THE CONNECTICUT ACADEMY OF NUTRITION AND DIETETICS, INC.

BYLAWS

Reviewed: 3/15 , updated 5/17

Approved: 4/5/15

ARTICLE I - NAME

This is a voluntary, non-profit organization known as the Connecticut Academy of Nutrition and Dietetics, hereinafter also referred to as the CT Academy.

ARTICLE II - MISSION AND VISION

Mission: The Connecticut Academy of Nutrition and Dietetics is the advocate of the dietetic profession serving the public through the promotion of optimal nutrition, and well-being by supporting activities of its members.

Vision: The Connecticut Academy of Nutrition and Dietetics members are the leading source of food and nutrition services.

ARTICLE III - AFFILIATION

The Connecticut Academy of Nutrition and Dietetics is affiliated with the Academy of Nutrition and Dietetics.

ARTICLE IV - MEMBERSHIP

*Section 1.*Official membership of this corporation shall be limited to members of the Academy of Nutrition and Dietetics whose official mailing address is listed in Connecticut or whose designated affiliate is the Connecticut Academy of Nutrition and Dietetics. The membership classifications shall include: active, retired, student, honorary, and associate. Associate membership is available to non-RD supporters of the affiliate.

Section 1.1 Members of the Academy of Nutrition and Dietetics who reside outside of Connecticut may become Connecticut Academy of Nutrition and Dietetics “supporters” and be eligible for CT Academy member benefits (website access, listserv membership, and member rates for meetings), by contacting the executive office and paying a fee equal to the member rebate Connecticut receives from the Academy of Nutrition and Dietetics. Supporters of the CT Academy may serve on a CT Academy committee, but may not hold an elected office or serve on the Board of Directors.

Section 2. Members of the Connecticut Academy of Nutrition and Dietetics shall have the rights and privileges as set forth in the Bylaws of the Academy of Nutrition and Dietetics, and shall have corresponding rights and privileges in the conduct of business of Connecticut.

ARTICLE V - MEETINGS OF MEMBERS

Section 1. Annual Meeting. There shall be at least one annual meeting(s) of the members of the CT Academy, for the purpose of education and professional development, except in the event of an emergency declared by the Executive Committee.

Section 2. Special Meetings. Special meetings of the members may be called by the the President, Board of Directors, or at least 10% of voting members eligible to vote in the matter before coming to the meeting. Section 3. Quorum. The quorum for any special meetings shall be 10% of the eligible voting membership.

ARTICLE VI - GOVERNANCE AND STRUCTURE

Section 1. Executive Committee. The Executive Committee shall manage the operations and financial activities of the CT Academy.

A. Composition. The following shall comprise and be voting members of the Executive Committee: President, President-elect, Secretary, Treasurer, Delegate to the Academy of Nutrition and Dietetics' House of Delegates, Member-at-Large, Council on Professional Issues Chair, Public Policy Coordinator and immediate Past-President.

B. Functions. Specific functions shall be detailed in the CT Academy Policies and Procedures. The major functions of the Executive Committee shall be to implement the strategic plan, provide for responsible fiscal planning and control, direct the financial affairs of the CT Academy, approve the appointment of representatives to allied groups and organizations (e.g. CT Academy representative on Healthy CT 2020 Coalition), and approve dates and places for the annual member meetings. The Executive Committee may delegate any of its powers in the course of operations, except as herein otherwise prohibited, to any committee or agent as allowed by law.

C. Meetings. The Executive Committee shall hold at least four meetings, including conference calls, within a fiscal year, one of which is the annual transition meeting.

D. Business Meeting/Transition Meeting. There shall be an annual business meeting of the members of the CT Academy for the purpose of installing officers, presenting annual reports of officers, budget and spending, and for other business deemed appropriate. The time and place of the transition meeting shall be designated by the President and announced in writing at least thirty days before the date scheduled.

