



**SCHOOL
NUTRITION
ASSOCIATION**

BYLAWS

JULY 2016

The School Nutrition Association's Bylaws were adopted by the Delegate Assembly (formerly named House of Delegates) on July 24, 1993, in Boston, Massachusetts and, subsequently, have been amended as follows:

July 22, 1995, in Anaheim, California;
July 20, 1996, in Houston, Texas;
July 19, 1997, in Orlando, Florida;
July 11, 1998, in New Orleans, Louisiana;
July 25, 1999, in Denver, Colorado;
July 15, 2000, in St. Louis, Missouri;
July 14, 2001, in Nashville, Tennessee;
July 20, 2002, in Minneapolis, Minnesota;
July 19, 2003, in Reno, Nevada;
July 24, 2004, in Indianapolis, Indiana;
July 16, 2005, in Baltimore, Maryland;
July 15, 2006, in Los Angeles, California;
July 14, 2007, in Chicago, Illinois;
July 19, 2008, in Philadelphia, Pennsylvania;
June 28, 2009, in Las Vegas, Nevada;
July 10, 2010, in Dallas, Texas;
July 9, 2011, in Nashville, Tennessee;
July 14, 2012, in Denver, Colorado;
July 13, 2013, in Kansas City, Missouri;
July 12, 2014, in Boston, Massachusetts;
July 11, 2015, in Salt Lake City, Utah
July 9, 2016, in San Antonio, Texas

1 **THE SCHOOL NUTRITION ASSOCIATION, INC.**

2
3 **BYLAWS**

4
5
6 **ARTICLE I - MEMBERSHIP**

7
8 Section 1. Membership Categories

9 There shall be the following categories of membership: school nutrition members,
10 affiliate members and associate members. When chartered affiliates exist, school
11 nutrition, retired and student members shall also be members of the state affiliate. All
12 members shall be eligible to attend the meetings of the delegate assembly as
13 observers.

14
15 A. School nutrition members – School nutrition members shall consist of employees,
16 managers, supervisors/directors and specialists, and educators in eligible fields.

17
18 Eligible fields shall be defined as:

- 19 1. Persons employed at the preschool, school, school district, college, state, or
20 federal levels in a food and nutrition program which serves meals;
21 2. Persons engaged in teaching or administration at the aforementioned levels;
22 3. Persons engaged in teaching present or potential school nutrition personnel;
23 4. Persons engaged in community nutrition programs; OR
24 5. Persons employed by the association or a state affiliate.

25
26 School nutrition members who hold individual memberships and cease to be
27 employed in an eligible field may continue their membership until their renewal date.

28
29 School nutrition members whose dues are currently paid as of November 30 shall be
30 entitled to vote for the election of officers and to vote on any matter submitted to the
31 voting membership, shall be eligible to serve on committees subject to any additional
32 restrictions in these bylaws, and shall be eligible for nomination to national elected
33 office as allowed by these bylaws.

34
35 B. Affiliate members – Affiliate members are members who choose the option of being
36 nonvoting supporter members. Affiliate members may be school nutrition employees
37 working less than four hours per day or retired members. Affiliate members shall not
38 be eligible for nomination to national elective office.

39
40 C. Associate members – Associate member categories shall consist of retired
41 members, students enrolled in post-secondary food, nutrition, health or other food
42 related programs, industry consultants, corporations, international child nutrition
43 individuals and other individuals and nongovernment organizations committed to
44 furthering the goals of the association.

47 Associate retired members whose dues are currently paid as of November 30 shall
48 be entitled to vote for the election of officers and to vote on any matter submitted to
49 the voting membership and shall be eligible to serve on committees subject to any
50 additional restrictions in these bylaws.

51
52 Associate members in the student, international and “other” categories shall be non-
53 voting members, and are not eligible for nomination to national elective office.

54
55 Industry consultant members and the two designated representatives of each
56 corporate member shall be entitled to vote for the election of the industry chair of the
57 industry advisory council.

58
59 D. Ownership – School nutrition memberships may be held by an individual or be
60 school district/organization owned. A person shall not concurrently hold both an
61 individual and school district/organization membership. Individual membership is
62 owned by an individual and is not transferable. School district/organization owned
63 members may reserve the right to change to an individual membership at any time if
64 otherwise eligible. School district/organization owned members may be transferred
65 within the following membership categories: employees, managers, supervisors/
66 directors/specialists, or educators employed in eligible fields.

67
68 E. Dues – Dues shall be established biennially by the board of directors in even-
69 numbered years. Dues may not be increased in a two year period by more than
70 10%, rounded to the next dollar amount.

