

THE BATON ROUGE DIETETIC ASSOCIATION
GOVERNING DOCUMENTS
April 2005

ARTICLE I - NAME

The Association shall be known as The Baton Rouge Dietetic Association, hereafter referred to as "BRDA" or the "Association."

ARTICLE II – MISSION

The Baton Rouge Dietetic Association 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.

Membership in this Association shall be limited to members of the American Dietetic Association. Membership classifications will be those set forth in Article III of the American Dietetic Association Bylaws.

Section 2.

All members of this Association have the rights and privileges as set forth in Article III of the Bylaws of The American Dietetic Association and will have the corresponding rights and privileges in the conduct of business of the BRDA.

Section 3. Dues

Members will pay annual dues as established by the Board of Directors of the Association.

Section 4. Nonpayment of Dues

The name of any member whose annual dues are in arrears shall be removed from the membership roster of the Association.

Section 5. Reinstatement of Nonpayment of Dues

The Board of Directors will establish procedures for reinstatement of membership, including payment of any late fees.

Section 6. Code of Ethics, Appeals and Reinstatement

Members of BRDA will abide by the Code of Ethics, Appeals, and Reinstatement as stated in the Bylaws of the American Dietetic Association.

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ARTICLE IV – FISCAL YEAR

The Board of Directors will determine the fiscal year of the Association.

ARTICLE V – MEETINGS OF MEMBERS

Section 1. Educational Meetings

The Board of Directors will provide the membership with educational meetings. The number and length of these meetings will be determined by the Board of Directors based on the needs of the membership and within the financial constraints of the Association. The Secretary of the Association shall provide written or printed notice of educational meeting(s) stating place, date and hour of the meeting to all members.

Section 2. Business Meetings

The business of the Association may be conducted at any meeting called by the Board of Directors. The Secretary of the Association shall provide written or printed notice of this meeting stating place, date and hour of the meeting to all members.

Section 3. Special Meetings

The Board of Directors may call a special meeting of the members. Written or printed notice of a special 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 twenty (20) days before said meeting.

ARTICLE VI – AFFILIATIONS

Section 1.

This Association shall be affiliated with the Louisiana Dietetic Association (LDA) only if it meets and maintains requirements established by the LDA Bylaws. Members of the BRDA shall have the rights and privileges as set forth in Article II of the Bylaws of the American Dietetic Association. The policy and Procedure Manual of the BRDA will detail the rights and privileges of all membership classifications in the conduct of business of the BRDA. The BRDA President shall represent this Association on the Louisiana Dietetic Association Board of Directors.

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Section 2.

The Louisiana Dietetic Association Bylaws Committee shall approve the Governing Documents of this Association. These Governing Documents shall be consistent with the American Dietetic Association and Louisiana Dietetic Association Bylaws.

Section 3.

The finances of this Association will be maintained separately from the Louisiana Dietetic Association.

ARTICLE VII – GOVERNING BODY

Section 1. Board of Directors (Board or BOD)

The government of the Association shall be vested in the BOD.

Section 2.

The following shall serve as voting members of the Board of Directors:

- President
- President-Elect
- Secretary
- Treasurer
- Chair of Nominating Committee
- Chair of Standing Committees
- Non-voting Members of the Board:
- Chair of Special Committee(s)

Section 3. Function

The BOD shall determine administrative policies and manage the property and activities of BRDA, inclusive of, but not limited to the following:

- A. Make and amend rules of procedure consistent with these Governing Documents and the Louisiana Dietetic Association and American Dietetic Association 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.

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- 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 and adjustments to the budget.
- F. Approve appointments to the BOD as recommended by the President-Elect or the President.
- G. Coordinate, to the extent possible, programs with those of the American Dietetic Association and the Louisiana Dietetic Association.
- H. Establish liaison with appropriate allied groups and associations.
- I. Determine the dues for members and establish fees for nonmembers.

