

Northeast Dietetic Association By-Laws

Created September 1991
Last Revision March 2009
Adopted **MONTH 2009**

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FOREWORD

This Manual consists of the NEDA By-Laws and Policies and Procedures. The documents prescribe what is required in order to fulfill the purpose of the NEDA and to meet PADA's Strategic Goals, as listed below.

The By-Laws are statements of fact requiring implementation without further individual interpretation. They have been developed within the framework of the By-Laws governing the Pennsylvania State Dietetic Association. Additions or changes to this document require ratification by the Pennsylvania Dietetic Association.

The Policies and Procedures have been developed for use within the Northeast Dietetic Association. Policies and Procedures in any organization should be part of the decision-making process that determines how the organization will function in meeting its overall goals and objectives. Policies and Procedures are broad statements to be used as guides in managerial decision-making and allow for some discretion in implementation. Additions, changes or updates to this section of the manual to accommodate current requirements can be accomplished by a majority vote of the NEDA Board of Directors.

PADA's Strategic Goals

The mission statement of the ADA and PADA is "Leading the Future of Dietetics".

PADA Strategic goals (adopted from ADA's 6 Strategic Goals):

STRATEGIC GOAL #1: Build an aligned, engaged and diverse membership

- Objective 1. Retain current membership base while increasing members.
- Objective 2. Establish Diversity Task Force and Implement Task Force Programs.
- Objective 3. Inform high school and college students and the general public about career opportunities in dietetics.
- Objective 4. Reflect efforts to achieve this goal through the PADA budget.

STRATEGIC GOAL #2: Influence key food, nutrition and health initiatives in Pennsylvania

- Objective 1. Develop, implement and communicate a PADA policy and legislative agenda
- Objective 2. Liaison with groups and individuals to advance PADA's policy agenda.
- Objective 3. Communicate PADA's views on food, nutrition & health policies to a wide range of audiences.
- Objective 4. Reflect efforts to achieve this goal through the PADA budget.

STRATEGIC GOAL #3. Increase demand for and utilization of services provided by members.

- Objective 1. Promote and support activities that bring recognition to members' services.
- Objective 2. Support activities that increase remuneration for PADA members.

STRATEGIC GOAL #4: Empower members to compete successfully in a rapidly changing environment.

- Objective 1. Provide up-to-date leadership and professional practice education and resources to members.
- Objective 2. Provide members with methods and tools to market their services.
- Objective 3. Reflect efforts to achieve this goal through the PADA budget.

STRATEGIC GOAL #5: Proactively focus on emerging areas of food and nutrition.

- Objective 1. Use selected priority areas as a guide for developing professional development programs, projects, poster sessions and publications.
- Objective 2. Form key alliances/partnerships that support PADA in selected priority areas.
- Objective 3. Reflect efforts to achieve this goal through the PADA budget.

ACKNOWLEDGEMENTS

Special thanks are due the following members of the Northeast Dietetic Association for scanning, editing, updating, and providing input on this Manual from 2007-2009.

April Rudat, MS Ed, RD, LDN
Maureen Dunne-Touhey, MS, RD, LDN
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Gretchen Hunt, RD, LDN
Mary Babcock, MS, RD, LDN
Justine Weiss, RD, LDN, CNSD
Amy Cartwright, MS, RD, LDN
Ann McKenna, MS, RD, LDN
Roberta Cammer, RD, LDN
Louisa Dombloski, RD, LDN

Carol Kneier, MS, RD, LDN, CDE
Maureen Krisa-Kurey, MS, RD, LDN
Beth PaVon, MS, RD, LDN
Stacy Coolbaugh, MBA, RD, LDN
Paola Montross, MS, RD, LDN
Kim Caswell, RD, LDN
Marianne Cerimele, RD, LDN
Tanya Papura, MS, RD, LDN
Joanne Christaldi, PhD, RD

Special thanks are due the following members of the Northeast Dietetic Association for their valued contributions to the first version of this Manual in 1991.

