

BAY AREA DIETETIC ASSOCIATION



nutrition professionals dedicated to promoting healthy lifestyles

**BYLAWS OF THE CALIFORNIA DIETETIC ASSOCIATION:  
BAY AREA DISTRICT**

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*Amended March 23, 2013*

*September 27, 2007*

**ARTICLE I**

**NAME**

The name of this association is CALIFORNIA DIETETIC ASSOCIATION (CDA), BAY AREA DISTRICT, hereafter also referred to as BAY AREA DIETETIC ASSOCIATION (BADA).

**ARTICLE II**

**MISSION**

The California Dietetic Association, Bay Area District, is the advocate of the dietetic profession, serving the public through the promotion of optimal nutrition, health, and well-being.

**ARTICLE III**

**MEMBERSHIP**

**Section 1. Qualification of Membership.**

Any person who is a member in good standing of the Academy of Nutrition and Dietetics is eligible to become a member of BADA. Members may hold membership in more than one district.

**Section 2. Membership Classifications.**

The membership classifications are listed below. Members of BADA shall have the same classification of membership as they hold in the Academy of Nutrition and Dietetics.

- A. Active Members: Those who hold an Active or International Membership in the Academy of Nutrition and Dietetics.

- B. Student members. Those who hold a Student Membership in the Academy of Nutrition and Dietetics.
- C. Retired Members: Those who hold a Retired Membership in the Academy of Nutrition and Dietetics.
- D. Bayleaf Subscribers. Anyone who is not a member of the Academy of Nutrition and Dietetics may join under this category.

Section 3. Rights and Privileges of Membership.

- A. Active and Retired BADA members will be entitled to vote in the annual election, hold elected and appointed offices and positions in BADA, and attend meetings. They will receive publications and communications unless they opt out.
- B. Student BADA members will be entitled to vote in the annual election and hold appointed positions in BADA, and attend meetings. They will receive publications and communications unless they opt out.
- C. *Bayleaf* Subscribers may not vote or hold elected or appointed office. They only receive the *Bayleaf* (the BADA newsletter).

Section 4. Membership List.

The district shall maintain a current membership list that includes name, address, email address, and membership classification held by each member and will be distributed via email twice per year. It will be mailed to members who don't have an email address by request.

Section 6. Membership Year

Membership year is from June 1<sup>st</sup> to May 31<sup>st</sup>, in accordance with Academy of Nutrition and Dietetics. Each year on May 31<sup>st</sup>, all memberships will expire.

Section 7. "Early Bird" Registration

Any former member who forfeited membership for nonpayment of dues or any eligible person who wishes to join for the first time may join before June 1<sup>st</sup> and benefit from a membership year that is more than 12 months. The "early bird" limit will be posted online. Any member who joins after June 1<sup>st</sup> will have membership through the next May 31<sup>st</sup>.

ARTICLE IV

FISCAL YEAR

The fiscal year of this association shall coincide with the fiscal year for CDA.

## ARTICLE V

### EXECUTIVE BOARD

#### Section 1. Powers.

The Board of Directors, also known as the “Executive Board” or “Board” shall determine the administrative policies and manage the property and fiscal affairs of BADA and shall supervise the execution and implementation of approved actions and policies.

#### Section 2. Selection

The elected members of the Board shall be composed of the President, President-Elect, Past President, Secretary, Treasurer, Nominating Chair, Communications Chair, Events Chair, Service Chair, Membership Coordinator, and Public Policy Coordinator. Other elected and appointed officers are “ex officio” (non-voting) board members.

#### Section 3. Duties and Responsibilities.

Specific duties and responsibilities of Board members shall be outlined in BADA's Procedures. These duties may include:

- A. Develop, implement and monitor long and short term strategic plans.
- B. Provide for responsible fiscal planning and control and direct the financial affairs of the Association.
- C. Be responsible for the management of property and business of Bay Area District, establish policies and approve procedures to guide the district.
- D. Approve appointment of standing committee chairs and appoint ad hoc committees as necessary.
- E. Inform the President about matters the Board wishes considered by CDA.
- F. Select the dates and sites for the Board meetings.

