

Bylaws
of
Air Force Dietetics Association
As adopted by the Board of Directors on August 25, 2017

These bylaws constitute the code of rules adopted by Air Force Dietetics Association (hereafter “the Corporation”) for the regulation and management of its affairs. The Corporation is a nonprofit corporation organized under the Texas Business Organization Code (referred to as the “Code”).

ARTICLE 1
Name and Purpose

Section 1- Name: The name of the organization shall be Air Force Dietetics Association. As set out in the Corporation’s Certificate of Formation, this Corporation is organized pursuant to the Texas Business Organizations Code. The purpose for which the Corporation is organized is exclusively a business league within the meaning of the Internal Revenue Service Code, Section 501 (c) (6), and the Texas Tax Code, Section 11.18.

Section 2- Purpose: The Air Force Dietetics Association (AFDA) is a non-profit professional organization dedicated to promoting and encouraging dietitians currently serving the U.S. Air Force along with those retired or departed from service. Its mission is to enhance the success of our members by offering continuing education, networking and social opportunities, updates on legislative and professional issues, and a liaison with our active duty and reserve forces. Our members are active professionals who are committed to supporting the Air Force Dietetic community, preserving its heritage and creating value for the benefit of the individual and the group as a whole.

ARTICLE 2
Membership

Section 1- Eligibility for membership: Application for voting membership shall be open to any active duty, reserve, civil service or contractor dietitian or diet therapy specialist working for the Air Force Medical Service, along with dietitians or diet therapy specialists who have retired or resigned from service. Membership is granted after completion and receipt of a membership application and annual dues.

Section 2- Annual dues: The amount required for annual dues and the annual payment schedule shall be determined by the Board of Directors. Continued membership is contingent upon being up-to-date on membership dues. Members who have forfeited membership through non-

payment of dues may be reinstated by reapplying for membership and paying dues for the current year.

Section 3- Rights of members: Each member of the Corporation shall be entitled to one vote on each matter submitted by the Board of Directors to a vote at a Regular or Special Membership meeting, except to the extent that the voting rights are limited or denied by the Certificate of Formation. No member shall be entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the corporate assets upon dissolution. The Board of Directors has the discretion to decide which, if any, matters shall be submitted to the members for a vote, except that the following decisions will always be submitted to the membership for a vote: dissolution of the Corporation, merger or consolidation with another corporation, sale of substantially all the Corporation's assets, and amendments to the Corporation's Certificate of Formation as specified in Articles 12 and 13.

Section 4- Resignation and termination: Any member may resign by filing a written registration with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board of Directors.

Section 5- Non-voting membership: The Board shall have the authority to establish and define non-voting categories of membership.

Article 3 Meetings of Members

Section 1- Regular meetings: Regular meetings of the members shall be held annually at a time and place designated by the Board of Directors or by remote communications technology allowed for in Article 3, Section 7.

Section 2- Special meetings: Special meetings may be called by the President, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by ten percent of voting members may also call a special meeting.

Section 3- Notice of meetings: Printed notice of each meeting shall be given to each voting member not less than 30 days prior to the meeting. Such written notice shall be delivered by mail, in person, e-mail or by facsimile, and shall state the place, day, and time of the meeting. The Board of Directors, in the alternative, may provide notice through other means such as newsletter, newspaper, or such additional means as the Board of Directors shall deem effective.

Section 4- Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 5- Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Section 6- Waiver of Notice: Attendance by a member at any meeting of the membership for which the member did not receive the required notice will constitute a waiver of notice of such meeting unless the member objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

Section 7- Meetings by Remote Communications Technology: A meeting of the members of this corporation may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if: (1) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and (2) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

ARTICLE 4 Board of Directors

Section 1- Board powers, size, and compensation: The Board of Directors (“Directors”) of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code, the Certificate of Formation, and these bylaws. The Board shall have up to twelve (12) members, but not fewer than eight (8). The board members receive no compensation. Reimbursement for board-authorized purchases is allowed in accord with the Corporation Financial Management Policy.

Section 2- Qualifications: Directorships shall not be denied to any person on the basis of race, creed, sex, or national origin. Only voting association members are eligible to serve as Directors.

Section 3- Terms: All board members shall serve two-year terms, but are eligible for re-election to continue service in the same or different board positions not to exceed a total of five (5) consecutive terms.

