



**SCHOOL
NUTRITION
ASSOCIATION**

Making the right food choices, together.

GOVERNING RULES

June 2009

The School Nutrition Association's Governing Rules were adopted by the House of Delegates on July 24, 1993, in Boston, Massachusetts and, subsequently, have been amended as follows:

- July 22, 1995, in Anaheim, California;
- July 20, 1996, in Houston, Texas;
- July 19, 1997, in Orlando, Florida;
- July 11, 1998, in New Orleans, Louisiana;
- July 25, 1999, in Denver, Colorado;
- July 15, 2000, in St. Louis, Missouri;
- July 14, 2001, in Nashville, Tennessee;
- July 20, 2002, in Minneapolis, Minnesota;
- July 19, 2003, in Reno, Nevada;
- July 24, 2004, in Indianapolis, Indiana;
- July 16, 2005, in Baltimore, Maryland;
- July 15, 2006, in Los Angeles, California;
- July 14, 2007, in Chicago, Illinois;
- July 19, 2008, in Philadelphia, Pennsylvania;
- June 28, 2009, in Las Vegas, Nevada

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**AMENDED
CERTIFICATES OF INCORPORATION
of
THE SCHOOL NUTRITION ASSOCIATION**

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

Pursuant to the Certificates of Incorporation of the School Nutrition Association, as heretofore amended, this instrument shall constitute the Amended Certificates of Incorporation of the aforementioned not for profit corporation.

ARTICLE I - NAME

The name of the corporation is:

THE SCHOOL NUTRITION ASSOCIATION, INC.

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

ARTICLE II - PURPOSES

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

1. Promote the optimal health, nutrition and education of all children by supporting nutritionally adequate and educationally sound, financially accountable, nonprofit child nutrition and school community nutrition programs.
2. Promote high standards of child nutrition and school community programs with emphasis on nutritionally adequate meals that are appealing to children.
3. Promote united efforts between school personnel, allied organizations, industry and the public to assure every child an opportunity to receive the benefits of the child nutrition and nutrition education programs.
4. Promote high standards and provide appropriate educational programs, incentives and recognition for professional development of child nutrition personnel.
5. Promote research and development in child nutrition programs.
6. Promote the establishment of a national nutrition policy and legislation, which provides optimal nutrition and nutrition education for children.
7. Promote the involvement of students and the school community in child nutrition programs.

8. Promote membership and provide services to members.
9. Take any and all actions authorized to corporations organized not for profit under the laws of the State of Virginia and the aforementioned section of the Internal Revenue Code to carry out the foregoing objects and purposes.

ARTICLE III - TERM

This Corporation shall have perpetual existence.

ARTICLE IV - MEMBERSHIP

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

ARTICLE V - MANAGEMENT

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

The Board of Directors shall be the policy making body of the Association with full accountability and oversight for legal compliance, good name and financial well being of SNA.

The officers of the Corporation shall consist of those persons filling offices designated by the Bylaws of this Corporation and subject to the terms and conditions therein set forth.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 120 Waterfront Street, Suite 300, National Harbor, Maryland 20745. The name and address of the registered agent of the Corporation in Maryland is The Corporation Trust Incorporated, 300 East Lombard Street, Baltimore, Maryland 21202.

ARTICLE VII - TAX-EXEMPT STATUS

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(4) of the Code, or cause it to lose such exempt status.

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

ARTICLE VIII - DISSOLUTION

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

ARTICLE IX - LIMITATION OF LIABILITY

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

BYLAWS
of
THE SCHOOL NUTRITION ASSOCIATION
(hereinafter, within SECTION II, referred to as "Association" and/or "SNA")

ARTICLE I - MEMBERSHIP

SECTION A. TYPES OF MEMBERSHIP:

- 1. INDIVIDUAL MEMBERSHIP:** Owned by an individual; not transferable.
 - a. School nutrition members
 - b. Associate members
 - c. Affiliate members
- 2. SCHOOL DISTRICT OWNED MEMBERSHIP:** Owned by a school district; transferable within listed categories.
 - a. Individual school building
 - b. School district

SECTION B. CLASSES OF MEMBERSHIP:

Membership shall consist of three classes: School Nutrition, Affiliate and Associate. When state affiliates exist, school nutrition, retired and student members shall also be members of the state affiliate.