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BYLAWS OF THE NORTHEAST DIETETIC ASSOCIATION

November, 2004
Adopted November, 2004
Revised March 10, 2005
Revised January 21, 2009
Adopted DATE, 2009

ARTICLE I – NAME

This association shall be known as the Northeast District of the Pennsylvania Dietetic Association (also referred to as NEDA or Northeast Dietetic Association).

ARTICLE II – PURPOSE

The Northeast Dietetic Association “is the advocate of the dietetic profession serving the public through the promotion of optimal nutrition, health and well-being,” as stated in the PADA Bylaws.

ARTICLE III – MEMBERSHIP

Section 1. Classes of Membership

Membership in this Association will be limited to members of The American Dietetic Association (also referred to as ADA) whose official mailing address are typically listed in Pennsylvania. The ADA membership classifications will be those outlined in Article III of the ADA Bylaws. Membership categories of the NEDA include:

- Active members (Must be an ADA member; must join by June 1)
- Active members, late (Must be an ADA member; membership after June 1)
- Student members
- Retired members

Section 2. Qualifications

The current list of members of The ADA officially listed in Pennsylvania will be the official membership list of the PADA: All ADA members will automatically be members of the affiliate dietetic association according to their designation of a residence, work address, or other designated affiliate as indicated by the members. **However**, ADA/PADA members are **not** automatically members of the district dietetic association in the area in which they reside. To join NEDA, applicants must complete the NEDA application, available at www.eatrightneda.org, and submit the applicable membership fee as stated on the form.

Section 3. Dues

All member classes are subject to dues payment as set forth by the Board of Directors. All dues are payable by June 1. A fee will be charged for delinquent members after that date (except students). Retired membership status is gratis.

Section 4. Rights

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

Section 5. Publications/Communications

All members whose NEDA dues are not in arrears will receive the NEDA publications/communications.

ARTICLE IV. – FISCAL YEAR

The operating and fiscal year of the Association will be determined by the Board of Directors.

ARTICLE V. – AFFILIATION STATUS

Section 1. State Affiliate

This Association will be affiliated with the state affiliate, the Pennsylvania Dietetic Association (PADA), and shall be represented by the NEDA Association President who shall serve as a voting member of the PADA Board of Directors. The NEDA President shall attend all PADA meetings and conference calls as able. If unable to attend, a proxy should be appointed, which may include the President-elect or another board member.

The NEDA and PADA will be affiliated with The American Dietetic Association. Officers, Delegates, and Chairs of the Association will be members of the PADA and ADA. Only members of PADA may be members of district dietetic associations. Governing documents of district dietetic associations must be approved of the Board of Directors of the PADA.

The NEDA President and Board Members will complete and submit to PADA a district agreement and assessment plus a strategic plan, and the PADA will complete a financial audit of the NEDA yearly.

ARTICLE VI. – BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. The government of this association shall be vested in a Board of Directors.

Section 2. Board of Directors

Composition: The Board of Directors shall consist of the following elected officers with voting rights: President (only under a tie), President-Elect, Secretary, Treasurer, Nominating Chair, Nominating Chair-Elect, Chair of Professional Education, and Chair-Elect of Professional Education. Ex-officio members without vote include the Immediate Past President and any elected ADA and PADA officers who reside in the Association. Members of the Board of Directors must be members of the ADA and NEDA. The President shall serve as Chair of the Board of Directors.

Functions: The Board of Directors shall:

1. Establish policies and procedures consistent with the Bylaws for the management of the property and the affairs of this Association.
2. Supervise the execution and implementation of approved actions and properties.
3. Correlate the Association activities with PADA and ADA.
4. Determine budget, annual dues, and other fees.
5. Approve the program and arrangements for meetings and seminars.
6. Approve and administer the budget.
7. Make amendments to these Bylaws as outlined in Article XI – Amendments.

Meetings: All voting members of the Board of Directors are expected to attend all meetings. The procedure for notification of absentee members is outlined in the Association Policy and Procedure Manual.

