

1 **SCHOOL NUTRITION ASSOCIATION, INC.**

2  
3 **BYLAWS**

4  
5 **ARTICLE I - MEMBERSHIP**

6  
7 Section 1. Membership Categories

8 There shall be the following categories of membership: school nutrition members,  
9 affiliate members and associate members. When chartered affiliates exist, school  
10 nutrition, retired and student members shall also be members of the state affiliate. All  
11 members shall be eligible to attend the meetings of the delegate assembly as  
12 observers.

- 13  
14 A. School nutrition members – School nutrition members shall consist of employees,  
15 managers, supervisors/directors and specialists, and educators in eligible fields.

16  
17 Eligible fields shall be defined as:

- 18 1. Persons employed at the preschool, school, school district, college, state, or  
19 federal levels in a food and nutrition program which serves meals;  
20 2. Persons engaged in teaching or administration at the aforementioned levels; or  
21 3. Persons engaged in teaching present or potential school nutrition personnel.

22  
23 School nutrition members who hold individual memberships and cease to be  
24 employed in an eligible field may continue their membership until their renewal date.

25  
26 School nutrition members whose dues are currently paid as of November 30 shall be  
27 entitled to vote for the election of officers and to vote on any matter submitted to the  
28 voting membership, shall be eligible to serve on committees subject to any additional  
29 restrictions in these bylaws, and shall be eligible for nomination to national elected  
30 office as allowed by these bylaws.

- 31  
32 B. Affiliate members – Affiliate members are members who choose the option of being  
33 nonvoting supporter members. Affiliate members may be school nutrition employees  
34 working less than four hours per day or retired members. Affiliate members shall not  
35 be eligible for nomination to national elective office.

- 36  
37 C. Associate members – Associate member categories shall consist of:

- 38 1. Retired members;  
39 2. Students enrolled in post-secondary food, nutrition, health or other food related  
40 programs;  
41 3. Industry consultants and corporations;  
42 4. International child nutrition individuals;  
43 5. Persons engaged in community nutrition programs and nongovernment  
44 organizations committed to furthering school nutrition programs or the goals of  
45 the association; or  
46 6. Persons employed by the association or a state affiliate.

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

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

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

80  
81 B. A member shall be considered to be in good standing when payment of all dues and  
82 fees is current.

83  
84 C. The board of directors may suspend, revoke or terminate any membership, privilege  
85 of membership, or participation in SNA programs or activities for conduct contrary to  
86 the purposes of the association or its policies.

87  
88 D. All suspension, revocation or termination proceedings shall be conducted in good  
89 faith and in a fair, nondiscriminatory and reasonable manner, consistent with  
90 applicable law and regulatory requirements for non-profit corporations and the  
91 bylaws. The officers and directors shall be entitled to rely on competent expert  
92 advice, facts disclosed by investigation, admissions or any other reasonable

93 evidence, but shall not be required to observe particular federal or state rules of  
94 evidence or judicial procedures.

95  
96 Section 4. Regions

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

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

109  
110  
111 **ARTICLE II – CHARTERED AFFILIATES**

112  
113 Section 1. Definition

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

119  
120 Section 2. Purpose

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

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

134  
135 Section 3. Representation

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

139 action consistent with the national plan of action.

140

141

142

### **ARTICLE III - OFFICERS**

143

#### **Section 1. Officers**

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

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

148 The president shall:

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

159

##### **B. President-elect**

161 The president-elect shall:

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

171

##### **C. Vice President**

173 The vice president shall:

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

180

##### **D. Secretary/Treasurer**

182 The secretary/treasurer shall:

- 183 1. Ensure the accurate recording of the minutes of the delegate assembly, the  
184 board, the executive committee and the finance committee;

- 185 2. Serve as chair of the finance committee and the resolutions & bylaws committee;
- 186 3. Monitor the association funds, investments and securities and give an unaudited
- 187 financial report annually to the delegate assembly;
- 188 4. Submit an annual budget to the board; and
- 189 5. Perform other duties incident to the office of secretary/treasurer as assigned by
- 190 the president, the board or association governing documents.

191

192 E. Chief Executive Officer

193 The chief executive officer shall:

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

199

200 Section 2. Eligibility

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

- 202 1. Be a member in good standing;
- 203 2. Have an SNA certificate or be SNA credentialed;
- 204 3. Have at least two full years of service on the SNA board of directors, and have
- 205 one year or less remaining in the current term of office; and
- 206 4. Be regularly employed (a minimum of 130 days during the prior 12 months) in an
- 207 eligible field; and
- 208 5. Maintain membership at the time of nomination and election.