- 1. INDIVIDUAL MEMBERSHIP:** Owned by an individual; not transferable
 - a. SCHOOL NUTRITION MEMBERS:** School nutrition members categories shall consist of:
 - i. Employees
 - ii. Managers.
 - iii. Supervisors/directors and specialists.
 - iv. Educators employed in eligible fields.
 - b. AFFILIATE MEMBERS:** Affiliate member categories shall consist of:
 - i. School nutrition employees working less than four hours per day who choose the option of being non-voting supporter members; and

- ii. Retired members who choose the option of being non-voting supporter members.
2. **SCHOOL DISTRICT OWNED MEMBERSHIP:** Owned by a school district; transferable within listed membership categories.
 - a. Employees.
 - b. Managers.
 - c. Supervisors/directors/specialists.
 - d. Educators employed in eligible fields.
 3. **ASSOCIATE MEMBERS:** Associate member categories shall consist of:
 - a. Retired members.
 - b. Students enrolled in post-secondary food, nutrition, health or other food related programs.
 - c. Industry consultants.
 - d. Corporations.
 - e. International child nutrition individuals.
 - f. Other individuals and nongovernment organizations committed to furthering the goals of the Association.

SECTION C. ELIGIBLE FIELD:

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.
3. Persons engaged in teaching present or potential school nutrition personnel.
4. Persons engaged in community nutrition programs.
5. Persons employed by the Association or a state affiliate.

SECTION D. RIGHTS AND PRIVILEGES OF MEMBERS:

1. **Individual Membership:** All school nutrition members and associate retired members, whose dues are currently paid as of May 31, shall be entitled to vote for the election of officers and to vote on any matter submitted to the voting membership.

- a. Members who cease to be employed in an eligible field may continue their membership until their renewal date.
- b. Affiliate members, and Associate members in the student, retired, international and "Other" categories shall not be eligible for nomination to national elective office.
- c. Associate members in the student, international and "Other" categories shall be non-voting members.
- d. Affiliate members shall be non-voting members.
- e. Industry members shall be entitled to vote for the election of the industry representative to the Board of Directors. Industry individual members shall be entitled to one vote and the two designated representatives by each Corporate member shall be entitled to one vote each.
- f. All members shall be eligible to attend the meetings of the House of Delegates as observers.
- g. A person shall not hold both an Individual and School District Owned Membership concurrently.

2. *School District Owned Membership:*

- a. Members who cease to be employed in an eligible field or in a school district owned position relinquish membership on date of separation.
- b. Shall be eligible for nomination to national elected office as specified in Article VI. Officers, Section B. Eligibility.
- c. All members shall be eligible to attend the meetings of the House of Delegates as observers.
- d. Reserve the right to change to an individual membership at any time.
- e. Shall not hold individual membership concurrently.

SECTION E. DUES:

1. Dues for individual school nutrition members and associate retired members shall be established by a two-thirds vote of the delegates voting in the House of Delegates.
2. Dues for associate, School District Owned Memberships and affiliate members, with the exception of associate retired members, shall be established by the Board.

ARTICLE II - REGIONS

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. ***Mideast:*** Delaware, Indiana, Maryland, Michigan, Ohio, District of Columbia, 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.

ARTICLE III - SECTIONS

The Association shall have program sections identified by the special type of food and/or nutrition activities in which members are engaged. Sections are School Nutrition Employees/Managers; State Agency; District Directors/Supervisors and Specialists; Major City Directors/Supervisors and Specialists; College Personnel; and, Child Care.

SECTION A. SECTION CHAIRS:

The representatives to the Board for School Nutrition Employees/Managers and State Agency shall serve as chair of their respective program sections. The membership section chairs will provide input, as needed, regarding program activities and member needs.

SECTION B. SECTION ADVISORS:

Advisors for District/Supervisors and Specialist, Major City Directors/Supervisors and Specialists and College Personnel, and Child Care sections shall be appointed by the President-elect, with the approval of the board. Appointed advisors shall serve a two-year term. The program section advisors will provide input, as needed, regarding program activities and member needs.

SECTION C. SECTION ADVISORY COMMITTEES:

The State Agency Program Section Advisory Committee shall be composed of State Directors elected in the USDA region they represent: Northeast, Mid-Atlantic, Southeast, Midwest, Mountain Plains, Southwest and West. The State Agency Program Advisory Committee elections will be held every two years, no later than the end of the Association's

Annual National Conference, on a rotating basis among the regions so that no more than one-half of the representatives will be replaced at a time.

ARTICLE IV - STATE AFFILIATES

SECTION A. CHARTERED AFFILIATES:

Each state and the District of Columbia shall have one school nutrition association chartered by the Board, which shall constitute the state affiliate. For purposes of this provision, the commonwealth of Puerto Rico and territories administered by the United States shall be considered states.

SECTION B. REPRESENTATION IN THE HOUSE OF DELEGATES:

Each affiliate shall be entitled to representation in the House, provided the following conditions are met:

1. State affiliate Articles of Incorporation, and/or Constitution, and/or Bylaws shall not conflict with the National Articles of Incorporation, Bylaws, or Standing Rules and all audited Bylaws thereto.
2. State affiliates shall determine the qualifications for members to serve as officers of state affiliates.
3. Each state affiliate shall adopt a Plan of Action consistent with the National Plan of Action.

