

STATE BYLAW PROTOTYPE/ GUIDANCE

Article I Membership

Section A. Classes of Membership. Membership shall consist of (eight) classes: active, (members-at large), life, retired, sustaining, affiliate, student and honorary. Where (state) affiliates exist, active, life, retired and student members shall also be members of a (state) affiliate.

1. **Active Members.** Active members shall consist of persons employed in eligible fields. An Active member may become a life member after ten years.
2. **(Members-at-large.** Members-at-large shall consist of persons employed in eligible fields who are not members of state affiliates. A member-at-large may become a life member after ten years.)
3. **Life Members.** Any active member (or member-at-large) may become a life member after ten years of active membership. (Life membership shall be conferred on the President upon completion of office).
4. **Retired Members.** An active (or at-large member) who retires from eligible employment becomes a retired member.
5. **Sustaining Members.** Sustaining members shall consist of individuals or organizations in industry who are committed to furthering the goals of the Association.
6. **Affiliate Members.** Affiliate Members shall consist of individuals not employed in an eligible field who are interested in advancing the goals of the Association.
7. **Student Members.** Student members shall consist of persons enrolled in post-secondary institutions who are interested in advancing the goals of the Association.
8. **Honorary Members.** Honorary members shall consist of persons recognized by the Board for outstanding service to the Association

Question 1: *Are states allowed to interpret the classes of membership?*

Answer: No

Question 2: *Are states allowed to clarify the positions within the membership classes?*

Answer: Yes

Guidance: There is no need to interpret the classes of membership. This is clearly stated in SNA Bylaws Article I, Section A. Clarification, such as more description, is perhaps possible.

Article II Officers

Section A. Elected Officers. The elected officers shall be: (President, President-elect, (Vice President), Secretary, Treasurer, (Regional) Directors and (Section) Chairs).

Question: *Are states required to have the same offices as SNA?*

Answer: No

Guidance: States may have fewer officers than SNA but not more. However, it is better to follow national lead if at all feasible. State bylaws must list officers and duties. SNA has a president-elect and a vice president. A particular state may decide that it does not need or want both of these offices. Nothing in the bylaws requires the affiliate to have both of these offices. State law must also be considered. Most state nonprofit corporation statutes specify certain offices that must exist (usually president, treasurer, secretary) and then allow the organization to have whatever other officers it wants.

Question: *Are states allowed to appoint officers that are normally elected (i.e., treasurer, secretary)?*

Answer: Yes

Guidance: If state bylaws provide for it. These persons do not have the same rank as elected officers. They often take care of duties that paid staff might perform under other circumstances.

Question: *Are elected or appointed officers of state associates allowed to be salaried?*

Answer: Yes

Guidance: However, you should be aware that in those states which have enacted "volunteer protection acts" giving immunity to directors of nonprofit organizations, the protection of the statutes may be lost if the person is paid.

Section B. Eligibility and Terms of Office. All officers shall hold office until the end of (the Annual National Conference). Candidates for (National) office shall have held membership in the Association for at least (five years) immediately preceding the nomination. The candidate shall:

1. Having demonstrated leadership ability by (serving on the Executive Board of a state affiliate or by serving on a national committee or advisory board).
2. Be regularly employed in an eligible field but may not be employed as a supervisor, regional manager or corporate officer of a for-profit organization above the school district level.
3. Be ineligible for re-election to a (national) office previously held.
4. Be elected for a specified term and shall retain active membership at the time of nomination and election. If a change in status occurs they shall complete their term of office provided one year of the term has been completed.
5. (Shall be SNA certified members).

Question: *Are state officers required to be SNA certified?*

Answer: No

Guidance: States may require certification, if states choose to write it into their bylaws.

Question: *May SNA have officers that are not members of a state affiliate?*

Answer: Yes

Guidance: The bylaws do not state specifically that officers shall belong to a state affiliate. However, an officer must be an active member and, if a state affiliate exists, active members must belong. At-large members are not eligible for national office.

