

## **BYLAWS of the GREATER CINCINNATI DIETETIC ASSOCIATION**

### **ARTICLE I – Name**

This association shall be known as the Greater Cincinnati Dietetic Association, hereafter referred to as GCDA or the Association.

### **ARTICLE II – Mission**

The GCDA is the advocate of the dietetics profession serving the public through the promotion of optimal nutrition and well-being by advocating for its members.

Proposed change:

The GCDA supports the dietetics profession in serving the public through the promotion of optimal nutrition and well-being by advocating for its members.

### **ARTICLE III – Membership**

Section 1. Membership Classifications. Academy of Nutrition and Dietetics (hereafter referred to as AND) Active Member, AND Active Technician, AND Associate Member (Student), and AND Retired Member.

Section 2. Rights and Privileges. All AND members of GCDA have the rights and privileges as set forth in the AND Bylaws and will have the corresponding rights and privileges in the conduct of business of the GCDA.

Section 3. Publications. All members whose GCDA dues are current shall receive GCDA publications.

Proposed change:

Section 3. Communications. All members whose GCDA dues are current shall receive all public and member-only GCDA communications and have access to the members-only section of the GCDA website.

### **ARTICLE IV – General Membership Meetings**

Section 1. General Membership Meetings. A minimum of 4 general membership meetings and one workshop shall be held for the purpose of conducting business of the Association, and for continuing education, networking and any other needed business.

Proposed change:

Section 1. General Membership Meetings. A minimum of 4 general membership meetings shall be held for the purpose of conducting business of the Association, and for continuing education, networking and any other needed business. Other events such as workshops may be held when warranted.

Section 2. Notice and Location of Meetings. The Chair of the Council on Professional Issues (COPI) shall obtain the meeting locations. Information on the meetings stating the location, date, time and purpose thereof shall be sent to each member of the Association.

Section 3. Special Meetings. The GCDA Board shall call special meetings of the members. Notice of such meetings stating the location, date, time and purpose thereof shall be sent to each member of the Association.

Proposed change

Section 3. Special Meetings. The GCDA Board may call special meetings of the members. Notice of such meetings stating the location, date, time and purpose thereof shall be sent to each member of the Association.

Section 4. Quorum of all Meetings. Ten percent of the membership shall constitute a quorum for the transaction of business at all meetings of the general membership.

#### ARTICLE V – Governing Board and Structure

Section 1. The GCDA Board is the governing body of the Association.

- A. Composition. The GCDA Board shall consist of the following voting members: President; Incoming President, Past President; Secretary, Secretary Elect; Treasurer, Membership Chair, Membership Chair Elect; Incoming Membership Chair; Chair of the Council on Professional Issues and Incoming Chair of the Council on Professional Issues, Dietetic Technician Registered Member, Student Member.

Proposed change

- A. Composition. The GCDA Board shall consist of the following voting members: President; President-elect, Immediate Past President; Secretary, Secretary-elect; Treasurer; Membership Chair, Membership Chair-elect; Chair of the Council on Professional Issues, Chair of the Council on Professional Issues-elect; Dietetic Technician Registered Member, Student Member. As the Treasurer holds a 2-year term, the Board composition will also include the Treasurer-elect every other year.
- B. Term. All members of the GCDA Board shall assume office on June 1 following the slate's approval and will end their terms on May 31.

Proposed change:

- B. Term. All members of the GCDA Board, with the exception of the Treasurer, shall assume office on June 1 following the slate's approval and will end their terms on May 31 of the following year. The Treasurer serves a two-year term and will end his/her term on May 31 of the second year in office.

- C. Functions. The GCDA Board shall determine administrative policies and manage the property and business of the Association. Without intending to limit its authority in any way, the GCDA Board shall have the specific powers to:
1. Determine, establish and amend administrative policies and procedures, maintain records, and manage the property and affairs of the Association.
  2. Provide for sound fiscal management of the Association.
  3. Approve and implement the programs and activities of this Association.
  4. Delegate any of its powers to any committee or agent consistent with the Bylaws.
  5. Approve appointments made by the President and Incoming President as specified in the Bylaws.
  6. Approve recommendations of the Scholarships and Awards Committee for AND, Ohio Academy of Nutrition and Dietetics (hereafter known as OAND) and GCDA awards.
- D. Meetings
1. The GCDA Board shall hold no fewer than four meetings per year. The President, as needed, shall call the GCDA Board meetings. Information about the meetings stating place, date, time and purpose shall be sent to each member. Any member of GCDA may attend these meetings.