ARTICLE V - HOUSE OF DELEGATES

The House of Delegates ('House') shall be a deliberative body that identifies issues, trends and areas of concern for the Board of Directors. Delegates provide local, state and regional insight and perceptions about child nutrition issues, the profession and SNA through the use of mega discussions, deliberation and debate. The House of Delegates may put forward recommendations, resolutions and amendments to the Articles of Incorporation, Bylaws, and Standing Rules.

SECTION A. COMPOSITION:

1. Voting delegates of the House shall be school nutrition members or associate retired members of the Association.
2. The voting delegates shall include the Board, national standing committee chairs and state elected/appointed delegates or alternates.
3. The national past presidents shall have three voting delegates to be selected by the National Past Presidents Advisory Board.

4. The Executive Director shall be a nonvoting member.

SECTION B. RESPONSIBILITIES:

1. Adopts and amends the Bylaws and Articles of Incorporation.
2. Debates and reviews issues regarding Child Nutrition, the profession and organization.
3. Acts as a liaison and communicates actions/activities including the Strategic Plan and the annual Plan of Action to their state affiliate constituencies.
4. Provides input to the Board of Directors and Strategic Planning Committee on mission, vision, values and goals.
5. Approves membership dues for school nutrition members and associate retired members.

SECTION C. VOTING:

Each voting delegate is entitled to one vote.

SECTION D. QUORUM:

One-third of the voting delegates shall constitute a quorum.

SECTION E. STATE DELEGATE REPRESENTATION:

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 House. 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 F. RESOLUTIONS:

1. ***Method of Proposal:*** All proposed resolutions to be considered by the House of Delegates at the Annual National Conference shall be submitted one of the following ways:
 - a. Submitted to the Chair of the Resolutions and Bylaws Committee in writing postmarked no later than May 1.

- a. Have had previous service on the Board.
 - b. Have served in the House within the past seven years or have served on a standing committee within the past three years.
 - c. Have attended three of the last five Annual National Conferences (ANC).
3. An industry member candidate for office shall:
 - a. Be an individual industry member or one of the two designated representatives of a corporate industry member.
 - b. Retain industry 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.
 4. To be eligible for the office of Secretary/Treasurer, a school nutrition member candidate shall also have working knowledge of finance and budgeting.
 5. To be eligible for the office of School Nutrition Employee/Manager Representative and State Agency Representative, a school nutrition member candidate needs to be a member of that membership section.
 6. To be eligible for the office of Regional Director, a school nutrition member candidate needs to be a member in their principal place of employment in the respective region.
 7. To be eligible for the office of Education, Nutrition, Member Services or Public Policy and Legislation Committee or Research Committee Chair, a school nutrition member candidate needs to have served on a national SNA committee previously.
 8. In addition, candidates for the Public Policy & Legislation Committee Chair must have attended two of the last four Legislative Action Conferences.
 9. To be eligible for the office of Nutrition Committee Chair, a school nutrition member candidate needs to be a Registered Dietitian or have a bachelor's degree in Nutrition.
 10. To be eligible for the office of Research Committee Chair, a school nutrition member candidate needs to have at least a master's degree.

SECTION C. TERMS OF OFFICE:

The officers shall hold office until the end of the Annual National Conference. Officers shall be elected by the membership to serve only one term in any specific office.

1. ***President:*** The President shall be the chief elected officer and shall serve one year. Upon completion of the term of office, the president shall become a past

president of the Association with all future dues being waived for life. All rights and privileges of school nutrition members shall be bestowed upon past presidents.

2. **President-elect:** The President-elect shall serve for one year.
3. **Vice President:** The Vice President shall be elected annually and serve for one year.
4. **Secretary/Treasurer:** The Secretary/Treasurer shall be elected in odd numbered years and shall serve for two years.
5. **Other Officers:** Regional Directors, the School Nutrition Employee/Manager Representative, the State Agency Representative, the Industry Representative, and the chairs of Member Services, Education, Nutrition, Public Policy and Legislation and Research Committees shall be elected for two-year terms on the following schedule:

ODD YEARS	EVEN YEARS
Northeast Regional Director	Mideast Regional Director
Northwest Regional Director	Midwest Regional Director
Southwest Regional Director	Southeast Regional Director
School Nutrition Employee/Manager Representative	West Regional Director
State Agency Representative	Education Committee Chair
Member Services Committee Chair	Public Policy & Legislation Committee Chair
Nutrition Committee Chair	
Research Committee Chair	

6. **Industry Representative:** The industry representative shall be elected for a two-year term by industry individual members and the designated representatives of corporate members only. The election shall occur during even years.

SECTION D. ELECTION:

Election of Association officers shall be conducted in a cost effective and efficient way. The Board shall determine the methodology, time lines for balloting procedures and notification of candidates.

