is not held in conjunction with the Annual Meeting, a written notice of the Annual Business Meeting including place, date, and time will be sent to each member of the Association not less than ten (10), nor more than sixty (60) days prior to date said meeting.

**Section 3. Special Meetings.**

- A. Special meetings of the members may be called by the President or by majority vote of the Board of Directors.
- B. Written notice of special meeting stating the place, date, time, and purpose will be sent to each member of the Association not less than ten (10) nor more than sixty (60) days prior said meeting.

**Section 4. Quorum.**

At all meetings of the Association membership, the voting members present will constitute a quorum for the transaction of business, except to the extent that the law of the state of incorporation requires a larger number.

**ARTICLE V - BOARD OF DIRECTORS**

**Section 1. General Powers.**

The governance of the Association shall be vested in the Board of Directors, also known as the "Board". The affairs of the Association shall be managed by, or under the direction of, the Board.

**Section 2. Compositions**

- A. The following shall serve as voting members of the Board:
  - President
  - President-Elect
  - Secretary
  - Treasurer
  - Delegate
  - Council on Professional Issues/Education Chair
  - Nominating Committee Chair

**Section 3. Functions of the Board.**

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

- A. Determine administrative policies and manage the property and funds of the Association
- B. Approve the annual budget and strategic plan
- C. Maintain affiliations with District Associations and 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 LAND Bylaws.

**Section 4. Regular Meetings.**

- A. Number of Meetings. The Board will hold a minimum of two (2) meetings 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 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 of Board Meetings.** Notice of any regular or special meeting of the Board will be given at least five (5) days before the meeting 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 of Directors shall be specified in the notice or waiver of notice of such 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.

**Section 8. 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 Association. The Board shall have no authority to establish compensation for services to the Association as directors. This section shall not preclude any director from serving the Association in any other capacity and receiving compensation for such service.

**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 because 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. **All Other Voting Directors** The Board of Directors will appoint a successor to complete the unexpired term or terms.
- D. 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 11. Qualifications of Directors.**

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

**ARTICLE VI - OFFICERS**

**Section 1. Officers.**

The officers of the Association shall be a President, President-Elect, Secretary, Treasurer, Delegate, Nominating Committee Chair, Council on Professional Issues Chair. All officers shall assume 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.

**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 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. Have the general powers of supervision and active management usually vested in the office of President.

**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 shall:

- A. Perform the functions of the office of President in the absence of the President.
- B. 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.

- C. Any other duties as determined by the Board

**Secretary.**

The Secretary will serve for two (2) years. The Secretary shall:

- A. Be responsible for sending notice of all membership, Board of Directors, and Executive Committee meetings, as directed by the President.
- B. Any other duties as determined by the Board

**Treasurer.**

The Treasurer will serve for two (2) years. The Treasurer shall:

- A. Formulate and audit the financial records by LAND Central Office.
- B. Assist the President Elect in formulating an annual budget for the following fiscal year.
- C. Report the financial status of the Association to the Board of Directors and the membership.
- D. Any other duties as determined by the Board.

**Delegate.**

The Delegate will serve for three (3) years, and may be re-elected for one (1) additional term of office. A break of at least two (2) years must occur after the final term of the delegate before being considered a candidate for another term.

Delegate shall:

- A. Serve as a member of the LAND Board of Directors
- B. Represent and act on behalf of this Association at all meetings of the Academy's House of Delegates.
- C. Communicate all business and current issues of the House of Delegates to and from the Board of Directors and the membership.
- D. Communicate pertinent professional and practical issues to the district association presidents and state dietetic practice group chairs.
- E. Any other duties as assigned by the Board.

**Council on Professional Issues/Education Chair.**

The Council on Professional Issues/Education Chair will serve for xxx (X) years. The Council on Professional Issues/Education Chair shall:

- A. Serve as a member of the Board
- B. Serve as the Chair for the Council on Professional Issues/Education.
- C. Perform additional functions and duties as appropriate and/or specified.

**Nominating Committee Chair.**

The Nominating Committee Chair will serve for one (1) year. The Nominating Committee Chair shall:

- A. Serve as a member of the Board.
- B. Serve as the Chair of the Nominating Committee
- C. Formulate a ballot of qualified candidates annually.

**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 VII - COMMITTEES, TASK FORCES AND WORK GROUPS**

- Section 1. 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 Association 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 one (1) qualified individual to be placed on the ballot for election to the offices of the Association as identified in Article ?? Officers. Any member of the Association may submit the name of an individual to the Nominating Committee for consideration.
  - B. Composition. 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 Chair one (1) year. The Chair of the Nominating Committee serves as a voting member of the BOD. The Immediate Past President is an Ex-officio member of the Committee.
  - C. Functions. 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. 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 Work Groups.**  
Task Forces and Work Groups may, from time to time, be appointed by the President and be maintained by the Board. Such Task Forces and Work Groups will be assigned activities and projects based on the initiatives of the current Strategic Plan for LAND. Each Task Force and Work Group will receive its specific charge(s), allocated budget, and projected deadline from the President or designated Board member.
- A. 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.

- B. 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 VIII -AFFILIATIONS**

District Dietetic Associations.

One or more district dietetic association may be formed and affiliate with LAND upon approval of their governing documents by the LAND Board of Directors and completion of a principles of cooperation agreement.

- A. Each District Association shall adopt governing documents that are consistent with LAND Bylaws. Changes in the District Association governing documents shall be reviewed and approved by the LAND Board.
- B. Only members of the Academy may be official members of the affiliated district dietetic associations.
- C. The Board shall determine how many districts shall be constituted and how each district shall be defined.

#### **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 Association to the fullest extent permitted by the laws of the State of {STATE} for any actions taken in good faith while serving in his or her official capacity. The Association 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, 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. The names and addresses of the members entitled to vote shall be maintained at the Central Office of this Association.

#### **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)(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 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)(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 XII – AMENDMENTS**

**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 voting members of the Association's Board of Directors.

**Section 2.** **Notice.**  
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).