

**BYLAWS  
OF  
THE KANSAS DIETETIC ASSOCIATION FOUNDATION**

September 2009 Revision

**Article I. Corporate Status**

**Section 1. Not -for-Profit.** The Foundation shall be registered as a not-for-profit corporation under the General Not-for Profit Act of the State of Kansas and such other laws and regulations as required by any government body. The Foundation shall exist as a tax exempt entity under Section 501 (c) (3) of the Internal Revenue Code.

**Article II. Mission**

**Section 1. Mission.** The Foundation exists as the philanthropic arm of the Kansas Dietetic Association (Association or KDA). The Foundation supports the mission of the Kansas Dietetic Association by providing funds for education and research to benefit the public and dietetic practitioners, supporting scholarships for dietetic students and recognizing dietetic practitioners for their outstanding contributions to the Association and the profession.

**Article III. Members**

The Foundation shall have no members.

**Article IV. Board of Directors**

**Section 1. General Powers.** The affairs of the Foundation shall be managed by, or under the direction of, its Board of Directors.

**Section 2. Number.** The number of directors shall be no fewer than six (6) and up to nine (9).

**Section 3. Composition.** The Board of Directors shall consist of up to five (5) officers who shall be good standing members of the Kansas Dietetic Association (KDA).

The five (5) officers are as follows:

Board President (KDA Past-President)  
Board President-Elect (KDA President)  
Board Treasurer (KDA Treasurer)  
Awards Chair (KDA Awards Chair)  
CD HCF Chair (KDA CD HCF Chair)

All five (5) officers/directors will have voting status on the board.

The Executive Director of KDA shall be an ex-officio member of the Board of Directors and will have *non-voting* status.

Three (3) additional directors may be appointed by the Board to serve as public directors on the Board of Directors and will have *non-voting* status.

**Section 4. Functions.** The Board of Directors shall:

1. Administer the affairs of the Foundation and provide responsible fiscal planning.
2. Act as trustees of the property and resources of the Foundation.
3. Accept on behalf of the Foundation contributions, gifts, bequests, or devices for the general mission of the Foundation.
4. Appoint public directors to assist with carrying out the objectives of the Foundation.
5. Designate committees and authorize any officer or agent as necessary. Approve various committee projects.
6. Develop and implement a program of work consistent with the mission of the Foundation.
7. Provide continuous surveillance over all funds to ensure that the original donor's desires and established criteria are accurately followed and provide an annual review of each fund.

**Section 5. Term of Office.** The term of office shall be as follows:

Board President (KDA Past-President) – one year  
Board President-Elect (KDA President) – one year  
Board Treasurer (KDA Treasurer) – two years  
Awards Chair (KDA Awards Chair) – one year or length of chairmanship  
CD HCF Chair (KDA CD HCF Chair) – one year  
Executive Director of KDA (length of contract)  
Public Directors (two years)

Terms shall commence at the beginning of the Fiscal Year, except in the case of an unexpired term. Upon completion of the Foundation's Board President-elect's term, he/she will automatically serve one additional year to fulfill the role of Board President.

**Section 6. Regular Meetings.** There shall not be less than two (2) regular meetings of the Board of Directors each fiscal year. The time and place shall be set by resolution or by the President. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without additional notice. Meeting by conference call is acceptable; however, at least one face-to-face meeting per fiscal year is preferred.

**Section 7. Special Meetings.** The President or two-thirds or more directors may call a special meeting of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place and time for the meeting. Meeting by conference call is acceptable.

**Section 8. Notice.** Written notice of any special meeting shall be given at least five (5) days previous thereto to each director, except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to each

director 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.

**Section 9. Quorum.** A majority 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, provided that if less than a majority of such number of directors are present at said meeting, a majority of the directors present may adjourn the meeting at any time without further notice.

**Section 10. 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 the act of a greater number is required by statute, these bylaws or the articles of incorporation.

**Section 11. Vacancies.** Vacancies for positions which are elected by the Kansas Dietetic Association members must be filled in accordance with the Association bylaws. These positions include the Association President, President-elect, and Treasurer. Vacancies occurring in appointed positions will be filled by the Foundation President or the Foundation Board as deemed appropriate.

Should the person hired as Executive Director of KDA change, the new person filling that role will assume ex-officio member status on the Foundation Board of Directors.

**Section 12. Resignation and Removal of Directors.** A director may resign at any time upon written notice to the Board of Directors. A director may be removed by the Board whenever, in its judgment, the best interests of the Foundation would be served thereby. Such removal shall be without prejudice.