SECTION E. RESPONSIBILITIES OF 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. May replace members of committees and advisory boards, with the exception of the Nominating Committee, without the approval of the Board.
 - g. Appoints consultants to committees where needed.
 - h. May replace appointed chairs of committees and advisory boards.
 - i. Coordinates all activities of Industry Advisory Board.
 - 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.
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 third Annual National Conference following election; or
 - 2) In the event the President cannot fulfill the duties of the office.
 - h. Recommends, for the approval of the Board, members and chairs of committees and advisory boards to serve when the president-elect becomes president.
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 the President-elect cannot fulfill the duties of the office.

- b. Performs the duties of the President-elect in the President-elect's absence.
- c. Coordinates all activities of standing committees, except the Nominating Committee, and the Industry Advisory Board.
- d. Coordinates revisions and updates of Policy and Procedure Manuals.
- e. Performs other duties as assigned.

4. *Secretary/Treasurer:*

- 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 to the Board.
- c. Monitors Association funds, investments, and securities.
- d. Presents an audited financial report for the previous fiscal year at the House of Delegates meeting.
- e. Drafts a proposed annual budget in cooperation with the Executive Director.
- f. 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.
- g. Submits budget to the Board for adoption.
- h. Notifies officers and the chairs of each committee and advisory board of budgeted funds.
- i. Reports expenditures against budget.
- j. Serves as chair of the Resolutions & Bylaws Committee.
- k. Serves as chair of the Finance Committee.

5. *Regional Directors:*

- a. Promote the Association's Plan of Action.
- b. Express the views of the state affiliates.
- c. Provide liaison between state affiliates and Board
- d. Communicate with and assists state affiliates.
- e. Publish and distribute regional newsletters after Board meetings.
- f. Promote membership and professional growth.
- g. Coordinate plans for Leadership Seminar(s) with the President-elect and host state.
- h. Plan regional program for national conference with program chairs.
- i. Survey states and provide recommendations to President-elect on appointments to committees and advisory boards.

- j. Survey states and provide recommendations to Nominating Committee.
 - k. Maintain a current file of state officers and notifies the Executive Director of changes.
 - l. Attend a meeting of each state affiliate within region at least once during term.
- 6. *School Nutrition Employee/Manager and State Agency Representatives:***
- a. Promote the Association's Plan of Action.
 - b. Initiate, implement, evaluate, and/or coordinate appropriate studies or projects with the Association office.
 - c. Express the views of their member category.
 - d. Provide leadership, support, technical assistance, and resource lists and/or materials to members.
 - e. May plan a program for Annual National Conference in cooperation with program chairs.
 - f. Call a special meeting as necessary with approval of the Board at no expense to the Association.
 - g. Promote membership.
 - h. Provide recommendations to the President-elect for appointments to committees and advisory boards.
 - i. Survey member category and provide recommendations to Nominating Committee.
- 7. *Committee Chairs:***
- a. Promote the Association's Plan of Action.
 - b. Initiate, implement, evaluate, and/or coordinate appropriate studies or projects with the Association office.
 - c. Express the views of their committee.
 - d. Provide leadership, support, technical assistance, and resource lists and/or materials to members.
 - e. Promote membership.
 - f. Provide recommendations to the President-elect for appointments to committees and advisory boards.
 - g. Provide recommendations to Nominating Committee.
- 8. *Industry Representative:***
- 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 Industry.
- d. Provides leadership, support, technical assistance, and resource lists and/or materials to members.
- e. Plans Industry meeting program for Annual National Conference in cooperation with program chairs.
- f. May call a special meeting of industry members 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 industry and provide recommendations to Nominating Committee.
- j. Serves as a chair of the Industry Advisory Board.

SECTION F. 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.

SECTION G. FILLING THE VACANCIES OF ELECTED OFFICERS:

1. In the event that an elected officer other than the President and President-elect cannot fulfill the duties of the office, first consideration shall be given to the other candidate on the ballot for that office.

2. In the event this candidate does not accept the appointment, the Board will seek recommendation from the Nominating Committee and then vote on the recommendation.
3. Appointments are for the remainder of the term of the vacated office.

SECTION H. REMOVAL FROM OFFICE:

Any officer who is 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 may be removed from office. The Board, upon receipt of charges, shall investigate the charges, hold a hearing and render a decision.

ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors ('Board') shall be the policy-making body of the Association with full accountability and oversight for legal compliance, good name, and financial well being of SNA. The Board shall meet no less than three times a year to direct the business of the Association. Additionally, the Board shall have all other powers and duties specifically provided to it by the Articles of Incorporation and Bylaws.

SECTION A. COMPOSITION:

1. Members shall consist of the officers of the Association.
2. The Executive Director shall be a nonvoting member.

SECTION B. RESPONSIBILITIES:

1. Formulates and adopts policies and strategic goals of the Association.
2. Directs the affairs of the Association.
3. Directs the Association in accordance with the adopted Strategic Plan, general policies and goals of the Association.
4. Considers recommendations and resolutions made by the House of Delegates.
5. Hires and supports the Executive Director in the implementation of policy and operations of the Association.
6. Manages and directs all financial affairs of the Association.
7. Reviews and approves the annual operating budget and investment policy.
8. Reviews the financial audit of the Association.

