Chapter 5: Bylaws, Policies, and Procedures

State Association Bylaws
A good, professional organization needs a workable set of bylaws to establish its structure, serve as a guide in conducting meetings and enable it to function efficiently. However, bylaws must also be fluid enough to adapt to changing conditions and environments.

SNA is constantly reviewing its bylaws to be sure they are in compliance with current rules and policies. SNA’s Resolutions and Bylaws Committee is charged annually with reviewing SNA’s bylaws to ensure that they are in compliance with SNA’s current policies, procedures and any new national government regulations or laws.

Each state and local chapter association needs a set of bylaws that are compatible, and not in conflict with the SNA’s bylaws. In addition, state bylaws should be reviewed annually to ensure that they are in compliance with SNA’s bylaws.

To view the current SNA bylaws, along with the bylaws of all SNA state associations, go to www.schoolnutrition.org/stateresources and click on Governance Resources.

Sample State Bylaws Outline
The following outline includes elements of a typical state bylaw structure and is a recommended guideline for developing State Affiliate Bylaws:

SECTION I – ARTICLES OF INCORPORATION
Article I: Name
Article II: Purpose
Article III: Term
Article IV: Membership
Article V: Management
Article VI: Registered Office and Agent
Article VII: Initial Director
Article VIII: Tax Exempt Status
Article IX: Dissolution
Article X: Limitation of Liability

SECTION II – BYLAWS
Article I: Membership
- Section A. Classes of Membership
- Section B. Eligible Field
- Section C. Rights and Privileges of Members
- Section D. Dues
- Section E. State Affiliates
Article II: Officers
- Section A. Elected Officers
- Section B. Eligibility and Terms of Office
- Section C. Election
- Section D. Responsibilities of Elected Officers
- Section E. Appointed Officers

Article III: Meetings
- Section A. Type of Meeting
- Section B. Expenses

Article IV: House of Delegates (if applicable)

Article V: Executive Board

Article VI: Executive Committee

Article VII: Regions

Article VIII: Sections

Article IX: Committees
- Section A. Standing Committees
- Section B. Special Committees

Article X: Advisory Boards

Article XI: Publications

Article XII: Parliamentary Authority

Article XIII: Amendments
- Section A. Method of Proposal
- Section B. Procedure for Amending Bylaws and Standing Rules

Article XV: Resolutions

Article XVI: Dissolution

SECTION III – STANDING RULES
SNA Standing Rules
I Rules Governing Membership
II Rules Governing Meetings
III General Rules Governing Standing Committees and Advisory Boards
IV Rules Governing Committees
V Responsibilities of Advisory Boards

Tips for Writing Chapter Bylaws
- Refer to the current copy of the Governing Rules of SNA to ensure compliance with Association Bylaws.
- Contact the Regional Director and/or Regional Representative on the Resolutions and Bylaws Committee for additional assistance in reviewing Bylaws and drafting amendments to the Bylaws.
- States should amend their bylaws to coincide with SNA’s Bylaws when necessary.
State Association Policies and Procedures

Along with bylaws, state associations should also create policies and procedures. Policies are adopted by the Board of Directors to define the operations of the organization. In comparison to bylaws, which are rigid and take time to change, policies are less formal and more adaptable. Whereas bylaws may only be changed by the House of Delegates, policies may be changed by the Board of Directors. Policies are usually longer than bylaws. While policies pertain to the details, the bylaws are high-level. Bylaws take precedent over policies, and policies must be in harmony (not conflict) with the bylaws.

Below is a chart outlining these differences and similarities between bylaws and policies:

<table>
<thead>
<tr>
<th>Bylaws</th>
<th>Policies</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fundamental governing rules of the organization</td>
<td>Define the operations of the organization</td>
</tr>
<tr>
<td>High-level</td>
<td>Details-oriented</td>
</tr>
<tr>
<td>Changes may be made only by the House of Delegates</td>
<td>Changes may be made by the Board of Directors</td>
</tr>
<tr>
<td>Rigid, process to change is slower/more difficult</td>
<td>Adaptable, process to change is easier/faster</td>
</tr>
<tr>
<td>Formal</td>
<td>Less formal</td>
</tr>
<tr>
<td>Shorter</td>
<td>Longer</td>
</tr>
<tr>
<td>Take precedent</td>
<td>Must be in harmony with the bylaws</td>
</tr>
</tbody>
</table>

State policies should be written and shared with your Board of Directors. It is important to create an understanding of expectations. Policies associations may have include: operations, awards, dress code, finances, attendance, conflict of interest, etc.

The bylaws and policies of state, national and local chapters of SNA must all be in harmony with each other.

SNA currently has policies on:

- Advertising Standards
- Antitrust Policy
- Awards Policies
- Board of Directors Standard of Business Conduct Policy
- Board of Directors Whistleblower Policy
- Candidate Campaign Guidelines
- Conflict of Interest Policy
- Conflict of Interest Policy for the Industry Representative
- Meetings Policies
- Record Retention and Document Destruction Policy
- Reserve Investment Policy
• Sponsorship Policy
• Travel Reimbursement Policy

SNA also has a number of procedures which are even more detail-oriented, internal, and flexible than policies. SNA procedures may be created and changed at SNA headquarters, as needed. Procedures are less formal and more adaptable than policies. While all policies should be shared with your Board of Directors, procedures can be shared on a need-to-know basis.