



SCHOOL
NUTRITION
ASSOCIATION
OF NORTH CAROLINA

Making the right food choices, together.

Governing Rules

(Bylaws and Standing Rules as Amended June 2011)

School Nutrition Association of North Carolina

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**Articles of Incorporation
of the
School Nutrition Association of North Carolina**

A Non-profit Organization

We, the undersigned natural persons of the age of twenty one years or more, acting as incorporators for the purpose of creating a non profit corporation under the laws of the State of North Carolina, contained in chapter 55A of the General Statutes of North Carolina, entitled "Non Profit Corporation Act", section 501 (C) (6) of the Internal Revenue Code of 1986, and the several amendments thereto, do hereby set forth:

Article I - The Name

The association shall be known as the School Nutrition Association of North Carolina, an incorporated membership organization. It is an affiliate of the School Nutrition Association.

Article II - Purpose

The purpose of this association shall be to:

1. Promote the optimal health, nutrition, and education of all children supporting nutritionally adequate and educationally sound, financially accountable, nonprofit child nutrition and school community .
2. Promote high standards for child nutrition and school community nutrition programs with emphasis on nutritionally adequate meals that are appealing to children.
3. Promote united efforts among 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 program.
4. Promote high standards and provide appropriate educational program incentives and recognition for professional development of child nutrition personnel.
5. Promote research and development in child nutrition programs.
6. Promote the 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 North Carolina and the aforementioned section of the Internal Revenue Code to carry out the foregoing objectives and purposes.

Article III - Term

This corporation shall have perpetual existence.

Article IV - Membership

Membership shall comprise persons presently or previously employed in, teaching, 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 this 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 an Executive Board, 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 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.

The House of Delegates shall be the legislative body of the Association. It shall formulate goals and policies under which the Executive Board manages the affairs of the Association. Membership of the House of Delegates shall be provided for in the bylaws.

Article VI - Registered Office And Agent

The address of the initial registered office of the Corporation is School Nutrition Association of North Carolina in the County of Mecklenburg, State of North Carolina, 9826 Sandman Lane, Charlotte, NC 28216. The name and initial registered agent of the Corporation at that office is Dawn Ferguson Roth a resident of North Carolina and an initial director of the Corporation.

Article VII - Initial Director

The name and address of the initial director of the Corporation is Dawn Ferguson Roth, School Nutrition Association of North Carolina, 9826 Sandman Lane, Charlotte, NC 28216.

Article VIII - Tax Exempt Status

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501 (c) (6) 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, of 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 IX - Dissolution

In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of 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) (6) 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 X - Limitation of Liability

To the fullest extent permitted by the North Carolina Nonstock Corporation Act, as now in effect or as may hereafter be amended, no Officer or Director of the Corporation shall be personally liable for damages in 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.

Article XI - Seal

The Corporation hereby adopts a corporate seal with the words "School Nutrition Association of North Carolina" written in a circle around the seal.

Bylaws
School Nutrition Association of North Carolina

Article I
Membership

Section A. Classes of Membership. Membership shall consist of three classes: Individual, School District/Organization Owned Membership and Associate.

- 1. Individual Membership – Owned by an individual; not transferable**
 - a. School Nutrition Members.** School nutrition member categories shall consist of employees, managers, supervisors/directors and 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.
 - ii. Retired members who choose the option of being non-voting supporter members.
- 2. School District/Organization Owned Membership – Owned by the school district or organization; transferable within listed membership categories.**
 - a. Employees**
 - b. Managers**
 - c. Supervisors / Directors and Specialists**
 - d. Educators employed in eligible fields**
- 3. Associate Membership**

Associate member categories shall consist of retired members, students enrolled in post-secondary school food, nutrition, health or food related programs, industry consultants, corporations and others committed to furthering the goals of the Association.

Section B. 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 to children.
2. Persons engaged in teaching or administration at the aforementioned levels.

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

Section C. Rights and Privileges of Members.