9. Fills vacancies of unexpired terms of Board members, or newly elected candidates, unless otherwise specified.
10. Adopts a Strategic Plan of Action.
11. Adopts an annual Plan of Action.
12. Provides leadership in working with allied associations and groups, which share a similar purpose.
13. Provides a clear and consistent message of the mission, strategies and positions of the Association.
14. Debates and reviews matters of professional and organizational interests.
15. Reviews and evaluates the performance of the Association according to the Strategic Plan, general policies and goals of the Association.
16. Approves all committee and advisory board appointments submitted by the president-elect as well as special committee appointments by the president.

SECTION C. QUORUM:

A majority of the members shall constitute a quorum.

ARTICLE VIII - EXECUTIVE COMMITTEE

SECTION A. COMPOSITION:

1. Members shall consist of the President, as chair; President-elect; Vice President; Secretary/Treasurer; a chair of the regional directors (appointed to the Executive Committee by the President from among the regional directors serving the second year of their term); and, a representative from the elected committee chairs, the School Nutrition Employee/Manager Representative and the State Agency Representative (appointed to the Executive Committee by the President from among those serving the second year of their term.)
2. The Executive Director shall be a nonvoting member.

SECTION B. RESPONSIBILITIES:

1. Proposes to the Board the administrative and management policies of Association business consistent with the actions and policies established by the Board and the House.
2. Conducts all business referred to it by the Board.

3. Acts when time does not practically permit a meeting of the entire Board, as determined by the President.
4. Analyzes reports.
5. Reports all actions taken to the Board.
6. Reviews the Resolutions and Bylaws Committees recommendations for proposed amendments for SNA's Articles of Incorporation, Bylaws and Standing Rules to be brought forth to the House of Delegates.

SECTION C. QUORUM:

A majority of the members shall constitute a quorum.

ARTICLE IX - COMMITTEES & ADVISORY BOARDS

SECTION A. FINANCE COMMITTEE:

1. ***Composition:*** Members shall consist of the Secretary/Treasurer, as chair; the President; President-elect; Vice President; a chair of the regional directors (appointed to the Executive Committee by the President from among the regional directors serving the second year of their term); and, a representative from the elected committee chairs, the School Nutrition Employee/Manager Representative and the State Agency Representative (appointed to the Executive Committee by the President from among those serving the second year of their term). The Executive Director shall be a nonvoting member.
2. ***Responsibilities:***
 - a. Reviews and approves the proposed annual budget to be brought forth to the Board for approval.
 - b. Reviews the financial status of the association throughout the year.
 - c. Reviews and updates SNA's Investment Policy for Board approval.
 - d. Reviews SNA's long and short-term investments on a regular basis.
 - e. Reviews and approves all new non-budgeted financial requests to be brought forth to the Board for approval.
3. ***Quorum:*** A majority of the members shall constitute a quorum.

SECTION B. STANDING COMMITTEES:

There shall be the following standing committees: Nominating, Public Policy and Legislation, Education, Nutrition, Resolutions and Bylaws, Member Services and Research.

They shall be composed of members representing each of the seven regions with the exception of the Research Committee. Five of the standing committees, Education, Nutrition, Member Services, Research, and Resolutions & Bylaws will each have one industry member. Only school nutrition members can serve as chair of a standing committee.

1. **Eligibility:** School nutrition members, associate retired members and industry members are eligible for appointment to standing committees. Only school nutrition members are required to be SNA certified or credentialed. State Agency members are exempt.
2. **Terms:** Standing committee members serve three-year terms. The Nominating Committee members serve a two-year term.
3. **Committee Structure:**
 - a. **Appointed Committees:** All appointed standing committees shall consist of seven school nutrition members, except for the Research Committee which shall have eight members. The Education, Nutrition, Member Services, Research, and Resolutions & Bylaws Committees will each have one industry member.
 - 1) The Member Services and Resolutions & Bylaws Committees shall be composed of one member from each of the seven regions.
 - 2) The Nutrition and Public Policy and Legislation Committees shall be composed of members who have expertise in the subject areas of the committees on which they serve and with geographic representation from across the country.
 - 3) The Education Committee shall be composed of members representing SNA's various membership sections.
 - 4) The Research Committee shall be composed of specialized members as defined in the Standing Rules
 - b. **Elected Committee:** The Nominating Committee shall consist of eight members, one from each of the Association's regions and an appointed non-voting chair. Nominating Committee members shall be elected by the voting members of their respective regions in alternate years of Regional Directors elections. Elected members of the Nominating Committee shall:
 - 1) Have held membership in the Association for a minimum of five years immediately preceding nomination.
 - 2) Have demonstrated leadership ability by serving on the Board of Directors of SNA or by serving on a national committee.
 - 3) Be regularly employed in an eligible field but may not be employed as a district director, supervisor, regional manager or corporate officer of a for-profit organization