209

210 B. The president, president-elect, and vice president shall have a minimum of a

211 bachelor's degree, have the School Nutrition Specialist credential, shall have served

212 on the SNA board, and must be actively working in the school nutrition profession

213 throughout the term.

214

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

216 must be actively working in the school nutrition profession throughout the term.

217

218 D. An officer may not serve more than one term in each office. Time spent filling a

219 vacancy shall not be counted as a term.

220

221 Section 3. Election and Term of Office

222 A. Officers shall be elected by the membership in conjunction with the election of the

223 board of directors. Write-in votes shall not be counted.

224

225 B. The term of office for the president, president-elect, and vice president shall be for

226 one year, beginning and ending upon installation at the annual national conference.

227 The secretary/treasurer shall be elected in even-numbered years to serve a two-year

228 term, beginning and ending upon installation at the annual national conference. If no

229 annual national conference is held, the board shall choose a date that approximates

230 the date of that event.

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

234 Section 4. Succession

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

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

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

245 Section 5. Vacancy

246 A. President -- in case of death, resignation or removal of the president, the president-  
247 elect shall succeed to the office of president for the remainder of the term, followed  
248 by the president-elect's original term had the vacancy not occurred.  
249

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

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

260 **ARTICLE IV – BOARD OF DIRECTORS**

261  
262 Section 1. Composition

263 The board shall be composed of the president, president-elect, vice president,  
264 secretary/treasurer, seven regional directors elected by and from the members in each  
265 region, three at large directors, the school nutrition employee/manager section chair,  
266 and the chief executive officer, who shall be a nonvoting member. The board of  
267 directors may also invite the school nutrition foundation chair or other SNF director  
268 selected by the SNF board to serve as a nonvoting member.  
269

270 Section 2. Authority

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

- 273 1. Provide strategic direction for SNA;
- 274 2. Comply with fiduciary obligations of care, loyalty and obedience;
- 275 3. Oversee SNA's business and financial affairs;
- 276 4. Select and appoint the chief executive officer; and

277 5. Perform all duties usually entrusted to officers and directors of the corporation.  
278

279 Section 3. Meetings

280 A. The board shall meet no fewer than three times a year to direct the business of the  
281 association. The board shall also meet at the call of the president or upon the  
282 request of a majority of members of the board. A majority of the members of the  
283 board then in office shall constitute a quorum.  
284

285 B. Notice of the time and place of meetings of the board of directors shall be mailed  
286 electronically to the members of the board, unless extraordinary circumstances  
287 dictate otherwise. Notice of special meetings must also include the purpose for  
288 which such special meeting is called.  
289

290 C. All meetings of the board of directors may be held by conference telephone or  
291 similar communications equipment, provided that all persons participating in the  
292 meeting can hear and speak to each other at the same time. Actions taken at such  
293 shall be of the same force and effect as at a regular meeting authorized by these or  
294 bylaws.  
295

296 D. Any action required or permitted to be taken at a meeting of the board of directors  
297 may be taken without a meeting provided that unanimous consent obtained via  
298 electronic balloting setting forth the action and signed by each member of the board  
299 is filed with the minutes of such meeting.  
300

301 Section 4. Eligibility

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

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

312  
313 B. Regional directors shall hold SNA membership in the region where their principal  
314 place of employment is located.  
315

316 C. The school nutrition employee/manager section chair must be a member of his or  
317 her respective membership section.  
318

319 Section 5. Election and Terms of Office

320 A. SNA directors shall be elected by the membership. Directors shall be elected  
321 according to the three-year cycle below:  
322

323 Election Cycle  
324  
325 Year A  
326 Northeast Regional Director  
327 Northwest Regional Director  
328 School Nutrition Employee/Manager Section Chair  
329 At Large Director

330  
331 Year B  
332 Southwest Regional Director  
333 Mideast Regional Director  
334 Midwest Regional Director  
335 At Large Director

336  
337 Year C  
338 West Regional Director  
339 Southeast Regional Director  
340 At Large Director

- 341  
342 C. A director may not serve more than one term in each office. Time spent filling a  
343 vacancy shall not be counted as a term.  
344  
345 D. The election shall be conducted in a cost effective and efficient way. The board shall  
346 determine the methodology, timelines for balloting procedures and notification of  
347 candidates. In the event a tie occurs during an election, the tie will be broken by lot.  
348