1. The Board of Directors shall meet a minimum of six times a year, one of which will be a joint meeting of incoming and outgoing Boards.
2. Quorum: Two-thirds of the voting members shall constitute a quorum and no act of the members present shall be valid or binding unless passed by an affirmative vote of a majority of the total voting membership of the Board of Directors. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by two-thirds of the members of the Board of Directors entitled to vote.

ARTICLE VII – ELECTED OFFICERS & OFFICIALS

Section 1. Officers

All association officers must be members of the ADA. The officers of this Association shall be a President, President-Elect, Secretary, Treasurer, Chair and Chair-Elect of the Professional Education, and Chair and Chair-Elect of the Nominating Committee. All officers shall assume office on June 1 following their election and shall serve until May 31 following the election of their successors. The duties of all elected officials and officers shall be consistent with the Bylaws and Policy and Procedure Manual of the Association.

A. President: The President shall serve for one year.

Functions: The President shall:

1. Be the Chief Executive Officer of this Association and Chair of the Board of Directors; and shall preside at all membership and Board of Directors meetings and have the general powers of supervision and active management usually vested in the office of President consistent with Bylaws and the Policy and Procedure Manual.
2. Make appointments subject to the approval of the Board of Directors, except as otherwise specified in these Bylaws to fill vacancies that develop.
3. See that all recommendations submitted to the Board of Directors are duly considered and that all lawful orders and resolutions of the Board of Directors are carried out.
4. Be a voting member of the Fiscal Affairs Committee and be an ex-officio member, without vote, of all other committees except the Nominating Committee.
5. Be a voting member of the PADA Board of Directors.
6. Attend the PADA Annual Meeting as the official representative of this association.

B. President-Elect: The President-Elect shall serve for one year and on June 1 after election, shall automatically become President of the Association. The President-Elect shall succeed to the office of President in the case of vacancy in that office and then shall serve as President until the end of the term for which the President-Elect was originally elected.

Functions: The President-Elect shall:

1. Serve as a voting member of the Board of Directors.
2. Serve as newsletter author and editor, consulting with the Board of Directors as needed.
3. Become familiar with duties and responsibilities of the President and all other officers and act as coordinator of committees.

4. Perform the functions of the office of President in the absence or the disability of the President, as determined by the Board of Directors.
5. Appoint the Chairs of all standing committees (except the Executive Committee and the Fiscal Affairs Committee) to serve during the President-Elect's term as President.
6. Submit a roster of all elected and appointed district officers and Committee Chairs to the PADA President-Elect by June 1.
7. Be a voting member of the Fiscal Affairs Committee.
8. Perform such duties as may be designated by the Board of Directors.
9. Prepare a budget, with the Treasurer, for the fiscal year(s) in which he/she will be President.

C. Secretary: The Secretary shall serve two years.

Functions: The Secretary shall:

1. Serve as a voting member of the Board of Directors.
2. Have any and all powers and duties usually vested in the office of Secretary.
3. Issue the call for all meetings of the membership and Board of Directors or as directed by the President.
4. Be responsible for the minutes of all membership and Board of Directors meetings: for seeing that the minutes are recorded in the books to be kept for that purpose; and for disseminating the minutes to the appropriate members as defined in the Policy and Procedure Manual.
5. McHave custody of the pertinent documents of the Association, including records of incorporation.
6. Maintain the position of Historian when a vacancy has occurred.

D. Treasurer: The Treasurer shall serve for two years.

Functions: The Treasurer shall:

1. Serve as a voting member of the Board of Directors and Chair of the Fiscal Affairs Committee.
2. Have any and all powers and functions usually vested in the office of the Treasurer.
3. Have custody of all funds and securities of the Association and shall deposit the monies in the name and to the credit of the Association in such depositories as shall be designated by the Board of Directors.
4. See that full and accurate financial records of all receipts and disbursements are kept in books belonging to the Association and that these books are reviewed annually, as described in the duties of the Fiscal Affairs Committee.
5. Report the financial status of the Association to the Board of Directors at its meetings and to the membership at membership meetings and via the final newsletter of the fiscal year.
6. Prepare appropriate budgets and financial statements with the guidance and approval of the Fiscal Affairs Committee; assist the President-Elect in the preparation of the budget for the term as President.
7. Be responsible for submitting Association tax forms when due.
8. Collect and receive all dues and other monies paid to or belonging to the Association.
9. Draw any funds signed in the name of the Association.

