



**SCHOOL  
NUTRITION  
ASSOCIATION**

# **BYLAWS**

**JULY 2017**

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 and/or updated 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

\*July 8, 2017, in Atlanta, Georgia; However, bylaws were updated per provisos approved at 2016 Delegate Assembly Meeting

\*No amendments brought forth as per Article XI. B. Bylaws may only be amended in even numbered years unless proposed by a two-thirds vote of the board of directors. Bylaws were updated, however, per provisos approved at 2016 Delegate Assembly Meeting.

1 **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, secretary/treasurer and chief  
130 executive officer.

#### 131 **A. President**

132 The president shall:

- 139 1. Provide leadership to ensure the strategic direction and values of the association  
140 are maintained;  
141 2. Represent the association before the public as the official representative of the  
142 association;  
143 3. Preside over all meetings of the board and the membership;  
144 4. Serve and make appointments as required by these bylaws and other governing  
145 documents, including serving as ex-officio on all committees and advisory  
146 councils except the leadership development committee; and  
147 5. Perform other duties incident to the office of president, whether assigned by the  
148 board or association governing documents.  
149

150 B. President-elect

151 The president-elect shall:

- 152 1. Perform the duties of president in case of temporary absence or temporary  
153 inability to serve;  
154 2. Preside over the delegate assembly;  
155 3. Serve and make appointments as required by these bylaws and other governing  
156 documents including recommending for board approval the appointment of  
157 incoming members of committees and advisory councils to fill applicable expiring  
158 terms; and  
159 4. Perform other duties incident to the office of president-elect as assigned by the  
160 president, the board or association governing documents.  
161

162 C. Secretary/Treasurer

163 The secretary/treasurer shall:

- 164 1. Ensure the accurate recording of the minutes of the delegate assembly, the  
165 board, the executive committee and the finance committee;  
166 2. Serve as chair of the finance committee and the resolutions & bylaws committee;  
167 3. Monitor the association funds, investments and securities and give an unaudited  
168 financial report annually to the delegate assembly;  
169 4. Submit an annual budget to the board; and  
170 5. Perform other duties incident to the office of secretary/treasurer as assigned by  
171 the president, the board or association governing documents.  
172

173 D. Chief Executive Officer

174 The chief executive officer shall:

- 175 1. Manage the association under the direction of the board;  
176 2. Implement policies under the direction of the board;  
177 3. Perform other duties incident to the office of chief executive officer, as assigned  
178 by the president, the board or association governing documents; and  
179 4. Be retained under an employment contract by the board.  
180

181 Section 2. Eligibility

182 A. All school nutrition member candidates for election as an officer must:

- 183 1. Be a member in good standing;  
184 2. Have an SNA certificate or be SNA credentialed;

- 185 3. Have demonstrated leadership experience by serving on the executive board or  
186 board of directors of a chartered affiliate or by serving on a national committee or  
187 task force;  
188 4. Be regularly employed (a minimum of 130 days during the prior 12 months) in an  
189 eligible field; and  
190 5. Maintain membership at the time of nomination and election. If a change in  
191 professional status occurs, an officer may complete the term of office provided  
192 one year of the term has been completed.

193  
194 B. The president-elect shall have a minimum of a bachelor's degree, have the School  
195 Nutrition Specialist credential, and shall have served on the SNA board.

196  
197 C. The secretary/treasurer shall have working knowledge of finance and budgeting.

198  
199 D. An officer may not serve more than one term in each office. Time spent filling a  
200 vacancy shall not be counted as a term.

201  
202 Section 3. Election and Term of Office

203 A. Officers shall be elected by the membership in conjunction with the election of the  
204 board of directors. Write-in votes shall not be counted.

205  
206 B. The term of office for the president and president-elect shall be for one year,  
207 beginning and ending upon installation at the annual national conference. The  
208 secretary/treasurer shall be elected in even-numbered years to serve a two-year  
209 term, beginning and ending upon installation at the annual national conference. If no  
210 annual national conference is held, the board shall choose a date that approximates  
211 the date of that event.

212  
213 C. 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 4. Succession

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

220  
221 B. Upon completion of the term of office, the president-elect shall automatically  
222 succeed to the office of the president.

223  
224 Section 5. Vacancy

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

228  
229 B. In the case of death, resignation or removal of any other officer, the board shall fill  
230 the vacancy for the remainder of the term, giving first consideration to other

231 candidates who were on the ballot for that office at the time of election. In the event  
232 this candidate does not accept the appointment, the board will seek  
233 recommendations from the leadership development committee and then vote on the  
234 recommendation.