71
72 Section 2. Membership: Good Standing, Suspension, and Termination

73 A. A member shall be considered to be in good standing when payment of all dues and
74 fees is current.

75
76 B. The board of directors may suspend, revoke or terminate any membership, privilege
77 of membership, or participation in SNA programs or activities for conduct contrary to
78 the purposes of the association or its policies.

79
80 C. All suspension, revocation or termination proceedings shall be conducted in good
81 faith and in a fair, nondiscriminatory and reasonable manner, consistent with
82 applicable law and regulatory requirements for non-profit corporations and the
83 bylaws. The officers and directors shall be entitled to rely on competent expert
84 advice, facts disclosed by investigation, admissions or any other reasonable
85 evidence, but shall not be required to observe particular federal or state rules of
86 evidence or judicial procedures.

87
88 Section 3. Regions

89 The United States shall be divided into regions as follows:

- 90 1. Northeast: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New
91 York, Pennsylvania, Rhode Island, and Vermont.
92 2. Mideast: Delaware, Indiana, Maryland, Michigan, Ohio, District of Columbia, and

- 93 West Virginia.
- 94 3. Southeast: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South
95 Carolina, Tennessee, and Virginia.
- 96 4. Midwest: Illinois, Iowa, Minnesota, Missouri, Nebraska, North Dakota, South
97 Dakota, and Wisconsin.
- 98 5. Southwest: Arkansas, Colorado, Kansas, Louisiana, Oklahoma, and Texas.
- 99 6. Northwest: Alaska, Idaho, Montana, Oregon, Washington, and Wyoming.
- 100 7. West: Arizona, California, Hawaii, Nevada, New Mexico, and Utah.

101 **ARTICLE II – CHARTERED AFFILIATES**

102 **Section 1. Definition**

103 One affiliate from each state, the District of Columbia, the commonwealth of Puerto
104 Rico, and territories administered by the United States, may be chartered by the board.
105 Each chartered affiliate shall be a separate legal entity from the association. Chartered
106 affiliates shall determine the qualifications for members to serve as officers of the
107 chartered affiliates.

108 **Section 2. Purpose**

109 The purpose of a chartered affiliate must be in furtherance of the purpose of the
110 association and shall include, but not be limited to:

- 111 • Advancing and promoting the mission of the national association.
- 112 • Introducing school nutrition professionals to the national association, serving as a
113 source of new members.
- 114 • Serving as a communication portal between the national association and
115 individual members.
- 116 • Providing a pool of future school nutrition leaders for the professional
117 association.
- 118 • Promoting opportunities to focus on current state and national school nutrition
119 issues of importance to individual members.
- 120 • Providing opportunities for the enhancement of professional and personal
121 development of its members.

122 **Section 3. Representation**

123 Each chartered affiliate shall be entitled to representation in the delegate assembly,
124 provided that its articles of incorporation, and/or constitution, and/or bylaws do not
125 conflict with any SNA governing documents, and that it has adopted an annual plan of
126 action consistent with the national plan of action.

127 **ARTICLE III - OFFICERS**

128 **Section 1. Officers**

129 The officers shall be the president, president-elect, vice president, secretary/treasurer
130 and chief executive officer.

131 *Proviso: vice president shall be struck at the close of the 2017 annual national*
132 *conference.*

- 139 A. President
140 The president shall:
141 1. Provide leadership to ensure the strategic direction and values of the association
142 are maintained;
143 2. Represent the association before the public as the official representative of the
144 association;
145 3. Preside over all meetings of the board and the membership;
146 4. Serve and make appointments as required by these bylaws and other governing
147 documents, including serving as ex-officio on all committees and advisory
148 councils except the leadership development committee; and
149 5. Perform other duties incident to the office of president, whether assigned by the
150 board or association governing documents.
151
- 152 B. President-elect
153 The president-elect shall:
154 1. Perform the duties of president in case of temporary absence or temporary
155 inability to serve;
156 2. Preside over the delegate assembly;
157 3. Serve and make appointments as required by these bylaws and other governing
158 documents including recommending for board approval the appointment of
159 incoming members of committees and advisory councils to fill applicable expiring
160 terms; and
161 4. Perform other duties incident to the office of president-elect as assigned by the
162 president, the board or association governing documents.
163
- 164 C. Vice President
165 The vice president shall:
166 1. Perform the duties of the president-elect in the president-elect's temporary
167 absence;
168 2. Serve as required by these bylaws and other association governing documents;
169 and
170 3. Perform other duties incident to the office of vice president as assigned by the
171 president, the board or association governing documents.
172 Proviso: Section C shall be struck at the close of the 2017 annual national
173 conference.
174
- 175 D. Secretary/Treasurer
176 The secretary/treasurer shall:
177 1. Ensure the accurate recording of the minutes of the delegate assembly, the
178 board, the executive committee and the finance committee;
179 2. Serve as chair of the finance committee and the resolutions & bylaws committee;
180 3. Monitor the association funds, investments and securities and give an unaudited
181 financial report annually to the delegate assembly;
182 4. Submit an annual budget to the board; and
183 5. Perform other duties incident to the office of secretary/treasurer as assigned by
184 the president, the board or association governing documents.