Section 4. BOD Meetings

- A. The Board will hold at least two (2) meetings per year, or as many as deemed necessary to conduct the business of the Association. Written notice will be communicated to all Board members at least three days before the meeting. This notice may be by mail, electronic, fax or delivered personally.
- B. Special meetings of the Board may be called by or at the request of the President or 1/3 of the voting members of the Board. The person or persons authorized to call special meetings of the Board may fix the place and time for holding any special meeting.
- C. Notice of any special meeting of the Board will be given at least three days before the meeting. This notice may be by mail, electronic, fax or delivered personally. Any Board member may waive notice of any meeting.

Section 5.

Two-thirds (2/3) of the voting members of the Board will constitute a quorum for the transaction of business at any meeting of the Board. No act shall be valid or binding unless approved by an affirmative vote of a majority (at least one [1] more than half) of the voting members present. A voting member of the Board unable to attend a meeting may authorize another member of the Board to vote by proxy.

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Section 6. Manner of Acting

- A. 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 Governing Documents. This provision also applies to meetings conducted by conference calls, teleconference, or other electronic means of communication.
- B. The board may transact business by mail, fax or electronic means. Matters must be submitted to the Board in writing and delivered by first class mail, by fax, or by electronic means for vote or decision. In order for a mail, fax, or electronic vote to be valid, two-thirds (2/3) of the members of the Board must return their ballots within ten (10) days after submission, marked with the timely date. Of the ballots received, a majority of the votes cast will determine the question.

ARTICLE VIII – OFFICERS

Section 1. Officers

The officers of the Association shall consist of President, President-Elect, Secretary, Treasurer, and Nominating Committee Members. All officers shall assume office at the beginning of the fiscal year following their election, except as otherwise specified in these Governing Documents. Elected officers shall attend all meetings of the membership and the BOD. All officers shall be members of the Association.

Section 2. Qualifications

Qualifications for all elected and appointed positions for the BRDA Board of Directors will be consistent with the rights and privileges of membership of the Association.

Section 3. President

The President shall be a Registered and Licensed Dietitian in Louisiana, shall serve for one (1) year, and shall:

- A. Serve as chief executive officer of the Association and Chair of the Board of Directors.
- B. Preside at all membership and BOD meetings.
- C. Assure that all recommendations submitted to the Board are duly considered.
- D. Ensure that the Association and Board activities are conducted according to these Governing Documents.
- E. Appoint the Chair and committee members of any standing and/or other committees designated during the term of office. These appointments are subject to Board approval.
- F. Appoint qualified members to fill any and all vacancies except as specified in these Governing Documents.

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- G. Direct implementation of all directives and resolutions of the Board
- H. Serve as the Association's representative to the LDA Board of Directors and provide LDA with requested reports.
- I. Vote as a member of the Finance Committee and ex-officio member of all other committees.
- J. Sign all contracts in the name of the Association, with the Treasurer
- K. Plan and direct, with the assistance of the President-Elect, a workshop for orientation of new Board members.
- L. Inform the membership of activities of the President
- M. Have the general powers of supervision and active management usually vested in the office of President.
- N. Appoint auditor for annual review of financial records.

Section 4. President-Elect

The President-Elect serves for one (1) year and at the end of the term, The President-Elect shall automatically become President. The President-Elect shall be a Registered and Licensed Dietitian in Louisiana and 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 President in the absence of the President.
- C. With BOD approval, appoints the Chair and members of all standing and Special Committees to serve during term as President.
- D. Serve as a member of the Finance Committee.
- E. Have knowledge of the duties of each of the elected and appointed officers and of committees.
- F. Forward to LDA office the list of district officers for President-Elect's term of office as President.
- G. Act as parliamentarian for all meetings.
- H. Plan and direct, with the assistance of the President, a workshop for orientation of new Board members.
- I. Have other specific duties as detailed in the Association policy and procedure manual.

Section 5. Secretary

The Secretary shall serve for two (2) years and is elected in each even year. The Secretary shall be a Registered and Licensed Dietitian in Louisiana and shall:

- A. Attend all meetings of the membership and Board of Directors.
- B. Record and maintain minutes of all meetings.
- C. Keep current the official files of the membership of the Association.
- D. Issue notices for all meetings of the membership and the BOD.

