

**2007 BYLAWS
for
DMA AFFILIATED STATE ASSOCIATIONS**

OREGON DIETARY MANAGERS ASSOCIATION

February 20, 2007

ARTICLE I - NAME

The name of this organization shall be Oregon Dietary Managers Association, also known as ORDMA

ARTICLE II – PURPOSES

THE PURPOSES 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 advance the skills of managing and/or directing food service operations.

ARTICLE III – MEMBERSHIP

Section 1. MEMBERS OF THIS ASSOCIATION are those members of Dietary Managers Association (DMA) in good standing having mailing addresses within the state of Oregon. Those DMA members in good standing with a mailing address other than Oregon) may still be active participants in the Oregon DMA association, if they choose to be.

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.

ARTICLE IV – FINANCES

Section 1. DUES: Active members shall pay annual dues to National DMA. Members residing within the State of Oregon shall automatically be members of the State Association.

Section 2. REBATES: The National DMA 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 a financial resource for the State Association.

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 salary for their services

Section 2. TERM OF OFFICE: All members of the State Board of Directors shall hold office from immediately following the State Fall Meeting after their election until the end of the State Fall Meeting following their elected term and their successors have been duly elected and qualified.

Section 3. DUTIES OF THE STATE BOARD OF DIRECTORS: The State Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or change therein within the limits of the bylaws, shall actively prosecute its purposes, shall have discretion in the disbursement of its funds, and shall correlate the program of work with that of 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

ARTICLE V – STATE BOARD OF DIRECTORS (cont.)

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 OFFICER FOR OFFICERS: The President, President-elect, Secretary and Treasurer 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 and Treasurer shall be eligible for election to this office for not more than three (3) years.

Section 7. DUTIES OF THE PRESIDENT: The President shall be the principal elective 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 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.

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.

Section 9. DUTIES OF THE SECRETARY: The Secretary shall give notice of and attend all meetings of the State Board of Directors and of the Association, keep a record of all proceedings, attest documents, prepare the ballots as stated in Article VI, Section 4, and perform such other duties as are usual for such 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, Secretary, or President. The Treasurer shall prepare the books for audit at the close of each fiscal year. The funds, books and vouchers in his/her hands shall, at all times, be subject to verification and inspection by the State Board of Directors.

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

Section 12. ABSENCE FROM STATE BOARD OF DIRECTORS MEETING: Any member of the State Board of Directors unable to attend a meeting shall inform the President or Secretary in writing. Should time not permit a letter than a telephone 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 of any State Board of Directors meetings shall not send a substitute to said meeting. If a director is absent from two (2) consecutive meetings for reasons, which the Board has failed to declare to be sufficient, the director's resignation shall be deemed to have been tendered and accepted.

ARTICLE VI – ELECTION

Section 1. DUTIES OF THE STATE NOMINATING COMMITTEE: It shall be the responsibility of the State Nominating Committee to formulate the ballot for each annual election of officers in accordance with polity adopted by the State Board of Directors.

Section 2. ORGANIZATION: The Nominating Committee shall consist of one (1) to 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, Secretary and Treasurer. If two (2) active members are not available, the Nominating Committee shall allow for one (1) active member candidate and a “write-in” candidate.

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 ballots to eligible voters by March 1st. The President shall appoint a Tellers Committee of two (2) or more members to count the ballots. Accompanying the ballots shall be instructions on the 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 report to file.

Section 5. VOTE: The election of state officers shall be conducted by either mail ballots, which shall be mailed to all those eligible to vote no less than thirty (30) days prior to counting the ballots or secret ballot at the state spring meeting. If the election is held at the state spring meeting, absentee members will find a ballot on the ORDMA website.

Section 6. RIGHT TO VOTE IN STATE ELECTION: 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 office of President, by reason of death, resignation, or other wise, may be filled by majority vote of the remaining members of 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 term and shall continue as President for one year thereafter.

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. One meeting shall be in the fall and one shall be held in the spring. Special meetings may be called by the Executive Committee or the State Board of Directors. Written or printed notice of the membership meeting, stating the 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 the Association not less than fifteen (15) days prior to the date of said meeting.

Section 2. STATE BOARD OF DIRECTORS: The Board of Directors must hold a minimum of two (2) meetings each year. Other meetings may be held at such time and place as shall be determined by the President.

ARTICLE VIII – QUORUM

The quorum of the Association shall be a majority of the members who have registered at 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 procedure.

ARTICLE IX – COMMITTEES (cont.)

Section 3. **AD-HOC:** The President shall from time to time designate such as-hoc committees as may be desirable to effectuate the objectives of the Association.

Section 4. **AD-HOC COMMITTEE ORGANIZATION:** The President shall determine Membership of each of the ad-hoc committees. 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 X – AFFILIATED DISTRICT ASSOCIATIONS

Section 1. **MEMBERSHIP REQUIREMENT:** Members of the Association shall be a member of the National Association before they shall be a member of the State Association or District Association.

Section 2. **AFFILIATION REQUIREMENT:** Any district Association of ten (10) or more DMA members may be affiliated upon approval of the State Board of Directors

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 bylaws.

ARTICLE XII – FISCAL YEAR

The fiscal year of this Association shall begin on the first (1st) day of June each year and end on the thirty-first (31st) day of May of the succeeding year.

ARTICLE XIII – MAIL VOTE

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

ARTICLE XIV – 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 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 those 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 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 supercede any and all pre-existing bylaws or constitution and become effective in all parts as of 3-15-2007.

(to be filled in by the National Headquarters)
The Oregon Dietary Managers Association was affiliated with the
National DMA on:

(date)