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2
3 **BYLAWS**
4 **OF**
5 **THE MINNESOTA SCHOOL NUTRITION ASSOCIATION**
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8 **ARTICLE I – NAME**
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10 The name of this association is the Minnesota School Nutrition Association (hereinafter referred
11 to as “Association” or “MSNA”), a 501(c)(4) organization incorporated in the State of Minnesota.
12 MSNA is a chartered affiliate of the School Nutrition Association, Inc. (SNA) and bound by the
13 SNA state affiliate agreement.
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16 **ARTICLE II – PURPOSE**
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18 The purpose of MSNA is to promote the optimal health, nutrition and education of all children by
19 supporting nutritionally adequate and educationally sound, financially accountable, nonprofit
20 child nutrition and school community nutrition programs, and to support the mission and values
21 of the School Nutrition Association, Inc.
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24 **ARTICLE III – MEMBERSHIP**
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26 **Section 1. Classes of Membership.**

27 Membership in the School Nutrition Association shall be a prerequisite to membership in the
28 MSNA and in local affiliate chapters of MSNA. Membership shall consist of three classes:
29 school foodservice and nutrition, associate, and affiliate, or other SNA designated categories.
30 When chapter affiliates exist, school foodservice and nutrition, retired and student members
31 shall also be members of the chapter affiliate.

32 A. School foodservice and nutrition members shall consist of employees, managers,
33 supervisors/directors, and educators employed in eligible fields as defined by SNA.
34

35 B. Associate members shall consist of:

- 36 ● Retired members;
- 37 ● Students enrolled in post-secondary school foodservice programs;
- 38 ● Industry individuals;
- 39 ● Corporations; and
- 40 ● Others committed to furthering the goals of the Association.

41
42 C. Affiliate members shall consist of school foodservice employees working less than four
43 hours per day who choose the option of being nonvoting supporter members, and retired
44 members who choose the option of being nonvoting supporter members.
45

46 **Section 2. Membership Dues.**

47 A. Dues for MSNA and SNA shall be remitted directly to SNA.
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49 B. Dues shall be established biennially by the Executive Board in odd number years. Dues
50 may not be increased in a two-year period by more than 10%, rounded to the next dollar
51 amount.

52
53 C. Dues for associate and affiliate members, with the exception of associate retired members,
54 shall be established by the board.

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56 D. Chapter dues shall be determined by the local chapter.
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58 Section 3. Membership Rights and Privileges

59 All members shall be allowed to attend the meetings of the house of delegates as observers.
60 Additional membership rights are as follows:

61 A. All school foodservice and nutrition members, and associate retired members whose dues
62 are currently paid, shall be entitled to vote for the election of officers and to vote on any
63 matter submitted to the voting membership. The remaining associate members shall be
64 non-voting members, except that industry members shall be entitled to vote for the election
65 of the industry representative to the executive board.

66
67 B. Members who cease to be employed in an eligible field may continue their membership until
68 their renewal date.

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70 C. Retired and international members shall not be eligible for nomination to state elected office.
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74 **ARTICLE IV –OFFICERS**

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75 Section 1. Elected Officers and Terms of Office.

76 The elected officers of the Association shall consist of the president, president-elect, vice
77 president, and secretary/treasurer. The president, president-elect and vice president shall serve
78 a one-year term. The secretary/treasurer shall be elected in even-numbered years for a two
79 year term.

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81 Section 2. Eligibility

82 All candidates for office must maintain membership at the time of nomination and election, and
83 the president, president-elect, and vice president must maintain eligibility for school nutrition
84 membership for their entire tenure in those positions. If a change in professional status for the
85 secretary/treasurer occurs following election, the term may be completed at the discretion of the
86 board. A school foodservice and nutrition member or industry candidate for office must have
87 held membership in the Association for a minimum of two years immediately preceding
88 nomination and must have demonstrated leadership ability by serving on the MSNA executive
89 board, a local chapter board, or a standing committee.

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91 Section 3. Responsibilities of Elected Officers

92 A. President

93 The president shall be the chief spokesperson and represent the association in policy
94 matters and direct the implementation of the plan of action. In addition, the president shall:
95 ● Serve as chair of the executive board, executive committee, and on other association
96 committees as necessary;
97 ● Appoint consultants and/or replace committee members/advisory boards as needed and
98 with board input; and
99 ● Initiate the response to action taken by the house of delegates and the executive board.

