

**BYLAWS
THE MISSISSIPPI SCHOOL NUTRITION ASSOCIATION**

Article I - Name

The name of this association shall be the Mississippi School Nutrition Association, also referred to as the association or MSNA, a 501(c)(6) corporation chartered in the State of Mississippi. MSNA is a chartered affiliate of the School Nutrition Association, Inc. (SNA) and bound by the SNA state affiliate agreement and the SNA bylaws.

Article II - Objectives and Purposes

The purpose of this Association shall be to:

- Section A: Promote the optimal health, nutrition and education of all children supporting nutritionally adequate and educationally sound, financially accountable, non-profit child nutrition and school community nutrition programs.
- Section B: Promote high standards for child nutrition and school community nutrition programs with emphasis on nutritionally-adequate meals that are appealing to children.
- Section C: Promote united efforts between school personnel, allied organizations, industry, and the public to assure every child the opportunity to receive the benefits of the child nutrition and nutrition education programs.
- Section D: Promote high standards, provide appropriate educational program incentives and recognition for professional development of child nutrition personnel.
- Section E: Promote research and development in child nutrition programs.
- Section F: Promote the establishment of a national nutrition policy and legislation which provides optimal nutrition and nutrition education for children.
- Section G: Promote the involvement of students and the school community in child nutrition programs.
- Section H: Promote membership and provide services to members.
- Section I: Support the mission and values of the School Nutrition Association, Inc.

Article III - Membership

Section A: Classes of Membership

There shall be the following categories of membership: school nutrition members, affiliate members and associate members.

1. School nutrition members – School nutrition members shall consist of employees, managers, supervisors/directors and specialists, and educators in eligible fields as defined by SNA. School nutrition members who hold individual memberships and cease to be employed in an eligible field as defined by SNA may continue their membership until their renewal date.
2. Affiliate members – Affiliate members are members who choose the option of being nonvoting supporter members. Affiliate members may be school nutrition employees working less than four hours per day or retired members.

3. Associate members – Associate member categories shall consist of retired members, students enrolled in post-secondary food, nutrition, health or other food related programs, industry consultants, corporations, international child nutrition individuals and other individuals and nongovernment organizations committed to furthering the goals of the association.

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

4. Life Members

Any active member may become a life chapter member after having been an active member for a period of ten (10) years.

5. Honorary Members

Individuals who have contributed to the advancement of food and nutrition programs or have rendered outstanding service to the Association may have conferred upon them the title of honorary member by the board of directors. Honorary members may not vote, serve as delegates, or be nominated for office.

Section B: Rights and Privileges of Members

1. All school nutrition members whose dues, if any, are currently paid shall be entitled to cast one vote by mail for the election of officers for the coming year and to cast one vote by mail upon any matter submitted to a vote by the voting membership of the Association.
2. Affiliate members shall have the right to identify their membership in their advertising or at exhibits at the state conference of the Association.
3. Associate members shall not have the right to serve as voting delegates, or to hold an elective office.
4. Retired school nutrition members shall have all the rights and privileges of school nutrition members except they shall not be a candidate for an elective office.
5. Life members shall have all the rights and privileges of school nutrition members.
6. All members of the Association shall be eligible to attend the meetings of the House of Delegates as observers but shall not have the right to participate in floor debates.
7. All official mailings of the Association shall be distributed to all members.
8. Industry associate members shall be entitled to vote for the election of the industry representative to the Executive Board.
9. School District owned membership shall not affect the rights and privileges of school nutrition members. Members who cease to be employed in a school district owned position relinquish membership on date of separation. They reserve the right to change to an individual membership at anytime and shall not hold individual membership concurrently.

Section C: Dues

1. Dues for school nutrition, school district owned, and retired associate members may be changed by a two-thirds (2/3) affirmative vote of the delegates present in the House. Dues for all other membership categories shall be established by the Board. All rights and privileges of membership shall be terminated for non-payment of dues.
2. Collection Procedures
 - a. All dues shall be paid directly to the national association.
 - b. Honorary MSNA members shall not be required to pay dues.