E. Quorum. Two-thirds (6 members) of the members of the Executive Committee) shall constitute a quorum for the transaction of business at meetings of the Executive Committee (Finance Committee Meeting, etc.). If less than two-thirds of Executive Committee members are present at a meeting, no voting or official business may take place. The act of a majority of the members at an Executive Committee meeting where

a quorum is present shall represent the act of all of the Executive Committee members. Meetings may take place either in person or via conference call. If a member conference calls into a live meeting where voting is taking place, that member is ineligible to vote. Eligible voters must be present in person at said meeting. Voting must take place, be counted, and finalized in the same location as the presentation of topic. Email voting is appropriate for time sensitive topics (within 14 days).

E. Voting. All votes are tallied by the Executive Office Manager and are kept confidential. F. Alternate Business Transactions. The Executive Committee and Board of Directors may transact business by telephone, or e- mail. In order to be valid, two-thirds (or a quorum) of the members of the Executive Committee and/or Board of Directors must respond by the designated due date. Results of the quorum via telephone or email vote shall be binding.

Section 2. Board of Directors. The Board of Directors shall be the broad policy making body of the CT Academy.

A. Composition. The following shall comprise and be voting members of the Board of Directors: All Executive Committee members, , Chair-elect of Council on Professional Issues, Treasurer-Elect, Chairs of Standing Committees (Awards, Bulletin/PR, Finance, Policies and Procedures/Bylaws, Nominating Chair) and Chairs of Special Committees (Dietetic Educator Chair, Dietetic Tech Chair, Food Security Chair, Fundraising Chair, Public Policy Coordinator, Licensure Chair, Membership Chair, Diversity Chair, Public Relations Chair, Kids Eat Right Chair, Volunteer Coordinator, . No person shall cast more than one vote on a question. When a committee is co-chaired, each co-chair has the right to vote if they are present when discussion and voting takes place.

B. Functions. The major functions of the Board of Directors shall be to develop the strategic plan, monitor accomplishment of the plan, and establish guidelines and policies for the operation of the CT Academy, including those for publications, awards, honors, appeals, and the executive office.

C. Meetings. The Board of Directors shall convene at least two times a year, including an annual transition meeting. Special meetings of the Board of Directors may be called by the President, or by any four (4) members of the Board of Directors. These persons may fix the time and place for special meetings. Notice of special meetings of the Board of Directors must be given in writing at least seven days prior to the meeting, and may be delivered by email.

D. Quorum. . Two-thirds of the Board of Directors constitutes a quorum for the transaction of business at meetings of the Board of Directors. The number of eligible board members shall be determined by the number of actively filled positions for that year. The act of a majority of the members at Board of Directors meetings at which a quorum is present shall represent the act of all of the Board of Directors members. If a member conference calls into a live meeting where voting is taking place, that member

is ineligible to vote. Eligible voters must be present in person at said meeting. Voting must take place, be counted, and finalized in the same location as the presentation of topic. Email voting is appropriate for time sensitive topics (within 14 days). E. Alternate Business Transactions. The Board of Directors may transact business by telephone or e-mail, if necessary. Matters must be distributed to members in writing and delivered via email. In order to be valid, two-thirds of the members of the Board of Directors must respond by the designated due date. Results of a majority vote shall be binding.

F. Compensation. The Board of Directors shall have no authority to establish compensation for services to the CT Academy. The Board of Directors may be reimbursed for their expenses related to the duties of office, as highlighted or outlined in the approved annual budget. Board of Directors members shall not receive reimbursement for any travel or time expenses related to the functions of office. This section shall not preclude any director from serving the CT Academy in any other capacity and receiving compensation for such service.

ARTICLE VII - FISCAL YEAR

The fiscal year of the CT Academy shall be in line with the Academy of Nutrition and Dietetics' fiscal year, June 1 – May 31.

ARTICLE VIII - PUBLICATIONS

Section 1. The CT Academy shall publish regular member updates via email, webpage, and social media.

Section 2. Other publications (e.g. promotional materials, public policy information) may be produced as authorized by the Executive Committee.

ARTICLE IX - ELECTED OFFICERS

Section 1. All officers will take office at the beginning of the fiscal year, June 1, following their election.

