

IOWA DIETETICS IN HEALTHCARE COMMUNITIES Bylaws

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Table of Contents

Article I	Name	3
Article II	Membership	3
Article III	Fiscal Year	3
Article IV	Board of Directors	3
Article V	Council	4
Article VI	Standing Committees	5
Article VII	Affiliation	6
Article VIII	Association Meetings	6
Article IX	Nominations and Elections	7
Article X	Publications	8
Article XI	Indemnification of Officers	8
Article XII	Dissolution	8
Article XIII	Amendments	9

THE STANDING RULES OF THE IOWA CONSULTING DIETITIANS IN HEALTH CARE COMMUNITIES

Article I – Name

This Association will be known as IOWA DIETETICS IN HEALTHCARE COMMUNITIES, also known as “CONSULTING DIETITAINS IN HEALTHCARE COMMUNITIES” “CD-HCC”

Article II – Membership

- Section 1. Membership in the Association will be limited to members of the Academy of Nutrition and Dietetics (AND) who have designated a residence or work address in Iowa or whose designated affiliate is listed as (Iowa Academy of Nutrition and Dietetics) IAND. The membership classifications will be those outlined in Article II of AND Bylaws.
- Section 2. The current list of members of AND designating Iowa as their affiliate will be the official membership list of this Association for all purposes.
- Section 3. All members of the Association have the rights and privileges as set forth in Article II of Academy of Nutrition and Dietetics Bylaws and will have the corresponding rights and privileges in the conduct of business of IAND.
- Section 4. All members whose AND dues are not in arrears will receive IDHCC publication.
- Section 5. The treasurer of IDHCC may maintain a list of names of interested individuals to whom mailings may be sent. A fee may be assessed for those mailings as determined by the Board of Directors.

Article III – Fiscal Year

The fiscal year will be June 1 to May 31 of the following year.

Article IV – Board of Directors

- Section 1. General Powers: Unless otherwise provided in these bylaws, the affairs of IDHCC shall be managed by and under direction of its Board of Directors.
- Section 2. Composition of the Board of Directors: The board of directors will consist of the Chair, Chair-Elect, Secretary, Treasurer and Chair of the Nominating Committee. Board of Directors will be active or retired members eligible to hold elected office of the Association. Board of Directors will be nominated and elected as outlined in Article X. Board of Directors will only hold one office at a time with IDHCC.
- a. Chair: The Chair will serve for one (1) year.
 - b. Chair-elect: The Chair-elect will serve for (1) year and will then automatically become chair of the Association.
 - c. Secretary: The Secretary will serve for a (2) year term.
 - d. Treasurer: The Treasurer will serve for a (2) year term.
 - e. Nominating Chair: The Nominating Committee consists of (2) active or Retired members eligible to hold office. One member will be elected each year for a (2) year term. The senior member of the

committee will serve as chair. The immediate past Nominating Chair will be a consulting member without a vote.

- Section 3. Term of Office: The term of office for the elected officials of the Board of Directors will be as outlined in Article V.
- Section 4. Vacancies: Vacancies on the Board of Directors will be filled as hereinafter provided in Article X, Section 4.
- Section 5. Special Meetings: The Chair or any two or more board members may call special meetings of the Board of Directors.
- Section 6. Meetings: A minimum of two Board and two Board and Council meetings will be held in the format determined by the Chair and Chair-elect.
- Section 7. Notice of Meetings: Notice of regular or special meetings shall be given at least five days (from says) previous thereto by mail, fax, email or telephone to each director. The business to be transacted at and the purpose of any special meeting of the Board of Directors shall be specified in the notice of such meeting.
- Section 8. Quorum: At all meetings of the Board of Directors, two-thirds (2/3) of the voting members of the Board of Directors will constitute a quorum and no act will be valid or binding unless passed by an affirmative vote of the majority of the voting members present. If a vote is required when the Board of Directors is not in session, the Chair may obtain a vote by contacting all members of the Board of Directors by mail, fax, e-mail, or by telephone. The vote will be confirmed in writing, e-mail or by fax by all voting members, and no act will be valid or binding unless passed by an affirmative vote by the majority of those voting.
- Section 9. Compensation: The Board of Directors and officers of IDHCC shall have no authority to establish compensation for services to IDHCC as an officer. An officer may be paid their expenses related to the duties of their office. This section shall not preclude any director from serving IDHCC in any other capacity and receiving compensation for such services.