E. Immediate Past-President: The Immediate Past President will serve for one year.

Functions: The Immediate Past President will:

1. Serve as an ex-officio member of the Board of Directors, without vote.
2. Serve as the Chair of Bylaws and Policy and Procedure.
3. Serve as an advisory member, without vote, of the Nominating Committee.
4. Serve as an ex-officio member, without vote, of the Executive Committee.

Section 2. Other Elected Officials

A. Professional Education: The Chair of Professional Education shall serve for one year.

Functions: The Chair of Professional Education shall:

1. Plan fall and spring membership seminars.
2. Encourage participation of district members who are members of national practice groups to help plan/organize educational programs.
3. Identify continuing education needs of members and plan appropriate action to meet these needs.

Professional Education Chair-Elect: The Chair Elect of the Professional Education shall be elected by the Association membership to serve for one year and on June 1 after election shall automatically become Chair of the Professional Education.

Functions: The Chair-Elect of the Professional Education shall:

1. Become familiar with the duties and responsibilities of the Chair of Professional Education and assist wherever possible.
2. Perform the functions of the office in the absence of the Chair of Professional Education.
3. Perform other duties as requested by the Board of Directors.

B. Nominating Chair: The Nominating Chair shall serve for one year. The Chair-Elect shall serve for one year and on June 1 after election shall succeed to the office of Chair.

Functions: The Nominating Chair shall:

1. Solicit recommendations for elected positions and awards from the members of the Board of Directors, Special Committee Chair and Representatives, and the General Membership through the Association Newsletter and/or surveys.
2. Submit a report (in the form of a ballot) to the President by March 1st of each year, and this shall be submitted to the Secretary by March 15. The ballots must be in the provided to the membership by the first week of April. Ballots must be returned to the Chair no later than April 30th.
3. Ballots will be tabulated by Chair, Chair-Elect, and Immediate Past President.
4. Election results shall be reported to the President and Secretary by name of successful candidates only (no numerical count). A report of numerical count in case of vacancy in an office shall be filed with the Secretary.
5. Submit results to all candidates along with notification to general membership in the Association Newsletter.
6. Distribute information and receive data sheets for PADA awards.
7. Develop criteria for awards or scholarships given by this Association. Distribute this information via the Association newsletter and receive applications for these awards.
8. Solicit names for consideration for any of these awards. Present the names and criteria to the Board of Directors of this Association or to the PADA according to appropriate Bylaws.
9. Work in conjunction with PADA Nominating Representative for distribution of awards.

ARTICLE VIII – COMMITTEES AND REPRESENTATIVES

Section 1. Standing Committees and Special Committees

The activities of this Association shall be conducted by the Standing Committees and Special Committees. The Council and Committees, unless specifically designated otherwise, shall serve for the term of one year. The Council and Committee Chair shall provide written plans and reports as requested. The Council Chair and Standing Committee Chair will attend all Board of Directors meetings. Special Committee Chair shall be called to the Board of Directors meetings as necessary.

Functions:

1. Approve the formation of and monitor the status of Association dietetic practice groups.
2. Coordinate the development of quality assurance standards in the practice of dietetics.
3. Coordinate the activities of the Division of Practice.
4. Integrate and support other elements within the Association.

Section 2. Standing Committees

A. Bylaws and Policy and Procedure Manual Committee: The Immediate Past President will act as the Bylaws and Policy and Procedures Chair, consulting with the Executive Committee as needed.

Functions: This Committee shall:

1. Receive, recommend, and draft any changes in the Bylaws and Policy and Procedure Manual of this Association.
2. Present revisions to the Association Board of directors for review and recommendations.
3. Forward Bylaws changes to the Chair of the PADA Bylaws for review and recommendations.
4. Update Bylaws and Policy and Procedure Manual after approval of Revisions and disseminate as identified in the Policy and Procedure Manual.