1. **Individual Membership** - All Individual and School District/Organization Owned members and associate retired members, whose dues are currently paid, shall be entitled to vote for the election of officers and to vote by mail upon 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. Retired members shall not be eligible for nomination to state elective office.
 - c. Affiliate members shall be non-voting members.
 - d. All members shall be eligible to attend the meetings of the House of Delegates as observers.
 - e. A person shall not hold both an Individual and School District Owned Membership concurrently.
2. **School District/Organization 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 state elected office as specified in Article II. Officers, Section B.
 - 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.
3. **Associate**
 - a. Associate members in the student or retired categories shall not be eligible for nomination to state elected office.

- b. Industry members shall be entitled to vote for the election of the Industry representative to the Executive Board. The category of Individual Industry member shall be entitled to one vote and the category of Corporate member is entitled to one vote by up to four designated representatives, giving each Corporate membership up to four votes.
- c. Student or retired members shall be non-voting members.

Section D. Dues.

1. Dues for each class of membership may be changed by a two-thirds (2/3) affirmative vote of the Executive Board.
2. All rights and privileges of membership shall be terminated for non-payment of dues.

Section E. Chapter Affiliates. Any group of members of the School Nutrition Association of North Carolina and School Nutrition Association on written application to the SNA-NC Member Services Chair may become an affiliate chapter of the School Nutrition Association of North Carolina on the following basis:

1. **Bylaws:** The bylaws and purposes of the local School Nutrition Association chapter shall be in harmony with the bylaws and purposes of the School Nutrition Association of North Carolina. A copy of the bylaws shall be submitted with the application for affiliation.
2. **Affiliation:** Affiliation application must be acted upon by the Member Service Committee within sixty (60) days of receipt of application.
3. **Dues:** Dues shall be the same as for membership in the School Nutrition Association and School Nutrition Association of North Carolina and such additional dues as the local chapter organization requires in its bylaws. Members of local chapters must be members of State and National Associations.
4. **Name:** Each chapter shall be known as School Nutrition Association with its local name preceding the title.
5. **Elected Officers:** A list of newly elected officers with mailing addresses shall be sent to the Executive Director within fifteen (15) days after the election. The Executive Director will forward to the Member Services Chair.
6. **Exceptions:** There shall be one (1) affiliated chapter in any county unless special permission is granted by the Executive Board. An application for an additional affiliate in a county shall bear the endorsement of the existing affiliate and shall contain a detailed justification for the establishment of the second.

Section F. Membership Expulsion:

Suspension or Revocation of Membership or Privileges of Membership for Cause: In accordance with the mission and vision of SNA-NC, and its responsibilities to its members and the public, the Executive Board may suspend, revoke or terminate any membership, any privilege of membership or any participation in SNA-NC 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 SNA-NC 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 board 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 or judicial procedures.

Article II Officers

Section A. Elected Officers. The elected officers shall be: President, President-elect, Vice President, Secretary, Treasurer, District Directors and Industry Representative.

Section B. Eligibility and Terms of Office. All officers shall hold office until the end of the Annual National Conference. Candidates for state office of Vice-President, Secretary and Treasurer shall have held membership in the Association for at least five years immediately preceding the nomination. District Directors shall be required to hold membership in the association for three years preceding the nomination. Officers shall be elected by the membership to serve only one term in any specific office. The candidate shall:

1. Have demonstrated leadership ability by serving on the Executive Board or by serving on a state committee or advisory board.
2. Be regularly employed in an eligible field but may not be employed as a supervisor, regional manager or corporate officer of a for-profit organization above the school district level with exception of industry member category.
3. All candidates are eligible for re-election to a state office previously held, but not in consecutive terms and may not exceed two terms.
4. Be elected for a specified term and shall retain active membership at the time of nomination and election. If a change in status occurs they shall complete their term of office provided one year of their term has been completed.