Article II, Section B.1 is actually phrased in terms of three alternatives or possibilities, any one of which will suffice: Candidates for national office must demonstrate leadership either by being on the executive board of a state affiliate, or serving on a national committee or serving on an advisory board.

Thus, assuming one could serve either on a national committee or advisory board without being a member of a state affiliate, the answer to the question would be: yes: SNA may have officers who are not members of a state affiliate.

- a. **President.** The President shall be the chief elected officer and shall serve one year.
- b. **President-elect.** The President-elect shall serve for one year.
- c. **(Vice President).** The (Vice President) shall be elected annually and serve for one year. To be eligible for this office, a candidate shall:
 - 1) (Have had previous service on the Board).
 - 2) (Have served in the House) within the past (seven years) or have served on a standing committee or advisory board within the past (three years).
 - 3) (Have attended (three of the last five national conferences)).
- d. **Secretary.** The Secretary shall be elected in (even numbered years and shall serve for two years).
- e. **Treasurer.** The Treasurer shall be elected in (odd numbered years and shall serve for two years).
- f. **(Regional)Directors.** (Regional) Directors shall be elected for a two year term; their place of employment shall be in the respective region at the time of nomination and election. If a change in region of employment occurs they shall complete their term of office provided one year of the term has been completed. Elections shall be on the following schedule:

Even Years

Northeast
Northwest
Southwest

Odd Years

West
Midwest
Mideast
Southeast

- g. **Section Chairs.** Section Chairs shall be elected for a two-year term, and their employment and membership shall be in that section at the time of nomination and election. If a change in section status occurs they shall complete their term of office provided one year of their term has been completed. Elections shall be held on the following schedule:

Even Years

Major City Directors
And Supervisors Chair
Single Unit Personnel Chair
State Directors, Supervisors
And Specialists Chair

Odd Years

District Directors and
Supervisors Chair
College Personnel Chair

Question: *Are persons allowed to hold office for more than one term?*

Answer: Yes

Guidance: If states choose to write it into their bylaws, and it is also permitted by state law.

Section C. Election. Election of Association officers, (Regional) Directors and (Section Chairs) shall be by (mail ballot). The Board shall determine time lines for balloting procedures and notification of candidates.

Question: *May states have the flexibility to hold elections at their annual meeting and provide absentee ballots for those not in attendance?*

Answer: Yes

Guidance: States may hold elections at their annual meetings. State bylaws must provide for this or for a vote by mail as SNA does. If it is desired to provide for absentee ballots, this must be stated in the state bylaws and state law should be checked to see if there are any provisions governing balloting by mail.

Section D. Responsibilities of Elected Officers.

1. President.

- a.** Represents the Association in policy matters and is the chief spokesperson.
- b.** Serves as Chair of the Board and Executive Committee.
- c.** Presides at meetings.
- d.** Serves as an ex-officio member of all committees and advisory boards, except the Nominating Committee.
- e.** Prepares the agenda for Board and Executive Committee meetings.
- f.** Appoints and may remove, with the approval of the Board, the chairs of all committees and advisory boards.
- g.** Appoints, with the approval of the Board, consultants to committees where needed.
- h.** Appoints and may remove, with the approval of the Board, the chairs of all committees and advisory boards.
- i.** Coordinates all activities of Industry and Marketing Advisory Boards.
- j.** Initiates response to action taken (by the House) and the Board.
- k.** Establishes time schedules for meetings.
- l.** Initiates and directs the implementation of the Plan of Action.
- m.** Coordinates activities of the Board with the (Association Office)
- n.** Shall appoint a (House of Delegates) parliamentarian with approval of the Board.