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- E. Have any and all powers and functions usually vested in the office of the Secretary.
- F. Have other specific duties as detailed in the Association policy and procedure manual.
- G. Prepare and distribute ballot to members as directed by the Board of Directors.

Section 6. Treasurer

The Treasurer shall serve for two (2) years and is elected in each odd year. The Treasurer shall be a Registered and Licensed Dietitian in Louisiana and shall:

- A. Serve as the Chairman of the Finance Committee.
- B. Receive and have custody of all funds and securities of the Association.
- C. Collect and receive all dues and monies paid to or belonging to the Association. Deposit funds in the name and to the credit of the Association in such depositories as designated by the Finance Committee.
- D. Report financial status of the Association to the Board of Directors and to the membership at business meetings.
- E. Keep full and accurate written accounts of all receipts and disbursements belonging to the Association.
- F. Prepare and submit annual budget to the Board of Directors for approval.
- G. Have any and all powers and functions usually vested in the office of the Treasurer.
- H. Have other duties as detailed in the Association policy and procedure manual.

Section 7. Nominating Committee

The Nominating Committee shall be composed of three (3) members of the Association who are registered and Licensed dietitians in Louisiana. Two are elected annually according to these governing documents. The Chair shall be the immediate Past-President and the two candidates receiving the highest number of votes. The Nominating Committee shall:

- A. Designate annually a slate of candidates for office to include a minimum of:
 - 1. One (1), preferably two (2) candidates for the office of President-Elect.
 - 2. One (1), preferably two (2) candidates biannually (even years) for the office of Secretary
 - 3. One (1), preferably two (2) candidates biannually (odd years) for the office of Treasurer.

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4. Four (4) candidates for the two (2) positions on the Nominating Committee.
- B. Designate the slate of candidates for any special elections as detailed in these Governing Documents.
- C. Submit the slate of candidates for regular and special elections to the BOD for approval.
- D. Serve as the Teller's Committee and conduct an accurate count of votes for all regular and special elections and submit results to the President.
- E. Have other duties as detailed in the policy and procedure manual of the Association.

ARTICLE IX – COMMITTEES

Section 1. Standing Committees

- A. Governing Documents shall describe standing Committees. The President-Elect appoints the Chair of all Standing Committees as necessary to serve during the President-Elect's term as President. Chair and members may be reappointed. All committee Chairs and members shall be members of the Association.
- B. Each Committee Chair is expected to attend all BOD meetings or designate an appropriate representative.
- C. All committees shall develop an annual program of work and present a proposed budget for the committee, for each fiscal year, to the Treasurer.
- D. The BOD determines duties and responsibilities of each committee.

Section 1.1 Legislative Committee

The Chair shall serve on the LDA Legislative Committee. The committee shall keep the membership informed of current legislation and its relevance to the Association. It is the committee's responsibility to organize and coordinate legislative efforts as they relate to the Association. Have other duties and responsibilities as detailed in the policy and procedure manual of the Association.

Section 1.2 Public Relations Committee/Media Representative

Plan and coordinate all marketing and public relation activities for the Association. Coordinate plan of work with other committees and overall plans of the Association. Provide requested information for LDA publications. Other duties and responsibilities shall be detailed in the policy and procedure manual of the Association.

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Section 1.3 Nominating Committee

Prepare the slate of officers for the annual election. Members of the Nominating Committee are not eligible to appear on the ballot for an elected office while serving on the Nominating Committee. No person shall hold more than one elected and/or appointed office with a vote simultaneously. The committee serves as the Teller's Committee.

Section 1.4 Awards Committee

Solicit nominations for LDA and ADA awards. Committee Chair presents nominations for awards to BOD for consideration. Completes paperwork for awards according to established time line. Have other duties and responsibilities as detailed in the policy and procedure manual of the Association.

Section 1.5 Finance Committee

Draft the annual budget with input from the BOD and committee chairs. Committee will direct an audit of financial records annually. The Treasurer serves as the Chair of this committee.