Any member of any committee may be removed as well by the Board, whenever, in its judgment, the best interests of the Foundation shall be served by such removal.

**Section 13. Compensation.** No director shall receive any payment for services as director, except that a director may be reimbursed for reasonable expenses incurred in connection with his or her service as a director.

**Section 14. Presumption of Assent.** A director of the Foundation who is present at a meeting of the Board of Directors at which action on any Foundation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless: 1) he or she files his or her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof; or 2) forwards such dissent by registered or certified mail to the person acting as secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent shall not apply to directors who voted in favor of such action.

**Section 15. Interested Directors.** A director who is directly or indirectly a party to a transaction with the Foundation shall disclose the material facts of the transaction and his

or her interest in or relationship to such transaction to the Board of Directors and to any committee of the Board considering such transaction prior to any action by the board or such committee to authorize, approve or ratify such transaction. A director is indirectly a party to a transaction if the director has a material financial interest or is an officer, director, or general partner in an entity which is a party to the transaction.

**Section 16. Vote by Mail and/or E-Mail.** In the case that a vote by mail or e-mail is needed for approval of an issue at a time other than a meeting of the Board of Directors, a unanimous vote by all voting members of the Board of Directors is required. If the vote is not unanimous, a conference call will take place to deliberate the issue.

### **Article V. Committees, Task Forces and Advisory Bodies**

**Section 1. KDA Awards Committee.** The Foundation receives recommendations from the KDA Awards Committee regarding deserving recipients of KDA Awards and KDAF Scholarships. The KDA Awards Chairperson is a voting member of the Foundation.

**Section 2. Task Forces.** Task forces may from time to time be appointed by the Board President and be maintained by the Board of Directors as non-board functional groups. Such teams, task forces, and work groups will be assigned activities and projects based on the initiatives of the current Foundation plan of work or operational needs. As needed, each team, task force or work group will receive its charge(s), allocated budget, and projected deadline for completion in writing from the Board President.

- A. Composition: Each task force group will consist of at least two [2] KDA members in good standing. Once the charge is completed, the team, task force or work group will be dissolved.
- B. Functions: Each task force will: conduct appropriate communications, meetings and activities to complete its charge(s). Communications will be maintained with the Board President and designated Board member(s) regarding progress and issues; including oral and written interim and final reports to the Board of Directors as outlined in charge, Standing Rules or Policy and Procedures.
- C. Meetings: Each team, task force or work group may conduct meetings in person, through conference call or through electronic communication media as long as all members have access to the information and/or discussion and an opportunity to vote when applicable.

**Section 3. Advisory Bodies.** Advisory bodies not having and exercising the authority of the Board of Directors in the Foundation may be designated or created by the Board of Directors and shall consist of such persons as the Board of Directors designates. An advisory body may or may not have directors as members. The advisory body may not act on behalf of the Foundation or bind it to any actions, but may make recommendations to the Board of Directors of the Foundation.

## Article VI. Officers

**Section 1. Officers.** The officers of the Foundation shall be Board President, Board President-elect, Board Treasurer, Board Awards Chair, and Board CD-HCF Chair.

**Section 2. Qualifications.** The President of the Board of Directors of the Foundation shall be the Immediate Past President of the Kansas Dietetic Association. (Association). The President–elect of the Board of Directors of the Foundation shall be the current President of the Association. The Board Treasurer shall be the current Treasurer of the Association. The Board Awards Chair shall be the current Awards Chair of the Association. The Board CD-HCF Chair shall be the current CD-HCF Chair of the Association CD-HCF Practice Group.

**Section 3. Board President Functions.** The Board President shall:

1. Serve as chief elected officer of the Foundation
2. Serve as a non-voting member of the Association Board
3. Chair meetings of the Foundation Board of Directors.
4. Serve as a voting member of the Foundation Board of Directors.
5. Perform duties and assume responsibilities as directed by the Board of directors.
6. Appoint public directors to the Board.
7. Appoint task forces as necessary to accomplish Foundation plan of work and serve as an ex-officio member of all committees.
8. Be responsible for maintenance and development of policies and procedures for conducting Foundation business.
9. Ensure that the Bylaws of the Foundation are reviewed and updated as needed annually.
10. Ensure that Bylaws of the Foundation and state/federal laws concerning non-profit corporations are followed.
11. Represent the Foundation in all ceremonies and protocol functions, as appropriate, or designate someone to do so.
12. Ensure that the information on the Association website regarding the Foundation is correct.
13. Serve as Chair of Development and shall:
  - a) report to the Board of Directors on the status of all Foundation contributions, gifts and bequests.
  - b) maintain a liaison with present and potential donors.
  - c) be responsible for sending out thank-you letters to donors.
  - d) be responsible for sending letters to those who have been honored by a contribution to the Foundation in their name.
  - e) be responsible for overseeing and directing all fund raising activities.
  - f) be responsible for maintaining a listing of all contributions; this listing needs to include donor's name, address and other pertinent contact information as obtained from the Board Treasurer.

