

MISSOURI DIETARY MANAGERS ASSOCIATION

BY-LAWS

January 24, 1997

ARTICLE I – NAME

The name of this organization shall be Missouri Dietary Manager's Association (Missouri DMA).

ARTICLE II- PURPOSE

THE PURPOSE OF THIS ASSOCIATION SHALL BE:

As set forth in the Articles of Incorporation and to encourage and assist the development of the profession and to enhance the skills of managing and/or directing of food service operations.

ARTICLE III-MEMBERSHIP

- Section 1. **MEMBERS OF THIS ASSOCIATION:** are those members of Dietary Managers Association (called DMA) in good standing within an active recognized district with a Missouri mailing address within the State of Missouri.
- Section 2. **RIGHTS OF MEMBERSHIP:** A member is entitled to all rights and privileges and subject to all obligations which membership implies, such as; right to one vote on all matters subject to membership vote and to hold office.
- Section 3. **TYPES OF MEMBERSHIP:** **Active membership:** The Active member receives full benefits, including the right to vote and hold office. Members bear the designation "Dietary Manager". **REQUIREMENTS:** (A) any individual who has completed an approved Dietary Manager training program; or (B) any individual who has passed the Credentialing Examination. **Associate membership:** The Associate member receives all benefits except for the right to vote or hold office. **REQUIREMENTS:** Any individual who holds a two-year associate degree, bachelor or advanced degree in foodservice, healthcare or related field. **Student membership:** The Student member is added to the mailing list to receive all newsletters and meeting information. The Student member may not hold office, vote or chair a committee. This membership is maintained only until graduation. **REQUIREMENTS:** Any

individual currently enrolled in an approved Dietary Manager program, and 1. Must submit a DMA Student membership application, 2. Must have verification of student status by program director/instructor, AND 3. Must submit all application fees.

ARTICLE IV-FINANCES

- Section 1. **DUES:** Active members shall pay annual dues to National DMA. Members residing within the State of Missouri shall automatically be members of this State Association. **LATE DUES:** Individuals who fail to pay current year's dues by July 31, have one month (until August 31) to pay with an additional late fee.
- Section 2. **REBATES:** The National Association shall pay a rebate to the affiliated State Association of the member's mailing address at the time the dues are paid. This is in lieu of State dues and will serve as financial resource of the State Association.
- Section 3. The State shall pay a rebate to the affiliated District associations of the member's mailing address at the time the dues are paid. This shall be used to improve educational programs.

ARTICLE V-STATE BOARD OF DIRECTORS

- Section 1. **ORGANIZATION:** This Association shall be administered by a Board of Directors. The members of the Board of Directors shall receive no salaries for their services.
- Section 2. **TERMS OF OFFICE:** All members of the State Board of Directors shall hold office from immediately following the Annual State Fall meeting after their election until the end of the Annual State Fall meeting following their elected term and their successors have been duly elected and qualified.
- Section 3. **DUTIES OF STATE BOARD OF DIRECTOR:** The State Board of Directors shall provide supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes, shall have discretion in the disbursements of its funds, and shall correlate the program of work with that of the National DMA. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.
- Section 4. **STATE BOARD OF DIRECTORS ORGANIZATION:** The State Board shall consist of the elected officers; namely: President, President-Elect, Secretary, Treasurer, the Immediate Past-President, and the President of each affiliated district.
- Section 5. **STATE EXECUTIVE COMMITTEE ORGANIZATION:** The President, President-Elect, Secretary, Treasurer, and Immediate Past-President shall constitute the State Executive Committee within the State Board of Directors.

The State Executive Committee shall exercise the powers of the State Board of Directors to the extent permitted by law, between meetings of the State Board of Directors.