Section 4- Board Composition, Number and Classes of Directors: The Board of Directors will be comprised of four (4) corporate officers including President, President-Elect, Secretary and Treasurer and three (3) additional Directors-at-Large elected by the members in alternate years. Officers and two Directors-at-Large shall be members who are dietitians. One Director-at-Large shall be a diet therapy specialist member. The immediate Past-President is the eighth member of Board. These eight (8) members shall have the right to vote. Upon majority resolution of the members, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than eight (8).

Section 5- Notice of Board Meetings: The board shall meet quarterly, at an agreed upon time and place. Notice of the date, time, and place of Regular Meetings shall be given to each board member by regular mail, telephone (including voice mail), facsimile, or e-mail no less than fourteen (14) days prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each board member using the same methods, but with no less than 3 days notice

prior to the meeting, with the exception of special meetings held to amend the Certificate of Formation or bylaws, for which a fourteen (14) day written notice by mail or facsimile shall be required specifying the proposed amendment per Article 12.

Section 6- Waiver of Notice: Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

Section 7- Attendance: Directors are expected to attend at least 75% of Board meetings. Any Director not present or participating by electronic means at 75% of the Board meetings in a fiscal year shall be deemed to have resigned unless the Board excuses the absences by a majority vote.

Section 8- Quorum: A majority of Directors shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.

Section 9- Duties of Directors: A Director shall discharge the Director's duties in good faith, with ordinary care, in a manner the Director reasonably believes to be in the best interest of the Corporation and in any other manner as set forth in the Code, as amended.

Section 10- Proxy: Proxies shall not be allowed.

Section 11- Actions without a Meeting: Any action required or permitted to be taken by the Board of Directors under the Texas Business Organizations Code, the Certificate of Formation, and these bylaws may be taken without a meeting, if all Directors individually and collectively consent in writing or e-mail or facsimile, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

Section 12- Meetings by Remote Communications Technology: A meeting of the Board of Directors of this corporation, or any committee designated by the Board of Directors of this corporation may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if: (1) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and (2) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

Section 13- Election procedures: A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the association's diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. Directors and Corporation Officers shall be elected by either a mail ballot or electronic means. Election shall be by plurality vote. In the case of a tie, the Board shall meet and resolve the tie by secret ballot.

Section 14– Corporate Officers and Duties: There shall be four officers of the board consisting of a President, President-Elect, Secretary and Treasurer. Their general duties are as follows:

The President shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: President-Elect, Secretary, and Treasurer.

The President-Elect shall chair the membership committee, other committees or task forces or oversee projects as designated by the board.

The Secretary shall be responsible for keeping records of board actions, including taking or overseeing the taking of minutes at all board meetings, send out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Additional descriptions of the Corporate Officer duties and responsibilities will be specified in position descriptions.

Section 15- Vacancies: When a vacancy on the board exists mid-term, the Secretary must receive nomination for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member’s term.

Section 16- Resignation and termination: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences described in Article 4 Section 7 or for other reasons by a three-fourths vote of the remaining Directors. Any Director under consideration of removal must first be notified about the consideration by written notice at least one week prior to the meeting at which the vote takes place.

ARTICLE 5 Committees

Section 1 – Committee formation: The board may create standing or temporary committees as needed, such as membership development, education, marketing & communications, board development, history and finance. The President appoints all committee chairs. Directors of the Corporation may also function as committee chairs to provide leadership to committee work and facilitate communication between committees and the board. Committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.

Section 2- Executive Committee. The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the power and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

Section 3- Finance Committee: The Treasurer is the chair of the Finance Committee, which includes two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with any staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board of Directors. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 4- Terms of Office: Each committee member shall serve until the next election of Board of Directors and until his successor is named, unless the committee shall be terminated sooner, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5- Vacancies: Vacancies in the membership of any committee shall be filled by appointment made in the same manner as provided in the original appointment.

Section 6- Quorum: Unless otherwise provided for, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7- Rules: Each committee may adopt rules for governance not inconsistent with these bylaws or the rules adopted by the Board of Directors.

ARTICLE 6 Code of Ethics

The Corporation and its Directors and any Employees will comply with the following Code in all of their actions. As long as the Corporation is in existence, no Director, officer or employee of the Corporation shall:

- (a) do any act in violation of these Bylaws or a binding obligation of the Corporation;
- (b) do any act with the intention of harming the Corporation or any of its operations;
- (c) do any act that would make it unnecessarily difficult to carry on the intended or ordinary business of the Corporation;
- (d) receive an improper personal benefit from the operation of the Corporation;
- (e) use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation;
- (f) wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill; and
- (g) use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's mission.