5. If an elected officer must resign before completing the term of office, the Executive Committee will recommend eligible candidates to the Executive Board. The position will be filled based on a majority secret ballot vote by the Executive Board at the next scheduled Executive Board Meeting.
6. Shall be SNA certified members or credentialed members.
7. An industry member candidate shall:
 - a. Be an individual industry member or one of the four designated representatives of a corporate industry member.
 - b. Be elected for a specific term and shall retain industry 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.
8. A District Director candidate shall:
 - a. Have demonstrated leadership ability but previous service on a state committee or advisory board is not required.
 - b. Shall be required to hold membership in the association for three years preceding the nomination.
9. Terms of Office Shall be:
 - a. **President.** The President shall be the chief elected officer and shall serve for one (1) year.
 - b. **President-Elect.** The President-Elect shall serve for one (1) year.
 - c. **Vice President.** The Vice President shall be elected annually and serve for one year. To be eligible for this office, a candidate shall:
 1. Have had previous service on the Board.
 2. Have served in the House within the past seven years or have served on a standing committee or advisory board within the past three years.
 3. Have attended three of the last five state conferences.
 - d. **Secretary.** The Secretary shall be elected in odd numbered years and Shall serve for two years.
 - e. **Treasurer.** The Treasurer shall be elected in even numbered years and shall serve for two years.

- f. **District Directors.** District Directors shall be elected for a two-year term; their place of employment shall be in the respective district at the time of nomination and election. If a change in district of employment occurs, they shall complete their term of office provided one year of their term has been completed. Elections shall be on the following schedule:

| ODD YEARS | EVEN YEARS |
|-----------|------------|
| I | II |
| III | IV |
| V | VI |
| VII | VIII |

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

Section C. Election. Ballots shall be distributed to all members at an election held at the Annual State Conference. Absentee ballots shall be mailed by first class mail to members provided they request a ballot in writing from the Chairman of Tellers at least thirty (30) calendar days in advance of the day of the election. These ballots must be sent to the Chairman of Tellers no later than ten (10) days prior to the election. All ballots, both those cast at the Annual State Conference and the returned absentee ballots, are to be counted at the annual meeting by the Chairman of Tellers and committee of tellers. Results will be announced before the meeting adjourns.

Section D. Responsibilities of Elected Officers.

- 1. **President.**
 - a. Represents the Association in policy matters and is the chief spokesperson.
 - b. Serves as Chair of the Board and Executive Committee.
 - c. Presides at meetings.
 - d. Serves as an ex-official member of all committees and advisory boards, except the Nominating Committee.
 - e. Prepares and submits the agenda for Board meetings at least two weeks in advance of meeting.
 - f. Appoints and may remove, with the approval of the Board, members of committees and advisory boards.
 - g. Appoints and may remove, with the approval of the Board, the chairs of all committees and advisory boards.
 - h. Initiates response to action taken by the House and the Board.
 - i. Establishes time schedule for meetings.
 - j. Initiates and directs the implementation of the Plan of Action.
 - k. Coordinates activities of the Board with the Association Office.
 - l. Chairs Annual State Conference.
 - m. Appoints a House of Delegates Parliamentarian with approval of the Board.

2. President-Elect.

- a. Studies the duties and responsibilities of the President, other members of the Board, committees approved by the Board, advisory boards and chapter affiliates.
- b. Presides at the House of Delegates.
- 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 chapter affiliates at Chapter Leadership Seminar 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 of the President's death, resignation, or removal from office.
- h. Coordinates all standing committee and advisory board activities, except the Nominating Committee.
- i. Recommends, for the approval of the Board, members and chairs of committees and advisory boards.
- j. Chairs the Marketing Advisory Board.
- k. Works with Treasurer to conduct on-going analysis of Association finances and develops recommendations to the Executive Board.

3. Vice President

- a. Succeeds to the office of President-Elect:
 - (1) at the end of the second Annual National Conference following election; or
 - (2) in the event of the President-elect's death, resignation, or removal from office.
- b. Performs the duties of the President-Elect in the President-Elect's absence.
- c. Chairs Resolutions and Bylaws Committee.
- d. Coordinates revisions and updates of Policy and Procedures Manual.
- e. Performs other duties as assigned.

