



**SCHOOL
NUTRITION
ASSOCIATION**

**AMENDED AND RESTATED
ARTICLES OF
INCORPORATION**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
SCHOOL NUTRITION ASSOCIATION, INC**

(hereinafter, within SECTION I, referred to as “Corporation” and/or “SNA”)

ARTICLE I - NAME

The name of the corporation is:

SCHOOL NUTRITION ASSOCIATION, INC.

A nonprofit corporation incorporated in Virginia, but located in National Harbor, Maryland.

ARTICLE II - PURPOSES

The objects and purposes for which this Corporation is formed are to act as an organization not for profit and operated exclusively for the purposes as described in Section 501(c) 4 of the Internal Revenue Code of 1986 and any subsequent amendments thereto and substitutions therefore, and in the course thereof, and subject thereto, to act as follows:

1. Promote the optimal health, nutrition and education of all children by supporting nutritionally adequate and educationally sound, financially accountable, nonprofit child nutrition and school community nutrition programs.
2. Promote high standards of child nutrition and school community programs with emphasis on nutritionally adequate meals that are appealing to children.
3. Promote united efforts between school personnel, allied organizations, industry and the public to assure every child an opportunity to receive the benefits of the child nutrition and nutrition education programs.
4. Promote high standards and provide appropriate educational programs, incentives and recognition for professional development of child nutrition personnel.
5. Promote research and development in child nutrition programs.
6. Promote the establishment of a national nutrition policy and legislation, which provides optimal nutrition and nutrition education for children.
7. Promote the involvement of students and the school community in child nutrition programs.
8. Promote membership and provide services to members.
9. Take any and all actions authorized to corporations organized not for profit under the laws of the State of Virginia and the aforementioned section of the Internal Revenue Code to carry out the foregoing objects and purposes.

ARTICLE III - TERM

This Corporation shall have perpetual existence.

ARTICLE IV - MEMBERSHIP

Members shall comprise persons presently or previously employed in teaching and/or administering food and nutrition service programs in schools, colleges, and universities at every level; persons employed by the Corporation itself or by any level of government dealing with such food and nutrition service programs; and those further persons upon whom the Corporation may confer honorary membership. Membership in this Corporation shall be further governed by criteria established within the Bylaws of the Corporation; the kinds and classes of members and rights and privileges of each shall be set forth in the Bylaws.

ARTICLE V – BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors, the members of which shall constitute the Directors of this Corporation. The Directors shall be elected by the membership of the Corporation as provided in the Bylaws of the Corporation, except for the Chief Executive Officer of the Corporation, who shall be appointed by the Directors.

The Board of Directors shall be the policy making body of the Association with full accountability and oversight for legal compliance, good name and financial well-being of SNA. The officers of the Corporation shall consist of those persons filling offices designated by the Bylaws of this Corporation and subject to the terms and conditions therein set forth.

Unless otherwise stated, notice for all Executive Committee and Board of Director Meetings and, unless extraordinary circumstances dictate otherwise, for any Special Meeting thereof, stating the time and place of such meetings and the purposes for which the meeting is called, shall be mailed electronically to respective Members of the Executive Committee or Board of Directors.

The Executive Committee or the Board of Directors may hold a meeting by conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Any action taken by such means and approved by a majority of the Executive Committee or Board of Directors shall be of the same force and effect as if a regular meeting authorized by these Articles or Bylaws took place.

Any action required or permitted to be taken at a meeting of the Executive Committee or the Board of Directors, may be taken without a meeting by filing with its minutes a unanimous consent obtained via electronic balloting setting forth the action and signed by each Member of the respective entity.

ARTICLE VI - TAX-EXEMPT STATUS

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption

from federal income taxation as a corporation described in Section 501(c)(4) of the Code, or cause it to lose such exempt status.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE VII - DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(4) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director, or officer, or any private individual.

ARTICLE VIII - LIMITATION OF LIABILITY

To the fullest extent permitted by the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, no Officer or Director of the Corporation shall be personally liable and/or responsible for any damages, claims, actions, etc.; monetary or otherwise, as a direct and/or indirect result of any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an Officer or Director of the Corporation.



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