- 185 E. Chief Executive Officer
186 The chief executive officer shall:
187 1. Manage the association under the direction of the board;
188 2. Implement policies under the direction of the board;
189 3. Perform other duties incident to the office of chief executive officer, as assigned
190 by the president, the board or association governing documents; and
191 4. Be retained under an employment contract by the board.
192

193 Section 2. Eligibility

- 194 A. All school nutrition member candidates for election as an officer must:
195 1. Be a member in good standing;
196 2. Have an SNA certificate or be SNA credentialed;
197 3. Have demonstrated leadership experience by serving on the executive board or
198 board of directors of a chartered affiliate or by serving on a national committee or
199 task force;
200 4. Be regularly employed (a minimum of 130 days during the year prior 12 months)
201 in an eligible field; and
202 5. Maintain membership at the time of nomination and election. If a change in
203 professional status occurs, an officer may complete the term of office provided
204 one year of the term has been completed.
205
206 B. The vice president shall have a minimum of a bachelor's degree, have the School
207 Nutrition Specialist credential, and shall have served on the SNA board.
208 Proviso: vice president shall be struck and president-elect inserted at the close of
209 the 2017 annual national conference.
210
211 C. The secretary/treasurer shall have working knowledge of finance and budgeting.
212
213 D. An officer may not serve more than one term in each office. Time spent filling a
214 vacancy shall not be counted as a term.
215

216 Section 3. Election and Term of Office

- 217 A. Officers shall be elected by the membership in conjunction with the election of the
218 board of directors. Write-in votes shall not be counted.
219
220 B. The term of office for the president, president-elect, and vice president shall be for
221 one year, beginning and ending upon installation at the annual national conference.
222 The secretary/treasurer shall be elected in even-numbered years to serve a two-year
223 term, beginning and ending upon installation at the annual national conference. If no
224 annual national conference is held, the board shall choose a date that approximates
225 the date of that event.
226 Proviso: vice president shall be struck at the close of the 2017 annual national
227 conference. See Appendix A
228
229 C. An officer may not serve more than one term in each office. Time spent filling a
230 vacancy shall not be counted as a term.

231 Section 4. Succession

232 A. Upon completion of the term of office, the president shall become a past president of
233 the association with all future dues waived for life. All rights and privileges of school
234 nutrition members shall be bestowed upon past presidents.

235
236 B. Upon completion of the term of office, the president-elect shall automatically
237 succeed to the office of the president.

238
239 C. Upon completion of the term of office, the vice president shall automatically succeed
240 to the office of president-elect, except if filling a vacancy.

241 Proviso: Section C shall be struck at the close of the 2017 annual national
242 conference.

243
244 Section 5. Vacancy

245 A. President -- in case of death, resignation or removal of the president, the president-
246 elect shall succeed to the office of president for the remainder of the term, followed
247 by the president-elect's original term had the vacancy not occurred.

248
249 B. Vice President -- In the case of death, resignation or removal of the president-elect,
250 the vice president shall succeed to the office of president-elect for the remainder of
251 the term, followed by the vice president's original term had the vacancy not
252 occurred.

253 Proviso: Section B shall be struck at the close of the 2017 annual national
254 conference.

255
256 C. In the case of death, resignation or removal of any other officer, the board shall fill
257 the vacancy for the remainder of the term, giving first consideration to other
258 candidates who were on the ballot for that office at the time of election. In the event
259 this candidate does not accept the appointment, the board will seek
260 recommendations from the leadership development committee and then vote on the
261 recommendation.

262
263 **ARTICLE IV – BOARD OF DIRECTORS**

264
265 Section 1. Composition

266 The board shall be composed of the president, president-elect, vice president,
267 secretary/treasurer, seven regional directors elected by and from the members in each
268 region, three at large directors, the school nutrition employee/manager section chair,
269 and the chief executive officer, who shall be a nonvoting member. The board of
270 directors may also invite the school nutrition foundation chair or other SNF director
271 selected by the SNF board to serve as a nonvoting member.