4. Secretary.

- a. Accurately records all minutes of the House, the Executive Board and Executive Committee.
- b. Directs the Executive Director to send appropriate notices and copies of the minutes of the Executive Board.
- c. Sends highlights of each Board Meeting to the Executive Director for publication in the official publication.
- d. Co-chairs Ways and Means.
- e. Is the Education/Certification Chair.

5. Treasurer.

- a. Supervises and monitors Association funds, investments and securities.
- b. Submits a financial report at Annual State Conference.
- c. Drafts a proposed annual budget in cooperation with the Executive Director.
- d. Directs the Executive Director to send copies of the proposed budget to the chapter affiliates, prior to the meeting of the House for information only.
- e. Submits budget to the Board for adoption.
- f. Notifies officers and chairs of each committee and advisory board of budgeted funds.
- g. Reports expenditures against budget monthly to the Executive Committee.
- h. Chairs Ways and Means.
- i. Works with President-Elect on on-going analysis of Association finances.

6. District Directors.

- a. Promotes the Association's Plan of Action.
- b. Expresses the views of chapter affiliates.
- c. Provides liaison between chapter affiliates and Board.
- d. Communicates with and assists chapter affiliates.
- e. Submits district news and articles of interest to the Executive Director and Webmaster.
- f. Promotes membership and helps organize new chapters.
- g. Shares ideas for professional growth with chapter affiliates.
- h. Coordinates, plans and presides at District meetings.
- i. Appoints recorder for District meetings.
- j. Serves on nominating committee for two years following term as District Director.
- k. Works with President-Elect to provide chapter leadership.

7. 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 State 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 provides recommendations to Nominating Committee.
- j. Serves as a Board advisor to the Industry and Marketing Advisory Boards.
- k. Helps plan Industry Seminar.

Section E. Appointed Officers.

1. **Executive Director.** The Executive Director shall be the chief executive officer of the Association and shall implement policies of the House, Board and Executive Committee, consistent with effective business practices. The Executive Director shall be employed under contract by the Board.
 - a. Responsibilities of the Executive Director.
 - (1) Fulfills the duties set forth in the contract.
2. **Others.** The Board may appoint other officers as necessary.

Article III Meetings

1. **State Conference.** There shall be an Annual State 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 State Conference, called by the President-Elect.
3. **Executive Board.** The Board shall meet immediately before and after the Annual State Conference and at the call of the President, or upon the request of a majority of members of the Board. There must be a minimum of four meetings annually.
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 at each Board meeting to review matters and make recommendations.
5. **Strategic Planning Seminar.** At least once in each three years, the Association may hold a planning seminar.
6. **Legislative Conference.** A legislative conference may be held to evaluate legislative needs and plan strategies for legislative activities.
7. **Industry Seminar.** An industry seminar may be held to provide dialogue between the Association and industry, project program needs, and share technical assistance and expertise.
8. **Chapter Leadership Seminar.** Chapter Leadership Seminar 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 IV House of Delegates

The House of Delegates (“House”) shall be the legislative and governing body of the Association. It shall formulate the philosophies and goals under which the Executive Board manages the affairs of the Association. The House shall adopt policies, hear committee and officers’ reports, take action on recommendations, resolutions, amendments to the Articles of Incorporation, Bylaws, and Standing Rules; and have all other powers and duties specifically provided to it by the Articles of Incorporation and Bylaws.

1. **Composition.**
 - a. The voting delegates shall include the voting members of the Executive Board, Past Presidents with active status, affiliated chapter presidents or designee, and additional delegates.
 - b. Voting delegates of the House shall be School Nutrition members or associate retired members of the Association.
 - c. The Executive Director shall be a non-voting member.
2. **Responsibilities.**
 - a. Formulates the philosophies and goals.
 - b. Debates and reviews matters of professional interest.
 - c. Makes general and specific recommendations to the Board.
 - d. Makes recommendations for the annual Plan of Action.
 - e. Reviews reports of the Board members, the Association office, and advisory boards.
 - f. Takes action on proposed resolutions and amendments to the Bylaws.
3. **Voting.** Each delegate is entitled to one vote.
4. **Quorum.** One-third of the voting delegates shall constitute a quorum.
5. **Chapter Delegate Representation.** Official membership data shall be sent by the State office to the chapter affiliates 60 days prior to the Annual State Conference. Only eligible delegates shall be seated on the floor of the House. The number of voting delegates for each chapter affiliate shall be calculated on the following basis:
 - a. All chapters, regardless of membership, shall have one delegate.