Proposed change

1. The GCDA Board shall hold no fewer than four meetings per year. The President, as needed, shall call the GCDA Board meetings. Information about the meetings stating place, date, time and purpose shall be sent to each Board member. Any general member of GCDA may attend these meetings.
2. The incoming and outgoing Boards, and incoming and outgoing committee chairs, meet during the transition meeting. This shall be an annual meeting, except in the case of an emergency declared by the GCDA Board. This meeting shall be held for the installation of officers, presentations of awards and other business deemed appropriate.
3. Quorum: At all meetings of the GCDA Board, 5 voting members shall constitute a quorum for the transaction of business.

Proposed change:

3. Quorum: At all meetings of the GCDA Board, 50% plus one of the total number of voting members shall constitute a quorum for the transaction of business. For example, if there are 12 voting members, a quorum of 6 + 1, or 7, voting members must be present.

Section 2. Chairs of Committees

- A. The President appoints chairs for standing and special committees. Chairs have a one year commitment from June 1 - to May 31. These committee chairs shall work collaboratively with the GCDA Board to meet the goals of the year.
- B. Responsibilities and duties of the Board-elected and appointed chairs are defined in the Association's policies and procedures.

Proposed change:

- B. Responsibilities and duties of the appointed chairs are defined in the Association's policies and procedures.

Section 3. Affiliated Associations. The GCDA President shall serve on the Board of Directors of the OAND.

Section 4. Policy and Procedure Manual. The activities of the Association shall be conducted by the GCDA Board, Standing and Special Committees, and Board-elected and appointed chairpersons in accordance with the GCDA Policy and Procedure Manual.

Proposed change

Section 4. Policy and Procedure Manual. The activities of the Association shall be conducted by the GCDA Board, Standing and Special Committees, and appointed chairpersons in accordance with the GCDA Policy and Procedure Manual.

Section 5. Compensation. The GCDA Board shall have no authority to establish or receive compensation for services to the Association as an officer. Officers may be paid their expenses related to the duties of their offices.

ARTICLE VI - Officers of the GCDA Board

Section 1. Officers

- A. Officers of the GCDA Board shall be President, Incoming President, Secretary, Secretary Elect, Dietitian Registered Member, Student Member, Treasurer, Membership Chair, Incoming Membership Chair; Chair of the Council on Professional Issues and Incoming Chair of the Council on Professional Issues.

Proposed change

- A. Officers of the GCDA Board shall be: President; President-elect, Immediate Past President; Secretary, Secretary-elect; Treasurer; Membership Chair, Membership Chair-elect; Chair of the Council on Professional Issues, Chair of the Council on Professional Issues-elect; Dietetic Technician Registered Member, Student Member. As the Treasurer holds a 2-year term, the Officers will also include a Treasurer-elect every other year.

- B. All officers shall assume office on June 1, following the acceptance of the slate of officers and shall serve until May 31.

Proposed change

- B. All officers, with the exception of the Treasurer, shall assume office on June 1 following the acceptance of the slate of officers and will end their terms on May 31 of the following year. The Treasurer serves a two-year term and will end his/her term on May 31 of the second year in office.

Section 2. Officer Responsibilities

- A. All officers listed in Article VI, Section 1.A of these bylaws, with the exception of the Treasurer, serve for one year as a voting member of the GCDA Board.
- B. The Treasurer serves a two-year term as a Board voting member.
- C. Each officer is responsible for the duties of their assigned office as outlined in the Policy and Procedure Manual of GCDA.
- B. Serves as the Chair of the GCDA Board and shall have general powers of supervision and active management as usually associated with the office of President.
- C. Presides at all meetings of the members and see that all orders and resolutions of the GCDA Board are carried into effect.
- D. Serves as a member of the Finance Committee and an ex-officio member of all Standing and Special committees.
- E. Appoints chairs to serve on Special and Standing Committees as needed to fill any vacancies.
- F. Serves as Chair of the Officer Selection Committee during the year immediately following the term as President.
- G. Issues a call for meetings.
- H. Serves on the OAND Board.

Proposed Deletion:

- F. Serves as Chair of the Officer Selection Committee during the year immediately following the term as President.

Proposed Addition:

- F. Is responsible for duties of the President as outlined in the Policy and Procedure Manual.

Section 3. Incoming President

- A. Serves for one year.
- B. Reviews the functions of the President and the organization.
- C. Acts as President when President is absent.
- D. Serves on the GCDA Board and finance committee.
- E. Is responsible for revising and updating the GCDA Policy and Procedure Manual on an annual basis.
- F. Appoints committee chairs to serve during his/her term of President.