272 Proviso: vice president shall be struck at the close of the 2017 annual national
273 conference.

274
275 Section 2. Authority

276 The board shall be responsible for the management of the affairs of SNA. To that end, it

- 277 shall also:
- 278 1. Provide strategic direction for SNA;
 - 279 2. Comply with fiduciary obligations of care, loyalty and obedience;
 - 280 3. Oversee SNA's business and financial affairs;
 - 281 4. Select and appoint the chief executive officer; and
 - 282 5. Perform all duties usually entrusted to officers and directors of the corporation.

283

284 Section 3. Meetings

- 285 A. The board shall meet no fewer than three times a year to direct the business of the
- 286 association. The board shall also meet at the call of the president or upon the
- 287 request of a majority of members of the board. A majority of the members of the
- 288 board then in office shall constitute a quorum.
- 289
- 290 B. Notice of the time and place of meetings of the board of directors shall be mailed
- 291 electronically to the members of the board, unless extraordinary circumstances
- 292 dictate otherwise. Notice of special meetings must also include the purpose for
- 293 which such special meeting is called.
- 294
- 295 C. All meetings of the board of directors may be held by conference telephone or
- 296 similar communications equipment, provided that all persons participating in the
- 297 meeting can hear and speak to each other at the same time. Actions taken at such
- 298 shall be of the same force and effect as at a regular meeting authorized by these or
- 299 bylaws.
- 300
- 301 D. Any action required or permitted to be taken at a meeting of the board of directors
- 302 may be taken without a meeting provided that unanimous consent obtained via
- 303 electronic balloting setting forth the action and signed by each member of the board
- 304 is filed with the minutes of such meeting.

305

306 Section 4. Eligibility

- 307 A. All school nutrition member candidates for election as a director must:
- 308 1. Be a member in good standing;
 - 309 2. Have an SNA certificate or be SNA credentialed, except for a state agency
 - 310 member;
 - 311 3. Have demonstrated leadership experience by serving on the executive board or
 - 312 board of directors of a chartered affiliate or by serving on a national committee
 - 313 or task force;
 - 314 4. Be regularly employed (a minimum of 130 days during the prior 12 months) in an
 - 315 eligible field; and
 - 316 5. Maintain membership at the time of nomination and election. If a change in
 - 317 professional status occurs, a director may complete the term of office provided
 - 318 one year of the term has been completed.
- 319
- 320 B. Regional directors shall hold SNA membership in the region where their principal
- 321 place of employment is located.
- 322

323 C. The school nutrition employee/manager section chair must be a member of his or
324 her respective membership section.

325

326 Section 5. Election and Terms of Office

327 A. SNA directors shall be elected by the membership. Directors shall be elected
328 according to the three year cycle below:

329

330 Election Cycle

331

332 Year A

333 Northeast Regional Director

334 Northwest Regional Director

335 School Nutrition Employee/Manager Section Chair

336 At Large Director

337

338 Year B

339 Southwest Regional Director

340 Mideast Regional Director

341 Midwest Regional Director

342 At Large Director

343

344 Year C

345 West Regional Director

346 Southeast Regional Director

347 At Large Director

348

349 C. A director may not serve more than one term in each office. Time spent filling a
350 vacancy shall not be counted as a term.

351

352 D. The election shall be conducted in a cost effective and efficient way. The board shall
353 determine the methodology, time lines for balloting procedures and notification of
354 candidates. In the event a tie occurs during an election, the tie will be broken by lot.

355

356 Section 6. Vacancies and Removal

357 A. In the case of death, resignation or removal of a director, the board shall fill the
358 vacancy for the remainder of the term, giving first consideration to other candidates
359 who were on the ballot for that office at the time of election. In the event this
360 candidate does not accept the appointment, the board will seek recommendations
361 from the leadership development committee and then vote on the recommendation.

362

363 B. Any member of the board of directors may be removed if found in violation of
364 conditions required for election, a breach of fundamental principles or rules of the
365 association, or failing to work under the framework of the association, in accordance
366 with the following:

367 1. The board, upon receipt of charges, shall investigate the charges, hold a hearing
368 and render a decision. The accused officer or director must be provided with

- 369 advance written notice including the reason for the proposed removal and an
370 opportunity to contest the proposed removal in writing or in person at a meeting
371 of the board.
- 372 2. In the event that a newly elected, but not yet installed director is charged with
373 violating any conditions required for election, a breach of fundamental principles
374 or rules of the association or failing to work under the framework of the
375 association, the board, upon receipt of charges, shall investigate the charges,
376 hold a hearing and then consider whether the violation is cause for
377 disqualification as an officer of the association.
 - 378 3. A three-quarters vote of the board, with the director proposed to be removed not
379 voting, shall be required for removal of an officer or director or disqualification as
380 a candidate. Final written notice of the board's decision shall be sent to the
381 accused officer or director within 48 hours.

