



**SCHOOL
NUTRITION
ASSOCIATION**

BYLAWS

JULY 2018

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
July 7, 2018, in Las Vegas, Nevada

*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.

45
46 Associate retired members whose dues are currently paid as of November 30 shall

47 be entitled to vote for the election of officers and to vote on any matter submitted to
48 the voting membership and shall be eligible to serve on committees subject to any
49 additional restrictions in these bylaws.

50
51 Associate members in the student, international and “other” categories shall be non-
52 voting members, and are not eligible for nomination to national elective office.

53
54 Industry consultant members and the two designated representatives of each
55 corporate member shall be entitled to vote for the election of the industry chair of the
56 industry advisory council.

57
58 D. Ownership – School nutrition memberships may be held by an individual or be
59 school district/organization owned. A person shall not concurrently hold both an
60 individual and school district/organization membership. Individual membership is
61 owned by an individual and is not transferable. School district/organization owned
62 members may reserve the right to change to an individual membership at any time if
63 otherwise eligible. School district/organization owned members may be transferred
64 within the following membership categories: employees, managers, supervisors/
65 directors/specialists, or educators employed in eligible fields.

66
67 E. Dues – Dues shall be established biennially by the board of directors in even-
68 numbered years. State and national membership dues shall be submitted to the
69 national association at its designated location. State dues shall be recorded and
70 remitted to the state association in a timely manner.
71 1. Dues may not be increased in a two year period by more than 10%, rounded to
72 the next dollar amount.
73 2. The board of directors shall provide objective criteria for discounting dues and
74 indicate a specific period of time for any discounts.

75
76 Section 2. Membership: Good Standing, Suspension and Termination

- 77 A. Membership in a chartered affiliate shall be held in the state where the principle
78 place of employment is located.
79
80 B. A member shall be considered to be in good standing when payment of all dues and
81 fees is current.
82
83 C. The board of directors may suspend, revoke or terminate any membership, privilege
84 of membership, or participation in SNA programs or activities for conduct contrary to
85 the purposes of the association or its policies.
86
87 D. All suspension, revocation or termination proceedings shall be conducted in good
88 faith and in a fair, nondiscriminatory and reasonable manner, consistent with
89 applicable law and regulatory requirements for non-profit corporations and the
90 bylaws. The officers and directors shall be entitled to rely on competent expert
91 advice, facts disclosed by investigation, admissions or any other reasonable
92 evidence, but shall not be required to observe particular federal or state rules of

93 evidence or judicial procedures.

94

95 Section 3. Regions

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

- 97 1. Northeast: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New
98 York, Pennsylvania, Rhode Island, and Vermont.
- 99 2. Mideast: Delaware, Indiana, Maryland, Michigan, Ohio, District of Columbia, and
100 West Virginia.
- 101 3. Southeast: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South
102 Carolina, Tennessee, and Virginia.
- 103 4. Midwest: Illinois, Iowa, Minnesota, Missouri, Nebraska, North Dakota, South
104 Dakota, and Wisconsin.
- 105 5. Southwest: Arkansas, Colorado, Kansas, Louisiana, Oklahoma, and Texas.
- 106 6. Northwest: Alaska, Idaho, Montana, Oregon, Washington, and Wyoming.
- 107 7. West: Arizona, California, Hawaii, Nevada, New Mexico, and Utah.

108

109 **ARTICLE II – CHARTERED AFFILIATES**

110

111 Section 1. Definition

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

117

118 Section 2. Purpose

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

- 121 • Advancing and promoting the mission of the national association.
- 122 • Introducing school nutrition professionals to the national association, serving as a
123 source of new members.
- 124 • Serving as a communication portal between the national association and
125 individual members.
- 126 • Providing a pool of future school nutrition leaders for the professional
127 association.
- 128 • Promoting opportunities to focus on current state and national school nutrition
129 issues of importance to individual members.
- 130 • Providing opportunities for the enhancement of professional and personal
131 development of its members.

132

133 Section 3. Representation

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

138

139 **ARTICLE III - OFFICERS**

140
141 **Section 1. Officers**

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

144 A. President

145 The president shall:

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

156
157 B. President-elect

158 The president-elect shall:

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

168
169 C. Vice President

170 The vice president shall:

- 171 1. Perform the duties of the president-elect in the president-elect's temporary
172 absence;
- 173 2. Serve as required by these bylaws and other association governing documents;
174 and
- 175 3. Perform other duties incident to the office of vice president as assigned by the
176 president, the board or association governing documents.