## 235 **ARTICLE IV – BOARD OF DIRECTORS**

### 236 Section 1. Composition

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

### 243 Section 2. Authority

244 The board shall be responsible for the management of the affairs of SNA. To that end, it  
245 shall also:

- 246 1. Provide strategic direction for SNA;
- 247 2. Comply with fiduciary obligations of care, loyalty and obedience;
- 248 3. Oversee SNA's business and financial affairs;
- 249 4. Select and appoint the chief executive officer; and
- 250 5. Perform all duties usually entrusted to officers and directors of the corporation.

### 251 Section 3. Meetings

- 252 A. The board shall meet no fewer than three times a year to direct the business of the  
253 association. The board shall also meet at the call of the president or upon the  
254 request of a majority of members of the board. A majority of the members of the  
255 board then in office shall constitute a quorum.
- 256 B. Notice of the time and place of meetings of the board of directors shall be mailed  
257 electronically to the members of the board, unless extraordinary circumstances  
258 dictate otherwise. Notice of special meetings must also include the purpose for  
259 which such special meeting is called.
- 260 C. All meetings of the board of directors may be held by conference telephone or  
261 similar communications equipment, provided that all persons participating in the  
262 meeting can hear and speak to each other at the same time. Actions taken at such  
263 shall be of the same force and effect as at a regular meeting authorized by these or  
264 bylaws.
- 265 D. Any action required or permitted to be taken at a meeting of the board of directors  
266 may be taken without a meeting provided that unanimous consent obtained via  
267 electronic balloting setting forth the action and signed by each member of the board  
268 is filed with the minutes of such meeting.



277 Section 4. Eligibility

- 278 A. All school nutrition member candidates for election as a director must:
- 279 1. Be a member in good standing;
- 280 2. Have an SNA certificate or be SNA credentialed, except for a state agency
- 281 member;
- 282 3. Have demonstrated leadership experience by serving on the executive board or
- 283 board of directors of a chartered affiliate or by serving on a national committee
- 284 or task force;
- 285 4. Be regularly employed (a minimum of 130 days during the prior 12 months) in an
- 286 eligible field; and
- 287 5. Maintain membership at the time of nomination and election. If a change in
- 288 professional status occurs, a director may complete the term of office provided
- 289 one year of the term has been completed.
- 290
- 291 B. Regional directors shall hold SNA membership in the region where their principal
- 292 place of employment is located.
- 293
- 294 C. The school nutrition employee/manager section chair must be a member of his or
- 295 her respective membership section.
- 296

297 Section 5. Election and Terms of Office

- 298 A. SNA directors shall be elected by the membership. Directors shall be elected
- 299 according to the three-year cycle below:
- 300

301 Election Cycle

302

303 Year A

- 304 Northeast Regional Director
- 305 Northwest Regional Director
- 306 School Nutrition Employee/Manager Section Chair
- 307 At Large Director
- 308

309 Year B

- 310 Southwest Regional Director
- 311 Mideast Regional Director
- 312 Midwest Regional Director
- 313 At Large Director
- 314

315 Year C

- 316 West Regional Director
- 317 Southeast Regional Director
- 318 At Large Director
- 319

- 320 C. A director may not serve more than one term in each office. Time spent filling a
- 321 vacancy shall not be counted as a term.
- 322

323 D. The election shall be conducted in a cost effective and efficient way. The board shall  
324 determine the methodology, time lines for balloting procedures and notification of  
325 candidates. In the event a tie occurs during an election, the tie will be broken by lot.  
326

327 Section 6. Vacancies and Removal

328 A. In the case of death, resignation or removal of a director, the board shall fill the  
329 vacancy for the remainder of the term, giving first consideration to other candidates  
330 who were on the ballot for that office at the time of election. In the event this  
331 candidate does not accept the appointment, the board will seek recommendations  
332 from the leadership development committee and then vote on the recommendation.  
333

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

338 1. The board, upon receipt of charges, shall investigate the charges, hold a hearing  
339 and render a decision. The accused officer or director must be provided with  
340 advance written notice including the reason for the proposed removal and an  
341 opportunity to contest the proposed removal in writing or in person at a meeting  
342 of the board.

343 2. In the event that a newly elected, but not yet installed director is charged with  
344 violating any conditions required for election, a breach of fundamental principles  
345 or rules of the association or failing to work under the framework of the  
346 association, the board, upon receipt of charges, shall investigate the charges,  
347 hold a hearing and then consider whether the violation is cause for  
348 disqualification as an officer of the association.