- b. Each chapter shall have one delegate for each 100 members. Chapters which have 101 or more members will have an additional delegate.

Article V Executive Board

The Executive Board (“Board”) shall be the executive body of the Association. The Board shall formulate policies between meetings of the House; adopt the annual budget; review reports and resolutions; conduct and manage the affairs and have all other powers and duties specifically provided to it by the Articles of Incorporation and Bylaws which are necessary to achieve the objectives not specifically delegated to other agents or agencies by the Articles of Incorporation or Bylaws. No member of the Board or House shall receive salaries for their service in such capacities unless they are employed under contract by the Association.

1. Composition.

- a. Membership shall consist of the President, President-elect, Vice President, Secretary, Treasurer, District Directors, Member Services Chair, Nominating/Awards Chair, Nutrition Chair, Public Policy and Legislative Chair and Industry Representative.
- b. Non-voting members of the Executive Board shall be: Industry Advisory Chair, Chief Consultant, Child Nutrition Section, North Carolina Department of Public Instruction; Director, Food Distribution Division, North Carolina Department of Agriculture, and Executive Director.

2. Responsibilities.

- a. Directs the Association affairs in accordance with the philosophies, general policies, and goals adopted by the House.
- b. Considers general and specific recommendations made by the House.
- c. Employs an Executive Director.
- d. Appoints persons to act for the Association and defines their specific responsibilities.
- e. Adopts the annual budget including, but not limited to, budgets for all state meetings.
- f. Manages and directs all financial affairs.
- g. Adopts the audit of Association books.
- h. Authorizes persons to sign checks, contracts, and other documents for the Association.
- i. Approves organizational structure, job descriptions, and salary ranges for employees.
- j. Approves all committee and advisory board appointments.
- k. Fills vacancies of unexpired terms of Board members or newly elected candidates, unless otherwise specified.
- l. Reviews and approves the program for all state conferences and seminars.

- m. Adopts a Strategic Plan.
- n. Adopts a Plan of Action for the ensuing year prior to the annual Chapter Leadership Seminar.
- o. Recommends positions and policies to the House.
- p. Provides leadership in working with allied associations and groups which share a similar purpose.
- q. Fills vacancies occurring in office by a majority vote.
- r. Establishes the amount of annual dues and special assessments as specified In Article I, Section D..

3. **Quorum.** A majority of the members shall constitute a quorum.

Article VI Executive Committee

1. **Composition.**

- a. Elected members shall consist of the President, as chair, President-elect, Vice President, Secretary, Treasurer, and District Director Chair.
- b. The Executive Director shall be a non-voting member.

2. **Responsibilities.**

- a. 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.
- b. Conducts all business referred to it by the Board.
- c. Acts when time does not practically permit a meeting of the entire Board, as determined by the President.
- d. Reviews the annual budget.
- e. Reviews the financial status.
- f. Analyzes reports.
- g. Employs a creditable accounting firm who shall annually, or as needed, audit the Association's accounts.
- h. Publishes annual financial statement in the Association's publication.
- i. Reports all actions taken to the Board.

3. **Quorum.** A majority of the members shall constitute a quorum.

Article VII Districts

A chair of the District Directors shall be appointed by the President from the elected senior members of the District Directors. North Carolina shall be divided as follows:

District Organization. North Carolina shall be divided into eight (8) districts as follows:

District I

Pitt, Martin, Bertie, Hertford, Gates, Beaufort, Hyde, Washington, Tyrell, Dare, Chowan, Perquimans, Pasquotank, Camden, Currituck.

District II

Wayne, Green, Lenoir, Onslow, Jones, Craven, Pamlico, Carteret, Sampson, Duplin, Pender, Brunswick, New Hanover.

