

Academy of Nutrition and Dietetics



BYLAWS

An Equal Opportunity Organization

Revised May 31, 2000

Amended September 21, 2001

Amended January 10, 2002

Amended March 10, 2003

Amended July 15, 2004

Amended March 18, 2005

Amended January 30, 2006

Amended November 30, 2008

Amended June 2, 2009

Amended April 30, 2010

Amended December 14, 2010

Amended January 7, 2012

Amended November 12, 2012

Amended May 31, 2014

Amended March 26, 2015

Amended November 12, 2015

Amended January 31, 2017

Amended February 16, 2017

Amended May 18, 2017

**Academy of Nutrition and Dietetics Bylaws
May 2017**

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**BYLAWS
OF THE
ACADEMY OF NUTRITION AND DIETETICS**

**ARTICLE I
Offices**

The Academy of Nutrition and Dietetics (“Academy”) shall continuously maintain in the State of Illinois a registered office and a registered agent.

**ARTICLE II
Members**

Section 1. Classes of Members.

The Academy shall have the following six (6) classes of members:

Active Retired Student Honorary International Associate

Section 2. Active Members Qualifications.

- 2a. An individual holding a baccalaureate degree from a regionally accredited college or university, and meeting the academic requirements specified by the Academy, plus one or more of the following criteria may apply for Active membership: a Registered Dietitian ("RD") credentialed by the Commission on Dietetic Registration (“CDR”); completed an academic and/or supervised practice program accredited by the Accreditation Council for Education in Nutrition and Dietetics ("ACEND").
- 2b. An individual holding a master's or a doctoral degree, and a degree (baccalaureate, master's, doctoral) in one of the following areas may apply for Active membership: dietetics, foods and nutrition, nutrition, community/public health nutrition, food science, or food service systems management. A regionally accredited college or university must have conferred each degree.
- 2c. An individual meeting one or more of the following criteria may apply for Active membership: a Dietetic Technician, Registered ("DTR") credentialed by the CDR or has established eligibility to take the examination for dietetic technicians; completed a ACEND approved associate degree program for dietetic technicians; holds a baccalaureate degree and meets the academic requirements specified by ACEND, and has completed a ACEND accredited/approved dietetic technician program experience.
- 2d. An individual who previously paid the optional one-time dues in order to obtain "life" membership in the Academy, or has completed a term as President of the Academy.

Section 3. Retired Members Qualifications.

Any dietetics professional qualifying for the Active membership category who is no longer gainfully employed* in dietetic practice or education and is at least sixty-two (62) years of age, or is retired on total (permanent) disability, may apply for Retired membership. **Gainfully employed is defined as equal to, or more than, the current Federal poverty level for an individual.*

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Section 4. Student Members Qualifications.

Student classification can be held for a maximum of six (6) years. An individual meeting one of the following criteria may apply for Student membership:

- 4a. A student enrolled in a ACEND accredited/approved program;
- 4b. A student in a regionally accredited college or university who state his/her intent to enter a ACEND accredited/approved program;
- 4c. Active members returning to school on a full-time basis for a baccalaureate or graduate degree in a dietetic related course of study may apply for Student membership status.

Section 5. Honorary Members Qualifications.

An individual who has made a notable contribution to the field of nutrition and dietetics may be admitted to the Academy as an Honorary member upon invitation of the Board of Directors.

Section 6. International Members Qualifications.

- 6a. An individual who has completed formal training in food, nutrition or dietetics outside the United States and U.S. Territories verified by the country's professional dietetic association and/or country's regulatory body.
- 6b. A student enrolled in a food, nutrition or dietetics educational program outside the United States which is not a U.S. regionally accredited institution and is not accredited by ACEND. This classification carries a six-year limit and is available for international students who state their intent to complete formal training in food, nutrition or dietetics outside the United States and US Territories as verified by their education program.

Section 7. Associate Members Qualifications.