2. President-elect

- a.** Studies the duties and responsibilities of the President, other members of the Board, committees, advisory boards, and state affiliates.
- b.** (Presides at the House)
- c.** Chairs the committee, approved by the Board, to prepare a Plan of Action for the ensuing year. This Plan of Action will be consistent with the Strategic Plan.
- d.** Presents the approved Plan of Action to state affiliates at (Leadership Seminar(s)) prior to year as president
- e.** Represents the Association at the request of the President.
- f.** Performs the duties of the President in the President's absence.
- g.** Succeeds to the office of President:
 - 1) at the end of the (second Annual National Conference following election); or
 - 2) in the event of the President-elect's death, resignation, or removal from office.
- h.** Recommends, for the approval of the Board, members and chairs of committees and advisory boards.

3. (Vice President.)

- a.** Succeeds to the office of President-elect:
 - 1) at the end of the (second Annual National Conference following election); or
 - 2) in the event of the President-elect's death, resignation, or removal from office.
- b.** Performs the duties of the President-elect in the President-elect's absence.
- c.** Coordinates all activities of standing committees and advisory boards, except the nominating Committee and Industry and Marketing Advisory Boards.
- d.** (Coordinates revisions and updates of Policy and Procedure Manual).
- e.** Performs other duties as assigned.

4. Secretary.

- a.** Accurately records all minutes (of the House), the Board and Executive Committee.
- b.** (Directs the Executive Director to send appropriate notices and copies of the minutes of the Board).

5. Treasurer.

- a.** Supervises and monitors Association funds, investments, and securities.
- b.** Submits a financial report at Annual (National) Conference.
- c.** Drafts a proposed annual budget in cooperation with (the Executive Director).
- d.** Directs the (Executive Director) to send copies of the proposed budget to the (state) affiliates, prior to (the meeting of the House) for information only.
- e.** Submits budget to the Board for adoption.
- f.** Notifies officers and the chairs of each committee and advisory board of budgeted funds.
- g.** Reports expenditures against budget.

6. (Regional) Director.

- a.** Promotes the Association's Plan of Action.
- b.** Expresses the views of the (state) affiliates.
- c.** Provides liaison between (state) affiliates and Board.
- d.** Communicates with and assists (state) affiliates.
- e.** (Publishes and distributes regional newsletters after Board meetings).
- f.** Promotes membership and professional growth.
- g.** Coordinates plans for Leadership Seminar(s) with the President-elect and host (state).
- h.** Plans (regional) program for (national) conference with program chairs.
- i.** Surveys (states) and provides recommendations to President-elect on appointments to committees and advisory boards.
- j.** Surveys (states) and provides recommendations to Nominating Committee.
- k.** Maintains a current file of (state) officers and notifies (the Executive Director) of changes.
- l.** Attends a meeting of each (state) affiliate within (region) at least (once during term).

7. (Section) Chairs.

- a.** Promotes the Association's Plan of Action.
- b.** (Initiates, implements, evaluates, and/or coordinates appropriate studies or projects with the Association office).
- c.** Expresses the views of their (section)
- d.** Provides leadership, support, technical assistance, and resource lists and/or materials to members.
- e.** Plans (section) meeting program for Annual (National) Conference in cooperation with program chairs.

- f.* Calls a special meeting as necessary with approval of the Board at no expense to the Association.
- g.* Promotes membership.
- h.* Provides recommendations to (the President-elect) for appointments to committees and advisory boards.
- i.* Surveys (sections) and provides recommendation to (Nominating Committee)

Question: *Are states allowed to reassign the responsibilities of an officer?*

Answer: Yes

Guidance: It is better to keep duties of state officers as nearly the same as national officers for communication and assistance purposes. The state bylaws must clearly define specific duties. States must also follow the laws of the state of incorporation or of the state where the affiliate does business. To illustrate: some state laws provide that the office of president and secretary may not be held by the same person.

Section E. Appointed Officers.

- 1. *Executive Director.*** The Executive Director shall be the chief executive officer of the Association and shall implement policies of the House, Board and Executive Committee consistent with efficient and effective business practices. The Executive Director shall be employed under contract by the Board.
- 2. *Responsibilities of the Executive Director.***
 - a.* Conducts Association affairs.
 - b.* Interprets and applies policies.
 - c.* Fulfills the duties set forth in the contract.
 - d.* Prepares performance standards for programming and manages work, personnel, money and materials for the Association with Board approval.
 - e.* Other duties as assigned.
- 3. *Others.*** The board may appoint other officers as necessary.