B. Career Guidance/Job Referral/Diversity: This committee shall consist of a Chair appointed by the President. Additional members may be appointed as needed.

Functions: This committee shall:

1. Disseminate materials and plan all career guidance activities, including the recruitment of diverse populations to the profession.
2. Disseminate job forwards to the membership.

C. Fiscal Affairs Committee: This committee shall consist of the Treasurer as Chair, the President, President-Elect, the Immediate Past Treasurer, and the Immediate Past President of this Association.

Functions: This committee shall:

1. Act in an advisory capacity and give counsel upon any or all financial matters affecting this Association.
2. Draft a budget for income and expenditures for the fiscal year.
3. Serve as the internal auditor for this Association.
4. Since the NEDA is not incorporated, the PADA will review the financial records of this Association at the end of each fiscal year.

D. Legislative/Licensure: This committee shall consist of a Chairman appointed by the President; additional members may be appointed.

Functions: This committee shall:

1. Disseminate to the membership the information received from the ADA and PADA Legislative Committee.
2. Serve as a communication link between federal, state, and local legislative bodies and this Association under the direction of the Board of Directors.
3. The Chair shall attend legislation meetings and workshops as designated by the Board of Directors of the Association.

E. National Nutrition Month/Public Relations: This committee shall consist of a Chair and Co-Chair, appointed by the President.

Functions: This Committee shall:

1. Plan Nutrition month activities in the Association and coordinate any activities with those suggested by the ADA and PADA.
2. Develop a plan for all public relations activities which shall include: National Nutrition Month activities, and other public relations efforts. The Committee shall initiate and coordinate public relations activities of this Association, subject to the approval of the Board of Directors.

F. Membership: This committee shall consist of a Chair appointed by the President.

Functions: This Committee shall:

1. Ascertain the names of persons through lists provided by PADA, who are eligible, and invite them to apply for membership in this Association.
2. Contact former members to determine if they are interested in joining the Association.
3. Be responsible for maintaining and disseminating the official list of names and mailing addresses of the current member of the Association.
4. Compile membership lists for the Association directory and be responsible for providing (emailing) directory to all current members.
5. Update directory with names of new members who join during the year via notification to membership through the Association newsletter and/or emails to the NEDA membership.
6. Compile miscellaneous response data from the membership application form and forward the data to the President for review and dissemination.

G. Website Design Committee: This committee shall consist of a Chair appointed by the President.

Functions: This Committee shall:

1. Maintain www.eatrightneda.org with up-to-date information and information regarding membership such as board meeting dates, seminar dates and electronic handouts/materials, membership renewal forms, membership networking events, quarterly newsletters, and other relevant materials.
2. Keep the treasurer abreast of website and hosting fees and dates for payment.

H. Nutrition Student Liaison: This position shall consist of a Chair appointed by the President.

Functions: This Liaison shall:

1. Serve as liaison between the NEDA Board of Directors/Appointed Chairpersons and nutrition/dietetics students who wish to attend board meetings and assist with NEDA projects and initiatives.

I. Executive Committee: This committee shall be composed of the President, President-Elect, Secretary, Treasurer and the Chair of the Professional Education. The Immediate Past President is an ex-officio member of this Committee. The President shall serve as Chair of this Committee.

Functions: This Committee shall:

1. Govern the activities and responsibilities of this Association when the Board of Directors is not available for meeting or between meetings of the Board.
2. Make decisions on behalf of the Association when immediate action is required.
3. Further provide continuity in government of the Association including long range planning.

Section 3. Special Committees, Representatives

A. Special Events/PADA Annual Meeting: This Committee shall consist of a Chair and Co-Chair appointed by the Association President and approved by the President of PADA. The Chairman and Co-Chair shall act as liaison to the Association Board during the year prior to and the year during a PADA Annual Meeting hosted by this Association. Other members of this committee will be selected by the Chair.

Functions: This Committee shall:

1. Plan, implement, and evaluate the Annual Meeting of the PADA when this meeting is held in the Association area.
2. Follow the guidelines in the Annual Meeting Advisory Committee Manual consistent with the Bylaws and the Policy and Procedure Manual of the PADA and this Association.
3. Act as liaison to the Association Board of Directors, reporting progress and requesting assistance from the Association as needed.