349 Section 6. Vacancies and Removal

- 350 A. In the case of death, resignation or removal of a director, the delegate assembly  
351 shall fill the vacancy as soon as possible, either in person or by electronic vote. The  
352 leadership development committee shall identify and recruit eligible candidates for  
353 consideration and vote by the delegate assembly.  
354  
355 B. Any member of the board of directors may be removed if found in violation of  
356 conditions required for election, a breach of fundamental principles or rules of the  
357 association, or failing to work under the framework of the association, in accordance  
358 with the following:  
359 1. The board, upon receipt of charges, shall investigate the charges, hold a hearing  
360 and render a decision. The accused officer or director must be provided with  
361 advance written notice including the reason for the proposed removal and an  
362 opportunity to contest the proposed removal in writing or in person at a meeting  
363 of the board.  
364 2. In the event that a newly elected, but not yet installed director is charged with  
365 violating any conditions required for election, a breach of fundamental principles  
366 or rules of the association or failing to work under the framework of the  
367 association, the board, upon receipt of charges, shall investigate the charges,  
368 hold a hearing and then consider whether the violation is cause for



- 369 disqualification as an officer of the association.  
370 3. A three-quarters vote of the board, with the director proposed to be removed not  
371 voting, shall be required for removal of an officer or director or disqualification as  
372 a candidate. Final written notice of the board's decision shall be sent to the  
373 accused officer or director within 48 hours.  
374

375 Section 7. Director Responsibilities

- 376 A. Regional directors shall:
- 377 1. Serve as liaisons between chartered affiliates in their respective regions and the  
378 board;
  - 379 2. Communicate with chartered affiliate leaders on a regular basis and provide  
380 assistance as needed;
  - 381 3. Represent the interests of members in their respective regions;
  - 382 4. Attend a meeting of each chartered affiliate within their respective region at least  
383 once during the term; and
  - 384 5. Perform other duties incident to the office of regional director as assigned by the  
385 president, the board or association governing documents.  
386
- 387 B. At large directors shall:
- 388 1. Perform duties incident to the office of director as assigned by the president, the  
389 board or association governing documents; and
  - 390 2. Represent SNA as needed and assigned by the president.  
391
- 392 C. The school nutrition employee/manager section chair shall:
- 393 1. Serve as a liaison between the school nutrition employee/manager section  
394 members and the board;
  - 395 2. Communicate with the school nutrition employee/manager section members on a  
396 regular basis; and
  - 397 3. Perform other duties incident to the office as assigned by the president, the  
398 board or association governing documents.  
399

400 Section 8. Executive Committee

- 401 A. Composition
- 402 The executive committee shall be composed of the following members:
- 403 1. The president, who shall serve as chair;
  - 404 2. The president-elect, vice president, and secretary/treasurer;
  - 405 3. Two directors in the second or third year of their terms as directors or who have  
406 previously served a full term on the board and who are not serving on the finance  
407 committee, elected by the board of directors; and
  - 408 4. The chief executive officer, who shall serve as a nonvoting member.  
409
- 410 B. Responsibilities
- 411 1. The executive committee shall assist the board in managing SNA on issues that  
412 are time sensitive between official board meetings and, in such cases, shall have  
413 the authority of the board provided that the executive committee does not alter or  
414 act contrary to established board policies. The executive committee shall also

415 carry out tasks referred to it by the board.  
416 2. Actions of the executive committee shall be communicated to the board within  
417 ten days of the meeting at which the actions were taken.  
418

419 C. Meetings

- 420 1. The executive committee shall meet on the call of the president or on the request  
421 of any three members of the executive committee. A majority of the members of  
422 the executive committee then in office shall constitute a quorum.  
423
- 424 2. Notice of the time and place of meetings of the executive committee shall be  
425 mailed electronically to the members of the executive committee, unless  
426 extraordinary circumstances dictate otherwise. Notice of special meetings must  
427 also include the purpose for which such special meeting is called.  
428
- 429 3. All meetings of the executive committee may be held by conference telephone or  
430 similar communications equipment, provided that all persons participating in the  
431 meeting can hear and speak to each other at the same time. Actions taken at  
432 such shall be of the same force and effect as at a regular meeting authorized by  
433 these or bylaws.  
434
- 435 4. Any action required or permitted to be taken at a meeting of the executive  
436 committee may be taken without a meeting provided that unanimous consent  
437 obtained via electronic balloting setting forth the action and signed by each  
438 member of the executive committee is filed with the minutes of such meeting.  
439