#### Section 8. Manner of Acting.

Board members may participate in a meeting through the use of conference telephone or other similar equipment, provided that all participating members can hear each other. The Board may conduct business by mail, email, or fax.

## ARTICLE VI

### MEETINGS OF MEMBERS

#### Section 1. Annual Board Retreat

There shall be an annual business meeting of the Executive Board, for the purpose of installing new officers, and for any other business deemed appropriate. This meeting shall normally be held at the beginning of the fiscal year.

#### Section 2. Regular Meetings

The Board will also meet at least quarterly. All BADA members are permitted to attend. The board may require notice of attendance in order to plan for sufficient space.

Section 3. Special Meetings.

Special meetings of the members may be called by the Executive Board, the President, the President-Elect, or by five (5) percent or more of the members.

Section 4. Notice of Meetings.

Notice of any meetings of the Board stating place, date, time of the meeting, and general nature of the business to be transacted shall be communicated to all board members at least four (4) days prior to the meeting. Additionally, board members will be notified by email to obtain input on the agenda items to be discussed.

Section 5. Quorum.

The quorum for the annual business meeting or any special meetings shall be any amount of BADA members. For the Executive board, quorum is at least 40%.

Section 6. Member Voting.

Each BADA member shall be entitled to 1 vote on each matter submitted to the membership. At the annual business meeting, if a vote occurs, resolutions shall be passed by a majority of members present and voting. At any special meeting, resolutions shall be passed by  $\frac{3}{4}$  vote of the members present and voting. No proxies shall be allowed.

Section 7. Executive Board Voting

The voting members of the BADA board shall be entitled to one vote each. The voting members include the elected officers. At each meeting, resolution shall be passed by a majority of the members present and voting. Over email, resolution shall be passed by a majority of the members or a majority of those who voted in 7 days. No proxies shall be allowed.

## ARTICLE VII

### OFFICERS

Section 1. Tenure of Office.

The President, President-Elect, Secretary, and Treasurer shall serve 2-year terms; all other elected and appointed officers shall serve 1-year terms. An officer shall hold only one elected office at a time and shall not, at the same time, hold office in of any other district or dietetic practice group of CDA.

Section 2. President.

The President shall:

- A. Be the chief executive officer of this district and shall supervise and control the affairs of the district.
- B. Preside at all meetings of the membership of the Board or designate a stand-in.

- C. Execute deeds, mortgages, contracts, checks and other instruments which may be authorized by the Board.
- A. Supervise and give the annual performance evaluation of any paid staff.
- B. Serve as the voice for the members of the district at CDA meetings.
- D. Perform all other duties outlined in the Bay Area District Procedures and incident to the office.

Section 3. President-Elect.

The President-Elect shall:

- A. Perform the duties of the President when the President is absent or unable to act.
- B. Perform other duties outlined in the Bay Area District Procedures.

Section 4. Past President.

The Past President shall:

- A. Attend board meetings and advise the current board.
- B. Perform other duties outlined in the Bay Area District Procedures.

Section 5. Secretary.

The Secretary shall:

- A. Keep minutes of all meetings of the membership of the Board.
- B. Maintain the results of all online voting.
- C. Be the custodian of Board related records (bylaws, financial statements, minutes, etc.)
- D. Perform other duties outlined in the Bay Area District Procedures

Section 6. Treasurer.

The Treasurer shall:

- A. Have charge of all funds of the district.
- B. Review deposits of funds and maintenance of adequate and correct records and accounts of properties and business transactions.
- C. Perform other duties outlined in the Bay Area District Procedures.

Section 7. Nominating Members.

The Nominating Members shall:

- A. Attend board meetings to become acquainted with potential candidates for office.
- B. Assist President to complete a slate of officers for each year.
- C. Perform other duties outlined in the Bay Area District Procedures.