382 Section 7. Director Responsibilities

383 A. Regional directors shall:

- 384 1. Serve as liaisons between chartered affiliates in their respective regions and the
385 board;
- 386 2. Communicate with chartered affiliate leaders on a regular basis and provide
387 assistance as needed;
- 388 3. Represent the interests of members in their respective regions;
- 389 4. Attend a meeting of each chartered affiliate within their respective region at least
390 once during the term; and
- 391 5. Perform other duties incident to the office of regional director as assigned by the
392 president, the board or association governing documents.

393 B. At large directors shall:

- 394 1. Perform duties incident to the office of director as assigned by the president, the
395 board or association governing documents; and
- 396 2. Represent SNA as needed and assigned by the president.

397 C. The school nutrition employee/manager section chair shall:

- 398 1. Serve as a liaison between the school nutrition employee/manager section
399 members and the board;
- 400 2. Communicate with the school nutrition employee/manager section members on a
401 regular basis; and
- 402 3. Perform other duties incident to the office as assigned by the president, the
403 board or association governing documents.

404 Section 8. Executive Committee

405 A. Composition

406 The executive committee shall be composed of the following members:

- 407 1. The president, who shall serve as chair;
 - 408 2. The president-elect, vice president and secretary/treasurer;
- 409 Proviso: vice president shall be struck at the close of the 2017 annual national
410 conference.
411
412
413
414

- 415 3. Two directors in the second or third year of their terms and who are not serving
416 on the finance committee, elected by the board of directors; and
417 4. The chief executive officer, who shall serve as a nonvoting member.
418

419 B. Responsibilities

- 420 1. The executive committee shall assist the board in managing SNA on issues that
421 are time sensitive between official board meetings and, in such cases, shall have
422 the authority of the board provided that the executive committee does not alter or
423 act contrary to established board policies. The executive committee shall also
424 carry out tasks referred to it by the board.
425 2. Actions of the executive committee shall be communicated to the board within
426 ten days of the meeting at which the actions were taken.
427

428 C. Meetings

- 429 1. The executive committee shall meet on the call of the president or on the request
430 of any three members of the executive committee. A majority of the members of
431 the executive committee then in office shall constitute a quorum.
432
433 2. Notice of the time and place of meetings of the executive committee shall be
434 mailed electronically to the members of the executive committee, unless
435 extraordinary circumstances dictate otherwise. Notice of special meetings must
436 also include the purpose for which such special meeting is called.
437
438 3. All meetings of the executive committee may be held by conference telephone or
439 similar communications equipment, provided that all persons participating in the
440 meeting can hear and speak to each other at the same time. Actions taken at
441 such shall be of the same force and effect as at a regular meeting authorized by
442 these or bylaws.
443
444 4. Any action required or permitted to be taken at a meeting of the executive
445 committee may be taken without a meeting provided that unanimous consent
446 obtained via electronic balloting setting forth the action and signed by each
447 member of the executive committee is filed with the minutes of such meeting.
448

449 Provisos to Article IV:

450 *(Provisos are deleted as they expire. See Appendix A)*

- 451
452 1. *The current Southwest Regional Director will serve an additional year in 2016-17,*
453 *and thereafter directors elected for those positions shall serve a three year term.*
454
455 2. *Candidates elected for terms beginning at the close of the annual national*
456 *conference in 2016 shall serve the full terms to which they were elected, except*
457 *that:*
458 *a. The NE Regional Director, the NW Regional Director, and the School Nutrition*
459 *Employee/Manager Section Chair shall serve a three year term.*
460

- 461 3. *For terms beginning at the close of the 2017 annual national conference:*
462 *a. The Mideast Regional Director and the Midwest Regional Director shall be*
463 *elected for three year terms.*
464 *b. The Professional Development Chair, Public Policy and Legislation Chair,*
465 *Nutrition and Research Chair, and Industry Representative shall no longer be*
466 *positions on the board of directors after ANC 2017.*
467