177 *Proviso: To be effective at the start of the 2019 election cycle.*

178
179 D. Secretary/Treasurer

180 The secretary/treasurer shall:

- 181 1. Ensure the accurate recording of the minutes of the delegate assembly, the
182 board, the executive committee and the finance committee;
- 183 2. Serve as chair of the finance committee and the resolutions & bylaws committee;
- 184 3. Monitor the association funds, investments and securities and give an unaudited

- 185 financial report annually to the delegate assembly;
186 4. Submit an annual budget to the board; and
187 5. Perform other duties incident to the office of secretary/treasurer as assigned by
188 the president, the board or association governing documents.
189

190 E. Chief Executive Officer

191 The chief executive officer shall:

- 192 1. Manage the association under the direction of the board;
193 2. Implement policies under the direction of the board;
194 3. Perform other duties incident to the office of chief executive officer, as assigned
195 by the president, the board or association governing documents; and
196 4. Be retained under an employment contract by the board.
197

198 Section 2. Eligibility

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

- 200 1. Be a member in good standing;
201 2. Have an SNA certificate or be SNA credentialed;
202 3. Have demonstrated leadership experience by serving on the executive board or
203 board of directors of a chartered affiliate or by serving on a national committee or
204 task force;
205 4. Be regularly employed (a minimum of 130 days during the prior 12 months) in an
206 eligible field; and
207 5. Maintain membership at the time of nomination and election.
208

209 B. The president, president-elect, and vice president shall have a minimum of a
210 bachelor's degree, have the School Nutrition Specialist credential, shall have served
211 on the SNA board, and must be actively working in the school nutrition profession
212 throughout the term.

213 *Proviso: To be effective at the start of the 2019 election cycle for the vice president*
214 *position, already in effect for president and president-elect.*
215

216 C. The secretary/treasurer shall have working knowledge of finance and budgeting and
217 must be actively working in the school nutrition profession throughout the term.
218

219 D. An officer may not serve more than one term in each office. Time spent filling a
220 vacancy shall not be counted as a term.
221

222 Section 3. Election and Term of Office

223 A. Officers shall be elected by the membership in conjunction with the election of the
224 board of directors. Write-in votes shall not be counted.
225

226 B. The term of office for the president, president-elect, and vice president shall be for
227 one year, beginning and ending upon installation at the annual national conference.
228 The secretary/treasurer shall be elected in even-numbered years to serve a two-year
229 term, beginning and ending upon installation at the annual national conference. If no
230 annual national conference is held, the board shall choose a date that approximates

231 the date of that event.
232 *Proviso: To be effective at the start of the 2019 election cycle for vice president.*

233
234 C. An officer may not serve more than one term in each office. Time spent filling a
235 vacancy shall not be counted as a term.

236
237 Section 4. Succession

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

241
242 B. Upon completion of the term of office, the president-elect shall automatically
243 succeed to the office of the president.

244
245 C. Upon completion of the term of office, the vice president shall automatically succeed
246 to the office of president-elect.

247 *Proviso: To be effective at the start of the 2019 election cycle.*

248
249 Section 5. Vacancy

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

253
254 B. President-elect -- in case of death, resignation or removal of the president-elect, the
255 vice president shall succeed to the office of president-elect for the remainder of the
256 term, followed by the president-elect's original term had the vacancy not occurred.

257
258 C. Vice President -- in case of death, resignation or removal of the vice president, the
259 board shall direct the leadership development committee to prepare candidate
260 recommendations for consideration and vote by the delegate assembly.

261 *Proviso: To be effective at the start of the 2019 election cycle.*

262
263 D. Secretary/Treasurer -- In the case of death, resignation or removal of the
264 secretary/treasurer, the board shall fill the vacancy for the remainder of the term,
265 giving first consideration to other candidates who were on the ballot for that office at
266 the time of election. In the event this candidate does not accept the appointment, the
267 board will seek recommendations from the leadership development committee for
268 consideration and vote by the delegate assembly.

269
270 **ARTICLE IV – BOARD OF DIRECTORS**

271
272 Section 1. Composition

273 The board shall be composed of the president, president-elect, vice president,
274 secretary/treasurer, seven regional directors elected by and from the members in each
275 region, three at large directors, the school nutrition employee/manager section chair,
276 and the chief executive officer, who shall be a nonvoting member. The board of

277 directors may also invite the school nutrition foundation chair or other SNF director
278 selected by the SNF board to serve as a nonvoting member.