Section 1.6 Strategic Planning Committee

Coordinate the Mission and strategic planning of BRDA with LDA and ADA mission and strategic plans. Review and present revisions to the Governing Documents to the BOD. Governing Documents approved by the BOD are presented to the LDA Bylaws Committee for approval. Maintain a current copy of the Governing Documents in an electronic file. Provide a copy of the current Governing Documents to incoming officers and committees at the annual officer's workshop. Write, update, and keep an electronic file of BRDA policies and procedures as directed by the BOD. Provide a copy of the current policies and procedures to officers and committees at the annual officers' workshop.

Section 2. Special Committees

The BOD appoints and directs special committee(s) on an annual basis to serve in an active or advisory role to the Association and/or BOD. The Chair of a Special Committee should attend meetings of the Board as directed. The BOD will specify the charge, responsibilities, time commitment, and accountability of any Special Committee. A Special Committee may be re-appointed by an incoming President.

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ARTICLE X – ELECTIONS

Section 1. Election of Officers

Ballots shall be prepared annually and distributed to the voting membership. Only completed ballots postmarked, electronically dated, or received in person by midnight of the designated day shall be counted. The ballot shall be distributed to voters at least fifteen (15) days prior to the due date.

Section 2.

Persons receiving the highest number of votes for the office of President-Elect, Secretary (even number years), Treasurer (odd number years) shall be elected to each respective office. The two (2) persons receiving the highest number of votes for Nominating Committee shall be elected.

Section 3.

The President shall be ineligible to succeed the office of President except in the event of a vacancy in the office of President-Elect. The President may then be eligible for another consecutive term, if re-elected by the membership.

Section 4. Vacancies

Should any office other than President or President-Elect become vacant, the President, with the approval of the BOD, shall appoint a successor(s). Should the office of the President-Elect become vacant, a special election by the membership shall be conducted at the earliest possible date.

Section 5. Invalid Ballots

Ballots, which are not completed with one clear vote for each office and two clear votes for the Nominating Committee, shall be invalid and will not be counted.

Section 6. Tie Votes

In the event of a tie vote, the members of the BOD with the exception of the President shall cast a separate ballot. Should balloting of the BOD result in a tie vote, the President shall cast a ballot to determine the election.

ARTICLE XI - PUBLICATIONS

With the authority of the BOD, publications, membership directories, and newsletters may be produced. If published, newsletters and membership directories will be distributed to all members.

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ARTICLE XII - AMENDMENTS

Proposed amendments to the Governing Documents will be brought to the BOD and the Strategic Planning Committee. All amendments must be approved by the Bylaws Committee of LDA before submission to the BRDA members for a vote.

These Governing Documents may be amended by the affirmative vote of two-thirds (2/3) of the BOD members with voting privileges. The vote shall be by mail or in person at any business meeting or special meeting of the Board. Notice containing the proposed amendment(s) shall be given to the BOD members not less than five (5) and not more than forty (40) days before the meeting at which the amendment(s) is offered. Approved amendments will be communicated to the membership via meetings or mail.

These Governing Documents shall be marked with the date of the latest approved amendments.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The most current edition of Robert’s Rules of Order, Newly Revised, will constitute the parliamentary authority for the conduct of meetings of the Association and in all cases not covered by the revision of the Louisiana Dietetic Association Bylaws.

ARTICLE XIV – INDEMNIFICATION OF OFFICERS

Section 1.

This 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 the, are mad parties, or a party, by reason of being or having been an officer of the Association, except in 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 elections 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.

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ARTICLE XV – DISSOLUTION

Section 1.

On the dissolution of the Association, the Board of Directors, after paying or making provisions 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 provisions of any subsequent United States Revenue Law) as the Board of Directors shall determine.

Section 2.

No part of the net earning 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 these Governing Documents. Notwithstanding any other provisions of the Articles of these Governing Documents, the Association shall not carry on any activity that is 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 the corresponding provision of any subsequent United States Internal Revenue Law).

Revised April 2005