440  
441 **ARTICLE V –DELEGATE ASSEMBLY**  
442

443 **Section 1. Composition**

- 444 A. The delegate assembly shall be composed of delegates representing chartered  
445 affiliates, the board of directors, the leadership development committee chair, the  
446 strategic committee chairs, three past national presidents, and the chief executive  
447 officer, who shall be a nonvoting ex-officio member. Delegates must be school  
448 nutrition members or associate retired members. Each delegate shall be entitled to  
449 one vote.  
450
- 451 B. Each chartered affiliate shall be entitled to elect or appoint a delegate to the  
452 delegate assembly for a term commencing August 1 and ending July 31, provided  
453 the requirements of the chartered affiliate are met. Chartered affiliates may also  
454 designate alternate delegates. The past presidents advisory council shall select  
455 three national past presidents to serve as delegates.  
456
- 457 C. Official national membership data as of May 31 shall be used to determine delegate  
458 representation for each state affiliate. Only eligible delegates shall be seated on the  
459 floor of the delegate assembly. The number of voting delegates for each state  
460 affiliate shall be calculated on the following basis:

- 461 1. All states, regardless of membership, shall have two delegates.  
462 2. Each state shall have one additional delegate for each 600 members, or a major  
463 fraction thereof, in excess of 1,200 members. Only members eligible to vote in  
464 the school nutrition and associate retired membership classes shall be counted  
465 for purposes of this calculation.  
466

467 Section 2. Responsibilities

- 468 A. The delegate assembly shall be a deliberative body that identifies issues, trends and  
469 areas of concern for the board of directors, and shall respond to requests for input  
470 from the president throughout the year on an as-needed basis. There shall be a  
471 meeting of the delegate assembly held at the annual national conference, and at  
472 other times by other methods, including electronically, as allowed by law and as  
473 called by the board of directors. Delegates shall provide insight and perceptions  
474 about child nutrition program issues, the school nutrition profession and SNA. The  
475 delegate assembly may put forward recommendations, resolutions and amendments  
476 to the articles of incorporation and bylaws. One-third of the voting delegates shall  
477 constitute a quorum.  
478
- 479 B. The delegate assembly shall:
- 480 1. Adopt and amend the bylaws and articles of incorporation;
  - 481 2. Fill vacancies as required by these bylaws;
  - 482 3. Debate and review resolutions and position statements regarding child nutrition,  
483 the profession and organization;
  - 484 4. Act as a liaison and communicate actions/activities including the strategic plan  
485 and the annual plan of action to its state affiliate constituencies; and
  - 486 5. Provide input to the board of directors and strategic planning committee on  
487 mission, vision, values and goals.  
488

489 Section 3. Resolutions and Position Statements

- 490 A. Resolutions – Resolutions to be considered by the delegate assembly at the annual  
491 national conference shall be submitted to the chair of the resolutions and bylaws  
492 committee in writing postmarked no later than May 1. A written resolution may also  
493 be submitted from the floor of the delegate assembly by a two-thirds vote.  
494
- 495 B. Position Statements – Position statements and background papers to be considered  
496 by the delegate assembly must be submitted to the chair of the resolutions and  
497 bylaws committee in writing postmarked no later than May 1.  
498
- 499 C. Copies of the proposed resolutions, background papers and position statements  
500 shall be mailed to all members of the delegate assembly at least thirty days prior to  
501 the annual national conference.  
502  
503  
504

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

506  
507 **Section 1. Committees and Advisory Councils**

508 A. There shall be the following standing committees:

- 509 Finance
- 510 Leadership Development
- 511 Resolutions and Bylaws

512  
513 B. Strategic committees shall be created and disbanded as deemed necessary by the  
514 board of directors based on the goals and priorities of the Association’s strategic  
515 plan. The board shall report annually to the delegate assembly on the strategic  
516 committees.

517  
518 C. There shall be the following advisory councils:

- 519 Industry
- 520 Past Presidents
- 521 State Agency

522  
523 D. Only school nutrition members may serve as chair of a standing or strategic  
524 committee or advisory council, except for the industry advisory council. School  
525 nutrition members, associate retired members and industry members are eligible for  
526 appointment to standing or strategic committees or advisory councils. Only school  
527 nutrition members are required to have an SNA certificate or be SNA credentialed.