Section 2. *President.* The President shall serve for one year, starting June 1. The President shall: serve as chief executive officer of the CT Academy and as Chair of the Executive Committee and the Board of Directors; be an ex-officio member, without vote, of all committees of the CT Academy, except the Finance Committees; meet the qualifications for office and perform the duties of the office as specified in the CT Academy Policies and Procedures; be responsible for the updating and implementation of the strategic plan by August 15; and have the general powers of supervision and active management usually vested in the office of President.

Section 2.1 Past-President. At the end of the term of office for the President (May 31), the individual shall serve one additional year on the Executive Committee and Board of Directors as "Past-President". The Past-President will serve on the Nominating Committee and other committees as determined by CT Academy needs.

Section 3. *President-elect*. The President-elect shall serve for one year (June 1-May 31), concurrent with the President's term, and then shall assume the office of President. The President-elect shall: serve as a member of the Board of Directors and the Executive Committee; perform the functions of the office of President in the absence or disability of the President; appoint chairs of all standing and special committees to serve during the president-elect's term as President; serve as a member of the Finance Committee and as Chair of the Policy, Procedures, and Bylaws Committee; and meet the qualifications for office and perform the duties of the office as specified in the CT Academy Policies and Procedures.

Section 4. *Delegate*. The Delegate shall serve for three years. The Delegate will take office at the time elected officers of the Academy of Nutrition and Dietetics assume their offices (June 1). The Delegate shall: serve as a member of the Executive Committee and the Board of Directors; represent the CT Academy in person at regular and special meetings of the House of Delegates of the Academy; and meet the qualifications for office and perform the duties of the office as specified in the CT Academy Policies and Procedures. If a Delegate is unable to represent the CT Academy at a specific meeting, the Executive Committee shall appoint an alternate with the same qualifications. The Delegate must have been a member of the Academy for at least three consecutive years immediately preceding the term as Delegate and must be a member of the CT Academy.

Section 5. Member-at-Large. The Member-at-Large shall serve for two years. The Member-at-Large shall serve as a member of the Board of Directors and the Executive Committee; serve as a liaison to practice and special interest groups within the CT Academy; serve as a liaison to other groups as requested by the President and meet the qualifications for office and perform the duties of the office as specified in CT Academy Policies and Procedures and other such duties as directed by the Executive Committee.

Section 6. Treasurer. The Treasurer shall serve for one year. The Treasurer shall: serve as a member of the Executive Committee and the Board of Directors; have custody of all funds and securities of the CT Academy; report the financial status of the CT Academy to the Executive Committee and the Board of Directors, at BOD and EC meetings, and to the membership annually; serve as chair of the Finance Committee; meet the qualifications for office and perform the duties of the office as specified in the CT Academy Policies and Procedures, and have any and all of the powers and functions as outlined in the job description.

Section 6.1 Past-Treasurer. The Past-Treasurer shall serve for 4 months and will be a non-voting member of the Executive Committee and Finance Committee during their term. The Past-Treasurer will meet the qualifications for office and perform the duties of the office as specified in the CT Academy Policies and Procedures and position job

description.

Section 6.2 Treasurer-elect. The Treasurer-elect shall serve for one year. The Treasurer-elect shall: serve as a member of the Board of Directors and a member of the Finance Committee. The Treasurer-elect will meet the qualifications for office and perform the duties of the office as specified in the CT Academy Policies and Procedures. The Treasurer may delegate powers and functions usually vested in the office of Treasurer as noted in the job description.

Section 7. Secretary. The Secretary shall serve for two years. The Secretary shall: serve as a member of the Board of Directors and the Executive Committee; record and file the minutes of all meetings of the Executive Committee, the Board of Directors, and the CT Academy membership; meet the qualifications for office and perform the duties of the office as specified in the CT Academy Policies and Procedures; and have any and all of the powers and functions usually vested in the office of Secretary.

Section 8. Chair of the Council on Professional Issues (CPI). The Chair of the Council on Professional Issues shall serve for one year. The Chair of the Council on Professional Issues shall: serve as a member of the Board of Directors and of the Executive Committee; co-chair the Spring and Fall Meetings of the CT Academy with the CPI Chair-Elect; assist committee members in providing continuing education sessions for the membership: and meet the qualifications for office and perform the duties of the office as specified in the CT Academy Policies and Procedures and other such duties as directed by the Executive Committee.