An individual who does not qualify for Active, Retired, Student or International Academy membership, but meets one of the following criteria, may apply for Associate membership:

- 7a. An individual who holds a current, valid US license or credential as a certified midwife (CM or CMN), clinical psychologist (LCP or CP), clinical social worker (CSW, LSW or LCSW), dental hygienist (RDH or LDH), dentist (DDS or DMD), nurse practitioner (NP), occupational therapist (OT), pharmacist (RPh or PharmD), physical therapist (PT), physician (MD or DO), physician assistant (PA), registered environmental health specialist/registered sanitarian (REHS/RS), registered nurse (RN), school nutrition specialist (SNS), or speech-language pathologist (CCC-SLP).
- 7b. An individual who holds a bachelor's, master's, or doctoral degree from a US regionally accredited college/university or foreign equivalent in agriculture, biochemistry, microbiology, computer science, family and consumer science, home economics, hospitality and tourism, or hotel, restaurant and institutional management.
- 7c. An individual who holds a minimum of an associate degree granted by a US regionally accredited college/university or foreign equivalent with related and approved certification in culinary arts, sports medicine, or as a certified dietary manager, certified food protection professional (CDM, CFPP), certified health education specialist (CHES), certified in comprehensive food safety (CCFS), or certified professional—food safety (CP-FS).

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Section 8. Privileges of Membership.

- 8a. Active Members. Active members whose dues are not in arrears shall be entitled one vote in each matter submitted to vote of members and are eligible to hold elected and appointed offices and positions at the national level.
- 8b. Retired Members. Retired members whose dues are not in arrears shall be entitled to all the rights of the Active membership category.
- 8c. Student Members. Student members whose dues are not in arrears shall have the right to vote in the national and affiliate elections and are eligible to hold appointed positions at the national and affiliate levels if a resident of the US or US Territories. Student members shall not have a right to hold elected positions on the national and affiliate levels.
- 8d. Honorary Members. Honorary members may serve as members of committees and attend meetings. Honorary members shall not be entitled to vote or eligible to hold elected office.
- 8e. International Members. International members may be members of committees and attend meetings. International members shall be entitled to vote and eligible to hold elected office at the affiliate level.
- 8f. International Student Members. International student members may be members of committees and attend meetings. International student members shall be able to vote at the affiliate level but shall not have a right to hold elected offices at the national and affiliate levels.
- 8g. Associate Members. Associate members whose dues are not in arrears shall have the right to hold appointed positions at the national and affiliate levels. Associate members shall not have the right to vote in national or affiliate elections or hold elected positions at the national and affiliate levels.
- 8h. Voting. Each member eligible to vote shall be entitled to one vote on each matter submitted to a vote of the members.

Section 9. Termination and Reinstatement of Membership.

The Board of Directors or its designee may terminate a member in default in the payment of dues. The House of Delegates (“HOD”) or its designee may terminate membership for cause. Any former member who forfeited membership for nonpayment of dues may be reinstated to their former classification by paying the current annual dues and a reinstatement fee, and meeting the Academy’s reinstatement requirements. Former members from the retired and returning student classes will be reinstated into the active class. Any former member whose membership was terminated for cause may request reinstatement of membership following one (1) year of termination unless otherwise determined by the HOD.

ARTICLE III **Meeting of Members**

Section 1. Annual Meeting.

An annual meeting of the members shall be held for the purpose of education and the transaction of other business as may come before the meeting.

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Section 2. Special Meetings.

Special meetings may be called either by the President, the Board of Directors, or not less than ten percent (10%) of all members eligible to vote in the matter coming before the meeting.

Section 3. Location of Meetings.

The Board of Directors may designate any location for the annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting were otherwise called, the place of the meeting shall be Chicago, Illinois.

Section 4. Notice of Meetings.

Written notice stating the place, date, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 5. Quorum.

Ten percent (10%) of the membership eligible to vote and are present in person at a meeting shall constitute a quorum.

Section 6. Elections for Offices.

Elections for offices shall be conducted by mail ballot and/or ballot delivered by electronic transmission to each member entitled to vote. A majority of the votes cast shall determine an election.

Section 7. Participation.

No member may participate in a meeting of members by telephone or other communication equipment.

ARTICLE IV **Board of Directors**

Section 1. General Powers. Unless otherwise provided in these bylaws, the affairs of the Academy shall be managed by, or under the direction of its Board of Directors.

Section 2. Number, Composition, Tenure and Qualifications.

2a. Number. The number of directors shall be 19.

2b. Composition. Six (6) seats on the Board of Directors shall be filled by individuals holding duly elected offices of the Academy (President, President-elect, Past President, Treasurer, Treasurer-elect, Past Treasurer); two (2) seats shall be filled by appointment (Foundation Chair and Academy Chief Executive Officer); three (3) seats shall be filled by individuals elected from the membership of the Academy (“at-large directors”); six (6) seats shall be filled by individuals from the HOD (“HOD directors”); and two (2) seats shall be filled by individuals elected by the Board of Directors (“public members”).