279 *Proviso: To be effective at the start of the 2019 election cycle with vice president*
280 *position.*

281
282 Section 2. Authority

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

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

290
291 Section 3. Meetings

292 A. The board shall meet no fewer than three times a year to direct the business of the
293 association. The board shall also meet at the call of the president or upon the
294 request of a majority of members of the board. A majority of the members of the
295 board then in office shall constitute a quorum.

296
297 B. Notice of the time and place of meetings of the board of directors shall be mailed
298 electronically to the members of the board, unless extraordinary circumstances
299 dictate otherwise. Notice of special meetings must also include the purpose for
300 which such special meeting is called.

301
302 C. All meetings of the board of directors may be held by conference telephone or
303 similar communications equipment, provided that all persons participating in the
304 meeting can hear and speak to each other at the same time. Actions taken at such
305 shall be of the same force and effect as at a regular meeting authorized by these or
306 bylaws.

307
308 D. Any action required or permitted to be taken at a meeting of the board of directors
309 may be taken without a meeting provided that unanimous consent obtained via
310 electronic balloting setting forth the action and signed by each member of the board
311 is filed with the minutes of such meeting.

312
313 Section 4. Eligibility

314 A. All school nutrition member candidates for election as a director must:

- 315 1. Be a member in good standing;
- 316 2. Have an SNA certificate or be SNA credentialed;
- 317 3. Have demonstrated leadership experience by serving on the executive board or
318 board of directors of a chartered affiliate or by serving on a national committee
319 or task force;
- 320 4. Be regularly employed (a minimum of 130 days during the prior 12 months) in an
321 eligible field; and
- 322 5. Maintain membership at the time of nomination and election. If a change in

323 professional status occurs, a director may complete the term of office provided
324 two years of the three-year term has been completed.

325
326 B. Regional directors shall hold SNA membership in the region where their principal
327 place of employment is located.

328
329 C. The school nutrition employee/manager section chair must be a member of his or
330 her respective membership section.

331

332 Section 5. Election and Terms of Office

333 A. SNA directors shall be elected by the membership. Directors shall be elected
334 according to the three-year cycle below:

335

336 Election Cycle

337

338 Year A

339 Northeast Regional Director

340 Northwest Regional Director

341 School Nutrition Employee/Manager Section Chair

342 At Large Director

343

344 Year B

345 Southwest Regional Director

346 Mideast Regional Director

347 Midwest Regional Director

348 At Large Director

349

350 Year C

351 West Regional Director

352 Southeast Regional Director

353 At Large Director

354

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

357

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

361

362 Section 6. Vacancies and Removal

363 A. In the case of death, resignation or removal of a director, the delegate assembly
364 shall fill the vacancy as soon as possible, either in person or by electronic vote. The
365 leadership development committee shall identify and recruit eligible candidates for
366 consideration and vote by the delegate assembly.

367

368 B. Any member of the board of directors may be removed if found in violation of

369 conditions required for election, a breach of fundamental principles or rules of the
370 association, or failing to work under the framework of the association, in accordance
371 with the following:

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

387 Section 7. Director Responsibilities

388 A. Regional directors shall:

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

398 B. At large directors shall:

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

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

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

409 Section 8. Executive Committee

410 A. Composition

415 The executive committee shall be composed of the following members:
416 1. The president, who shall serve as chair;
417 2. The president-elect, vice president, and secretary/treasurer;
418 3. Two directors in the second or third year of their terms as directors or who have
419 previously served a full term on the board and who are not serving on the finance
420 committee, elected by the board of directors; and
421 4. The chief executive officer, who shall serve as a nonvoting member.
422 *Proviso: To be effective at the start of the 2019 election cycle for the vice president*
423 *position.*
424

425 B. Responsibilities

- 426 1. The executive committee shall assist the board in managing SNA on issues that
427 are time sensitive between official board meetings and, in such cases, shall have
428 the authority of the board provided that the executive committee does not alter or
429 act contrary to established board policies. The executive committee shall also
430 carry out tasks referred to it by the board.
431 2. Actions of the executive committee shall be communicated to the board within
432 ten days of the meeting at which the actions were taken.
433