Section 9. Chair-elect of the Council on Professional Issues (CPI). The Chair-elect of the Council on Professional Issues shall serve for one year. The CPI-Elect shall serve as a member of the Board of Directors; co-chair the Spring and Fall Meetings of the CT Academy; assist committee members in providing continuing education sessions for the membership; and meet the qualifications for office and perform the duties of the office as specified in the CT Academy Policies and Procedures and other such duties as directed by the Executive Committee.

Section 10. Nominating Committee. The chair of the Nominating Committee shall serve as a member of the Board of Directors. The Nominating Committee shall consist of four members and the Past-President. Each member shall serve for two years. Terms of office shall be staggered to ensure continuous committee oversight. The member receiving the highest number of votes shall be Chair-elect during the first year and Chair during the second. Nominating Committee members shall: designate at least two candidates for each office whose term is ending; and ensure that candidates meet the qualifications for elected office stated in the CT Academy Policies and Procedures. Members of the Nominating Committee are not eligible for nomination to elected positions during their term of service.

ARTICLE X - *ELECTIONS*

Section 1. Ballots shall be distributed not less than (30) days prior to the closing of the polls by electronic transmission, to each member entitled to vote. Only ballots electronically submitted by midnight of the designated date shall be counted by the tellers. Only CT Academy members may hold office. No person shall hold more than one elected office simultaneously.

Section 2. Elected of the following offices shall include: Annually: President-elect, Treasurer-elect and Chair-elect of the Council on Professional Issues, and two members to Nominating Committee (to ensure 4 members) Biennially: Secretary and Member-At-Large - Tri-annually: Delegate

Section 3. Tie votes. In the event of a tie, the election will be decided by an electronic revote, majority rules lot.

Section 4. Re-election. No person shall be eligible to serve the same office for more than two consecutive terms.

ARTICLE XI - VACANCIES AND REMOVAL FROM OFFICE

Section 1. Vacancies in the positions of elected officers shall be filled as follows: President. The President-elect shall succeed to the office, complete the unexpired term, and then serve the elected term of President. President-elect. A special election by the membership shall be conducted at the earliest possible date. President and President-elect. If vacancies occur simultaneously, a special election by the membership shall be conducted at the earliest possible date. In the interim, the Delegate shall serve as President. Chair of the Council on Professional Issues. The Chair-elect will succeed to the office of Chair of the Council on Practice, complete the unexpired term, and then serve the elected term as Chair of the Council on Professional Issues. Treasurer. The Treasurer-elect will succeed to the office of Treasurer, complete the unexpired term, and then serve the elected term as Treasurer. Secretary, Delegate, Chair-elect of the Council on Professional Issues or Member-at- Large. The Executive Committee shall appoint, via a 2/3 quorum majority vote, a successor to fill any unexpired term. Nominating Committee. Chair or Chair-elect. The member elected in the same cohort shall become Chair or Chair-elect. The Executive Committee shall appoint a successor to fill the unexpired term.

Section 2. Any elected or appointed officer may be removed from office by a quorum 2/3 majority vote of the Board of Directors, whenever in their judgment the best interest of the CT Academy would be served. The procedures for removal of elected officers is established by the Board of Directors and is listed in the Policy and Procedures manual. Section 3: In the event that any "elected" position becomes vacant, the person currently in the position (e.g. Treasurer, CPI, President) has the option to extend their term through the follow fiscal year, contingent upon the majority vote approval of the Board of

Directors.

ARTICLE XII - COMMITTEES

Section 1. Standing Committees. Chairs of standing committees shall be appointed by the President-elect for their term as President. Standing committees may only be changed by bylaw amendments, to be determined by majority vote of the Board of Directors.

A. Awards Committee. The committee shall consist of the Chair and as many other members as needed, appointed by the Chair. The committee shall solicit nominees via outreach to the entire membership and vote to determine awardees based on member nominations for CT Academy and Academy awards. To avoid conflict of interest, the committee chair and members cannot nominate potential awardees.