District III

Wake, Granville, Vance, Franklin, Warren, Johnston, Nash, Wilson, Edgecombe, Halifax, North Hampton, Durham.

District IV

Montgomery, Richmond, Moore, Lee, Scotland, Hoke, Harnett, Cumberland, Robeson, Bladen, Columbus.

District V

Stokes, Forsyth, Rockingham, Guilford, Randolph, Caswell, Alamance, Chatham, Orange, Person, Davidson.

District VI

Cleveland, Lincoln, Gaston, Mecklenburg, Union, Stanly, Anson, Rowan, Cabarrus.

District VII

Avery, Burke, Caldwell, Watauga, Catawba, Alexander, Wilkes, Ashe, Alleghany, Surry, Yadkin, Iredell, Davie.

District VIII

Cherokee, Graham, Clay, Macon, Swain, Jackson, Haywood, Transylvania, Madison, Buncombe, Henderson, Polk, Rutherford, McDowell, Yancey, Mitchell.

Article VIII Committees

Section A. Standing Committees. There shall be the following standing committees: Nominating, Public Policy and Legislation, Nutrition, Resolutions and Bylaws, and Member Services. They shall be composed of members representing each of the eight districts. One additional member may be an industry member. All standing committees report to the Board.

1. **Terms.** Members shall be appointed by the President, subject to Board approval for a two year term unless otherwise specified.
2. **Eligibility.** Members of a committee or advisory board shall be SNA credentialed or SNA certified members or working towards SNA certification. State Agency and Industry members need not be certified to serve on committees or advisory boards.
3. **Activities.** The committees shall develop annual strategies to implement the Strategic Plan of Action.
4. **Committee Structure.** The Resolutions and Bylaws committee chair shall be the Vice President. The appointed committee chairs are Nominating, Public Policy and Legislation, Member Services and Nutrition. They are appointed by the President and approved by the Executive Board. The chairs are voting members of the Board.

Section B. Special Committees. Special committees shall be appointed by the President with approval of the Board.

Article IX Advisory Boards

There shall be the following advisory boards: Industry, Marketing, Endowment and Nutrition Advisory Council (NAC). They shall be composed of members representing each of the eight districts. One additional member may be an industry representative. The Industry and Marketing Committees shall consist of two to four industry members, representing different facets of industry. The Executive Director and the Industry Representative shall be ex officio members of the Industry Advisory Board. All advisory boards report to the Board.

1. **Terms.** Members shall be appointed by the Chairman, subject to Board approval for a two year term unless otherwise specified.

2. **Eligibility.** Members of an advisory board shall be SNA credentialed or SNA certified members or working towards SNA certification. State Agency and Industry members need not be certified to serve on committees or advisory boards.
3. **Activities.** The advisory boards shall develop annual strategies to implement the Strategic Plan of Action.
4. **Advisory Boards Structure.** The appointed advisory board chair is Industry and will be appointed by the President and approved by the Executive Board. The Industry chair is a non-voting member of the Executive Board.

Article X Publications

Section A. The *Arrow* shall be the official publication.

Section B. Web Site. The Association shall have an official web site.

Section C. Other Publications. The Executive board shall authorize and establish procedures for other publications and electronic media as needed.

Article XI Removal From Office

Any elected 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 XII Parliamentary Authority

The newly revised Roberts Rules of Order governs this Association in all parliamentary situations that are not otherwise provided for in the law, the Articles of Incorporation, bylaws of adopted rules.

Articles XIII Amendments

Section A. Method of Proposal. Amendments to these Bylaws and the SNA-NC Standing Rules shall be proposed in writing no later than January 15 in any one of the following ways:

1. By official request of a chapter affiliate.
2. By majority vote of the Board.
3. By an official request of Association committees or advisory boards.
4. By written petition signed by 100 members.

Section B. Procedure for Amending Bylaws and Standing Rules. Amendments shall be adopted by two-thirds vote at the annual meeting of the House or by a two-thirds mail vote returned, amendments to Standing Rules shall be adopted by a majority vote at the annual meeting of the House or a majority mail vote returned.