434 C. Meetings

- 435 1. The executive committee shall meet on the call of the president or on the request
436 of any three members of the executive committee. A majority of the members of
437 the executive committee then in office shall constitute a quorum.
438
439 2. Notice of the time and place of meetings of the executive committee shall be
440 mailed electronically to the members of the executive committee, unless
441 extraordinary circumstances dictate otherwise. Notice of special meetings must
442 also include the purpose for which such special meeting is called.
443
444 3. All meetings of the executive committee may be held by conference telephone or
445 similar communications equipment, provided that all persons participating in the
446 meeting can hear and speak to each other at the same time. Actions taken at
447 such shall be of the same force and effect as at a regular meeting authorized by
448 these or bylaws.
449
450 4. Any action required or permitted to be taken at a meeting of the executive
451 committee may be taken without a meeting provided that unanimous consent
452 obtained via electronic balloting setting forth the action and signed by each
453 member of the executive committee is filed with the minutes of such meeting.
454

455 **ARTICLE V –DELEGATE ASSEMBLY**

457 Section 1. Composition

- 458 A. The delegate assembly shall be composed of delegates representing chartered
459 affiliates, the board of directors, the leadership development committee chair, three
460 past national presidents, and the chief executive officer serving as a nonvoting ex-

461 officio member. Delegates must be school nutrition members or associate retired
462 members. Each delegate shall be entitled to one vote.

- 463
- 464 B. Each chartered affiliate shall be entitled to elect or appoint a delegate to the
465 delegate assembly for a term commencing August 1 and ending July 31, provided
466 the requirements of the chartered affiliate are met. Chartered affiliates may also
467 designate alternate delegates. The past presidents advisory council shall select
468 three national past presidents to serve as delegates.
- 469
- 470 C. Official national membership data as of May 31 shall be used to determine delegate
471 representation for each state affiliate. Only eligible delegates shall be seated on the
472 floor of the delegate assembly. The number of voting delegates for each state
473 affiliate shall be calculated on the following basis:
- 474 1. All states, regardless of membership, shall have two delegates.
 - 475 2. Each state shall have one additional delegate for each 600 members, or a major
476 fraction thereof, in excess of 1,200 members. Only members eligible to vote in
477 the school nutrition and associate retired membership classes shall be counted
478 for purposes of this calculation.

479

480 Section 2. Responsibilities

- 481 A. The delegate assembly shall be a deliberative body that identifies issues, trends and
482 areas of concern for the board of directors, and shall respond to requests for input
483 from the president throughout the year on an as-needed basis. There shall be a
484 meeting of the delegate assembly held at the annual national conference, and at
485 other times by other methods, including electronically, as allowed by law and as
486 called by the board of directors. Delegates shall provide local, state and regional
487 insight and perceptions about child nutrition issues, the profession and SNA through
488 the use of mega discussions, deliberation and debate. The delegate assembly may
489 put forward recommendations, resolutions and amendments to the articles of
490 incorporation, bylaws, and standing rules. One-third of the voting delegates shall
491 constitute a quorum.
- 492
- 493 B The delegate assembly shall:
- 494 1. Adopt and amend the bylaws and articles of incorporation;
 - 495 2. Fill vacancies as required by these bylaws;
 - 496 3. Debate and review resolutions and position statements regarding child nutrition,
497 the profession and organization;
 - 498 4. Act as a liaison and communicate actions/activities including the strategic plan
499 and the annual plan of action to its state affiliate constituencies; and
 - 500 5. Provide input to the board of directors and strategic planning committee on
501 mission, vision, values and goals.

502

503 Section 3. Resolutions and Position Statements

- 504 A. Resolutions – Resolutions to be considered by the delegate assembly at the annual
505 national conference shall be submitted to the chair of the resolutions and bylaws
506 committee in writing postmarked no later than May 1. A written resolution may also

- 507 be submitted from the floor of the delegate assembly by a two-thirds vote.
508
509 B. Position Statements – Position statements and background papers to be considered
510 by the delegate assembly must be submitted to the chair of the resolutions and
511 bylaws committee in writing postmarked no later than May 1.
512
513 C. Copies of the proposed resolutions, background papers and position statements
514 shall be mailed to all members of the delegate assembly at least thirty days prior to
515 the annual national conference.
516

517 **ARTICLE VI – SECTIONS**

518
519 The association shall have program sections identified by the special type of food
520 and/or nutrition activities in which members are engaged. Sections are: school nutrition
521 employees/managers, state agency, district directors/supervisors and specialists, major
522 city directors/supervisors and specialists, and college personnel. Major cities shall be
523 those having a population of 200,000 or more or a school population of 40,000 or more
524 in all sponsored programs.
525