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101

101 B. President-elect

102 The president-elect shall:

- 103 ● Chair the strategic planning committee when initiated by the board, and assist the
- 104 president in preparing the plan of action;
- 105 ● Chair the meetings of the house of delegates;
- 106 ● Chair the resolutions and bylaws committee and other committees as needed;
- 107 ● Represent the association at the request of the president;
- 108 ● Perform the duties of the president in the president's absence; and
- 109 ● Succeed to the office of president following official installation at the annual conference
- 110 or in the event of the president's death, resignation, or removal from office. If filling a
- 111 vacancy in the office of president, the president-elect shall then continue in service and
- 112 also serve the usual term as president the following year.

113

114 C. Vice President

115 The vice president shall:

- 116 ● Perform the duties of the president-elect in the president-elect's absence;
- 117 ● Serve as the liaison for association affinity groups, and other committees as needed;
- 118 ● Succeed to the office of president-elect following official installation at the annual
- 119 conference or in the event of the president-elect's death, resignation, or removal from
- 120 office. If filling a vacancy in the office of president-elect, the vice president shall then
- 121 continue in service and also serve the usual term as president-elect the following year.

122

123 D. Secretary/treasurer

124 The secretary/treasurer shall:

- 125 ● Monitor association funds, investments, and securities, including budget preparation.
- 126 The secretary/treasurer shall also:
- 127 ● Coordinate communications for the association; and
- 128 ● Serve as chair of the finance committee and on other committees as needed.

129

130 Section 4. Officer Wage Compensation

131 The Association exists for the purpose of professional networking, education and functions as a

132 not-for-profit organization. Business shall be conducted so that no part of the income or

133 earnings of the Association will be used for the benefit of any member, director, officer or other

134 individual with the exclusion of approved operational expenses.

135

136 Section 5. Vacancy and Removal

- 137 A. If any office becomes vacant by reasons of death, resignation, retirement, disqualification,
- 138 removal or other cause, the remaining members of the executive board shall appoint a
- 139 successor for the unexpired term. The announcement of the appointed individual in this
- 140 manner shall be made in the next issue of the Association's official publication.
- 141
- 142 B. Any officer who is found in violation of conditions required for election, a breach of
- 143 fundamental principles or rules of the association or failing to work under the framework of
- 144 the association may be removed from office. An ad hoc ethics committee, upon receipt of
- 145 charges, shall investigate the charges, hold a hearing, and render a decision. The accused
- 146 board member shall be provided with advanced written notice of the meeting at which the
- 147 hearing is held, including reason for the proposed removal, an opportunity to contest the
- 148 proposed removal in writing or in person at such meeting of the board, and final written
- 149 notice of board decision. The committee shall be composed of the three most recent past
- 150 presidents and two past members of the MSNA board selected by the three most recent
- 151 past presidents.

154 **ARTICLE V – MEETINGS**

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156 **Section 1. Annual Business Meeting**

157 There shall be an annual business meeting of the members of the Association at such time and
158 place as shall be designated by the executive board. This meeting will typically be held at the
159 annual conference. The annual business meeting will report on the Association’s financial
160 status, the past year’s activities and the upcoming MSNA plan of action.

161
162 **Section 2. House of Delegates**

163 A house of delegates meeting will be scheduled every other year or if a change in the
164 association’s bylaws is proposed. The house of delegates shall be a deliberative body that may
165 put forward recommendations, resolutions and amendments to the articles of incorporation and
166 bylaws, and have all other powers and duties specifically provided to it by the articles of
167 incorporation and bylaws.

168 **A. Composition of the House of Delegates**

169 The voting delegates shall consist of members of the executive board, five immediate past
170 state presidents and two delegates from each chapter, which may include the president, the
171 president elect or their alternates. The executive director shall be a non-voting member.

172
173 **B. Responsibilities**

174 The house of delegates shall have the authority to approve amendments to the MSNA
175 bylaws and articles of incorporation.

176
177 **C. Meetings**

178 Thirty delegates shall constitute a quorum. Discussion and voting shall be limited to the
179 delegates or their alternates.

180
181 **D. Resolutions**

- 182 1. All proposed resolutions to be considered at the house of delegates shall be submitted
183 to the chairman of the resolution and bylaws committee in writing, postmarked no later
184 than 60 days prior to the annual conference.
- 185 2. Upon consent of a majority of the delegates, a written resolution may be submitted from
186 the floor of the house of delegates.
- 187 3. Proposed resolutions submitted by 60 days prior to the annual conference shall be
188 distributed to all house members through the official publication or by direct mail at least
189 30 days prior to the house of delegates.
- 190 4. Adoption of proposed resolutions shall require a majority vote.
- 191 5. Resolutions, which are in conflict with the bylaws, will not be presented to the house of
192 delegates.

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195 **ARTICLE VI – AFFILIATE LOCAL CHAPTERS**

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197 **Section 1. Application**

198 Any local group of 10 or more Minnesota School Nutrition Association members may become
199 an affiliate chapter via written application. Each group shall be known as MN School Nutrition
200 Association with its chapter name preceding such title. The application by a new local chapter
201 must be acted upon by the MSNA executive board at the next executive board meeting.

202
203 **Section 2. Documentation**

204 **A. Bylaws in harmony with the articles and bylaws of the Minnesota School Nutrition**

205 Association, Inc. shall be adopted. Each chapter applying for affiliation shall submit a copy
206 of its governing rules to the MSNA executive board.
207
208

209 **ARTICLE VII – EXECUTIVE BOARD**

210 Section 1. Executive Board

211 The executive board shall be the governing and voting body of the Association and shall consist
212 of nine voting members: four elected officers (president, president-elect, vice president,
213 secretary/treasurer, four division chairs (nutrition chair, education chair, membership chair and
214 public policy chair), and the industry chair. There shall also be a state agency representative,
215 who shall be a nonvoting member.
216

217 Section 2. Eligibility.

218 A school foodservice and nutrition member or industry director must have held membership in
219 the Association for a minimum of two years immediately preceding term of service or
220 nomination, and must have demonstrated leadership ability by serving on the MSNA executive
221 board, a local chapter board, or a standing committee.
222

223 Section 3. Member Elected Directors

224 A. Nutrition Chair – The nutrition chair shall be elected in odd numbered years for a two year
225 term by the members of MSNA, and shall represent the association in matters that relate to
226 the topic of nutrition and nutrition agencies, professional associations, and other
227 organizations of the state. The nutrition chair shall also:

- 228 ● Oversee the nutrition conference and other related committees as needed; and
- 229 ● Chair the nutrition committee and serve on other committees as needed.

230 B. Industry Chair – the industry chair shall be elected by and from the MSNA industry members
231 for a term of two years beginning even numbered years. The industry chair also chairs the
232 industry conference committee, and serves on or appoints an industry representative to the
233 following committees: annual conference, member services, and nutrition conference.
234

235 Section 4. Board Appointed Directors.

236 The board shall appoint the following directors: education chair, membership services chair,
237 public policy chair, and the state agency representative.
238

239 A. Education Chair

240 The education chair shall be appointed for a two year term beginning in even numbered
241 years, and may be re-appointed to one additional term. The education chair shall coordinate
242 the yearly plan of educational activities for the association, chairing and appointing
243 subcommittees as appropriate.
244

245 B. Membership Services Chair

246 The membership services chair shall be appointed for a two year term beginning in odd
247 numbered years, and may be re-appointed to one additional term. The membership services
248 chair shall also:

- 249 ● Chair the member services committee and appoint subcommittees as appropriate;
 - 250 ● Coordinate the yearly plan for recruitment and retention of members;
 - 251 ● Administer SNA/MSNA awards and recognition programs; and
 - 252 ● Work with chapters to promote the plan of action and the strategic plan.
- 253
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- 256 C. Public Policy Chair
257 The public policy chair shall be appointed for a term of two years beginning in odd
258 numbered years, and may be re-appointed to one additional term. The public policy chair
259 chairs the public policy committee, representing the association's state and federal
260 legislative initiatives, and oversees the paid lobbyist, if one is employed.
261
- 262 D. State Agency Representative
263 The state agency representative shall serve as a liaison between the state agency and
264 MSNA. The state agency representative serves on the public policy committee or appoints a
265 representative, and reports on state and federal regulations and initiatives that affect school
266 meal programs.
267

268 Section 5. Responsibilities.

269 The board shall be responsible for the management of the affairs of MSNA. To that end, it shall
270 carry out its fiduciary obligations and perform all duties usually entrusted to officers and
271 directors of the corporation. The executive board shall create such committees and advisory
272 boards as deemed necessary to carry out the work of MSNA.
273

274 Section 6. Leadership Development Committee

- 275 A. There shall be a leadership development committee composed of five members: the most
276 recent past president who shall serve as chair, two chapter presidents or vice presidents
277 appointed by the president with the approval of the board, and two members elected by the
278 membership by plurality vote. The chapter presidents or vice presidents shall serve one year
279 terms, and the two elected members shall serve two-year staggered terms.
280
- 281 B. All members of the leadership development committee shall be members in good standing
282 and be regularly employed in an eligible field.
283
- 284 C. The leadership development committee shall identify and recruit eligible candidates based
285 on leadership competencies and diversity.
286
- 287 D. The leadership development committee shall prepare a slate of officers and member elected
288 directors, if possible designating two candidates each for the offices of vice president and
289 secretary/treasurer, and for the leadership development committee or nutrition chair, as
290 applicable. There shall be verification that the candidate has met eligibility requirements.
291 The slate shall be submitted to the executive board by April 1st.
292

293 Section 7. Executive Board Meetings.

- 294 A. The board shall meet no fewer than three times a year to direct the business of the
295 Association. The board shall also meet at the call of the president or upon the request of a
296 majority of members of the board. A majority of the members of the board then in office shall
297 constitute a quorum.
298
- 299 B. All meetings of the board and executive committee may be held by conference telephone or
300 similar communications equipment, provided that all persons participating in the meeting
301 can hear and speak to each other at the same time. Actions taken at such meetings shall be
302 of the same force and effect as at a regular meeting authorized by these bylaws. The
303 executive board may only conduct business by electronic means as allowed by state law.
304
- 305 C. Ten calendar days' notice shall be required for regular board meetings and three calendar

306 days' notice shall be required for special meetings. Notice may be waived by any officer or
307 director in writing before, during, or after the meeting.
308

309 Section 8. Election

310 Election of association officers and directors shall be conducted in a cost effective and efficient
311 way. The board shall determine the methodology, time lines for balloting procedures and
312 notification of candidates. Such time lines shall be announced at least 60 days prior to the start
313 of balloting.
314

315 Section 9. Executive Committee.

316 The executive committee shall consist of the elected officers of the Association. The executive
317 committee may meet between regular executive board meetings to consider all business
318 referred to it by the executive board, consistent with the actions and policies established by the
319 executive board and the house of delegates. It shall act in emergencies when time does not
320 practically permit a meeting of the entire executive board, as determined by the president. Any
321 action taken by the executive committee shall be reported to the full executive board within five
322 days.
323

324 Section 10. Board Vacancies.

325 If a non-officer board position becomes vacant by reasons of death, resignation, retirement,
326 disqualification, removal or other cause, the remaining members of the executive board shall
327 appoint a successor for the unexpired term. The announcement of the appointed individual in
328 this manner shall be made in the next issue of the Association's official publication.
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332 **ARTICLE VIII – PUBLICATIONS AND ELECTRONIC MEDIA**
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334 *School Nutrition*, produced by the School Nutrition Association, shall be the official publication of
335 the association. The association will also have an official website. The board shall authorize
336 other publications and electronic media and establish such procedures as are necessary. MSNA
337 will maintain a state publication.
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340 **ARTICLE IX – PARLIAMENTARY AUTHORITY**
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342 The eleventh edition of *Robert's Rules of Order Newly Revised* governs this association in all
343 parliamentary situations that are not otherwise provided for in the law, the articles of
344 incorporation, bylaws or adopted rules. When a new edition of the parliamentary authority is
345 published, the board may, by majority vote and after ensuring that they have familiarized
346 themselves with the changes in the new version, update the edition reference in the bylaws.
347 Members shall be notified promptly after the change is made.
348
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350 **ARTICLE X – AMENDMENT**
351

352 A. Amendments to these bylaws may be proposed by a chapter affiliate, the board of directors,
353 an association committee or advisory board, or on written petition signed by 100 members.
354 Proposed amendments must be received by the secretary no later than 60 days prior to the
355 annual conference.
356

- 357 B. These bylaws may be amended by a two-thirds vote at the house of delegates meeting or
358 by a two-thirds mail vote returned, provided that 1) the chair of the resolution and bylaws
359 committee receives the amendments in writing postmarked on or before March 1 prior to the
360 annual conference to be considered at the next annual meeting of the house of delegates;
361 and 2) copies of the proposed amendments have been distributed to all members through
362 the official publication or by direct mail at least 30 days prior to the house of delegates or
363 deadline for casting a mail vote.
364
- 365 C. Proposed amendments to these bylaws shall be sent to SNA in accordance with the SNA
366 State Affiliation Agreement.