1. Provided the Chair of the Resolutions and Bylaws Committee receives the amendments in writing postmarked on or before January 15 to be considered at the next Annual State Conference.
2. Provided copies of the proposed amendments have been mailed to all members through publication in the Arrow or by direct mail at least thirty (30) days prior to the Annual State Conference or deadline for casting a mail vote.

Article XIV Resolutions

Section A. Method of Proposal. All proposed resolutions to be considered at the Annual State Conference shall be submitted one of the following ways.

1. Submitted to the Chair of the Resolutions and Bylaws Committee in writing, post marked no later than April 1.
2. Upon consent of a majority of the delegates a written resolution may be submitted from the floor of the House.

Section B. Procedure for Adopting Resolutions.

1. Proposed resolutions shall be submitted in writing to the Resolutions and Bylaws Committee Chair and postmarked on or before April 1 to be considered at the next Annual State Conference.
2. Copies of the proposed resolutions shall be mailed to all members of the House of Delegates at least thirty days prior to the Annual State Conference.
3. Resolutions shall be adopted by a majority vote at the annual meeting of the House.
4. Resolutions which are in conflict with the Bylaws shall not be presented to the House.

Article XV Dissolution

Should dissolution of the Association become necessary, it shall be dissolved in accordance with article IX of the Articles of Incorporation.

SNA-NC Standing Rules

Standing rules are rules of procedure that add further detail to those 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 at the Annual State Conference.

Standing rules shall be attached to the current Articles of Incorporation and Bylaws.

I. Rules Governing Membership.

- A.** Dues may be submitted through the School Nutrition Association. All rights and privileges of membership shall be terminated for non-payment of dues.
- B.** Collection Procedures.
 - 1.** The membership year shall be concurrent with the School Nutrition Association.
 - 2.** Annual membership dues and any special assessments for the School Nutrition Association and School Nutrition Association of North Carolina shall be sent to the School Nutrition Association.
 - 3.** Life membership shall be confirmed on the President upon the completion of office. Life members shall not be required to pay School Nutrition Association of North Carolina dues.
 - 4.** Honorary members shall consist of persons recognized by the Board for outstanding service to the Association and are not required to pay School Nutrition Association of North Carolina dues.
 - 5.** The Board may approve a discount of member dues for the purpose of promoting membership, provided objective criteria is established for discounting and a specific period of time for discounting is indicated.
- C.** Non-voting members attending the meeting of the House of Delegates may be granted the privilege of speaking.
- D.** The ***Arrow*** shall be distributed to all members.

II. Rules Governing Meetings.

- A. **State Conference.** Notice, including date, place and time shall be sent to each member through publication in the official publication no less than forty-five days prior to the conference.
- B. **Strategic Planning Seminar.** The purpose shall be to evaluate programs and philosophies and to develop recommendations for the next three-year period, as a basis for the Plan of Action. Members and others who have a special interest in food and nutrition programs shall be invited by the Board to attend the Strategic Planning Seminar.
- C. **Legislative Conference.** Members and nonmembers who have an interest in promoting food and nutrition programs shall be invited to attend.
- D. **Industry Conference.** The purpose shall be to provide Directors, Supervisors and the Executive Board an opportunity to gain understanding of the varied skills of our industry associates who have an interest in promoting food and nutrition programs.
- E. **Chapter Leadership Seminar(s).** The dates, number of meetings, and locations shall be approved by the Board. Chapter officers and other chapter leaders shall be invited to attend. The purpose of the seminar is to develop leadership and present the Association's Plan of Action for the ensuing year.

III. General Rules Governing Standing Committees and 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 that two consecutive terms on any standing committee or advisory board, without express approval of the Board.
- B. No more than one-half of the members of the committee shall be appointed in any one year except to fill vacancies as provided. The President, with the approval of the Board, shall appoint a replacement from the respective district to fill the 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. The Nutrition Committee will consist of one or more Registered Dieticians.