- 526 A. Appointment – The membership section chairs shall be appointed by the president-
527 elect and approved by the board of directors for two year staggered terms, except
528 that the school nutrition employee/managers section chair shall be elected by the
529 members of that section.
530
531 B. Responsibilities – The membership section chairs will provide input, as needed,
532 regarding program activities and member needs.
533

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

535 Section 1. Committees and Advisory Councils

- 536 A. There shall be the following standing committees:
537 Finance
538 Leadership Development
539 Resolutions and Bylaws
540
541
542 B. Strategic committees shall be created and disbanded as deemed necessary by the
543 board of directors based on the goals and priorities of the Association’s strategic
544 plan. The board shall report annually to the delegate assembly on the strategic
545 committees.
546
547 C. There shall be the following advisory councils:
548 Industry
549 Past Presidents
550 State Agency
551
552 D. Only school nutrition members may serve as chair of a standing or strategic

553 committee or advisory council, except for the industry advisory council. School
554 nutrition members, associate retired members and industry members are eligible for
555 appointment to standing or strategic committees or advisory councils. Only school
556 nutrition members are required to have an SNA certificate or be SNA credentialed.
557

558 E. No member shall serve on more than one standing or strategic committee at the
559 same time, with the exception of the Secretary-Treasurer, who shall chair the
560 Finance Committee and the Resolutions and Bylaws Committee.
561

562 F. No member shall serve for more than two consecutive terms on the same standing
563 or strategic committee without the express approval of the SNA board.
564

565 G. The President, if requested by the committee chair, shall recommend to the board
566 the removal of a committee member who has had two or more unexcused absences
567 within one year. A new committee member may be appointed to fill the vacancy.
568

569 Section 2. Finance Committee

570 A. Composition

571 The finance committee shall be composed of the following members:

- 572 1. The secretary/treasurer, who shall serve as chair;
- 573 2. The president-elect;
- 574 3. The vice president;
- 575 4. Two directors elected by the board of directors who have previously served a full
576 term or who are in the second or third year of their terms, and who are not
577 serving on the executive committee; and
- 578 5. The chief executive officer, who shall serve as a nonvoting member.

579 *Proviso: To be effective at the start of the 2019 election cycle for the vice president*
580 *position.*
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 C. A majority of the members of the finance committee shall constitute a quorum.
592

593 Section 3. Leadership Development Committee

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

599 members shall serve two year staggered terms.

600

601 B. The leadership development committee shall identify and recruit eligible candidates
602 based on their leadership competencies and diversity.

603

604 C. If there is no eligible candidate for election to a region position on the leadership
605 development committee by March 1, the position shall be converted to an at large
606 position for that term and the president-elect shall make the appointment with the
607 approval of the board.

608

609 D. Members of the leadership development committee shall:

610

1. Be a member in good standing;

611

2. Have an SNA certificate or be SNA credentialed;

612

3. Have demonstrated leadership experience by serving on the board of directors of
613 SNA or by serving on a national committee or task force;

614

4. Be regularly employed (a minimum of 130 days during the prior 12 months) in an
615 eligible field; and

616

5. Maintain membership at the time of nomination and election. If a change in
617 professional status occurs they shall complete their term of office provided one
618 year of their term has been completed.

619

620 Section 4. Resolutions and Bylaws Committee

621

A. The resolutions and bylaws committee shall be composed of seven regional
622 members, one industry member, and the secretary/treasurer who shall chair the
623 committee. The regional members and the industry member shall be appointed by
624 the president-elect and approved by the board for two year staggered terms. If there
625 is no eligible candidate for a region position on the resolutions and bylaws
626 committee by August 1, the position shall be converted to an at large position for that
627 term and the president-elect shall make the appointment with the approval of the
628 board.

629

630 B. The committee shall present resolutions and proposed bylaws amendments to the
631 delegate assembly, and provide recommendations to the board and the
632 membership.

633

634 C. The resolutions and bylaws committee shall be responsible for reviewing the
635 governance documents of the association and ensuring that they are maintained and
636 up to date, and shall approve the final draft of the bylaws following amendment.

637

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

639

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

645 programs or courses of study.

646

647

ARTICLE IX – INTERNATIONAL AFFILIATES

648

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

653

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

659

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

663

664

ARTICLE X – PARLIAMENTARY AUTHORITY

665

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

669

670

ARTICLE XI - AMENDMENT

671

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

676

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

679

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



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