468 **ARTICLE V –DELEGATE ASSEMBLY**

469
470 **Section 1. Composition**

- 471 A. The delegate assembly shall be composed of delegates representing chartered
472 affiliates, the board of directors, the leadership development committee chair, three
473 past national presidents, and the chief executive officer serving as a nonvoting ex-
474 officio member. Delegates must be school nutrition members or associate retired
475 members. Each delegate shall be entitled to one vote.
476
477 B. Each chartered affiliate shall be entitled to elect or appoint a delegate to the
478 delegate assembly for a term commencing August 1 and ending July 31, provided
479 the requirements of the chartered affiliate are met. Chartered affiliates may also
480 designate alternate delegates. The past presidents advisory council shall select
481 three national past presidents to serve as delegates.
482
483 C. Official national membership data as of May 31 shall be used to determine delegate
484 representation for each state affiliate. Only eligible delegates shall be seated on the
485 floor of the delegate assembly. The number of voting delegates for each state
486 affiliate shall be calculated on the following basis:
487 1. All states, regardless of membership, shall have two delegates.
488 2. Each state shall have one additional delegate for each 600 members, or a major
489 fraction thereof, in excess of 1,200 members. Only members eligible to vote in
490 the school nutrition and associate retired membership classes shall be counted
491 for purposes of this calculation.
492

493 **Section 2. Responsibilities**

- 494 A. The delegate assembly shall be a deliberative body that identifies issues, trends and
495 areas of concern for the board of directors, and shall respond to requests for input
496 from the president throughout the year on an as-needed basis. There shall be a
497 meeting of the delegate assembly held at the annual national conference, called by
498 the president-elect. Delegates shall provide local, state and regional insight and
499 perceptions about child nutrition issues, the profession and SNA through the use of
500 mega discussions, deliberation and debate. The delegate assembly may put forward
501 recommendations, resolutions and amendments to the articles of incorporation,
502 bylaws, and standing rules. One-third of the voting delegates shall constitute a
503 quorum.
504
505 B The delegate assembly shall:
506 1. Adopt and amend the bylaws and articles of incorporation.

- 507 2. Debate and review resolutions and position statements regarding child nutrition,
508 the profession and organization.
509 3. Act as a liaison and communicate actions/activities including the strategic plan
510 and the annual plan of action to its state affiliate constituencies.
511 4. Provide input to the board of directors and strategic planning committee on
512 mission, vision, values and goals.
513

514 Section 3. Resolutions and Position Statements

- 515 A. Resolutions -- Resolutions to be considered by the delegate assembly at the annual
516 national conference shall be submitted to the chair of the resolutions and bylaws
517 committee in writing postmarked no later than May 1. A written resolution may also
518 be submitted from the floor of the delegate assembly by a two-thirds vote.
519
520 B. Position Statements – Position statements and background papers to be considered
521 by the delegate assembly must be submitted to the chair of the resolutions and
522 bylaws committee in writing postmarked no later than May 1.
523
524 C. Copies of the proposed resolutions, background papers and position statements
525 shall be mailed to all members of the delegate assembly at least thirty days prior to
526 the annual national conference.
527

528 **ARTICLE VI – SECTIONS**

529
530 The association shall have program sections identified by the special type of food
531 and/or nutrition activities in which members are engaged. Sections are: school nutrition
532 employees/managers, state agency, district directors/supervisors and specialists, major
533 city directors/supervisors and specialists, and college personnel. Major cities shall be
534 those having a population of 200,000 or more or a school population of 40,000 or more
535 in all sponsored programs.
536

- 537 A. Appointment -- The membership section chairs shall be appointed by the president-
538 elect and approved by the board of directors for two year staggered terms, except
539 that the school nutrition employee/managers section chair shall be elected by the
540 members of that section.
541
542 B. Responsibilities -- The membership section chairs will provide input, as needed,
543 regarding program activities and member needs.
544

545 **ARTICLE VII – COMMITTEES AND ADVISORY COUNCILS**

546
547 Section 1. Standing Committees

- 548 A. There shall be the following standing committees:
549 Finance
550 Leadership Development
551 Resolutions and Bylaws
552

- 553 B. There shall be the following advisory councils:
554 Industry
555 Past Presidents
556 State Agency
557
- 558 C. The board shall report annually to the delegate assembly on the strategic
559 committees required to implement the annual plan of work based on the strategic
560 plan.
561
- 562 D. Only school nutrition members may serve as chair of a standing or strategic
563 committee or advisory council, except for the industry advisory council. School
564 nutrition members, associate retired members and industry members are eligible for
565 appointment to standing or strategic committees or advisory councils. Only school
566 nutrition members are required to have an SNA certificate or be SNA credentialed;
567 state agency representatives are exempt.
568
- 569 E. No member shall serve on more than one standing committee at the same time, with
570 the exception of the Secretary-Treasurer, who shall chair the Finance Committee
571 and the Resolutions and Bylaws Committee.
572