Section D: Membership Expulsion

Suspension or Revocation of Membership or Privileges of Membership for Cause: In accordance with the mission and vision of MSNA and its responsibilities to its members and the public, the Board of Directors may suspend, revoke or terminate any membership, any privilege of membership or any participation in MSNA programs or activities for conduct which is contrary to the purposes of the Association, or in conflict with its policies. Any proceeding for suspension, revocation or termination of membership, privileges of membership or participation in MSNA activities shall be conducted in good faith and in a fair, nondiscriminatory and reasonable manner, consistent with applicable law and regulatory requirements for non-profit corporations and the bylaws. In taking any action authorized by this provision, the officers and directors shall be entitled to rely on competent expert advice, facts disclosed by investigation, admissions or any other reasonable evidence, but shall not be required to observe particular federal or state rules of evidence of judicial procedures.

Article IV - Organizational Structure

The affairs of the Association shall be directed and conducted by the Executive Board pursuant to policies adopted by the 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. There shall be a meeting of the House held at the Annual State Conference, called by the President-Elect. Delegates provide local and state insight and perceptions about child nutrition issues, the profession and MSNA 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. No member of the Executive Board or House of Delegates shall receive a salary for their services.

Section A: House of Delegates

1. Composition
 - a. The voting delegates shall include the executive board; past state presidents; standing committee chairs; chapter presidents; and one (1) additional delegate for each 35 members over 35.
 - b. Each voting delegate of the House of Delegates must be a school nutrition an active, retired, or life member of the Association.
2. Responsibilities
 - a. Establish the philosophies and goals of the Association.
 - b. Debate and review matters of professional interest to the Association.
 - c. Make general and specific recommendations to the Executive Board.
 - d. Review reports of the Executive Board members and state committees.
 - e. Take action on proposed resolutions and amendments to the Bylaws.

3. Voting

- a. Each delegate must have only one vote. All votes must be in person.
- b. Only voting and non-voting delegates may be seated on the floor of the House of Delegates.
- c. Majority of the voting delegates shall constitute a quorum.
- d. The majority of the vote of the voting delegates present and voting at a meeting of the House of Delegates is required to, change the association's membership dues. A two-thirds vote is required to remove an elected association officer from office or amend the bylaws of the association.

4. Chapter Delegates' Representation

The official date for the membership tally to determine the number of delegates each chapter will have in the House of Delegates shall be September 30, preceding the Annual State Conference for any given year. Only delegates representing chapter affiliates that have met the criteria herein will be seated on the floor of the House of Delegates.

Section B. Executive Board

1. Composition

- a. Voting members of the Executive Board shall consist of the President, President Elect, Vice President, Secretary, Treasurer, Regional Directors, Section Chairs and Industry Representative of the Association.
- b. The Director of the Division of Child Nutrition, State Department of Education, shall be a non-voting member.
- c. The Executive Secretary shall be a non-voting member.
- d. Standing committee members and Advisory Board chairs shall be non-voting members.

2. Responsibilities

- a. Direct the affairs of the Association in accordance with the philosophies, general policies, and goals adopted by the House of Delegates. No action shall be taken which conflicts with the Bylaws of the Association.
- b. Consider general and specific recommendations made by the House of Delegates.
- c. Appoint person to act on behalf of the Association and define their specific responsibilities.
- d. Adopt the annual budget of the Association including, but not limited to, budgets for all state meetings of the Association.
- e. Manage and direct the financial affairs of the Association.
- f. Authorize persons to sign checks, contracts, and other documents on behalf of the Association.
- g. Approve organizational structure and job descriptions for all members of the Executive Board.
- h. Approve all committee and advisory board appointments with the exception of the Nominating Committee.
- i. Fill vacancies of unexpired terms of Executive Board members, unless otherwise specified.
- j. Review and approve the program for all state conferences and seminars.
- k. Recommend positions and policies to the House of Delegates.
- l. Provide leadership in working with allied associations and groups which share a similar purpose.

- m. Reviews the Resolutions and Bylaws Committee recommendations for proposal amendments for SNA's Article of Incorporation, bylaws and standing rules to be brought forth to the House of Delegates.

3. Removal from Office

- a. Any officer who is found in violation of conditions required for election, a breach of fundamental principals 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. The accused board member shall be provided with advanced written notice of the meeting at which the hearing is held, including reason for the proposed removal, an opportunity to contest the proposed removal in writing or in person at such meeting of the board, and final written notice of board decision.

Section C. Executive Committee

1. Composition

- a. Elected members shall consist of the President, President Elect, Vice President, Secretary, Treasurer, Regional Directors Chairman and Section Chair.
- b. The Executive Secretary shall be a non-voting member.