Article III Meetings

Section A. Type of Meeting.

- 1. *(National) Conference.*** There shall be an Annual (National) Conference, the date and place of which shall be determined by the Board.
- 2. *(House of Delegates).*** There shall be a meeting of the House held at the Annual (National) Conference, called by (the President-elect).
- 3. *Executive Board.*** The Board shall meet immediately before and after the Annual (National) Conference and at the call of the President, or upon the request of a majority of members of the Board.
- 4. *Executive Committee.*** The Executive Committee shall meet on call of the President or at the request of four members of the Executive Committee. (The Executive Committee shall convene prior to any Board meeting to review matters and make recommendations).
- 5. *(Strategic Planning Seminar.*** At least once in each five years, the Association shall hold a planning seminar).
- 6. *(Legislative Conference.*** A legislative conference may be held annually to evaluate legislative needs and plan strategies for legislative activities).
- 7. *(Industry Seminar.*** An industry seminar may be held annually to provide dialogue between the Association and industry, project program needs, and share technical assistance and expertise).
- 8. *(Leadership Seminars.*** Leadership Seminar(s) shall be held annually. The purpose of the seminar is to develop leadership and present the Association's Plan of Action for the ensuing year).

9. Special Meetings. Special meetings and seminars may be called or approved by the Board

Question: *Are States Required to hold Comparable Meetings to SNA at the state level such as:*

- *Annual Conference*
- *House of Delegates*
- *Executive Board*
- *Executive Committee*
- *Strategic Planning*
- *Industry*
- *Leadership*
- *Special Meetings*

Answer: No

Guidance: States do not have to hold meetings that are comparable to all of the SNA meetings. However, a state should have enough meetings to make it a viable organization. (HOD meetings or an annual conference.) Executive board meetings should certainly be provided for in the state bylaws. State nonprofit corporation statutes provide for special meetings. Therefore, if the statutory requirements for calling a special meeting of the Board of the membership are met, the association would be obligated to call the meeting

Section B. Expenses. The board shall set limits within budgetary restraints for reimbursement of, and procedures for, expenditures by the Association staff and members who travel on official Association business.

Article IV House of Delegates

(The House of Delegates (“House”)) shall be the legislative and governing body of the Association. It shall formulate the philosophies and goals under which the Executive Board manages the affairs of the Association. The (House) shall adopt policies, hear committee and officers reports, take action on recommendations, resolutions, amendments to the (Articles of Incorporation) and Bylaws.

1. Composition.

- a.** The voting delegates shall include the Board; past (national) presidents; (national) standing committee chairs and advisory board chairs except the Industry and Marketing Advisory Board chairs; (state) presidents, (state) presidents-elect, (state) elected/appointed delegates, or alternatives.
- b.** Voting delegates of the House shall be active, members-at-large, life or retired.
- c.** (The Executive Director shall be a nonvoting member).

2. Responsibilities

- a.** Formulates the philosophies and goals.
- b.** Debates and reviews matters of professional interest
- c.** Makes general and specific recommendations to the Board.
- d.** Makes recommendations for the Strategic Plan and for the annual Plan of Action.
- e.** Reviews reports of (state) affiliates, Board members, the Association office, (national committees, and (advisory boards).
- f.** Takes action on proposed resolutions and amendments to the Bylaws.

3. Voting. Each delegate is entitled to one vote.

4. Quorum. On-third of the voting delegates shall constitute a quorum.

5. (State Delegate) Representation. Official membership data shall be sent (to the National office by May 31 preceding the Annual National Conference). Only eligible delegates shall be seated on the floor of (the House). The number of voting delegates for each (state) affiliate shall be calculated on the following basis:

- a. All (states), regardless of membership, shall have two delegates.
- b. Each (state) shall have one delegate for each (600 members or a major fraction thereof, that is at least 301).