573 Section 2. Finance Committee

- 574 A. Composition – The finance committee shall be composed of the secretary/treasurer
575 serving as chair, the president-elect, vice president; and two directors in the second
576 or third year of their terms as directors who are not serving on the executive
577 committee, elected by the board of directors. The chief executive officer shall be a
578 nonvoting member. A majority of the members shall constitute a quorum.
579 Proviso: vice president shall be struck at the close of the 2017 annual national
580 conference.
581
- 582 B. Responsibilities – The finance committee shall:
583 1. Review and approve the proposed annual budget to be brought forth to the board
584 for approval;
585 2. Review the financial status of the association throughout the year;
586 3. Review and update SNA's investment policy for board approval;
587 4. Review SNA's long and short-term investments on a regular basis; and
588 5. Review and approve all new non-budgeted financial requests to be brought forth
589 to the board for approval.
590

591 Section 3. Leadership Development Committee

- 592 A. The leadership development committee shall be composed of eleven members:
593 seven elected regional members elected by and from the SNA regions, two at large
594 members appointed by the president-elect and approved by the board, and the two
595 most recent past presidents serving as nonvoting ex-officio members. The second
596 most recent past president shall serve as chair. The regional and the at large
597 members shall serve two year staggered terms.
598

- 599 B. The leadership development committee shall identify and recruit eligible candidates
600 based on their leadership competencies and diversity.
601
- 602 C. If there is no eligible candidate for election to a region position on the leadership
603 development committee by March 1, the position shall be converted to an at large
604 position for that term and the president-elect shall make the appointment with the
605 approval of the board.
606
- 607 D. Members of the leadership development committee shall:
608 1. Be a member in good standing;
609 2. Have an SNA certificate or be SNA credentialed, except for a state agency
610 member;
611 3. Have demonstrated leadership experience by serving on the board of directors of
612 SNA or by serving on a national committee or task force;
613 4. Be regularly employed (a minimum of 130 days during the prior 12 months) in an
614 eligible field; and
615 5. Maintain membership at the time of nomination and election. If a change in
616 professional status occurs they shall complete their term of office provided one
617 year of their term has been completed.
618

619 Section 4. Resolutions and Bylaws Committee

- 620 A. The resolutions and bylaws committee shall be composed of seven regional
621 members, one industry member, and the secretary/treasurer who shall chair the
622 committee. The regional members and the industry member shall be appointed by
623 the president-elect and approved by the board for two year staggered terms. If there
624 is no eligible candidate for a region position on the resolutions and bylaws
625 committee by August 1, the position shall be converted to an at large position for that
626 term and the president-elect shall make the appointment with the approval of the
627 board.
628
- 629 B. The committee shall present resolutions and proposed bylaws amendments to the
630 delegate assembly, and provide recommendations to the board and the
631 membership.
632
- 633 C. The resolutions and bylaws committee shall be responsible for reviewing the
634 governance documents of the association and ensuring that they are maintained and
635 up to date, and shall approve the final draft of the bylaws following amendment.
636

637 **ARTICLE VIII – CERTIFICATE AND CREDENTIALING GOVERNING COUNCIL**
638

639 There shall be a certificate and credentialing governing council, which shall be
640 autonomous and shall develop eligibility standards, rules for the development,
641 administration, and scoring of the assessment instruments and operation processes for
642 the certificate and credentialing programs. The certificate and credentialing governing
643 council shall not be responsible for accreditation of individual education or training
644 programs or courses of study.

645 **ARTICLE IX – INTERNATIONAL AFFILIATES**

646
647 International associations dedicated to feeding school children may apply to become
648 international affiliates of SNA in their respective nations so long as these affiliates
649 operate in a spirit consistent with these bylaws with regard to classes of membership
650 and eligible fields.

651
652 In order to be a recognized international affiliate, the group must be reviewed and
653 approved by the SNA board of directors. International affiliates will adopt additional
654 bylaws and procedures appropriate to their own circumstances. An international
655 affiliates council will be established to strengthen the bond between the international
656 affiliates and SNA.

657
658 Members of the international affiliates shall not be entitled to vote in SNA’s annual
659 election, but may access member services through SNA’s web site and receive the
660 discounted SNA member rate on meeting registration fees and SNA products.