- 4) 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.
- 5) Be SNA certified or SNS credentialed, except for a State Agency Representative.

c. *Committee Chairs:*

- 1) ***Elected Chairs:*** Chairs of the Member Services, Education, Nutrition, Public Policy and Legislation and Research committees are elected by the voting members of the Association for two-year terms. The Chair of the Resolutions and Bylaws Committee shall be the Secretary/Treasurer who is elected by the voting members of the Association for a two-year term. If a Chair is elected from among the current committee members, the President may appoint an eighth committee member at-large.
 - 2) ***Appointed Chairs:*** The Chair of the Nominating Committee is appointed by the President-elect from among the Association's past presidents and shall serve a one-year term as non-voting Chair of the Committee.
4. ***Committee Activities:*** Standing committees shall develop annual strategies to implement the Strategic Plan of Action. The Nominating Committee shall select all candidates for elective office. All standing committees report to the Board.

SECTION C. SPECIAL COMMITTEES:

Special committees and/or advisory boards may be appointed by the President, with approval of the Board.

SECTION D. ADVISORY BOARDS:

There shall be the following advisory boards: Industry and National Past Presidents. The Industry Advisory Board shall consist of up to nine industry members of the Association. Industry members on the advisory board are not required to be SNA certified or credentialed. The Industry Representative on the Board shall serve as chair of the Industry Advisory Board. The National Past Presidents Advisory Board shall consist of all past national presidents and shall meet annually at the Annual National Conference (ANC). All advisory boards report to the Board of Directors.

ARTICLE X - 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. ***Board of Directors:*** The Board shall meet no less than three times a year to direct the business of the Association, 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 Meeting:*** At least once in each three years, the Association shall hold a strategic planning meeting.
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.

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 XI - PUBLICATIONS & ELECTRONIC MEDIA

SECTION A. SCHOOL NUTRITION:

School Nutrition shall be the official publication of the Association.

SECTION B. JOURNAL OF CHILD NUTRITION & MANAGEMENT:

The Journal of Child Nutrition & Management shall be the refereed research journal of the Association.

SECTION C. WEB SITE:

The Association will have an official Web site.

SECTION D. OTHER PUBLICATIONS AND ELECTRONIC MEDIA:

The Board shall authorize other publications and electronic media and establish such procedures as are necessary.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The most recent edition of *Robert's Rules of Order* governs this Association in all parliamentary situations that are not otherwise provided for in the law, the Articles of Incorporation, Bylaws or adopted rules.

ARTICLE XIII - AMENDMENTS

SECTION A. METHOD OF PROPOSAL:

Amendments to these Bylaws and the SNA Standing Rules shall be proposed in writing no later than April 1 by:

1. An official request of a state affiliate.
2. Written petition signed by 100 members.

Amendments to these Bylaws and the SNA Standing Rules shall also be proposed in writing no later than the first day of the National Leadership Conference by:

1. Majority vote of the Board.
2. An official request of Association committees or advisory boards.

SECTION B. PROCEDURE FOR AMENDING BYLAWS AND STANDING RULES:

Amendments to Bylaws shall be adopted by a two-thirds vote at the annual meeting of the House. Amendments to Standing Rules shall be adopted by a majority vote at the annual meeting of the House.

1. Provided the Chair of the Resolutions and Bylaws Committee receives the amendments in writing from a state affiliate or a petition signed by 100 members postmarked on or before April 1 or from the Board, Association committees, or advisory boards no later than the first day of the National Leadership Conference.
2. Provided copies of the proposed amendments have been mailed to all members of the House of Delegates at least thirty days prior to the Annual National Conference.

ARTICLE XIV – INTERNATIONAL AFFILIATES***SECTION A. INTERNATIONAL AFFILIATES:***

International associations dedicated to feeding school children can apply to become international affiliates of SNA in their respective nations so long as these affiliates operate in a spirit consistent with Article I. Membership, Section A. Classes of Membership and Section B. Eligible Fields of SNA's Bylaws.

1. In order to be a recognized international affiliate, the group must be reviewed and approved by the SNA Board of Directors.
2. International affiliates will adopt additional bylaws and procedures appropriate to their own circumstances.
3. International Affiliates Council will be established to strengthen the bond between the international affiliates and SNA.
4. 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.

SNA STANDING RULES

- Standing rules are rules of procedure that add further detail to those rules stated in the Bylaws.
- Standing rules are rules related to details of administration of the Association.
- Standing rules may be adopted and amended by majority vote by the House of Delegates at the Annual National Conference.
- Standing rules shall be attached to the current Articles of Incorporation and Bylaws.