Proposed Change:

Section 3. President-elect

- A. Serves for one year.
- B. Acts as President when President is absent.
- C. Serves on the GCDA Board and finance committee.
- D. Is responsible for duties of the president-elect as outlined in the Policy and Procedure Manual.

Proposed Addition:

Immediate Past President

- A. Serves for one year as a voting member of the GCDA Board.
- B. Serves as Chair of the Officer Selection Committee.
- C. Is responsible for duties of the Immediate Past President as outlined in the Policy and Procedure Manual.

Section 4. Secretary

- A. Serves for one year.
- B. Serves on the GCDA Board.
- C. Shall submit meeting minutes and shall have all powers usually given to this position.

Proposed Change and Addition

- C. Shall record and submit meeting minutes to all Board members.
- D. Is responsible for Secretary duties as outlined in the Policy and Procedure Manual.

Proposed Addition

Section 5. Secretary Elect

- A. Serves for one year.
- B. Serves on the GCDA Board.
- C. Is responsible for Secretary-elect duties as outlined in the Policy and Procedure Manual.

Section 6. Membership Chair

- A. Serves for one year.
- B. Serves on the GCDA Board.
- C. Is responsible for Membership Chair duties as outlined in the Policy and Procedure Manual.

Section 7. Incoming Membership Chair

Proposed change

Section 7. Membership Chair-elect

- A. Serves for one year.
- B. Serves on the GCDA Board.
- C. Is responsible for membership chair-elect duties as outlined in the Policy and Procedure Manual.

Section 8. Treasurer

- A. Serves for two years.

- B. Serves on the GCDA Board and is Chair of the Finance Committee. C.
- Monitors funds and securities.
- D. Keeps accurate records as well as receipts and disbursements.
- E. Prepares the budget and presents it for approval to the Finance Committee and the Board.
- F. Prepares a financial statement prior to each board meeting.
- G. Provides a list to the President of financial institutions with their addresses and account numbers.
- H. Files IRS reports if required.
- I. Arranges to be bonded.
- J. Presents an annual financial statement at the Transition Meeting.

Proposed Change

- A. Serves for two years.
- B. Serves on the GCDA Board.
- C. Is responsible for Treasurer duties as outlined in the Policy and Procedure Manual.

Proposed Addition

Treasurer Elect

- A. Serves for one year.
- B. Serves on the GCDA Board.
- C. Is responsible for duties of the Treasurer-elect as outlined in the Policy and Procedure Manual.

Section 9. Chair of the Council on Professional Issues (COPI)

- A. Serves for one year.
- B. Serves on the GCDA Board.
- C. Is responsible for duties as outlined in the Policy and Procedure Manual.

Proposed Change

- C. Is responsible for duties of the COPI Chair as outlined in the Policy and Procedure Manual.

Section 10. Incoming Chair of the Council on Professional Issues

- A. Serves for one year.
- B. Serves on the GCDA Board and Finance Committee.
- C. Shall serve as Chair of the COPI in the absence of the current chair.
- D. Is responsible for duties as outlined in the Policy and Procedure Manual.

Proposed change

Section 10. Chair of the Council on Professional Issues-elect

- A. Serves for one year.
- B. Serves on the GCDA Board and Finance Committee.

- C. Is responsible for duties of the COPI Chair-elect as outlined in the Policy and Procedure Manual.

Proposed Addition

Section 11. DTR Member

- A. Serves for one year.
- B. Serves on the GCDA Board.
- C. Is responsible for duties of the DTR Member as outlined in the Policy and Procedure Manual.

Proposed Addition

Section 12. Student Board Member

- A. Serves for two years.
- B. Serves on the GCDA Board.
- C. Is responsible for duties of the Student Board Member as outlined in the Policy and Procedure Manual.

ARTICLE VII –Slate of Officers and Officer Selections

Section 1. Slate of Officers. AND members of the Association shall be considered for the slate of officers in the Association as set forth in the Bylaws of the AND in Article II, Section 7 of Privileges of Membership. The qualifications for the slate of officers are approved by the GCDA Board and exist as policy in the Association’s Policies and Procedures Membership Classifications. The Slate of Officers will be presented at the third membership meeting of the term year, by the immediate Past President or designee. A simple majority will acknowledge acceptance of the slate.

Section 2. Officer Selection Committee. The Officer Selection Committee shall be composed of the immediate Past President acting as Chair plus all other voting members of the current Board. Officers will be selected following discussion and a vote at the next Board meeting *after* the third membership meeting (i.e. after the presentation and acceptance of the Slate of Officers).