Article V-Council

- Section 1. Composition
- b. This body will consist of the members of the Board of Directors and include the following representatives:
1. Past Chair
 2. Past Nominations Chair
 3. Newsletter Coordinator
 4. Legislative Liason
 5. Annual Meeting Planner

Section 2. Meetings: A minimum of two (2) regular meetings will be held at such time and place as will be determined by the Chair and Chair-Elect.

Section 3. Appointments: Council appointments will be made as needed annually by the Chair-Elect of the Association except as otherwise noted in these bylaws. Vacancies will be filled by appointment from the Chair of the Association.

Article VI-Standing Committees

Section 1. Composition: Standing committees will consist of the following appointed representatives with term limits according to the position description in the Association Procedure Manual.

b. Standing Rules committee

1. Composition: The past Chair of the Association will chair this committee. The Chair may recruit any necessary committee members.

2. Duties: The committee will:

- a. coordinate amendments to the Association Bylaws
- b. Make recommendations to the Board of Directors on policies and Standing Rules.

c. Public Relations committee

1. Composition. The committee will consist of one (1) chair or coordinator, appointed by the chair-elect of the Association. The chair may recruit any necessary committee members.

2. Duties. The committee will:

- a. coordinate displays and publicity at dietetic meetings
- b. promote the dietitians to the public and to health care professionals
- c. manage and maintain the Associations website, printed material or social media.

d. Meeting Planner

1. Composition: The committee will consist of one (1) Chair, appointed by the Chair-elect of this association. The Chair of this committee may recruit any necessary committee members.

2. Duties. The committee will:

- a. coordinate continuing education unit credits for programs as requested
- b. cooperate with the Nursing Home Association in the education of Food Service Supervisors and Dietary Managers
- c. Recommend resource material for use by members that can be electronic or printed

e. Professional Liaison/legislative committee:

1. Composition. The committee will consist of one (1) Chair, appointed by the Chair-elect of the Association. The Chair of this committee may recruit any necessary committee members.
2. Duties. The committee will:
 - a. Consult and communicate with the IAND legislative representative.
 - b. Inform the Board and the general membership of the Association of relevant pending legislation.
 - c. Work cooperatively with allied associations, organizations and agencies
 - d. Submit pertinent legislative information to the membership via social media or the newsletter.

- Section 2. Appointment. Standing Committee appointments will be made as needed annually by the Chair-Elect of the Association except otherwise noted in these by laws. Vacancies will be filled by appointment from the Chair of the Association.
- Section 3. Activities. The current AND Guidelines for State Dietetic Practice Groups will be a guide to the objectives and duties of committees.
- Section 4. Other Committees. Special and ad hoc committees may be formed as deemed necessary by the Board of Directors.
- Section 5. Amendments. Standing Committees specified in the Standing Rules will only be changed through amendment.

Article VII-Affiliation

- Section 1. The Academy of Nutrition and Dietetics. This association will be affiliated with AND. All members of AND who have designated a residence or work address in Iowa will be potential members of this Association.
- Section 2. The Iowa Academy of Nutrition and Dietetics. This Association will be affiliated with the IAND. This Association will be represented on the IAND Council in accordance with the provision of Article X, Section 3 of the Bylaws of IAND.

Article VIII- Association Meetings

- Section 1. Annual Meeting. There will be an Annual Meeting of the members of the Association, except in case of emergency declared by the Board of Directors, for the purpose of presenting to the membership the annual reports of the members of the Board of Directors and for the transaction of business. The Spring meeting of the members will be designated as the Annual meeting. The Board of Directors will set the date of the meeting. Written or printed notice of the meeting stating place, date and hour of the meeting will be sent to each member of the Association. All members of the Association attending the Annual Meeting will pay a registration fee as approved by the Board of Directors, notice of which will be included in the notice of the meeting.

- Section 2. Additional meetings. The IDHCC Board of Directors will also meet during the fall IAND meeting. Written or printed notice of the meeting stating place, date, and hour of the meeting will be sent to each member of the Association and Board/Council.
- Section 3. Quorum. At all meetings of the members, fifteen (15) percent of the total membership who are eligible to vote will constitute a quorum for the transaction of business. No act of the members will be valid unless passed by an affirmative vote of the majority of members present.
- Section 4. Registration Fees. All registration fees will be determined or approved by the Board of Directors.