Section 8. Communications Chair

The Communications Chair shall:

- A. Have oversight of the many tools BADA uses to communicate with the membership and the public.
- B. Directly control some aspect of BADA's communication.
- C. Appoint ex-officio board members who also control some aspects of communications.
- D. Perform other duties outlined in the Bay Area District Procedures.

Section 9. Events Chair

The Events Chair shall:

- A. Have oversight of all official BADA events.
- B. Directly control some aspects of the events.
- C. Appoint ex-officio board members who also control some aspects of events.
- D. Perform other duties outlined in the Bay Area District Procedures.

Section 10. Service Chair

The Service Chair shall:

- A. Have oversight of all of BADA's services (besides events) to the public and members.
- B. Directly control some of BADA's services.
- C. Appoint ex-officio board members who also control some of BADA's services.
- D. Perform other duties outlined in the Bay Area District Procedures.

Section 11. Membership Coordinator

The Membership Coordinator shall:

- A. Receive applications for membership and screen for eligibility.
- B. Recruit, welcome and orient new members.
- C. Maintain the official list of members.
- D. Perform other duties outlined in the Bay Area District Procedures.

Section 12. Public Policy Coordinator

The Public Policy Coordinator shall:

- A. Support the stance of CDA and BADA on legislative and Public Policy issues.
- B. Keep the membership of BADA informed on new and timely issues.
- C. Perform other duties outlined in the Bay Area District Procedures.

Section 13. Ex-officio members

The ex-officio members would include:

- A. 1-2 elected nominating committee members
- B. 1 appointed student to represent each school in the Bay Area with a dietetics program.
- C. Members appointed by elected chairs.
- D. The Delegate appointed to the Bay Area District by CDA.
- E. Other members appointed by the President.

## ARTICLE VII

### NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

- A. Composition. Bay Area District shall have a nominating committee consisting of 2 or 3 members elected annually for a one-year term.
- B. Functions. The nominating committee shall designate for the following year at least one candidate for each office.

Section 2. Qualifications for Office.

All candidates for elected office must be Active or Retired members. Specific qualifications for individual offices shall be listed in the Procedures.

Section 3. Ballots and Voting.

- A. Online Ballots for all elected positions shall be distributed to the voting members of BADA at least 14 days before the online voting process closes.
- B. Candidates win their respective position with a majority vote.
- C. In the event of a tie, a re-election shall be announced and shall appear in print in a district publication or on the website.
- D. The newly-elected officers shall take office at the beginning of the next fiscal year.

ARTICLE IX

VACANCIES AND REMOVAL

Section 1. Vacancies.

Vacancies by death, resignation or removal of a Board member or officer shall be filled by a vote of the majority of the voting Board members then in office. Each officer or Director so selected may hold office for the remainder of the term or until the installation of his or her successor.

Section 2. Removals.

Any or all Board members may be removed from office at any time by a vote of  $\frac{3}{4}$  of the members voting at any duly held meeting of the members.

ARTICLE X

PUBLICATIONS

Section 1. Newsletter.

Bay Area District shall publish an official newsletter which shall be provided to all members electronically. A hard copy paper version may be sent to all members not providing an email address or requesting a hard copy.

Section 2. Other publications.

Other publications will be produced as authorized by the Executive Board.

ARTICLE XI

PARLIAMENTARY AUTHORIZATION

Robert's Rules of Order Newly Revised or the most current edition shall constitute the parliamentary authority for the conduct of all meetings of the Board and the membership of

this district as long as they are not inconsistent with the Articles of Association or these Bylaws.

## ARTICLE XII

### DISSOLUTION

Upon the dissolution of this district, its assets remaining after payment, or provision of payment, of all debts and liabilities shall be distributed to a nonprofit fund, foundation or association which is organized and operated for purposes which are similar or related to the purposes of this district and which has established its tax-exempt status under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Internal Revenue Law).

## ARTICLE XIII

### AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed only on approval of the BADA Board of Directors provided 30 days notice of the proposed amendment is given to the membership prior to the Board vote.