B. Finance Committee. The committee shall consist of the Treasurer as Chair, President, President-elect, the immediate past-President, Treasurer-elect, and the Delegate. The Finance Committee shall: prepare and submit an annual budget for approval by the Executive Committee by the annual transition meeting in June ; advise the Executive Committee on any and all financial matters affecting the CT Academy; and select and recommend to the Executive Committee a Certified Public Accountant to audit or review the books at the end of the Past-Treasurer's term of office, as needed.

C. Public Policy Panel. The committee shall consist of the Public Policy Coordinator (an Executive Committee member), the State Policy Representative, the State Regulatory Specialist, Reimbursement Chair, and as many other members as needed, appointed by the Public Policy Panel Chair. The committee shall: coordinate the legislative and public policy program of the CT Academy; keep the Executive Committee informed on pending public policy issues; and maintain liaison with the CT Academy lobbyist (as needed), the Academy's Government Relations, legislators, government agencies, and other organizations involved with food, nutrition and health legislation.

D. Policy, Procedures, and Bylaws Committee. The committee shall be chaired by the President-elect and shall include the President, the Delegate, and other members as needed, appointed by the chair. The committee shall: serve as the policy, procedures and bylaws consultant to the Executive Committee and the Board of Directors; review and recommend changes to the CT Academy Policies and Procedures and Bylaws; and review governing documents of practice affiliates for consistency with the CT Academy and Academy bylaws. Updated proposed bylaws changes and submitted for discussion and followed by majority vote by BOD every 3 years, not to extend past April 30.

E. Public Relations. The committee shall consist of the Chair, the National Nutrition Month Chair, current PR firm representative (as applicable), social media, website, and blog chairs, and as many members as needed, appointed by the Chair. The committee shall develop and implement a public relations program that promotes the dietetic profession, with guidance from the Executive Committee and the Board of Directors.

F. Membership Committee: The committee shall consist of the Chair and as many members as needed, appointed by the Chair. The committee shall recruit new members and retain current members with assistance and guidance from the Executive Committee and the Board of Directors. Membership committee shall complete an annual membership interest survey.

Section 2. Special Committees. Other committees/teams/task forces may be appointed by the President to meet CT Academy needs.

ARTICLE XIV - INDEMNIFICATION

Section 1. The CT Academy will indemnify all officers and directors of the CT Academy to the full extent permitted by State Regulations and may indemnify other persons acting for and on behalf of the CT Academy. The CT Academy will purchase insurance to indemnify officers, and directors of the CT Academy, and other persons acting as determined by the Board of Directors.

ARTICLE XV – BOOKS & RECORDS

Section 1. The CT Academy 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 of the authority of the Board of Directors. The name and addresses of the members entitled to vote shall be maintained at the principle office of the CT Academy.

ARTICLE XVI - AMENDMENTS

These Bylaws may be amended by the affirmative vote of two-thirds of the Board of Directors. Notice of proposed amendments will be given to CT Academy members at least thirty (30) days prior to the Board of Directors Meeting.

ARTICLE XVII - SPECIAL RULES AND DISSOLUTION

Section 1. Special Rules. No part of the net earnings of the CT Academy shall inure to the benefit of or be distributable to its members, officers, or other private persons, except that the CT Academy shall be authorized and empowered to make payment and distributions in furtherance of the mission set forth in Article II of these Bylaws. Notwithstanding any other provisions of the Articles in these Bylaws, the CT Academy 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 the current yea r(or the corresponding provision of any subsequent United States Internal Revenue Law).

Section 2. Dissolution. Upon dissolution of the CT Academy, the Executive Committee will, after paying or making provision for the payment of all the liabilities of the CT Academy, dispose of all of the assets exclusively for the purposes of the CT Academy, to such organization or organizations which are then qualified as exempt within the

meaning of Section 501 (c) (6) or Section 501 (c) (3) of the Internal Revenue code of 1954 (or the corresponding revision of any subsequent US. Revenue Law) as the Executive Committee will determine.