Article V

Executive Board

The Executive Board (“Board”) shall be the executive body of the Association. The Board shall (formulate policies between meetings of the House; adopt the annual budget; review reports and resolutions; conduct and manage the affairs and have all other powers and duties specifically provided to it by the (Articles of Incorporation) and Bylaws which are necessary to achieve the objectives not specifically delegated to other agents or agencies by the (Articles of Incorporation) or Bylaws

1. Composition.

- a. Members shall consist of (the President, President-elect, (Vice President), Secretary, Treasurer, (Regional) Directors, and (Section) Chairs).
- b. (The Executive Director shall be a nonvoting member.)

2. Responsibilities.

- a. Directs Association affairs in accordance with the philosophies, general policies, and goals adopted by (the House).
 - b. Considers general and specific recommendations made by (the House).
 - c. (Employs the Executive Director).
 - d. Appoints persons to act for the Association and defines their specific responsibilities.
 - e. Adopts the annual budget including, but not limited to, budgets for all (national) meetings.
 - f. Manages and directs all financial affairs.
 - g. Adopts the audit of Association books.
 - h. Authorizes persons to sign checks, contracts, and other documents for the Association.
 - i. (Approves organizational structure, job descriptions, and salary ranges for employees).
 - j. Approves all committee and advisory board appointments.
 - k. Fills vacancies of unexpired terms of Board members, unless otherwise specified.
 - l. Reviews and approves the program for all (national) conferences and seminars.
 - m. Adopts a Strategic Plan of Action.
 - n. Adopts a Plan of Action for the ensuing year (prior) to (the annual Leadership Seminar(s)).
 - o. Recommends positions and policies (to the House)
 - p. Provides leadership in working with allied associations and groups which share a similar purpose.
 - q. Fills vacancies occurring in office by a majority vote.
 - r. (Employs an attorney).
3. **Quorum.** A majority of the members shall constitute a quorum.

Article VI

Executive Committee

1. Composition.

- a. Elected members shall consist of (the President, as chair, President-elect, (Vice President), Secretary, Treasurer, (Regional) Directors Chair and (Section) Chair).
- b. (The Executive Director shall be a nonvoting member).

2. Responsibilities.

- a. Proposes to the Board (the administrative and management policies of Association business consistent with the action and policies established by the Board and the House).
- b. Conducts all business referred to it by the Board.

- c.* Acts when time does not practically permit a meeting of the entire Board, as determined by the President.
 - d.* Reviews the annual budget.
 - e.* Reviews the financial status.
 - f.* Analyzes reports.
 - g.* Employs certified public accountants who shall annually, or as needed, audit the Association's accounts.
 - h.* Publishes an annually audited financial statement in (the Association' journal).
 - i.* Reports all actions taken to the Board.
3. **Quorum.** A majority of the members shall constitute a quorum.

Article VII (Regions)

A chair of the (Regional) Directors shall be appointed by the President from the elected senior members of the (Regional) Directors. (The United States shall be divided into regions as follows:)

- 1. **Northeast:** Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont.
- 2. **Midwest:** Delaware, Indiana, Maryland, Michigan, Ohio, Washington, D.C., West Virginia.
- 3. **Southeast:** Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia.
- 4. **Midwest:** Illinois, Iowa, Minnesota, Missouri, Nebraska, North Dakota, South Dakota, Wisconsin.
- 5. **Southwest:** Arkansas, Colorado, Kansas, Louisiana, Oklahoma, Texas.
- 6. **Northwest:** Alaska, Idaho, Montana, Oregon, Washington, Wyoming.
- 7. **West:** Arizona, California, Hawaii, Nevada, New Mexico, Utah.

Question: *Are states required to be divided into regions? (versus area, district)*

Answer: No

Guidance: States are not required to be divided into regions. A region is usually considered to be more than one state. Division into districts would seem more appropriate, if division is needed.

Article VIII (Sections)