349 3. A three-quarters vote of the board, with the director proposed to be removed not  
350 voting, shall be required for removal of an officer or director or disqualification as  
351 a candidate. Final written notice of the board's decision shall be sent to the  
352 accused officer or director within 48 hours.  
353

354 Section 7. Director Responsibilities

355 A. Regional directors shall:

356 1. Serve as liaisons between chartered affiliates in their respective regions and the  
357 board;

358 2. Communicate with chartered affiliate leaders on a regular basis and provide  
359 assistance as needed;

360 3. Represent the interests of members in their respective regions;

361 4. Attend a meeting of each chartered affiliate within their respective region at least  
362 once during the term; and

363 5. Perform other duties incident to the office of regional director as assigned by the  
364 president, the board or association governing documents.  
365

366 B. At large directors shall:

367 1. Perform duties incident to the office of director as assigned by the president, the  
368 board or association governing documents; and

- 369 2. Represent SNA as needed and assigned by the president.  
370  
371 C. The school nutrition employee/manager section chair shall:  
372 1. Serve as a liaison between the school nutrition employee/manager section  
373 members and the board;  
374 2. Communicate with the school nutrition employee/manager section members on a  
375 regular basis; and  
376 3. Perform other duties incident to the office as assigned by the president, the  
377 board or association governing documents.  
378

379 Section 8. Executive Committee

380 A. Composition

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

- 382 1. The president, who shall serve as chair;  
383 2. The president-elect and secretary/treasurer;  
384 3. Two directors in the second or third year of their terms and who are not serving  
385 on the finance committee, elected by the board of directors; and  
386 4. The chief executive officer, who shall serve as a nonvoting member.  
387

388 B. Responsibilities

- 389 1. The executive committee shall assist the board in managing SNA on issues that  
390 are time sensitive between official board meetings and, in such cases, shall have  
391 the authority of the board provided that the executive committee does not alter or  
392 act contrary to established board policies. The executive committee shall also  
393 carry out tasks referred to it by the board.  
394 2. Actions of the executive committee shall be communicated to the board within  
395 ten days of the meeting at which the actions were taken.  
396

397 C. Meetings

- 398 1. The executive committee shall meet on the call of the president or on the request  
399 of any three members of the executive committee. A majority of the members of  
400 the executive committee then in office shall constitute a quorum.  
401  
402 2. Notice of the time and place of meetings of the executive committee shall be  
403 mailed electronically to the members of the executive committee, unless  
404 extraordinary circumstances dictate otherwise. Notice of special meetings must  
405 also include the purpose for which such special meeting is called.  
406  
407 3. All meetings of the executive committee may be held by conference telephone or  
408 similar communications equipment, provided that all persons participating in the  
409 meeting can hear and speak to each other at the same time. Actions taken at  
410 such shall be of the same force and effect as at a regular meeting authorized by  
411 these or bylaws.  
412  
413 4. Any action required or permitted to be taken at a meeting of the executive  
414 committee may be taken without a meeting provided that unanimous consent

415 obtained via electronic balloting setting forth the action and signed by each  
416 member of the executive committee is filed with the minutes of such meeting.

417

418 Provisos to Article IV:

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

420

421 1. *Candidates elected for terms beginning at the close of the annual national*  
422 *conference in 2016 shall serve the full terms to which they were elected, except*  
423 *that:*

424 a. *The NE Regional Director, the NW Regional Director, and the School Nutrition*  
425 *Employee/Manager Section Chair shall serve a three year term.*

426

427 **ARTICLE V –DELEGATE ASSEMBLY**

428

429 Section 1. Composition

430 A. The delegate assembly shall be composed of delegates representing chartered  
431 affiliates, the board of directors, the leadership development committee chair, three  
432 past national presidents, and the chief executive officer serving as a nonvoting ex-  
433 officio member. Delegates must be school nutrition members or associate retired  
434 members. Each delegate shall be entitled to one vote.

435

436 B. Each chartered affiliate shall be entitled to elect or appoint a delegate to the  
437 delegate assembly for a term commencing August 1 and ending July 31, provided  
438 the requirements of the chartered affiliate are met. Chartered affiliates may also  
439 designate alternate delegates. The past presidents advisory council shall select  
440 three national past presidents to serve as delegates.

441

442 C. Official national membership data as of May 31 shall be used to determine delegate  
443 representation for each state affiliate. Only eligible delegates shall be seated on the  
444 floor of the delegate assembly. The number of voting delegates for each state  
445 affiliate shall be calculated on the following basis:

446

- 447 1. All states, regardless of membership, shall have two delegates.
- 448 2. Each state shall have one additional delegate for each 600 members, or a major  
449 fraction thereof, in excess of 1,200 members. Only members eligible to vote in  
450 the school nutrition and associate retired membership classes shall be counted  
451 for purposes of this calculation.