- Section 6. **TERM OF OFFICE FOR OFFICERS:** The President-Elect shall hold office for a term of one year. The President-Elect, at the end of his/her term, shall automatically assume the office of President for a term of one year. The Secretary shall serve (2) years and be eligible for re-election to this office for not more than one additional term. The Treasurer shall be elected on the even numbered years.
- Section 7. **DUTIES OF PRESIDENT:** The President shall be the principal elected officer of the organization, shall preside at meetings of the Association and of the State Board of Directors and of the State Executive Committee, and shall be a member ex-officio, with the right to vote, of all committees except the nominating committee. He/she shall also, at the Annual State meeting of the Association and at such other times as he/she shall deem proper, communicate to the Association or to the State Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the State Board of Directors and is a member of Finance and Budget Committee.
- Section 8. **DUTIES OF THE PRESIDENT-ELECT:** The President-Elect shall serve in the absence of the President, perform his/her duties, in the event of his/her temporary disability or absence from meetings, shall have such other duties as the President or the State Board of Directors may assign and shall have appointed by May 15th all non-elected Standing Committee members to serve during his/her term as President. The President-Elect has the responsibility to provide each committee member with written charges for the coming year for that committee. Objectives and procedures should be in writing and accompany the charges.
- Section 9. **DUTIES OF THE SECRETARY:** The Secretary shall give notice of and attend all meetings of the State Board of Directors and the Association, keep a record of all proceedings, to attest documents, prepare the ballots as stated in ARTICLE IV, SECTION 4; and perform such other duties as are usual, official or as may be duly assigned to him/her.
- Section 10. **DUTIES OF THE TREASURER:** The Treasurer shall keep an account of all monies received and expended for the use of the Association, and shall make disbursements authorized by the Finance Committee and approved by the State Board of Directors. All sums received, he/she shall deposit in the bank or banks or trust company approved by the State Board of Directors, and shall make a report at the Annual State meeting or when called upon by the President. Funds may be drawn only upon signature of the Treasurer or President. The Treasurer shall prepare the books and vouchers in his/her hands shall, and shall at all times be subject to verification and inspection by the State Board of Directors. **HE/SHE SHALL BE** Chairman of the Budget and Finance Committee. The position of the Treasurer shall be bonded or require two signatures. (Signature of the President and Treasurer.)

- Section 11. **DUTIES OF THE IMMEDIATE PAST-PRESIDENT:** The Immediate Past-President shall counsel on all matters pertaining to operation of the Association, and shall accept any responsibility delegated to him/her by the President. He/she shall have the right to vote on the State Board of Directors and is a member of the Budget and Finance Committee.
- Section 12. **ABSENCE FROM STATE BOARD OF DIRECTORS MEETING:** Any member of the State Board of Directors unable to attend a meeting shall so inform the President or Secretary in writing. Should time not permit a letter, then a phone call shall be made. The absence, reason for the absence and notification of absence shall be included in the minutes of the meeting. An absentee member for any State Board of Directors meeting shall not send a substitute to the said meeting. If there are two consecutive absences for a State President, State President-Elect, State Treasurer, or State Secretary, the member will be automatically removed from office and another member will be appointed to finish the term by the State Executive Committee.
- Section 13. **INCOMPETENCE OF A MEMBER OF STATE EXECUTIVE COMMITTEE:** If a member of the State Executive Committee is considered incompetent and in major ways not performing the duties of his/her office, the remainder of the State Executive Committee may meet to discuss the situation and may by a unanimous vote, appoint another member to fulfill the duties of this office for the remainder of the term.

ARTICLE VI-ELECTION

- Section 1. **DUTIES OF THE STATE NOMINATIONG COMMITTEE:** It shall be the responsibility of the State Nominating Committee to formulate the ballot for each annual adopted by the State Board of Directors.
- Section 2. **ORGANIZATION:** The Nominating Committee shall consist of three (3) active members of the association who shall be appointed by the President; one to be designated Chairman. The President shall act as counsel to the Nominating Committee, but shall have no vote.
- Section 3. **NUMBER OF CANDIDATES:** The Nominating Committee shall designate annually at least two (2) active member candidates for each of the offices of President-Elect and, on alternate years, Treasurer or Secretary.
- Section 4. **BALLOT PROCEDURE:** The Nominating Committee must submit a ballot to the Secretary by the fifteenth (15th) day of February. The Secretary shall prepare and mail ballots to eligible voters by April first (1st). The President shall appoint a Tellers Committee of two (2) or more members to count the ballots. Accompanying the ballots shall be instruction procedures to be used and voting information as to when the ballots must be returned to the Chairman of the Tellers Committee in order to be valid and to be counted in the election. The Chairman of the Tellers Committee submits a written ballot count to the President. The President informs the membership and the candidates of the results and gives to the Secretary and Tellers Committee a report to file.