**Section 4. Board President-elect Functions.** The Board President-elect shall:

1. Serve as the Board President of the Foundation at the end of this term.
2. Support the Board President in leading the Foundation towards its strategic direction.
3. Perform duties and assume responsibilities of the Foundation in the President's absence or if the President is unable to perform the duties and functions of the office.
4. Serve as a voting member of the Board of Directors.
5. Assist the Treasurer in preparing the annual budget for the next fiscal year.
6. Ensure that the financial records of the Foundation are reviewed annually by the Finance Committee with the Association's financial records.
7. Ensure that the financial records of the Foundation are audited in accordance and in association with KDA financial reviews/audits.

**Section 5. Treasurer Functions.** The Treasurer shall:

1. Serve as a voting member of the Board of Directors.
2. Have custody of and be responsible for all funds and securities of the Foundation and shall assure that the collection and disbursement of all monies is properly handled.
3. See that full and accurate financial records are kept in books belonging to the Foundation.
4. See that audits are performed per Association financial policies and procedures.
5. Arrange for annual tax preparation to be done by certified public accountant, per Association financial policies and procedures.
6. Report the financial status of the Foundation to the Board at its regular meetings and annually to the Association membership.
7. Prepare the annual budget for the next fiscal year, with input from Board of Directors and the Association Finance Committee
8. Provide the Board President with a listing of all contributions including donor name, address and other pertinent contact information.

**Section 6. Awards Chair Functions.** The Awards Chair shall:

1. Present to the Foundation Board all names and supporting information of all prospective scholarship and award recipients. The selection of awardees shall be made by the Association Awards Committee per Association policies and procedures. The amount of monies available to be awarded in scholarships will be the decision of the Foundation Board.
2. Work with Board to identify funding sources for scholarships.
3. Be available to serve on special committees or assist with projects if so appointed by Foundation Board President.

**Section 7. CD-HCF Chair Functions.** The CD-HCF Chair shall:

1. Represent the interests of the CD-HCF practice group on the Foundation Board.
2. Be available to serve on special committees or assist with projects if so appointed by the Foundation Board President.

### **Article VII. Other Board Members**

**Section 1. Public Director(s) Functions.** The Public Director(s) shall:

1. Be available to serve on special committees or assist with projects, if so appointed by the Foundation Board President.

**Section 2. Executive Director of KDA Functions.** The Executive Director of KDA shall:

1. Be responsible for having the minutes of all proceedings of each meeting recorded and maintained in a permanent record file.
2. Maintain a file of copies of the corporate records and other pertinent records of the Foundation.
3. Act as Historian of the Foundation.
4. Be responsible for reporting to the Board President donations to the Foundation that have been received, including donor name and address, amount of contribution or gift and any other pertinent information needed for Board President to send out an acknowledgment and/or thank you for the contribution or gift.
5. Deposit donations into the appropriate accounts. The Executive Director will forward deposit documentation to the Treasurer to enter into appropriate financial records.
6. Provide Treasurer with any necessary information needed for preparation of financial reports for Foundation Board meetings and for annual budget preparation.

### **Article VIII. Fiscal Year**

The fiscal year of the Foundation shall be consistent with the Association fiscal year.

### **Article IX. Dissolution**

Upon dissolution of the Foundation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Foundation, shall dispose of all the assets of the Foundation exclusively for the stated purpose of the Foundation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the

corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

#### **Article X. Indemnification and Insurance**

Each person at any time is or shall have been a director, officer, employee or agent of the Foundation or is or shall have been serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Foundation in accordance with and to the full extent permitted by the Act as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise.

If authorized by the Board of Directors, the Foundation may purchase and maintain insurance on behalf of any person to the full extent permitted by the Act as amended from time to time.

#### **Article XI. Amendments**

The affirmative votes of two-thirds of the Board of Directors voting at a meeting at which a quorum is present may alter, amend or repeal these bylaws or adopt new bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given.