528  
529 E. No member shall serve on more than one standing or strategic committee at the  
530 same time, with the exception of the Secretary-Treasurer, who shall chair the  
531 Finance Committee and the Resolutions and Bylaws Committee.

532  
533 F. No member shall serve for more than two consecutive terms on the same standing  
534 or strategic committee without the express approval of the SNA board.

535  
536 G. The President, if requested by the committee chair, shall recommend to the board  
537 the removal of a committee member who has had two or more unexcused absences  
538 within one year. A new committee member may be appointed to fill the vacancy.

539  
540 **Section 2. Finance Committee**

541 A. Composition

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

- 543 1. The secretary/treasurer, who shall serve as chair;
  - 544 2. The president-elect;
  - 545 3. The vice president;
  - 546 4. Two directors elected by the board of directors who have previously served a full  
547 term or who are in the second or third year of their terms, and who are not  
548 serving on the executive committee; and
  - 549 5. The chief executive officer, who shall serve as a nonvoting member.
- 550

- 551 B. Responsibilities – The finance committee shall:  
552 1. Review and approve the proposed annual budget to be brought forth to the board  
553 for approval;  
554 2. Review the financial status of the association throughout the year;  
555 3. Review and update SNA's investment policy for board approval;  
556 4. Review SNA's long and short-term investments on a regular basis; and  
557 5. Review and approve all new non-budgeted financial requests to be brought forth  
558 to the board for approval.  
559  
560 C. A majority of the members of the finance committee shall constitute a quorum.  
561

### 562 Section 3. Leadership Development Committee

- 563 A. The leadership development committee shall be composed of eleven members:  
564 seven elected regional members elected by and from the SNA regions, two at large  
565 members appointed by the president-elect and approved by the board, and the two  
566 most recent past presidents serving as nonvoting ex-officio members. The second  
567 most recent past president shall serve as chair. The regional and the at large  
568 members shall serve two-year staggered terms.  
569  
570 B. The leadership development committee shall identify and recruit eligible candidates  
571 based on their leadership competencies and diversity.  
572  
573 C. If there is no eligible candidate for election to a region position on the leadership  
574 development committee by March 1, the position shall be converted to an at large  
575 position for that term and the president-elect shall make the appointment with the  
576 approval of the board.  
577  
578 D. Members of the leadership development committee shall:  
579 1. Be a member in good standing;  
580 2. Have an SNA certificate or be SNA credentialed;  
581 3. Have demonstrated leadership experience by serving on the board of directors of  
582 SNA or by serving on a national committee or task force;  
583 4. Be regularly employed (a minimum of 130 days during the prior 12 months) in an  
584 eligible field; and  
585 5. Maintain membership at the time of nomination and election. If a change in  
586 professional status occurs, they shall complete their term of office provided one  
587 year of their term has been completed.  
588  
589 E. In case of death, resignation, or removal of a leadership development committee  
590 member, the board shall request the remaining leadership development committee  
591 members to provide a candidate recommendation for board approval.  
592

### 593 Section 4. Resolutions and Bylaws Committee

- 594 A. The resolutions and bylaws committee shall be composed of seven regional  
595 members, one industry member, and the secretary/treasurer who shall chair the  
596 committee. The regional members and the industry member shall be appointed by

597 the president-elect and approved by the board for two-year staggered terms. If there  
598 is no eligible candidate for a region position on the resolutions and bylaws  
599 committee by August 1, the position shall be converted to an at large position for that  
600 term and the president-elect shall make the appointment with the approval of the  
601 board.

602  
603 B. The committee shall present resolutions and proposed bylaws amendments to the  
604 delegate assembly, and provide recommendations to the board and the  
605 membership.

606  
607 C. The resolutions and bylaws committee shall be responsible for reviewing the  
608 governance documents of the association and ensuring that they are maintained and  
609 up to date, and shall approve the final draft of the bylaws following amendment.

610

611  
612 **ARTICLE VIII – CERTIFICATE AND CREDENTIALING GOVERNING COUNCIL**

613

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

620

621

622 **ARTICLE IX – INTERNATIONAL AFFILIATES**

623

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

628

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

634

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

638

639

640 **ARTICLE X – PARLIAMENTARY AUTHORITY**

641

642 The eleventh (11<sup>th</sup>) edition of *Robert's Rules of Order Newly Revised* shall govern this

643 association in all cases to which they are applicable and in which they are not  
644 inconsistent with these bylaws and any special rules the association may adopt.

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648

#### **ARTICLE XI - AMENDMENT**

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

653

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

656

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