2c. Qualifications. The individuals holding the following elected offices of the Academy shall each hold seat on the Board of Directors: the President, President-elect, Past President, Treasurer,

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Treasurer-elect and Past Treasurer. The Chief Executive Officer of the Academy, and the Chair of the Academy of Nutrition and Dietetics Foundation, shall each hold an appointed seat. The seats of the HOD directors shall be held by good standing members of the Academy according to the rules and procedures of the HOD. The seats of the at-large directors shall be held by good standing members of the Academy, elected to office by the membership of the Academy. The seats of public members shall be held by individuals who are not members of the Academy, and are elected to office by the Board of Directors. Except for the seat held by the Chief Executive Officer, no director shall be employed by the Academy during his or her term of office.

2d. Tenure. The President, President-elect, Past President, Treasurer, Treasurer-elect, and Past Treasurer shall hold a seat for one (1) year or until his/her successor shall have been qualified. The two (2) public members shall each hold a seat for up to three (3) years. The terms of the public members shall be staggered and an appointment of one office shall be made every other year. The six (6) HOD directors shall each hold a seat for three (3) years, so that the individual elected as Speaker-elect will continue to serve in the two subsequent years as Speaker and Past Speaker. The term of each shall be staggered and with an election for one (1) HOD director and a Speaker-elect held each year. The three (3) at-large members shall each hold a seat for three (3) years. The at-large members' terms shall be staggered and elected on each of the succeeding three (3) years. The Chair of the Academy of Nutrition and Dietetics Foundation shall serve on the Board for a one (1) year term or until such time as he/she no longer serves as Chair of the Academy of Nutrition and Dietetics Foundation. The Chief Executive Officer of the Academy of Nutrition and Dietetics shall serve as a non-voting member of the Board of Directors for the duration of the term as Chief Executive Officer of the Academy. No voting director may hold the same seat on the Board of Directors for a consecutive term, except in the case of a director appointed or elected to fill a vacancy having an unexpired term and an HOD director elected as Speaker-elect and Speaker.

Section 3. Regular Meetings.

There shall be not less than two (2) regular meetings of the Board of Directors held each year, the time and place of which shall be set by resolution or the President. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings.

The President or any four (4) or more directors may call special meetings of the Board of Directors. The person(s) calling the meetings may fix the place and time for the meeting.

Section 5. Notice.

Notice of any regular or special meeting shall be given at least five (5) days previous thereto by written, mail or electronic notice to each director, except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered at least twenty (20) days prior to such meeting. The business to be transacted at, and the purpose of, any special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

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Section 6. Quorum.

Two-thirds (2/3) of the number of voting directors fixed by these bylaws shall constitute a quorum for transaction of business at any meeting of the Board of Directors.

Section 7. Manner of Acting.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless statute, these bylaws, or the articles of incorporation require the act of a greater number.

Section 8. Removal of Directors.

Subject to the Illinois General Not for Profit Corporation Act (“the Act”), directors may be removed from office by the affirmative vote of two-thirds of the persons required and authorized to elect the seat of the director sought to be removed. In the case of directors qualified to serve on the Board by appointment, those directors shall only be removed by an affirmative vote of two-thirds (2/3) of the persons authorized to elect such director to the office that qualifies them to hold a seat on the Board of Directors.

Section 9. Vacancies.

Vacancies on the Board of Directors shall be filled for the unexpired term of the seat vacated in the following manner:

1. Directors-at-large. The Board of Directors shall appoint a successor to the unexpired term of the seat vacated.
2. HOD directors. The HOD shall appoint a successor to the unexpired term of the seat vacated.
3. President and Treasurer. The individuals holding the seats of the President-elect and Treasurer-elect shall succeed to the seats the President and Treasurer, respectively.
4. President-elect, Treasurer-elect, Past President, Past Treasurer and public members. The Board of Directors shall appoint a successor to the unexpired term of the seat vacated.
5. Chair of the Academy of Nutrition and Dietetics Foundation. The Board of Directors of the Academy of Nutrition and Dietetics Foundation shall appoint a successor to the unexpired term of this seat.

Section 10. Compensation.

The Board of Directors shall have no authority to establish compensation for services to the Academy as directors. The Board of Directors may be paid their expenses related to the duties of office. This section shall not preclude any director from serving the Academy in any other capacity and receiving compensation for such service.

ARTICLE V **Officers**

Section 1. Officers.

The officers of the Academy shall be a President, President-elect, a Treasurer, and Chief Executive Officer. The same person may not hold two (2) or more offices.