- Section 5. **MAIL VOTE:** The election of State Officers shall be conducted by mail ballots, which shall be mailed to all those eligible to vote no less than thirty (30) days prior to counting the ballots.
- Section 6. **RIGHT TO VOTE IN STATE ELECTIONS:** All members shall be entitled to cast one vote for each of the following officers: President-Elect, Secretary, and Treasurer.
- Section 7. **VACANCIES:** Any vacancy that may occur on the State Board of Directors, or in any office other than the office of President, by reason of death, resignation, or otherwise, may be filled by majority vote of the remaining members of the State Board of Directors for the unexpired term in accordance with procedure adopted by the State Board of Directors. In the event of a vacancy in the office of President, the President-Elect shall assume the office for the remainder of the unexpired term and shall continue as President for one year thereafter.

ARTICLE VII-MEETINGS

- Section 1. **MEMBERSHIP MEETINGS:** There shall be a minimum of two (2) membership meetings per year to transact the business of the Association and provide continuing education. These will be two (2) day meetings which will be held preferably on a Thursday and Friday or can be held on a Friday and Saturday. The State Fall meeting must be scheduled at least thirty (30) days after the close of the National Annual meeting before October 15th each year. The State Spring meeting must be scheduled at least sixty (60) days before the beginning of the National Annual meeting. Special meetings may be called by the Executive Committee or the State Board of Directors. Written or printed notice of the membership meeting, stating place, date, and hour of the meeting, the program content and the registration fee as fixed by the State Board of Directors, shall be sent by the Secretary to each member of DMA not less than fifteen (15) days nor more than thirty (30) days prior to the date of said meeting.
- Section 2. **STATE BOARD OF DIRECTORS:** The State Board of Directors shall hold a meeting after the National Annual meeting and prior to October 15th each year. Other meetings may be held at such time and place as shall be determined by the President. A minimum of two (2) meetings must be held each year.

ARTICLE VIII-QUORUM

The quorum of the Association shall be a majority of the members who have registered as attending the meeting, irrespective of whether some may have departed.

ARTICLE-IX COMMITTEES

- Section 1. **STANDING:** The President, subject to approval of the State Board of Directors, shall from time to time designate such standing committees as may be desirable to effectuate the objectives of the Association.
- Section 2. **STANDING COMMITTEE ORGANIZATION:** Membership of each of the Standing Committees shall be determined by the President-Elect for his/her term of office as President, or by the President for standing committees designated during his/her term of office. The appointer shall instruct each committee as to the function of that committee and within these guidelines each committee shall make its own rules and operating procedures.
- Section 3. **AD-HOC COMMITTEES:** The President shall from time to time designate such Ad-Hoc Committees as may be desirable to effectuate the objective of the Association.
- Section 4. **AD-HOC COMMITTEE ORGANIZATION:** Membership of each of the Ad-Hoc Committees shall be determined by the President. The President shall instruct the Ad-Hoc Committee as to the function of that committee and within these guidelines the committee shall make its own rules and operating procedures.

ARTICLE XI-PROCEDURE

Robert's Rules of Order, "Newly" Revised, shall constitute the parliamentary authority for the conduct of meetings of the members and of the State Board of Directors of this Association when not in conflict with these bylaws.

ARTICLE XII-MAIL VOTE

Voting on any matter, including elections, may be conducted by mail.

ARTICLE XIII-DISSOLUTIONS

- Section 1. **ASSOCIATION:** By majority action of the Executive Committee this Association may be dissolved. In the event of such dissolution, the Executive Committee, after paying or making provision for the payment of all the liabilities of the Association, shall dispose of all its assets exclusively to any organization or organizations which shall at the time qualify as an exempt organization or organizations under Section 501 (C) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue Law as determined by the Executive Committee).
- Section 2. **PROHIBITED ACTIVITIES:** No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, officers, directors, or other private persons, except that the Association shall be authorized and empowered to make payments in the furtherance of the purposes set forth in ARTICLE II thereof. The Association shall at no time take part in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Association shall

engage in no activities which would preclude it from qualifying under Section 501 (C) (6).

ARTICLE XV-AMENDMENTS

Any proposed amendment to these bylaws shall be presented to the membership for a mail vote by majority action of the State Board of Directors. These bylaws may only be amended by the affirmative vote of the majority of the members voting.

ARTICLE XVI-EFFECTIVE DATE

These bylaws, approved by the general membership shall supersede any and all previous existing bylaws or constitution and become effective in all parts as of:

JANUARY 24, 1997

(DATE BYLAW VOTE WAS COUNTED)

(TO BE FILLED IN BY NATIONAL HEADQUARTERS)

**THE MISSOURI DIETARY MANAGERS ASSOCIATION
WAS AFFILIATED WITH THE NATIONAL DMA ON:**

Rev. by: _____ Date: _____ Change _____ No Change _____