I. RULES GOVERNING MEMBERSHIP:

- A.** 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, less any processing fee(s).
- B.** The Board shall provide objective criteria for discounting dues and indicate a specific period of time for the discount.
- C.** Non-voting members attending the meeting of the House of Delegates may be granted the privilege of speaking.
- D.** *School Nutrition* shall be distributed to all school nutrition members and associate members.

II. RULES GOVERNING MEETINGS:

- A. *National Conference:*** Notice, including date, place, and time, shall be sent to each member through publication in *School Nutrition* no less than forty-five days prior to the conference.
- B. *Strategic Planning Meeting:*** The purpose shall be to develop a strategic plan to define the direction and determine the roadmap for moving the Association forward. The annual plan of action shall be based on the goals, objectives and strategies defined in the Strategic Plan.
- C. *Legislative Conference:*** Members and nonmembers who have an interest in promoting food and nutrition programs shall be invited to attend.
- D. *Industry Seminar.*** Members, industry personnel, and others who have an interest in promoting food and nutrition programs shall be invited to attend.

- E. *Leadership Seminar(s)*: The dates, number of meetings, and locations shall be approved by the Board. State presidents, presidents-elect, and other state leaders shall be invited to attend.

III. GENERAL RULES GOVERNING COMMITTEES & ADVISORY BOARDS:

- A. A standing committee or advisory board member shall not serve on more than one standing committee or advisory board at the same time, with the exception of the Nominating Committee, or for more than two consecutive terms on the same committee or advisory board. An individual may serve as chair no more than three consecutive years on any standing committee or advisory board, and no more than two years as a section advisor, without express approval of the Board.
- B. No more than one-third of the members of standing committees shall be appointed in any one year except to fill vacancies as provided. The President may appoint a replacement to fill an unexpired term.
- C. Members of a committee or advisory board shall have expertise or interest in the subject area of the committee or advisory board on which they serve.
- D. The President, at the request of the committee chair, shall recommend to the Board the removal of a committee member who has had two unexcused absences within one year. A new committee member may be appointed to fill the vacancy.
- E. Committees/advisory boards shall meet at a time to be determined by the Board.

IV. RULES GOVERNING STANDING COMMITTEES:

Nominating Committee: This committee shall consist of elected members representing the seven regions. Members shall serve a two-year term. The Chair shall be a past SNA president appointed by the President-elect, with the approval of the board, to serve a one-year term as a non-voting member of the Committee.

The Committee:

- ✓ Seeks potential candidates from membership, HOD, and Board.
- ✓ Verifies eligibility of candidates.
- ✓ Selects two candidates and one alternate for each office to be filled on the ballot in accordance by the Bylaws.

A. *Public Policy and Legislation*:

- ✓ The Committee:
 1. Evaluates, interprets, recommends, and responds to federal legislation and regulations.

2. Informs the membership of current legislation.
3. Develops legislative policy and positions for approval of the Board.
4. Assists state affiliates in the development of legislative strategies and plans of action.
5. Plans and conducts the Legislative Action Conference (LAC).

B. *Education:*

- ✓ The Committee:
 1. Develops ideas for plans for professional growth of the membership subject to the approval of the Board.
 2. Prepares an annual summary of developments relating to school nutrition certification.
 3. Maintains liaison with appropriate state and federal agencies and professional associations and organizations.
 4. Works with state affiliate certification chairs.
 5. Recommends to the Board standards, policies and procedures pertaining to implementation of professional certification programs.

C. *Nutrition:*

To be eligible to serve on the Nutrition Committee, a member must have a bachelor's degree or higher with significant course work in nutrition, hold the School Foodservice Nutrition Specialist credential or be a Registered Dietitian. The industry representative on the committee is only required to have experience in the food processing industry.

- ✓ The Committee:
 1. Evaluates and interprets nutrition trends and developments.
 2. Recommends nutrition standards for child nutrition programs.
 3. Promotes nutrition education.
 4. Prepares an annual summary of developments relating to nutrition aspects of school nutrition programs.
 5. Works with state affiliate nutrition chairs.

D. *Resolutions and Bylaws:*

- ✓ The Committee:
 1. Reviews all resolutions for format and for consistency with the Bylaws.
 2. Reviews Bylaw amendments proposed for membership consideration.

3. Recommends Bylaw amendments to the membership.
4. Reviews the Bylaws annually to ensure consistency with current philosophy.
5. Assists state affiliates in developing resolutions and Bylaw amendments.
6. Reviews, annually current Bylaws and/or constitutions from state affiliates in the region to identify possible conflicts with Association Bylaws. States identified as needing assistance will be notified and provided guidance by the regional representative of the Resolutions and Bylaws Committee and the Regional Director.