Section 2. Election and Appointment to Office.

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The office of President, President-elect and Treasurer shall be elected to office by the membership of the Academy, and shall take office at the beginning of the fiscal year following their election. The Board of Directors shall appoint the Chief Executive Officer. Each officer shall hold office until his or her successor shall have been duly elected, or appointed, or until he or she shall resign, or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights. No individual may hold an office, for which they were elected, for a second term.

Section 3. Removal and Vacancies.

An officer may be removed from office by the affirmative vote of two-thirds (2/3) of the persons required and authorized to elect or appoint the office, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Vacancies in an office shall be filled in accordance with Article IV, Section 9.

Section 4. President.

The President shall have a term of office for one (1) year. The President shall ensure the Academy's strategic direction and values are carried into effect except in those instances in which those responsibilities are specifically assigned to another office. The President shall: chair the Board of Directors and its Executive Committee; appoint the chair and members of committees and commissions of the Board; appoint official Academy representatives; and, preside at meetings of the full membership.

Section 5. President-elect.

The President-elect will serve for one (1) year and at the end of this term the President-elect shall assume the office of President. The President-elect shall; support the President in leading the Academy towards its strategic direction and values; serve on the Board of Directors and its Executive Committee; and, perform the functions of the President in the President's absence or unable to perform the functions of the President.

Section 6. Treasurer.

The Treasurer will serve for one (1) year. The Treasurer shall: serve as the chief financial officer of the Academy; support the President in leading the Academy towards its strategic direction and values; serve on the Board of Directors and its Executive Committee; chair the Finance & Audit committee; and, report the financial status of the Academy to the Board of Directors and members.

Section 7. Chief Executive Officer.

The Chief Executive Officer shall serve for a term prescribed by the Board of Directors. Subject to direction by the Board of Directors, the Chief Executive Officer shall be responsible for the fiscal and operational management of the Academy headquarters and staff. The Chief Executive Officer may serve as a representative of the Academy and shall provide support to the Board of Directors in development and executing the strategic plan and values. The Chief Executive Officer shall serve on the Board of Directors and its Executive Committee as a non-voting member.

Section 8. Compensation.

The Board of Directors and officers of the Academy shall have no authority to establish compensation for services to the Academy as an officer, except the Board of Directors may establish and pay compensation to the Chief Executive Officer for services to the Academy. An officer may be paid their expenses related

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to the duties of their office. This section shall not preclude any director from serving the Academy in any other capacity and receiving compensation for such service.

Section 9. Other Elected and Appointed Officials.

9a. Other offices. The Academy shall have the office(s) set forth in this Article, but such office(s) shall not be deemed an officer of the Academy.

9b. Treasurer-elect. The office of Treasurer-elect shall be elected to office by membership of the Academy. The Treasurer-elect shall serve for one (1) year and at the end of this term shall become Treasurer of the Academy. In the event of a vacancy in the term of the office of Treasurer, the Treasurer-elect shall succeed to the office of Treasurer.

9c. Past-President. The Past President shall be the immediate Past President of the Academy and shall serve for one (1) year following the end of his or her holding the office of the President.

9d. Past Treasurer. The Past Treasurer will serve for one (1) year immediately following the office of Treasurer.

ARTICLE VI

Committees, Commissions, and Advisory Boards

Section 1. Committees.

The Board of Directors may designate one or more board committees, each of which will consist of two or more directors and such other persons as the Board of Directors designates, provided that a majority of each board committee's membership are directors. To the extent provided by the Board and not restricted by law, board committees shall have and may exercise the authority of the Board of Directors in the management of the Academy. The designation of such board committees and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on him or her by law.

Section 2. Commissions, Advisory Bodies and Non-Board Committees.

Unless otherwise provided in these bylaws, commissions, advisory bodies or non-board committees (not having and exercising the authority of the Board of Directors) may be designated or created by the Board of Directors. A commission, advisory body, or non-board committee may or may not have directors as members. Subject to powers vested by the Board of Directors, commissions, advisory bodies and non-board committees may not act on behalf of the Academy or bind it to any actions.

ARTICLE VII

Standing Committees and Other Bodies

Section 1. Nominating Committee.

A Nominating Committee shall exist and be maintained by the Board of Directors as a non-board committee. Its primary function shall be to identify qualified individuals to be placed on the ballot for election to the offices of the Academy as identified in Section 1b of this Article VII. Any member of the Academy may submit the name of an individual to the Nominating Committee for consideration, or a

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candidate for office may be placed on the ballot for election by petition. Petition forms and procedures shall be available on request to the Secretary. The Board of Directors shall establish such other responsibilities and rules of procedure of the Committee as it deems necessary and appropriate to support the primary and other functions of the Committee.