2. Responsibilities

- a. Act when time does not practically permit a meeting of the entire Board, as determined by the President.
- b. Conduct all business referred to it by the Board.
- c. Review the annual budget.
- d. Review the financial status.
- e. Propose to the Board the administrative and management policies of Association business consistent with the actions and policies established by the Board and House.
- f. Report all actions taken to the Board.

3. Quorum

A majority of the members present shall constitute a quorum.

Section D. Chapter Affiliates

Members of the Association may apply to the Executive Board for recognition as a chapter affiliated with the State Association. Each affiliate so chartered shall be entitled to representation in the House of Delegates, provided the following conditions are met:

- 1. A chapter affiliate of the Association may establish separate chapter membership dues. Chapter members must hold membership in chapter, state, and national associations.
- 2. Each chapter affiliate shall adopt Articles of Incorporation, and/or Constitution and Bylaws which are not in conflict with the Articles of Incorporation and Bylaws of the Association.
- 3. Each chapter affiliate shall adopt a Plan of Action consistent with the Plan of Action of the Association.

Section E. Regions

The State of Mississippi shall be divided into five regions. Each region shall be represented on the Executive Board by a Regional Director elected by the membership of the region. The regions shall be as follows:

1. Northeast
Alcorn, Benton, Calhoun, Chickasaw, Desoto, Grenada, Itawamba, Lafayette, Lee, Marshall, Monroe, Panola, Pontotoc, Prentiss, Tallahatchie, Tate, Tishomingo, Tippah, Quitman, Union, Webster, Yalobusha
2. Delta
Bolivar, Carroll, Coahoma, Holmes, Humphries, Issaquena, Leflore, Madison, Montgomery, Sharkey, Tunica, Sunflower, Warren, Washington, Yazoo
3. Central
Attala, Choctaw, Clarke, Clay, Jasper, Kemper, Lauderdale, Leake, Lowndes, Neshoba, Newton, Noxubee, Oktibbeha, Rankin, Scott, Smith, Winston
4. Southwest
Adams, Amite, Claiborne, Copiah, Covington, Franklin, Hinds, Jefferson, Jefferson Davis, Lawrence, Lincoln, Marion, Pike, Simpson, Walthall, Wilkinson
5. Coast
Forrest, George, Greene, Hancock, Harrison, Jackson, Jones, Lamar, Pearl River, Perry, Stone, Wayne

Section F: Sections

The Association shall consist of sections according to the special type of food and/or nutrition activities in which members are engaged. Each section shall have a chairman selected as herein provided.

1. Single Unit Personnel
Composed of school food service and/or nutrition personnel assigned to one school, and/or school food service personnel who have responsibilities in a central kitchen that serves more than one school, and/or school food service personnel who have responsibilities in more than one school, but not employed on a system-wide basis.
2. District Directors and Supervisors
Composed of school food service and/or nutrition personnel who are not responsible for administration and/or supervision of food and nutrition programs in more than one school within the city, county, or district.
3. State Directors, Supervisors, and Specialists
Composed of state level administrative, supervisory, and specialist personnel.
4. College Personnel
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 food service programs.
5. Industry Representative Member - Composed of independent contractors who provide expert advice to the school nutrition profession.

Section G: Committees and Advisory Boards

1. Organization

Members shall be appointed by the President, subject to Executive Board approval, for a three-year term unless otherwise specified. A steering 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.. Chairs shall be appointed by the President to serve for one year.

2. Eligibility

Members of a committee or advisory board shall have expertise in the subject area of the committee or advisory board on which they serve. All committee and advisory board members must be members of the Association.

3. Activities

The committees shall develop a Plan of Action in keeping with the Five-Year Plan of Action, which shall be subject to the approval of the Executive Board. Actions of the committees and advisory boards shall not be in conflict with the policies, positions, and bylaws of the Association. They shall meet at least once annually and at other times when authorized by the Executive Board.

4. Standing Committees

There shall be the following standing committees, composed of members representing each of the five regions of the Association. No more than one-third (1/3) of the members of the committee shall be appointed in one year except to fill vacancies as herein provided. Should a vacancy occur, the President, with the approval of the Executive Board, shall appoint a replacement from the respective region to fill the unexpired term.

a. Nominating Committee

The Committee shall consist of the immediate past Regional Directors and Section Chairmen who shall serve two (2) years immediately following their term of office. Members of the Nominating Committee shall not be eligible for nomination for state office during their term on the Nominating Committee.

Responsibilities

1. Select two candidates and one alternate for each office to be filled on the ballot in accordance with the bylaws.
2. Verify eligibility of candidates.
3. Survey House of Delegates and Executive Board for potential candidates.

b. Public Policy and Legislative Committee

Three (3) additional members may be approved by the President for a one-year term.

Responsibilities

1. Elevate, interpret, recommend, and respond to federal legislative and regulations.
2. Inform the membership of current legislation.
3. Develop legislative policy and positions for approval of the Executive Board and act on behalf of the Association on legislative matters.
4. Assist regional affiliates in the development of legislative strategies and plans of action.

c. Professional Development Committee (Education and Scholarship)

Responsibilities

1. Develop ideas for plans for professional growth of the membership subject to the approval of the Executive Board.
2. Inform and make available to members an annual summary of developments relating to school food service certification efforts.
3. Maintain liaison with appropriate state and federal agencies and professional associations and organizations.
4. Work with certification chairmen of the regional affiliates.
5. Recommend to the Executive Board standards, policies and procedures pertaining to implementation of professional certification programs in which the Association may be involved.

d. Nutrition Standards and Nutrition Education Committee

Responsibilities:

1. Evaluate and interpret nutrition trends and developments.
2. Recommend nutrition standards for child nutrition programs.
3. Promote nutrition education.
4. Inform and make available to members an annual summary of developments relating to nutritional aspects of school food service programs.
5. Oversee and monitor participation in National School Lunch Week, National School Breakfast Week, and YAC activities.
6. Work with the nutrition chairman of regional affiliates.

e. Resolutions and Bylaws Committee

Responsibilities:

1. Review all resolutions for format and for consistency with the Bylaws.
2. Review Bylaws amendments proposed for consideration by the House of Delegates.
3. Advise the House of Delegates of its recommendations.
4. Review the Bylaws annually to ensure they are consistent with the current philosophy and recommend changes.
5. Encourage regional affiliates to participate in formulating resolutions and Bylaws amendments for consideration.

f. Membership Committee

Responsibilities:

1. Recommend to the Executive Board policies and procedures pertaining to implementation of a membership program.
2. Promote membership through regional membership chairmen and assist regions in developing membership drives.
3. Analyze membership trends and recommend appropriate action

g. Communications Committee (Public Relations and Magnolia Petals)

Responsibilities

1. Recommend to the Executive Board standards, policies, and procedures pertaining to the implementation of the Association's public information program.

2. Evaluate and interpret Association public information efforts with regional public information chairmen.
 3. Work toward creating a positive image for the Association and school food and nutrition programs.
5. Special Committees and/or Advisory Boards
The designation of such special committees and/or advisory boards shall be made by the President with the approval of the Executive Board.

Article V - Officers

Section A: Elected Officers

The elected officers shall be: President, President Elect, Vice President, Secretary, Treasurer, Regional Directors, Section Chairmen, and Industry Representative.

All officers shall hold office until the end of annual national conference following the election of their successors.

Candidates for the office of President, President Elect, Vice President, Secretary and Treasurer shall have held membership in the Association for at least five (5) years preceding the nomination. The President, President Elect, and Vice President must remain actively working and involved in the school nutrition profession throughout the term.

Candidates for the state office of Regional Director, Section Chairman and/or Industry Representative shall have held membership in the Association for at least three (3) years immediately preceding the nomination.

The candidates shall:

have demonstrated leadership ability by serving on the executive board, standing committee, advisory board, or within their region or section, be regularly employed in an eligible field as defined by SNA.

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 their term has been completed.

Except as herein provided, by a majority of vote, the Executive Board shall fill vacancies occurring in offices.

Persons holding the office of President, President Elect, Vice President, Secretary and/or Treasurer will be ineligible for re-election to a state office previously held. Persons in the office of Regional Director, Section Chairman and Industry Representative may run for re-election but not for consecutive terms.

1. President

The President shall be the chief elected officer of the Association and shall serve one year. The responsibilities of the President are as follows:

- a. Represent the Association in policy matters and is the chief spokesperson.
- b. Serve as Chairman of the Executive Board and Executive Committee.
- c. Preside at meetings of the Association.
- d. Serve as ex-officio member of all committee and advisory boards, except the Nominating Committee.
- e. Prepare the agenda for Executive Board and Executive Committee meetings.
- f. Appoint, with the approval of the Executive Board, members of committees and advisory boards, except for the members of the Nominating Committee.

- g. Appoint chairmen of all committees and advisory boards, subject to Executive Board approval.
- h. Follow up on the action taken by the House of Delegates and the Executive Board.
- l. Establish time schedules for meetings of the Association.
- j. Follow up on the implementation of the Plan of Action.

2. President Elect

The President Elect shall serve for one year. The responsibilities of the President Elect are as follows:

- a. Study the duties and responsibilities of the President, other members of the Executive Board, committees, advisory boards, and regional affiliates.
- b. Serve as Chairman of and preside at the House of Delegates.
- c. Serve as Chairman of a special committee approved by the Executive Board to prepare a Plan of Action for the ensuing year. The Plan of Action will be consistent with the Five-Year Plan of the Association.
- d. Present the approved Plan of Action of the Association to regional affiliates at Leadership Seminar prior to year as President.
- e. Represent the Association at the request of the President.
- f. Perform the duties of the President in the absence of the President.
- g. Succeed to the office of the President, (1) at the end of the third National conference of the Association following election, or (2) in the event of the death, resignation, or removal from office of the President.
- h. Coordinate all standing committee and advisory board activities, except the Nominating Committee.
- l. Recommend, for the approval of the Executive Board, members and chairmen of committees and advisory boards to serve in his or her term of office, except the members of the Nominating Committee.

3. Vice President

The Vice President shall be elected annually and serve one year. To be eligible for the office, a candidate shall have had previous experience, served on the executive board within the past three (3) years, and have attended three (3) of the last five (5) state conferences. Responsibilities of the Vice President are as follows:

- a. Succeed to the office of President Elect: (1) at the end of the second National conference following election, or (2) in the event of the President Elect's death, resignation, or removal from office.
- b. Perform the duties of the President Elect in the absence of the President Elect.
- c. Attend all Association sponsored activities, functions, conferences, and national meetings approved by the Executive Board.
- d. Perform other duties as assigned.

4. Secretary

The Secretary shall be elected in even numbered years and shall serve for two (2) years. The responsibilities of the Secretary are as follows:

- a. Accurately record all minutes of the Executive Board or Executive Committee and House of Delegates.
- b. Send appropriate notices and copies of the minutes to the Executive Board.

5. Treasurer

The Treasurer shall be elected in odd numbered years and shall serve two (2) years. The Treasurer shall be bonded by a recognized security company for any amount consistent with the funds handled as determined by the Executive Board for approval. The responsibilities of the Treasurer are as follows:

- a. Supervise and monitor the funds, investments, and securities of the Association.
- b. Submit a financial report at each state conference.
- c. Draft a proposal annual budget in cooperation with the Executive Committee and submit the budget to the Executive Board for approval.
- d. Send copies of the proposed budget to the regional affiliates, prior to the meeting of the House of Delegates and final adoption by the Executive Board.
- e. Notify officers of the Association and the chairman of each committee and advisory board of the funds budgeted for their area of responsibility.
- f. Monitor expenditures against budget and notify the appropriate persons of the status.

6. Regional Directors

Regional Directors shall be elected for a two (2) year term: their principal place of employment shall be in the respective region. Voting for the office of Regional Director shall be limited to the membership of the region concerned. Elections shall be on the following schedule:

<u>Odd Years</u>	<u>Even Years</u>
Northeast	Delta
Central	Southwest
Coast	

The responsibilities of the Regional Directors are as follows:

- a. Promote the Association’s Plan of Action.
- b. Express the views of regional affiliates when evaluating or voting on issues.
- c. Provide liaison between regional affiliates and the Executive Board.
- d. Assist regional affiliates.
- e. Communicate with regional affiliates on a regular basis.
- f. Publish and distribute regional newsletters following Executive Board meetings of the Association.
- g. Promote membership in the Association.
- h. Share ideas for professional growth with regional affiliates.
- i. Coordinate with the President Elect plans for Leadership Seminars.
- j. Plan regional program for state conferences in cooperation with program chairman.
- k. Survey regions and provide recommendations to the President Elect on appointments to committees and advisory boards,
- l. Survey regions and provide recommendations to the Nominating Committee for ballot.
- m. Maintain a current file of regional officers and notify the President and Secretary of the Association of name and address change.
- n. Attend a meeting of each state affiliate within region at least once during the two year term.

7. Section Chairmen

Section Chairmen shall be elected for a two (2) year term, and their employment and membership shall be in that section at the time of nomination. Voting for candidates for the Section Chairmen shall be limited to the membership in that section. Election shall be held on the following schedule.

<u>Odd Years</u>	<u>Even Years</u>
District Directors and Supervisors Chairman College Personnel Chairman	Single Unit Personnel Chairman State Directors Chairman Industry Representative Chairman

The responsibilities of Section Chairmen are as follows:

- a. Promote the Association's Plan of Action .
- b. Initiate, implement, evaluate, and/or coordinate appropriate studies or projects with the Association.
- c. Express views of their section when evaluating or voting on issues.
- d. Provide leadership, support, technical assistance, and resource list and/or materials to members.
- e. Plan section meeting programs for annual state conference in cooperation with program chairman.
- f. Call a special meeting as necessary with approval of the Executive Board at no expense to the Association.
- g. Promote membership in the Association within the Section.
- h. Provide recommendations to the President Elect for appointments to committees and advisory boards.
- I Provide recommendations to the Nominating Committee for the ballot.

8. Industry Representative

The responsibilities of Industry Representative are as follows:

- a. Promote the Association's Plan of Action.
- b. Initiate, implement, evaluate, and/or coordinate appropriate studies or projects with the Association.
- c. Express views of their section when evaluating or voting on issues.
- d. Provide leadership, support, technical assistance and resource list and/or materials to members.
- e. Plan section meeting programs for annual state conference in cooperation with program chairman.
- f. Call a special meeting as necessary with approval of the Executive Board at no expense to the Association.
- g. Promote membership in the Association within the Section.
- h. Provide recommendations to the President Elect for appointments to committees and advisory boards.
- I. Provide recommendations to the Nominating Committee for the ballot.
- j. Serves as a chair of the Industry Board.

Section B: Appointed Officers

1. Executive Secretary

The Executive Secretary shall execute the annual operation of the Association's correspondence and office operations and serve as the official contact person of the Association for consistency in transition from one Executive Board to another.

The Executive Secretary shall be employed under contract by the Board and the responsibilities are as follows:

- a. Conduct Association affairs.
- b. Fulfill the duties set forth in the contract.
- c. Attend Executive Board meetings and other Association functions.
- d. Other duties as assigned.

Section C: Ballots

Election of the Association officers shall be by secret ballot. The Board shall determine time lines for balloting procedures and notification of candidates. The election shall be held at the Annual State Conference. A simple majority shall be required for election. An absentee ballot may be requested 30 days prior to the Annual State Conference.

Section D: 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 the office.
2. In the event this candidate does not accept the appointment, the Board will seek recommendations from the nominating committee and then vote on the recommendation.
3. Appointments are for the remainder of the term of the vacated office.
4. The Board may also have the option to have a special election to fill the vacancy for the remainder of the term.
5. Officers shall be elected by the membership to serve one term in a specific office. An officer may be appointed by the Board to complete the term of a vacated Board position. In this instance, the appointed officer is eligible to be nominated for and seek election for a full term for that specific Board position. All officers shall be installed at the Leadership Conference each year.

Article VI - Meetings

Section A: Type of Meetings

1. State Conference
There shall be an annual meeting of the Association which shall be known as the Annual State Conference. The date and place of this state conference shall be determined by the Executive Board. Notice of the state conference, including date, place, and time shall be sent to each member of the Association through publication in the official Association journal no less than forty-five days prior to the conference.
2. House of Delegates
There shall be a meeting of the House of Delegates held at the time of the Annual State Conference, called by the Chairman of the House of Delegates who shall be the President Elect of the Association.
3. Executive Board
The Executive Board shall meet immediately before and after the Annual State Conference and at the call of the President, or upon request of sixty percent (60%) of the voting members of the Executive Board. A majority of the voting members shall constitute a quorum.
4. Legislative Committee

A legislative conference may be held annually to evaluate legislative needs and plan strategies for legislative activities. Members of the Association and non-members who have an interest in promoting food and nutrition programs shall be invited to attend.