661 **ARTICLE X – PARLIAMENTARY AUTHORITY**

662
663 The eleventh (11th) edition of *Robert’s Rules of Order Newly Revised* shall govern this
664 association in all cases to which they are applicable and in which they are not
665 inconsistent with these bylaws and any special rules the association may adopt.
666

667 **ARTICLE XI - AMENDMENT**

- 668
669
670 A. Submission -- amendments to these bylaws shall be proposed in writing no later
671 than March 1 by an official request of a state affiliate or a written petition signed by
672 100 members, or by April 1 from an association committee, advisory council, or the
673 board of directors.
674
675 B Bylaws may only be amended in even numbered years unless proposed by a two-
676 thirds vote of the board of directors.
677
678 C. Amendments to these bylaws shall be adopted by a two thirds vote at the annual
679 meeting of the delegate assembly, provided that copies of the proposed
680 amendments have been mailed to all members of the delegate assembly at least
681 thirty days prior to the annual national conference.

SNA Board of Directors Transition Provisos

Appendix A

	<u>Term start 2016</u>	<u>Term Start 2017</u>	<u>Term Start 2018</u>	<u>Term Start 2019</u>	<u>Term Start 2020</u>	<u>Term Start 2021</u>
President	Becky Domokos-Bays	Lynn Harvey	2016 VP Nominee	2018 PE Nominee	2019 PE Nominee	2020 PE Nominee
President-elect	Lynn Harvey	2016 VP Nominee	2018 PE Nominee	2019 PE Nominee	2020 PE Nominee	2021 PE Nominee
Vice President	2016 VP Nominee	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX
Secretary/Treas	2016 ST Nominee	2016 ST Nominee	2018 ST Nominee	2018 ST Nominee	2020 ST Nominee	2020 ST Nominee

	<u>Year A</u>	<u>Year B</u>	<u>Year C</u>	<u>Year A</u>	<u>Year B</u>	<u>Year C</u>
NE Regional	2016 NE Regional	2016 NE Regional	2016 NE Regional	2019 NE Regional	2019 NE Regional	2019 NE Regional
NW Regional	2016 NW Regional	2016 NW Regional	2016 NW Regional	2019 NW Regional	2019 NW Regional	2019 NW Regional
SW Regional	SW Regional	2017 SW Regional	2017 SW Regional	2017 SW Regional	2020 SW Regional	2020 SW Regional
SN Emp/Mgr	2016 SN Emp/Mgr	2016 SN Emp/Mgr	2016 SN Emp/Mgr	2019 SN Emp/Mgr	2019 SN Emp/Mgr	2019 SN Emp/Mgr
State Agency	2016 AL Director 3	2017 AL Director 3	2017 AL Director 3	2017 AL Director 3	2020 AL Director 3	2020 AL Director 3
Mbr Svce Chair	2016 AL Director 1	2016 AL Director 1	2016 AL Director 1	2019 AL Director 1	2019 AL Director 1	2019 AL Director 1
Nutrition Chair	2016 AL Director 2	2016 AL Director 2	2018 AL Director 2	2018 AL Director 2	2018 AL Director 2	2021 AL Director 2
ME Regional	ME Regional	2017 ME Regional	2017 ME Regional	2017 ME Regional	2020 ME Regional	2020 ME Regional
MW Regional	MW Regional	2017 MW Regional	2017 MW Regional	2017 MW Regional	2020 MW Regional	2020 MW Regional
SE Regional	SE Regional	SE Regional	2018 SE Regional	2018 SE Regional	2018 SE Regional	2021 SE Regional
West Regional	West Regional	West Regional	2018 West Regional	2018 West Regional	2018 West Regional	2021 West Regional
Education Chair	Education Chair	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX
PP&L Chair	PP&L Chair	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX
Research Chair	Research Chair	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX
Industry Rep	Industry Rep	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXX

This amendment shall take effect according to the following schedule:

1. The current Southwest Regional Director will serve an additional year in 2016-17, and thereafter directors elected for those positions shall serve a three year term.
2. Candidates elected for terms beginning at the close of the Annual National Conference in 2016 shall serve the full terms to which they were elected, except that:
 - a. The NE Regional Director, the NW Regional Director, and the School Nutrition Employee/Manager Section Chair shall serve a three year term.
5. For terms beginning at the close of the Annual National Conference in 2017:
 - a. The Mideast Regional Director and the Midwest Regional Director shall be elected for three year terms.
 - b. The Professional Development and Chair, Public Policy and Legislation Chair, Nutrition and Research Chair, and Industry Representative shall no longer be positions on the board of directors after ANC 2017.



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**120 Waterfront Street, Suite 300
National Harbor, Maryland 20745
Phone: 301-686-3100
Toll Free: 800-877-8822
Fax: 301-686-3115
www.schoolnutrition.org**