Article IX-Nominations and Elections

- Section 1. Nominations.
- a. Only active and retired members eligible to hold elected office may hold elected office.
 - b. No person will hold more than one elected office in this Association simultaneously.
 - c. The Nomination Committee will solicit and review nominee recommendations from the membership prior to designating candidates for elected office.
 - d. The Nominating Committee will designate a slate of candidates for office annually. There will be at least one (1), and preferably two (2) candidates for each of the following offices.
 1. Chair-Elect
 2. Secretary (elected every two (2) years on the odd-numbered years.
 3. Treasurer (elected every two (2) years on the even-numbered years.
 4. Nominating Committee
 - e. An interview process will be completed by the Nominating Committee with the help of the Chair Elect by phone or live. They will determine one person for each office to be recommended to the Association.
 - f. The complete or incomplete slate of candidates will be sent to the Secretary so as to include in the written meeting notification to the members prior to the meeting where the vote will be conducted.
 - g. Nominations may be taken from the floor prior to a vote at a meeting of the members.
- Section 2. Elections. All elections will be by majority vote of those members present
- a. The recommendation for elections for the offices of Chair-elect; Secretary; Treasurer; and a member of the Nominating Committee will be conducted at the Annual Meeting of the members. Eligible voters will receive a ballot from the Nominating Committee
 - b. The vote may be taken by spoken simple majority. If there are additions, the ballot will be tallied by electronic vote or paper ballot and committee of 3 members to tally the votes.
 - c. Ties will be resolved by the toss of a coin.
 - d. The Chair of the committee will report the results of election to the Board and Council members
 - e. The elections results will be published in the next newsletter and via social media. If ballot is uncontested, the Secretary will announce results at the Spring IDHCC meeting also.

Section 3. Re-Election.

- a. The Secretary and Treasurer will be ineligible to serve more than two (2) consecutive terms in the same office.
- b. The Chair may be nominated to serve a second term in the event of a vacancy in the office of Chair-elect.
- c. Members of the Nominating committee will be ineligible to serve more than two (2) terms in succession.

Section 4. Vacancies. If any of the following offices, become vacant because of death, resignation, disqualification, removal, or other cause the unexpired term will be filled in the following manner.

- a. Chair. The Chair-elect will succeed to the office of the Chair and will complete the unexpired term, then serve the elected term of Chair.
- b. Chair-Elect. The Nominating Committee will conduct a special election by the membership.
- c. Secretary and Treasurer. The Board of Directors will appoint a successor to fill any unexpired term.
- d. Nominating Committee.
 1. Chair. The next most senior member will become Chair.
 2. Member. The Board of Directors will appoint a successor to fill the unexpired term.
- e. Should the offices of Chair and Chair-elect both become vacant at the same time; a special election by the membership will be coordinated by the Nominating Committee at the earliest possible date. In the interim, the immediate Past-Chair will serve as Chair.

Section 5. Removal from office. An elected or appointed officer can be removed by an affirmative vote by the majority of the members at an official meeting of the Board of Directors.

Article X-Publications

Section 1. Newsletter of the IDHCC.

- a. Distribution. Members of the Association will receive the Newsletter as determined by the Board.
- b. Editors. The IDHCC Newsletter Editor (appointed by the Chair). The Past Chair will serve as the coordinator of the newsletter with the appointed editor.
- c. Articles. Articles will be submitted to the editor by dates determined by the Board of the Directors of this Association with guidance from the editor.

Article XI-Indemnification of Officers.

Indemnification: IDHCC will indemnify all officers to the full extent permitted by the Volunteer Protection Act of the State of Iowa and may indemnify other persons acting for and on behalf of IDHCC. IDHCC may purchase insurance to indemnify officers and other persons determined by the IDHCC Board of Directors.

Article XII-Dissolution

- Section 1. On the dissolution of IDHCC, the Board of Directors, after paying or making provisions for payment of all the liability of IDHCC, will dispose of all of its assets exclusively for charitable, educational, or scientific purposes as will at the time qualify as an organization or organizations exempt under Section 501 (c) (6) or 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Revenue Law) as the Board of Directors will determine.
- Section 2. No part of the net earnings of the Association will inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Association will be authorized and empowered to make payments and distributions in furtherance of the purpose set forth in the IDHCC Bylaws. Notwithstanding any other provisions of the Articles in these Bylaws, the Association will not carry on any activities that are not permitted to the 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 future United State Revenue law).

Article XV- Amendments

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the members with voting privileges of members present in person or by proxy at any annual or other meeting of the members, provided that the written notice containing the proposed amendment will be given to the voting members will be given to the voting members of IDHCC not less than fifteen (15) days before the meeting at which the amendment is offered. Amendments may be voted by mail provided the notice is given, as stated, of not less than fifteen (15) days prior to the date on which the ballots are to be counted and will be amended by two-thirds (2/3) affirmative vote of the ballots returned.