E. *Member Services:*

✓ The Committee:

1. Recommends to the Board policies and procedures pertaining to the implementation of a membership program.
2. Promotes membership through state membership chairs and assists states in developing membership drives.
3. Reviews and evaluates membership trends and recommends appropriate actions.
4. Promotes the importance of prompt payment of dues collected by the state associations to SNA.
5. Recommends to the Board potential new member services.
6. Promotes a positive image for the Association and school food and nutrition programs.
7. Creates a calendar of events for promoting membership activities.
8. Establishes priorities of membership information that will be disseminated.

F. *Research:* This committee shall consist of five (5) researchers: one from industry working in research and development, one from the university setting with specialty in foodservice management, one from the university setting with specialty in nutrition, one from the National Food Service Management Institute Applied Research Division, and the editor of the Journal of Child Nutrition & Management; three (3) practitioners with a minimum of a master's degree; and, the chair of the College Personnel Section Advisory Committee. Because expertise in research is extremely important, this committee is exempt from the regional representation requirement.

✓ The Committee:

1. Advises the editor of the Journal of Child Nutrition & Management on policy matters.

2. Evaluates the Journal of Child Nutrition & Management.
3. Plans for future volumes of the Journal of Child Nutrition & Management.
4. Identifies research opportunities.
5. Prioritizes research opportunities.
6. Facilitates research activities.
7. Disseminates information on research activities.
8. Markets importance of research.
9. Responsible for coordinating the Child Nutrition Showcase at the ANC.

V. RESPONSIBILITIES OF ADVISORY BOARDS:

A. Industry Advisory Board:

- ✓ The Board:
 1. Serves as liaison between Industry and Association.
 2. Works to achieve common goals of the Association.
 3. Advises the President and Executive Director on issues for consideration.

B. National Past Presidents Advisory Board:

- ✓ The Board:
 1. Determines their three voting representative delegates for the House of Delegates.
 2. Provides historical perspective to the Board of Directors.
 3. Carries out special assignments as requested.
 4. Works to achieve common goals of the Association.
 5. Advises the President and Executive Director on evolving issues.

DEFINITIONS

As used in these Bylaws, definitions of terms are as follows:

- A. **Association Staff:** Individuals employed by the Association
- B. **Nonvoting Member:** Individuals without voting privileges.
- C. **State Affiliate:** School nutrition associations organized within individual states and chartered by the Board.
- D. **Noneligible Field:** Any field other than those defined in Bylaws Article I. Section B.
- E. **Nonprofit:** Any school nutrition program maintained by a school food authority for the benefit of children, all of the income from which is used solely for the operation or improvement of such service and exempt from income tax under 501(c)(3) Internal Revenue Code of 1954, as amended.
- F. **Standing Committees:** Groups of individuals appointed by the President, with Board approval, charged with the responsibility of planning and implementing activities to promote their particular area of emphasis in the Association's Plan of Action.
- G. **Advisory Boards:** Groups of individuals appointed by the President, with Board approval, charged with the responsibility of advising and responding to issues in the areas assigned to them in the Bylaws or as assigned by the Board.
- H. **Major City:** A major city is defined as having a population of 200,000 or more and/or a school population of 40,000 or more in all sponsored programs.
- I. **Outlying Commonwealths and Territories:** Outlying commonwealths or territories of the United States shall be assigned by the Board to the appropriate regional division.
- J. **Quorum:** A quorum is the number of voting members who must be present at a meeting in order to transact business legally.
- K. **Majority Vote:** More than one half of the votes cast of those present and voting or more than one half of the votes cast by mail.
- L. **Two-thirds Vote:** Two-thirds of the votes cast of those present and voting or two-thirds of the votes cast by mail.

- M. **Additional Membership Information:**

1. ***School Nutrition Employees/Managers Section*** shall be composed of school nutrition personnel assigned to one school; and/or school nutrition personnel who have responsibilities in a central kitchen that serves more than one school; and/or school nutrition personnel who have responsibility in more than one school, but who are not employed on a system-wide basis.
2. ***District Directors/Supervisors and Specialists Section*** shall be composed of school nutrition personnel who are responsible for administration and/or supervision of food and nutrition programs in more than one school within the city, county, or district.
3. ***Major City Directors/Supervisors and Specialists Section*** shall be composed of school nutrition personnel who are responsible for administration and/or supervision of food and nutrition programs in more than one school within the major city, county, or district.
4. ***State Agency Section*** shall be composed of state level administrative and supervisory personnel, including persons engaged in child nutrition programs, nutrition education and training and/or food distribution. State directors, supervisors, or specialists may act independently on matters relating to federal and state policy and establish regulations affecting administration of state school nutrition education programs; such policies or actions of this group may be implemented directly without action of the Board.
5. ***College Personnel Section*** shall be composed of nutrition, dietetics, and food service-related faculty in vocational technical schools, community colleges, four-year colleges or universities, or internship programs, or of those who are responsible for college nutrition programs.
6. ***Child Care Section*** shall be composed of personnel employed in child care/nutrition related professions who are responsible for feeding children in school and non-school environments.



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