In addition, if any Board member, Officer or staff member shall be legally charged with any act that may serve as a source of embarrassment or to negatively affect the credibility and legitimacy of the Corporation, s/he shall be temporarily removed from the Board and/or from his or her position within the corporation, until such time as such charges or allegations are resolved. During such a sabbatical, s/he shall not be considered a member of the Board for the purposes of a quorum, though such time shall be considered as if served for the purposes of determining the completion of his or her term.

ARTICLE 7

Rules of Procedure

The proceedings and business of the Board of Directors shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.

ARTICLE 8

Executive Director

Section 1- Appointment: The Board of Directors may, upon resolution, appoint an Executive Director to serve at the board's discretion and to carry out whatever tasks the board from time to time resolves.

Section 2- Compensation and powers: The Executive Director may be compensated as shall be determined by the Board of Directors. Subject to such supervisory powers as are vested in the Board of Directors, the Executive Director shall supervise, direct, and control the business of the Corporation and actively manage its business, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these bylaws.

The Executive Director may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Certificate of Formation and these bylaws. The

Executive Director shall generally be expected to attend all meetings of the Board of Directors and Executive Committee.

ARTICLE 9 Indemnification

Section 1-Insurance: The Corporation may provide indemnification insurance for its Board members, and the Board may select the amount and limits of such insurance policy.

Section 2- Indemnification: To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

Section 3- Limits on Indemnification: Notwithstanding the above, the corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

ARTICLE 10 Operations

Section 1- Execution of Documents: Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President or two other members of Board and must be approved by a resolution of the members.

Section 2- Disbursement of Funds: Financial Transactions which are not included in the annual budget shall require majority approval of the Board of Directors. The President, Treasurer or Assistant Treasurer may dispense the funds of the Corporation in accordance with expenditures approved by the Board of Directors and in accordance with financial management policies of the organization.

Section 3- Records: The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation.

Section 4- Inspection of Books and Records: All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand. The Corporation shall keep correct and complete books and records of account.

Section 5- Deposits: All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

Section 6- Loans: The Corporation will make no loans to any of its Directors or Officers.

Section 7- Fiscal Year: The fiscal year of the corporation shall be January 1 – December 31.

ARTICLE 11 Conflicts of Interest

Section 1- Purpose: The Board will adopt a conflict of interest policy. The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2- Definitions:

Interested Persons - Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3-Procedures:

Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement;

Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest:

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest;
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;
- c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest;
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4 - Violations of the Conflicts of Interest Policy:

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 5- Records of Proceedings: The minutes of the governing board and all committees with board delegated powers shall contain: (1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed; (2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 6- Compensation:

- (a) A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation;
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 7- Annual Statements: Each Director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: (a) Has received a copy of the conflicts of interest policy; (b) Has read and understands the policy; (c) Has agreed to comply with the policy; and (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 8- Periodic Reviews: To ensure the Corporation operates in a manner consistent with nonprofit professional purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 9- Use of Outside Experts: When conducting the periodic reviews as provided for in Section 8, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 12 Amendments

Section 1- Articles of Amendment: The Board of Directors may propose changes to the Articles of Amendment (amending the Certificate of Formation) by a vote of two-thirds of Directors present at a Regular or Special meeting where a quorum is present. At least two weeks

written notice of such meeting must be given. The written meeting notice must state the intention to alter or amend the Certificate of Formation at such meeting, and such notice must contain a statement of the nature of the proposed amendment(s). Changes proposed by the Board of Directors are subject to approval by a simple majority vote of the membership as specified in Article 3 and shall become effective upon such approval by the membership.

Section 2- Bylaws: These by-laws may be altered or amended in whole or in part, or repealed and new bylaws may be adopted by two-thirds of the Directors present at a Regular or Special meeting where a quorum is present. At least two weeks written notice of such meeting must be given. The written meeting notice must state the intention to alter, amend, or repeal these by-laws or to adopt new by-laws at such meeting, and such notice must contain a statement of the nature of the proposed amendment(s) which shall become effective upon adoption.

ARTICLE 13

Dissolution or Sale of Assets

Both a unanimous vote of the Board of Directors and a simple majority vote of the membership shall be required to dissolve the Corporation or merge with another corporation. Upon dissolution of the Corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501 (c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the Corporation shall inure to the benefit of or be paid or distributed to an officer, Director, member, employee, or donor of the Corporation.