Section 3. Vacancies in Elected Offices

- A. President. In the event of a vacancy in the office of President, the President-elect shall succeed to the office of President and then shall serve until May 31 following the second annual transition meeting after the said vacancy occurs.
- B. President-elect. In the event of a vacancy in the office of President-elect, the President may accept a nomination to remain in the office of President for a second year.
- C. President and President-elect. Should both of these offices become vacant, the Nominating Committee will submit to the Board a candidate for approval. In the interim, the COPI Chair shall serve as President. The general membership will approve these changes at the next general membership meeting.

Proposed change

- C. President and President-elect. Should both of these offices become vacant, the Nominating Committee will submit to the Board a candidate for approval. In the interim,



the COPI Chair shall serve as President. The general membership will approve these changes at the next general membership meeting by a simple majority vote of those members in attendance.

- D. Remainder of Elected Offices. The Board shall appoint a successor or successors to serve for the unexpired term or terms.

#### Section 4: Removal of Officers

- A. Removal of an elected officer. If an officer fails to perform the duties of the elected office, said officer may be removed from office by a majority vote of the GCDA Board. The vote shall take place within 30 days of notification by the GCDA Board of failure to perform. The vacancy shall be filled as noted in these ByLaws.
- B. Removal of appointed chairs. The removal and replacement of a person who fails to perform the duties specified for an appointed office shall be the responsibility of the President, with input from the Board.

#### ARTICLE VIII – Fiscal Year

The fiscal year of GCDA shall begin on June 1 of each year and end on May 31 of the next year.

#### ARTICLE IX – Dues

Members shall pay annual dues to GCDA. The GCDA Board will determine the annual dues.

#### ARTICLE X – Indemnification of Officers

GCDA shall indemnify or agree to indemnify any GCDA Board member or any former Board member of GCDA (and their heirs, executors and administrators), against expenses, judgments, decrees, fines, penalties or amounts paid in settlement by the GCDA Board member in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which the GCDA Board member is or may be made a party by reason of being or having been a GCDA Board member, provided it determined in the manner hereinafter set forth (a) that such GCDA Board member was not, and has not been adjudicated to have been, negligent or guilty of misconduct in the performance of duty to the Association, (b) that the GCDA Board member acted in good faith in what the GCDA member reasonably believed to be in the best interest of the Association, (c) that, in any matter the subject of a criminal action, suit or proceeding, the GCDA Board member has no reasonable cause to believe that the conduct was unlawful, and (d) in case of settlement, that the amount paid or to be paid in the settlement was or is reasonable. Such determinations shall be made either (i) by the GCDA Board acting at a meeting at which a quorum consisting of the GCDA Board members who are not parties to or threatened with any such action, suit or proceedings present, or (ii) by a majority of the members present, in person or by proxy, at a special meeting called for such purpose, or (iii) in a written opinion by any one or more disinterested persons (who may be the regular legal counsel of the Association) selected by those GCDA Board members who are not parties to or threatened with any such action, suit or proceeding, or if all GCDA Board members are so threatened, then by the highest ranking officer of the Association who is

not a party to or threatened with such action, suit or proceeding. Expenses with respect to any pending or threatened action, suit or proceeding may be advanced by the Association prior to the final disposition thereof, upon receipt of any undertaking by or on behalf of the recipient to repay such amounts unless it shall ultimately be determined that the recipient is entitled to indemnification hereunder.

#### ARTICLE XI – Contracts

The GCDA Board, except as these Bylaws otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance and unless so authorized by the GCDA Board no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or render it liable for any amount.

#### ARTICLE XII – Special Rules and Dissolution Clause

Section 1. Special Rules. No part of the net earnings of the Association shall inure to the benefit of or be distributed to its members, officers or other private persons, except that the GCDA shall be authorized and empowered to make payments and distributions in furtherance of the purpose of GCDA. Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any activities 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 1954 (or any corresponding provision of any future United States Internal Revenue Law).

Section 2. Dissolution. On the dissolution of this Association, the GCDA Board, after paying or making provision for the payment of all the liabilities of the Association, shall dispose of all its assets exclusively to such organization or organizations organized exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the IRS Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board shall determine.

#### ARTICLE XIII – Amendments

The Bylaws may be amended by the affirmative vote of two-thirds of the ballots cast by members of the Board and the Executive/Governance Committee, with each of these members having only one vote. GCDA members shall be notified of the proposed amendments, and the GCDA Board should solicit members' views prior to voting.

Revised: [January 23, 2018](#)

Request for member input to proposed revisions: [April 2, 2018](#)

Revisions accepted: