SCHOOL NUTRITION ASSOCIATION, INC.

BYLAWS

ARTICLE I - MEMBERSHIP

Section 1. Membership Categories
There shall be the following categories of membership: school nutrition members, affiliate members and associate members. When chartered affiliates exist, school nutrition, retired and student members shall also be members of the state affiliate. All members shall be eligible to attend the meetings of the delegate assembly as observers.

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

Eligible fields shall be defined as:
1. Persons employed at the preschool, school, school district, college, state, or federal levels in a food and nutrition program which serves meals;
2. Persons engaged in teaching or administration at the aforementioned levels; or
3. Persons engaged in teaching present or potential school nutrition personnel.

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

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

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

C. Associate members – Associate member categories shall consist of:
1. Retired members;
2. Students enrolled in post-secondary food, nutrition, health or other food related programs;
3. Industry consultants and corporations;
4. International child nutrition individuals;
5. Persons engaged in community nutrition programs and nongovernment organizations committed to furthering school nutrition programs or the goals of the association; or
6. Persons employed by the association or a state affiliate.
Associate retired members whose dues are currently paid as of November 30 shall be entitled to vote for the election of officers and to vote on any matter submitted to the voting membership and shall be eligible to serve on committees subject to any additional restrictions in these bylaws.

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

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

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

E. Dues – Dues shall be established biennially by the board of directors in even-numbered years. State and national membership dues shall be submitted to the national association at its designated location. State dues shall be recorded and remitted to the state association in a timely manner.

1. Dues may not be increased in a two-year period by more than 10%, rounded to the next dollar amount.

2. The board of directors shall provide objective criteria for discounting dues and indicate a specific period of time for any discounts.

Section 2. Membership: Good Standing, Suspension and Termination

A. Membership in a chartered affiliate shall be held in the state where the principle place of employment is located.

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

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

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

Section 4. Regions
The United States shall be divided into regions as follows:
2. Mideast: Delaware, Indiana, Maryland, Michigan, Ohio, District of Columbia, and West Virginia.
5. Southwest: Arkansas, Colorado, Kansas, Louisiana, Oklahoma, and Texas.
7. West: Arizona, California, Hawaii, Nevada, New Mexico, and Utah.

ARTICLE II – CHARTERED AFFILIATES

Section 1. Definition
One affiliate from each state, the District of Columbia, the commonwealth of Puerto Rico, and territories administered by the United States, may be chartered by the board. Each chartered affiliate shall be a separate legal entity from the association. Chartered affiliates shall determine the qualifications for members to serve as officers of the chartered affiliates.

Section 2. Purpose
The purpose of a chartered affiliate must be in furtherance of the purpose of the association and shall include, but not be limited to:
- Advancing and promoting the mission of the national association.
- Introducing school nutrition professionals to the national association, serving as a source of new members.
- Serving as a communication portal between the national association and individual members.
- Providing a pool of future school nutrition leaders for the professional association.
- Promoting opportunities to focus on current state and national school nutrition issues of importance to individual members.
- Providing opportunities for the enhancement of professional and personal development of its members.

Section 3. Representation
Each chartered affiliate shall be entitled to representation in the delegate assembly, provided that its articles of incorporation, and/or constitution, and/or bylaws do not conflict with any SNA governing documents, and that it has adopted an annual plan of
ARTICLE III - OFFICERS

Section 1. Officers
The officers shall be the president, president-elect, vice president, secretary/treasurer and chief executive officer.

A. President

The president shall:

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

B. President-elect

The president-elect shall:

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

C. Vice President

The vice president shall:

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

D. Secretary/Treasurer

The secretary/treasurer shall:

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

E. Chief Executive Officer

The chief executive officer shall:
1. Manage the association under the direction of the board;
2. Implement policies under the direction of the board;
3. Perform other duties incident to the office of chief executive officer, as assigned
   by the president, the board or association governing documents; and
4. Be retained under an employment contract by the board.

Section 2. Eligibility

A. All school nutrition member candidates for election as an officer must:
   1. Be a member in good standing;
   2. Have an SNA certificate or be SNA credentialed;
   3. Have at least two full years of service on the SNA board of directors, and have
      one year or less remaining in the current term of office; and
   4. Be regularly employed (a minimum of 130 days during the prior 12 months) in an
      eligible field; and
   5. Maintain membership at the time of nomination and election.

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

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

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

Section 3. Election and Term of Office

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

B. The term of office for the president, president-elect, and vice president shall be for
   one year, beginning and ending upon installation at the annual national conference.
   The secretary/treasurer shall be elected in even-numbered years to serve a two-year
   term, beginning and ending upon installation at the annual national conference. If no
   annual national conference is held, the board shall choose a date that approximates
   the date of that event.
C. An officer may not serve more than one term in each office. Time spent filling a vacancy shall not be counted as a term.