- 1a. Number, Qualifications and Tenure. The Nominating Committee shall have ten (10) members; eight (8) of whom shall be good standing members of the Academy and elected by the membership of the Academy; one (1) of whom is an appointed member qualified as holding the position of immediate Past President of the Academy; and one (1) of whom is the Chief Executive Officer serving in an ex-officio capacity. The immediate Past President shall be eligible to vote on the committee. A member serving on the Nominating Committee shall not hold nor be a candidate for an elected office of the Academy. The eight (8) elected members shall each serve a three (3) year staggered term. The appointed member shall serve a one (1) year term, or until he/she no longer holds the office of immediate Past President.
- 1b. Offices Nominated. In accordance with the procedures and policies of the committee, and these bylaws, the committee shall prepare and identify two (2) final candidates for election to the following offices, and such other offices identified by the Board or HOD:
 1. the office of President-elect;
 2. the office of Treasurer-elect;
 3. each seat of the directors-at-large;
 4. each elected seat on the Nominating Committee and ACEND; and
 5. each elected office of the HOD as determined by the HOD.
- 1c. The Commission on Dietetic Registration will identify and select two (2) candidates for each elected seat on the Commission annually.

Section 2. Commission on Dietetic Registration (“CDR”).

Purpose Statement: CDR has sole and independent authority in all matters pertaining to certification, including but not limited to standard setting, establishment of fees, finances, and administration. Mission Statement: CDR administers rigorous valid and reliable credentialing processes to protect the public and meet the needs of CDR credentialed practitioners, employers and consumers.

- 2a. The Functions of CDR. Establish and evaluate requirements, standards, policies and procedures for certification programs, including eligibility, reinstatement, examination and recertification for all levels of dietetics practice (e.g., entry, specialty and advanced level practice). Develop, administer, monitor and evaluate certification and recertification programs, examinations and services for all levels of dietetics practice (e.g., entry, specialist and advanced practice) that promote the ongoing competence of credentialed dietetics practitioners. Establish fees and provide for responsible fiscal planning and control for the administration of the certification and recertification programs. Grant and issue certifications in the profession of dietetics to applicants who have been found qualified by CDR. Maintain a registry of RDs and DTRs.

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- 2b. **Composition, Qualifications and Tenure.** The CDR shall have at least twelve (12) voting members: consisting of ten (10) Registered Dietitians, of whom, one (1) will be a Board Certified Specialist in Dietetics, with each CDR specialist certification represented on a rotating basis for a three year term, one (1) Advanced Practice-Registered Dietitian, one (1) newly credentialed Registered Dietitian, one (1) Dietetic Technician, Registered, and one (1) public member. Except for the one (1) newly credentialed Registered Dietitian and the public member, CDR credentialed practitioners through a national election shall elect all members of the CDR. The newly credentialed practitioner shall be appointed by the Commission for a one (1) year term and may be re-appointed for up to one (1) consecutive year. The public member shall be appointed by the CDR for a one-year term and may be re-appointed for consecutive years, not to exceed five (5) years. All other members shall serve staggered three (3) year terms.
- 2c. **Removal from Office.** Commissioners may be removed from office by the affirmative vote of two-thirds of the remaining Commissioners in the event the Commission has made a good faith determination that the decision is in the best interest of the Commission.
- 2d. **Vacancy of Office.** Vacancies on the Commission shall be filled by Commission appointment of a successor for the unexpired term of the seat vacated. Appointees must meet the established position specifications.

Section 3. Accreditation Council for Education in Nutrition and Dietetics (“ACEND”).

The Academy of Nutrition and Dietetics has created an accrediting agency for nutrition and dietetics education programs entitled the Accreditation Council for Education in Nutrition and Dietetics. The ACEND has sole and independent authority in all matters pertaining to accreditation of programs and providers of entry-through advanced practice education and specialist-practice education. The functions of ACEND, along with the composition, qualifications and tenure of ACEND are established and maintained by ACEND. The Academy, if necessary, has the authority to disband ACEND.

Section 4. Council on Future Practice (“CFP”).