451

452 Section 2. Responsibilities

453 A. The delegate assembly shall be a deliberative body that identifies issues, trends and  
454 areas of concern for the board of directors, and shall respond to requests for input  
455 from the president throughout the year on an as-needed basis. There shall be a  
456 meeting of the delegate assembly held at the annual national conference, called by  
457 the president-elect. Delegates shall provide local, state and regional insight and  
458 perceptions about child nutrition issues, the profession and SNA through the use of  
459 mega discussions, deliberation and debate. The delegate assembly may put forward  
460 recommendations, resolutions and amendments to the articles of incorporation,

461 bylaws, and standing rules. One-third of the voting delegates shall constitute a  
462 quorum.

- 463  
464 B The delegate assembly shall:
- 465 1. Adopt and amend the bylaws and articles of incorporation.
  - 466 2. Debate and review resolutions and position statements regarding child nutrition,  
467 the profession and organization.
  - 468 3. Act as a liaison and communicate actions/activities including the strategic plan  
469 and the annual plan of action to its state affiliate constituencies.
  - 470 4. Provide input to the board of directors and strategic planning committee on  
471 mission, vision, values and goals.

472  
473 Section 3. Resolutions and Position Statements

- 474 A. Resolutions – Resolutions to be considered by the delegate assembly at the annual  
475 national conference shall be submitted to the chair of the resolutions and bylaws  
476 committee in writing postmarked no later than May 1. A written resolution may also  
477 be submitted from the floor of the delegate assembly by a two-thirds vote.  
478
- 479 B. Position Statements – Position statements and background papers to be considered  
480 by the delegate assembly must be submitted to the chair of the resolutions and  
481 bylaws committee in writing postmarked no later than May 1.  
482
- 483 C. Copies of the proposed resolutions, background papers and position statements  
484 shall be mailed to all members of the delegate assembly at least thirty days prior to  
485 the annual national conference.  
486

487 **ARTICLE VI – SECTIONS**

488  
489 The association shall have program sections identified by the special type of food  
490 and/or nutrition activities in which members are engaged. Sections are: school nutrition  
491 employees/managers, state agency, district directors/supervisors and specialists, major  
492 city directors/supervisors and specialists, and college personnel. Major cities shall be  
493 those having a population of 200,000 or more or a school population of 40,000 or more  
494 in all sponsored programs.  
495

- 496 A. Appointment – The membership section chairs shall be appointed by the president-  
497 elect and approved by the board of directors for two year staggered terms, except  
498 that the school nutrition employee/managers section chair shall be elected by the  
499 members of that section.  
500
- 501 B. Responsibilities – The membership section chairs will provide input, as needed,  
502 regarding program activities and member needs.  
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507 **ARTICLE VII – COMMITTEES AND ADVISORY COUNCILS**

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Section 1. Standing Committees

- A. There shall be the following standing committees:
  - Finance
  - Leadership Development
  - Resolutions and Bylaws
- B. There shall be the following advisory councils:
  - Industry
  - Past Presidents
  - State Agency
- C. The board shall report annually to the delegate assembly on the strategic committees required to implement the annual plan of work based on the strategic plan.
- D. Only school nutrition members may serve as chair of a standing or strategic committee or advisory council, except for the industry advisory council. School nutrition members, associate retired members and industry members are eligible for appointment to standing or strategic committees or advisory councils. Only school nutrition members are required to have an SNA certificate or be SNA credentialed; state agency representatives are exempt.
- E. No member shall serve on more than one standing committee at the same time, with the exception of the Secretary-Treasurer, who shall chair the Finance Committee and the Resolutions and Bylaws Committee.

Section 2. Finance Committee

- A. Composition – The finance committee shall be composed of the secretary/treasurer serving as chair, the president-elect and two directors in the second or third year of their terms as directors who are not serving on the executive committee, elected by the board of directors. The chief executive officer shall be a nonvoting member. A majority of the members shall constitute a quorum.
- B. Responsibilities – The finance committee shall:
  1. Review and approve the proposed annual budget to be brought forth to the board for approval;
  2. Review the financial status of the association throughout the year;
  3. Review and update SNA’s investment policy for board approval;
  4. Review SNA’s long and short-term investments on a regular basis; and
  5. Review and approve all new non-budgeted financial requests to be brought forth to the board for approval.