Section 4. Succession
A. Upon completion of the term of office, the president shall become a past president of the association with all future dues waived for life. All rights and privileges of school nutrition members shall be bestowed upon past presidents.

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

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

Section 5. Vacancy
A. President -- in case of death, resignation or removal of the president, the president-elect shall succeed to the office of president for the remainder of the term, followed by the president-elect’s original term had the vacancy not occurred.

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

C. Vice President and Secretary/Treasurer -- in case of death, resignation or removal of the vice president or secretary/treasurer, the board shall direct the leadership development committee to prepare candidate recommendations for consideration and vote by the delegate assembly.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Composition
The board shall be composed of the president, president-elect, vice president, secretary/treasurer, seven regional directors elected by and from the members in each region, three at large directors, the school nutrition employee/manager section chair, and the chief executive officer, who shall be a nonvoting member. The board of directors may also invite the school nutrition foundation chair or other SNF director selected by the SNF board to serve as a nonvoting member.

Section 2. Authority
The board shall be responsible for the management of the affairs of SNA. To that end, it shall also:
1. Provide strategic direction for SNA;
2. Comply with fiduciary obligations of care, loyalty and obedience;
3. Oversee SNA’s business and financial affairs;
4. Select and appoint the chief executive officer; and
5. Perform all duties usually entrusted to officers and directors of the corporation.

Section 3. Meetings

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

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

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

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

Section 4. Eligibility

A. All school nutrition member candidates for election as a director must:
   1. Be a member in good standing;
   2. Have an SNA certificate or be SNA credentialed;
   3. Have at least two years of service on the board of directors of a chartered affiliate or by serving on a national committee or task force;
   4. Be regularly employed (a minimum of 130 days during the prior 12 months) in an eligible field; and
   5. Maintain membership at the time of nomination and election. If a change in professional status occurs, a director may complete the term of office provided two years of the three-year term has been completed.

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

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

Section 5. Election and Terms of Office

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

Year A
Northeast Regional Director
Northwest Regional Director
School Nutrition Employee/Manager Section Chair
At Large Director

Year B
Southwest Regional Director
Mideast Regional Director
Midwest Regional Director
At Large Director

Year C
West Regional Director
Southeast Regional Director
At Large Director

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

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

Section 6. Vacancies and Removal
A. In the case of death, resignation or removal of a director, the delegate assembly shall fill the vacancy as soon as possible, either in person or by electronic vote. The leadership development committee shall identify and recruit eligible candidates for consideration and vote by the delegate assembly.

B. Any member of the board of directors may be removed if found in violation of conditions required for election, a breach of fundamental principles or rules of the association, or failing to work under the framework of the association, in accordance with the following:
1. The board, upon receipt of charges, shall investigate the charges, hold a hearing and render a decision. The accused officer or director must be provided with advance written notice including the reason for the proposed removal and an opportunity to contest the proposed removal in writing or in person at a meeting of the board.
2. In the event that a newly elected, but not yet installed director is charged with violating any conditions required for election, a breach of fundamental principles or rules of the association, the board, upon receipt of charges, shall investigate the charges, hold a hearing and then consider whether the violation is cause for
A three-quarters vote of the board, with the director proposed to be removed not voting, shall be required for removal of an officer or director or disqualification as a candidate. Final written notice of the board’s decision shall be sent to the accused officer or director within 48 hours.

Section 7. Director Responsibilities

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

B. At large directors shall:
1. Perform duties incident to the office of director as assigned by the president, the board or association governing documents; and
2. Represent SNA as needed and assigned by the president.

C. The school nutrition employee/manager section chair shall:
1. Serve as a liaison between the school nutrition employee/manager section members and the board;
2. Communicate with the school nutrition employee/manager section members on a regular basis; and
3. Perform other duties incident to the office as assigned by the president, the board or association governing documents.

Section 8. Executive Committee

A. Composition
The executive committee shall be composed of the following members:
1. The president, who shall serve as chair;
2. The president-elect, vice president, and secretary/treasurer;
3. Two directors in the second or third year of their terms as directors or who have previously served a full term on the board and who are not serving on the finance committee, elected by the board of directors; and
4. The chief executive officer, who shall serve as a nonvoting member.

B. Responsibilities
1. The executive committee shall assist the board in managing SNA on issues that are time sensitive between official board meetings and, in such cases, shall have the authority of the board provided that the executive committee does not alter or act contrary to established board policies. The executive committee shall also
carry out tasks referred to it by the board.

2. Actions of the executive committee shall be communicated to the board within ten days of the meeting at which the actions were taken.