The Council on Future Practice was established by the House of Delegates and is responsible for reporting to HOD. The functions of the Council are: 1. Ensure the viability and relevance of the profession of dietetics via engaging in a visioning process to initiate recommendations for general practice roles, specialist practice roles and advanced practice roles; 2. Identify future specialist and advanced practice roles to meet emerging practitioner and marketplace needs; 3. Seek input and feedback from relevant Academy organizational units on issues related to future practice roles; 4. Coordinate with ACEND, CDR, Education Committee and other Academy organizational units to communicate and collaborate to determine current and future practice, credentialing, and education recommendations; and, 5. Monitor the intended and unintended consequences of implementing current and future practice, credentialing and education recommendations.

ARTICLE VIII **House of Delegates**

Section 1. The House of Delegates.

The HOD shall exist to govern the profession by providing a forum for membership and professional issues and to establish and maintain professional standards of the membership. Core roles of the HOD

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will include but not be limited to adopting and maintaining a code of ethics in conjunction with the CDR, developing position statements and other professional papers, establishing qualifications and dues of members, and the formula for dues payment to affiliate organizations. The HOD shall also identify and prioritize trends and recommend policy and strategic direction for the Academy. The HOD shall have the authority to establish committees and rules and policies of HOD organization and governance, including its own composition and size.

ARTICLE IX

Affiliate Dietetic Associations

Section 1. Affiliates.

The Association shall recognize and support, through a portion of the revenues from member dues, affiliate dietetic associations meeting operational and administrative standards established by the association. Affiliate dietetic associations shall be separate legal entities from the Academy.

- 1a. State affiliate dietetic associations. A single state affiliate may exist in each state of the United States, the District of Columbia and Commonwealth of Puerto Rico. A state affiliate may authorize and establish within its designated area one or more district dietetic associations (“district associations”). District associations shall be required to operate and be administered according to the standards and criteria established by the Academy and its state affiliate.
- 1b. International affiliate dietetic associations. An international dietetic association may be established, subject to Academy approval, by at least fifty (50) or more Academy members living outside the United States or the Commonwealth of Puerto Rico.

ARTICLE X

Dietetic Practice Groups and Member Interest Groups

Section 1. Dietetic Practice Groups.

The Academy shall recognize and support dietetic practice groups meeting operational and administrative standards established by the Academy. A dietetic practice group will consist of members with an interest in an area of practice regardless of membership classification or employment status. A dietetic practice group will engage in activities which meet the needs of its members and are consistent with the objectives and policies of the Academy; develop guiding principles that are consistent with the bylaws and policies of the Academy; and establish its own dues structure.

Section 2. Member Interest Groups (MIGs):

The Academy shall recognize and support member interest groups meeting operational and administrative standards established by the Academy. A member interest group will consist of members with common interests, issues and/or backgrounds, focusing on areas other than practice or geographic location, regardless of membership classification or employment status. A member interest group will engage in activities, which meet the needs of its members and are consistent with the mission and vision of the Academy; develop guiding principles that are consistent with the bylaws and policies of the Academy; and establish its own dues structure.

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ARTICLE XI
Fiscal Year

The Board of Directors shall fix the fiscal year of the Academy.

ARTICLE XII
Indemnification and Non-Liability

Section 1. Indemnification.

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

ARTICLE XIII
Books, Records and Seal

Section. 1. Books and Records.

The Academy shall keep books and records of account. It shall also keep minutes of the proceedings of its members, Board of Directors, HOD, and committees having any of the authority of the Board of Directors. The names and addresses of the members entitled to vote shall be maintained at the principal office of the Academy.

Section 2. Seal.

The Academy seal shall have inscribed thereon the name of the Academy and the words “Corporate Seal, Illinois.” The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

ARTICLE XIV
Dissolution and Special Rules

Section 1. Special Rules.

No part of the net earnings of the Academy will inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Academy will be authorized and empowered to make payment and distributions in furtherance of the purpose of the Academy set forth in the Articles of Incorporation. Notwithstanding any other provisions of the Articles in these bylaws, the 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 1986 (or the corresponding provision of any subsequent United States Internal Revenue Law).

Section 2. Dissolution.

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Upon dissolution of the Academy, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Academy, dispose of all of the assets of the Academy exclusively for the purposes of the Academy in such manner, or 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 U.S. Revenue Law) as the Board of Directors will determine.

ARTICLE XV **Amendments**

Section 1. Method.

These bylaws may be amended by a two-thirds (2/3) vote of the membership of the House of Delegates.

Section 2. Notice.

The proposed amendment(s) must be provided at least forty-five (45) days prior to a vote of the House of Delegates

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