B. ADA Foundation Representative: The Immediate Past President will be the representative.

Functions: This Representative shall:

1. Act as liaison between the foundation and this Association in accordance with the Policy and Procedure Manual of this Association.

C. Historian: A representative will be appointed by the President. If this position is vacant, the secretary will resume responsible until a representative is found.

Functions: This Representative shall:

1. Maintain a history of the Association's yearly achievements and awards.

Section 3. Special Meetings

Special meetings of the members may be called by the Board of Directors or by petition of 25% of the total membership. Written or printed notice of said meeting, stating the place, date, hours, and purpose

thereof, shall be sent to each member of this Association, not less than fifteen (15) days nor more than thirty (30) days prior to date of said meeting.

ARTICLE IX – FISCAL YEAR

The fiscal year of this Association shall be consistent with the fiscal year of PADA, June 1 through May 31.

ARTICLE X - NOMINATION, ELECTION AND REMOVAL OF OFFICERS

Section 1. Nomination Process

The elected members of the Nominating Committee will identify suitable potential candidates for the ballot. Following input from all committee members, a final selection will be made.

Section 2. Criteria

Members of the Nominating Committee will not be eligible to be a candidate for office.

If possible, no person will simultaneously hold more than one office. Details of candidate criteria and office responsibilities are set forth in the Association Policy and Procedure Manual.

Section 3. Elections

Elections for the office of President-Elect, Secretary, Treasurer, and Chairs of the Nominating Committee and of Professional Education and will be conducted annually.

A President-Elect, Professional Education Chair, and Nominating Committee Chair will be elected annually; Treasurer and Secretary members after two (2) year term. One candidate, with an option for a write-in candidate, is the minimum allowable for the ballot. The candidate receiving the largest number of votes will be elected to the office. The person from each district dietetic association receiving the largest number of votes for the Nominating Committee will be elected. A tie vote will be determined by lot.

TELLERS COMMITTEE. There will no longer be a tellers committee since the NEDA ballot is sent via electronic survey and all votes are automatically electronically tabulated.

Section 4. Re-Election

The President, President-Elect, and Secretary will be ineligible for immediate re-election to their respective offices.

Section 5. Vacancies

If any of the following offices become vacant, the unexpired term will be filled in the following manner:

PRESIDENT. The President-Elect will succeed to the office of President for the remainder of the unexpired term and then for the term elected.

PRESIDENT-ELECT. A special election by the membership will be conducted if the vacancy occurs prior to the end of the term served for the President-Elect. If the vacancy occurs after November 1, the President-Elect-Elect will succeed to the office for the unexpired term and then for the term elected.

SECRETARY or TREASURER. The Board of Directors will appoint a successor to fill the unexpired term.

NOMINATING COMMITTEE CHAIR AND PROFESSIONAL EDUCATION CHAIR. The senior person receiving the next highest number of votes will become Chair.

ARTICLE XI – AMENDMENTS

These Bylaws may be amended by the affirmative vote of two-thirds of the voting membership of the Board of Directors at any regular or special meeting of the Board of Directors provided that notice of the proposed amendment(s) be given by mail, electronic transmission, or through this Association's Newsletter to all members at least thirty (30) days prior to the meeting of the Board of Directors at which the amendment(s) is to be voted. The Bylaws are subject always to the power of the members to change such action by the Directors by a majority vote of the members entitled to vote thereon at any regular or special meeting duly convened after notice to the members of that purpose.

ARTICLE XII – PROHIBITED ACTIVITIES

No part of the net earnings of this Association shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons except the Association shall be authorized and empowered to make payments and distributions in furtherance of the purpose set forth in Article II of these Bylaws. Notwithstanding any other provision of the Articles in these Bylaws, the Association shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Law).