C. Meetings

1. The executive committee shall meet on the call of the president or on the request of any three members of the executive committee. A majority of the members of the executive committee then in office shall constitute a quorum.

2. Notice of the time and place of meetings of the executive committee shall be mailed electronically to the members of the executive committee, unless extraordinary circumstances dictate otherwise. Notice of special meetings must also include the purpose for which such special meeting is called.

3. All meetings of the executive committee may be held by conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear and speak to each other at the same time. Actions taken at such shall be of the same force and effect as at a regular meeting authorized by these or bylaws.

4. Any action required or permitted to be taken at a meeting of the executive committee may be taken without a meeting provided that unanimous consent obtained via electronic balloting setting forth the action and signed by each member of the executive committee is filed with the minutes of such meeting.

ARTICLE V –DELEGATE ASSEMBLY

Section 1. Composition

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

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

C. Official national membership data as of May 31 shall be used to determine delegate representation for each state affiliate. Only eligible delegates shall be seated on the floor of the delegate assembly. The number of voting delegates for each state affiliate shall be calculated on the following basis:
1. All states, regardless of membership, shall have two delegates.

2. Each state shall have one additional delegate for each 600 members, or a major fraction thereof, in excess of 1,200 members. Only members eligible to vote in the school nutrition and associate retired membership classes shall be counted for purposes of this calculation.

Section 2. Responsibilities

A. The delegate assembly shall be a deliberative body that identifies issues, trends and areas of concern for the board of directors, and shall respond to requests for input from the president throughout the year on an as-needed basis. There shall be a meeting of the delegate assembly held at the annual national conference, and at other times by other methods, including electronically, as allowed by law and as called by the board of directors. Delegates shall provide insight and perceptions about child nutrition program issues, the school nutrition profession and SNA. The delegate assembly may put forward recommendations, resolutions and amendments to the articles of incorporation and bylaws. One-third of the voting delegates shall constitute a quorum.

B. The delegate assembly shall:
   1. Adopt and amend the bylaws and articles of incorporation;
   2. Fill vacancies as required by these bylaws;
   3. Debate and review resolutions and position statements regarding child nutrition, the profession and organization;
   4. Act as a liaison and communicate actions/activities including the strategic plan and the annual plan of action to its state affiliate constituencies; and
   5. Provide input to the board of directors and strategic planning committee on mission, vision, values and goals.

Section 3. Resolutions and Position Statements

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

B. Position Statements – Position statements and background papers to be considered by the delegate assembly must be submitted to the chair of the resolutions and bylaws committee in writing postmarked no later than May 1.

C. Copies of the proposed resolutions, background papers and position statements shall be mailed to all members of the delegate assembly at least thirty days prior to the annual national conference.
ARTICLE VII – COMMITTEES AND ADVISORY COUNCILS

Section 1. Committees and Advisory Councils

A. There shall be the following standing committees:
   1. Finance
   2. Leadership Development
   3. Resolutions and Bylaws

B. Strategic committees shall be created and disbanded as deemed necessary by the board of directors based on the goals and priorities of the Association’s strategic plan. The board shall report annually to the delegate assembly on the strategic committees.

C. There shall be the following advisory councils:
   1. Industry
   2. Past Presidents
   3. State Agency

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.

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

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

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

Section 2. Finance Committee

A. Composition
   The finance committee shall be composed of the following members:
   1. The secretary/treasurer, who shall serve as chair;
   2. The president-elect;
   3. The vice president;
   4. Two directors elected by the board of directors who have previously served a full term or who are in the second or third year of their terms, and who are not serving on the executive committee; and
   5. The chief executive officer, who shall serve as a nonvoting member.
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.

C. A majority of the members of the finance committee shall constitute a quorum.

Section 3. Leadership Development Committee

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

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

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

D. Members of the leadership development committee shall:

1. Be a member in good standing;
2. Have an SNA certificate or be SNA credentialed;
3. Have demonstrated leadership experience by serving on the board of directors of SNA or by serving on a national committee or task force;
4. Be regularly employed (a minimum of 130 days during the prior 12 months) in an eligible field; and
5. Maintain membership at the time of nomination and election. If a change in professional status occurs, they shall complete their term of office provided one year of their term has been completed.

E. In case of death, resignation, or removal of a leadership development committee member, the board shall request the remaining leadership development committee members to provide a candidate recommendation for board approval.

Section 4. Resolutions and Bylaws Committee

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

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

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

ARTICLE VIII – CERTIFICATE AND CREDENTIALING GOVERNING COUNCIL

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

ARTICLE IX – INTERNATIONAL AFFILIATES

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

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

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

ARTICLE X – PARLIAMENTARY AUTHORITY

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

ARTICLE XI - AMENDMENT

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

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

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