5. **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. Members of the Association, Industry personnel, and others who have an interest in promoting food and nutrition programs shall be invited to attend.
6. **Leadership Seminar**
Regional Leadership Seminar for chapter president shall be held annually. State Leadership Seminars for Executive Board and standing committees shall be held annually. The dates, number of meetings, and locations shall be approved by the Executive Board. The purpose of the seminar is to develop leadership and present the Association's Plan of Action for the ensuing year.
7. **Spring Seminar**
A Spring seminar may be held annually. The date and place of this seminar shall be determined by the Executive Board.
8. **Special Meetings**
Special meetings and seminars of the Association may be called or approved by the Executive Board.

Section B: Expenses

1. Executive Board

Expenses incurred by the Executive Board members attending meetings of the Executive Board who attend at the request of the President, and other meetings as specified in policies and procedures of the Association may be reimbursed by the Association at the current approved rates.

2. Committees and Advisory Boards

Expenses incurred by committee and advisory board members in conducting the business of the committee or advisory board, with the exception of Industry Advisory Board, may be reimbursed within limitations of the budget by the Association at the current approved rates.

Article VII - Fiscal Year

The fiscal year of the Association shall be from August 1 each year through July 31 of the succeeding year.

Article VIII - Parliamentary Authority

The eleventh edition of *Robert's Rules of Order Newly Revised* shall govern this association in all cases that are not otherwise provided for in the law, the articles of incorporation, bylaws or adopted rules. When a new edition of the parliamentary authority is published, the board may, by majority vote and after ensuring that they have familiarized themselves with the changes in the new version, update the edition reference in the bylaws. Members shall be notified promptly after the change is made.

Article IX - Resolutions and Amendments

Section A: Method of Proposal

Resolutions and amendments to these Bylaws may be proposed in writing no later than August 15 in any one of the following ways:

1. At any official request of a regional affiliate.
2. By majority vote of the Executive Board.
3. At the official request of the Association committees and advisory boards.
4. By written petition signed by 100 members of the Association.

Section B: Procedures for Bylaws Amendments

Proposed amendments to these bylaws shall be sent to SNA in accordance with the SNA state affiliation agreement.

Amendments to these Bylaws may be adopted by a two-thirds (2/3) vote of the members present and voting at the annual meeting of the House of Delegates provided:

1. The Chairman of the Resolutions and Bylaws Committee receives the amendments in writing postmarked on or before August 15 to be considered at the next Annual State Conference and copies of the proposed amendments have been mailed to all members of the Association through publication in the Association journal or by direct mail at least thirty (30) days prior to the Annual State Conference; or
2. The board of directors has determined the necessity for a ballot of all members, and copies of the proposed amendments have been mailed to all members of the Association through publication in the Association journal or by direct mail at least thirty (30) days prior to the mail vote return deadline, A two-thirds vote of ballots returned, provided that enough ballots are received to equal or exceed a quorum had the vote been taken at a meeting, shall be required.

Section C: Procedure for Resolutions

1. All proposed resolutions to be considered at the Annual State Conference shall be submitted to the chairman of Resolutions and Bylaws Committee in writing, postmarked no later than August 15 prior to the Annual State Conference. Upon unanimous consent of the delegates, a written resolution may be submitted from the floor of the House of Delegates, provided it has been presented to the chairman of the Resolutions and Bylaws Committee before the call to order of the session.
2. Proposed resolutions to be considered by the House of Delegates shall be mailed to all members of the House of Delegates thirty (30) days prior to the Annual State Conference.
3. Adoption of proposed resolutions shall require a majority vote of the House of Delegates with the exception of resolutions dealing with changes in membership dues and the removal of an officer.
4. Resolutions which are in conflict with the Bylaws of the Association will not be presented to the House of Delegates.

Section D: Submission

A resolution or amendment that has been the subject of a resolution or amendment to these Bylaws presented to the House of Delegates for a vote in any two consecutive years and is defeated shall not be placed on the agenda for the House of Delegates until the second meeting following the last meeting in which the same issue was defeated.

Article X - Definitions

As used in these Bylaws, definition of terms is as follows:

Section A - Non-voting Member: Individuals without voting privileges.

Section B - Regional Affiliate: School food service associations organized within individual regions and chartered by the Executive Board.

Section C - Eligible Field: Eligible fields shall be as defined by SNA

Section D - Non-profit: Any school food and 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 and improvement of such service exempt from income tax under 501(c)(3) Internal Revenue Code of 1953, as amended.

Section E - Standing Committees: Groups of individuals appointed by the President, with Executive 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.

Section F - Non-eligible Any field other than those defined in Section C.