ARTICLE XIII – INDEMNIFICATION OF OFFICERS

Section 1 Indemnification of Officers

- A. The Association shall indemnify to the full extent required by law, and may indemnify or agree to indemnify to the full extent permitted by law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or contemplated action, suit, or proceeding whether civil, criminal, administrative, or investigative (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), by reason of that person's being or having been an officer, or agent of the Association or of any other enterprise at the request of the Association. Notwithstanding the foregoing, the Association has no obligation to purchase insurance on behalf of any person who is or was an officer or agent of the Association against any liability asserted against or incurred by him in any such capacity or arising out of his status as such. The Association at the sole discretion of the Board of Directors may provide such insurance. Such indemnification as set forth in this paragraph shall not impair any other right any such person may have.
- B. Said indemnification can be made only if a determination has been made, with the advice of counsel for the Association, by members of the Board of Directors not involved in the claim or proceeding or by a disinterested person or persons named by said members of the Board of Directors not involved in the claim or proceeding, or by the members, or by independent legal counsel in a written opinion:
- 1) that the officer or agent acted or failed to act, and in either case, in faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; and

- 2) that the amount of proposed indemnification is reasonable; and
- 3) that the proposed indemnification is just and proper and can be legally made by the Association under then existing law; and
- 4) that the indemnification shall be made by the Association in an amount stated in the determination; provided, however, that the indemnification provided for herein shall not be available if the act or failure to act giving rise to the claim for indemnification has been determined by a court to have constituted willful misconduct or recklessness.

Section 2 Limitation of Officers' Personal Liability

No officer shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- A. The director has breached or failed to perform the duties of his office relating to the standard of care and justifiable reliance as set forth in Section 3 of this Article; and
- B. The breach or failure to perform self-dealing, willful misconduct or recklessness; PROVIDED, HOWEVER, that the provisions of this section shall not apply to: 1) the responsibility or liability of an officer pursuant to any criminal statutes; or 2) the liability of an officer for the payment of taxes pursuant to local, state, or federal law.

Section 3 Standard of Care of Officers and Justifiable Reliance by Officers

An officer shall stand in a fiduciary relation to the Association and shall perform his duties as an officer, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, an officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by and of the following: 1) one or more officers of the Association whom the officer reasonably believes to be other persons as to matters to which the officer reasonably believes to be reliable and competent in the matters presented; 2) counsel, public accountants, or others as to matters to which the officer reasonably believes to be within the professional or expert competence of such person;

3) a committee of the board upon its designated authority, which committee the officer reasonably believes to merit confidence. An officer shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted. In discharging the duties of their respective positions, the Board of Directors, committees of the board and individual officers may, in considering the best interests of the Association, consider the effects of any action upon communities in which offices or other establishments of the Association are located and other pertinent factors. The consideration of those factors shall not constitute a violation of the foregoing duties of the officers as set forth herein. Absent breach of fiduciary duty, lack of good faith

or self-dealing, actions taken as an officer, or any failure to take any action shall be presumed to be in the best interests of the Association.

Section 4 Advance Payment of Expenses

Expenses incurred by an officer or agent in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Association.

Section 5 Insurance or Indemnification Fund

The Association shall have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification reserve fund on behalf of the officers and agents of the Association and a person serving at the request of the Association as an officer or agent on another organization, against liability incurred in any such capacity, or arising out of his status as such.

Section 6 Validity

The invalidity of any portion of this Article XIV shall not affect the validity of the remainder herself.

Section 7 Application

This Article shall not apply to any actions filed or any breach of performance of duty or any failure of performance of duty prior to January 27, 1987.

Section 8 Contract Rights: Amendment or Repeal

All rights to indemnification under this Article XIV shall be deemed a contract between the Association and the persons to be indemnified under this Article XIV pursuant to which the Association and each such person intent to be legally bound. Any repeal, amendment or modification of this Article shall be prospective only and shall not affect any rights or obligations then existing.

ARTICLE XV – DISSOLUTION

On the dissolution of this Association, the Board of Directors, after paying or making provision for the payment of all liabilities of this Association, shall dispose of all its assets exclusively to The American Dietetic Association or the Pennsylvania Dietetic Association or a successor organization to be used for the benefit of its Pennsylvania members.