553 Section 3. Leadership Development Committee

- 554 A. The leadership development committee shall be composed of eleven members:  
555 seven elected regional members elected by and from the SNA regions, two at large  
556 members appointed by the president-elect and approved by the board, and the two  
557 most recent past presidents serving as nonvoting ex-officio members. The second  
558 most recent past president shall serve as chair. The regional and the at large  
559 members shall serve two year staggered terms.  
560
- 561 B. The leadership development committee shall identify and recruit eligible candidates  
562 based on their leadership competencies and diversity.  
563
- 564 C. If there is no eligible candidate for election to a region position on the leadership  
565 development committee by March 1, the position shall be converted to an at large  
566 position for that term and the president-elect shall make the appointment with the  
567 approval of the board.  
568
- 569 D. Members of the leadership development committee shall:  
570 1. Be a member in good standing;  
571 2. Have an SNA certificate or be SNA credentialed, except for a state agency  
572 member;  
573 3. Have demonstrated leadership experience by serving on the board of directors of  
574 SNA or by serving on a national committee or task force;  
575 4. Be regularly employed (a minimum of 130 days during the prior 12 months) in an  
576 eligible field; and  
577 5. Maintain membership at the time of nomination and election. If a change in  
578 professional status occurs they shall complete their term of office provided one  
579 year of their term has been completed.  
580

581 Section 4. Resolutions and Bylaws Committee

- 582 A. The resolutions and bylaws committee shall be composed of seven regional  
583 members, one industry member, and the secretary/treasurer who shall chair the  
584 committee. The regional members and the industry member shall be appointed by  
585 the president-elect and approved by the board for two year staggered terms. If there  
586 is no eligible candidate for a region position on the resolutions and bylaws  
587 committee by August 1, the position shall be converted to an at large position for that  
588 term and the president-elect shall make the appointment with the approval of the  
589 board.  
590
- 591 B. The committee shall present resolutions and proposed bylaws amendments to the  
592 delegate assembly, and provide recommendations to the board and the  
593 membership.  
594
- 595 C. The resolutions and bylaws committee shall be responsible for reviewing the  
596 governance documents of the association and ensuring that they are maintained and  
597 up to date, and shall approve the final draft of the bylaws following amendment.  
598

599 **ARTICLE VIII – CERTIFICATE AND CREDENTIALING GOVERNING COUNCIL**

600  
601 There shall be a certificate and credentialing governing council, which shall be  
602 autonomous and shall develop eligibility standards, rules for the development,  
603 administration, and scoring of the assessment instruments and operation processes for  
604 the certificate and credentialing programs. The certificate and credentialing governing  
605 council shall not be responsible for accreditation of individual education or training  
606 programs or courses of study.

607  
608 **ARTICLE IX – INTERNATIONAL AFFILIATES**

609  
610 International associations dedicated to feeding school children may apply to become  
611 international affiliates of SNA in their respective nations so long as these affiliates  
612 operate in a spirit consistent with these bylaws with regard to classes of membership  
613 and eligible fields.

614  
615 In order to be a recognized international affiliate, the group must be reviewed and  
616 approved by the SNA board of directors. International affiliates will adopt additional  
617 bylaws and procedures appropriate to their own circumstances. An international  
618 affiliates council will be established to strengthen the bond between the international  
619 affiliates and SNA.

620  
621 Members of the international affiliates shall not be entitled to vote in SNA’s annual  
622 election, but may access member services through SNA’s web site and receive the  
623 discounted SNA member rate on meeting registration fees and SNA products.

624  
625 **ARTICLE X – PARLIAMENTARY AUTHORITY**

626  
627 The eleventh (11<sup>th</sup>) edition of *Robert’s Rules of Order Newly Revised* shall govern this  
628 association in all cases to which they are applicable and in which they are not  
629 inconsistent with these bylaws and any special rules the association may adopt.

630  
631 **ARTICLE XI - AMENDMENT**

632  
633 A. Submission – amendments to these bylaws shall be proposed in writing no later than  
634 March 1 by an official request of a state affiliate or a written petition signed by 100  
635 members, or by April 1 from an association committee, advisory council, or the  
636 board of directors.

637  
638 B Bylaws may only be amended in even numbered years unless proposed by a two-  
639 thirds vote of the board of directors.

640  
641 C. Amendments to these bylaws shall be adopted by a two thirds vote at the annual  
642 meeting of the delegate assembly, provided that copies of the proposed  
643 amendments have been mailed to all members of the delegate assembly at least  
644 thirty days prior to the annual national conference.



### SNA Board of Directors Transition Provisos

	<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:

4. 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 Chair, Public Policy and Legislation Chair, Research Chair, and Industry Representative shall no longer be positions on the board of directors after ANC 2017.

**The Provisos to Article IV below will remain in the bylaws until July 2019 when the terms of the current NE Regional Director, NW Regional Director and School Nutrition Employee Manager end.**

1. 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.



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