- D. The President, at the request of the committee chair, shall recommend to the Board the removal of a committee member who had two un-excused absences within one year. A new committee member shall be appointed to fill the vacancy.
- E. Committees/advisory boards shall meet at times as authorized by the Board.

IV. Rules Governing Committees

- A. **Nominating Committee.** This committee shall consist of immediate past District Directors who shall serve two years immediately following their term of office. Members of the Nominating Committee shall not be eligible for nomination for state office during their terms on the Nominating Committee unless they resign from the Nominating Committee prior to the Committee meeting.
 - 1. Seeks potential candidates from membership, House, and past Board members.
 - 2. Verifies eligibility of candidates.
 - 3. Selects two candidates and one alternate for each office to be filled on the ballot in accordance with the Bylaws.
- B. **Public Policy and Legislative.**
 - 1. Evaluates, interprets, recommends and responds to federal and state legislation and regulations.
 - 2. Informs membership of current legislation.
 - 3. Develops legislative policy and positions for approval of the Board.
 - 4. Assists chapter affiliates in the development of legislative strategies and plans of action.
 - 5. Plans and conducts the legislative activities.
- C. **Education.**
 - 1. Develops ideas for plans for professional growth of the membership subject to the approval of the Board.
 - 2. Prepares annual summary of developments relating to school food service certification.
 - 3. Maintains liaison with appropriate state and federal agencies and professional associations and organizations.
 - 4. Works with chapter affiliate certification chairs.
 - 5. Recommends to the Board standards, policies and procedures pertaining to implementation of professional certification programs.
 - 6. Approves programs for certification.
- D. **Nutrition.**
 - 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 food service programs.
5. Works with chapter affiliate nutrition chairs.
6. Develops menus and marketing strategies for National School Lunch Week and National School Breakfast Week.

E. Resolutions and Bylaws.

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 chapter affiliates in developing resolutions and Bylaw amendments.

F. Member Services.

1. Recommends to the Board policies and procedures pertaining to the implementation of a membership program.
2. Promotes membership through chapters and assists chapters in developing membership drives.
3. Analyzes membership trends and recommends appropriate action.
4. Creates a positive image for the association and school food and nutrition programs.

V. Responsibilities of Advisory Boards.

A. Industry.

1. Serves as liaison between the Association and Industry.
2. Works to achieve common goals
3. Analyze industry membership trends and recommend appropriate action to strengthen the links between industry and association members.

B. Marketing

1. Provides marketing expertise to committees.
2. Works to achieve common goals.

C. Endowment

1. Promotes the Endowment Fund and its activities insuring completion of its activities.
2. Assists with the promotion of educational activities utilizing Endowment Funds.
3. Approves Endowment Grant proposals.

- D. Nutrition Advisory Council (NAC).**
1. Advises state and local associations toward implementation of youth involvement.
 2. Recommends to the Board policies and procedures for the Association's nutrition Advisory Council Program.
 3. Informs chapter presidents of the program and activities and implements state Nutrition Advisory Council Network.

Definitions

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

- A. Association Staff.** Individuals employed by the Association.
- B. Nonvoting Member.** Individuals without voting privileges.
- C. Chapter Affiliate.** School nutrition associations organized within individual counties and chartered by the Board.
- D. Non-eligible Field.** Any field other than those defined in Article 1. Section B.
- E. Nonprofit.** 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 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 Board.** 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. Quorum.** A quorum is the number of members who must be present at a meeting in order to transact business legally.
- I. 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.
- J. Two-thirds vote.** Two thirds of the votes cast of those present and voting or two thirds of the votes cast by mail.

K. Additional Membership Information.

- a. Single Unit Personnel shall be 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 responsibility in more than one school, but who are not employed on a system-wide basis, system wide school food service support personnel.
- b. District Directors and Supervisors shall be composed of school food and/or 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.
- c. Major City Directors and Supervisors shall be composed of school food and/or 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.
- d. State Directors, Supervisors and Specialists shall be composed of state level administrative and supervisory personnel, including persons engaged in both school food and/or nutrition service 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 food service and nutrition education programs; such policies or actions of this group may be implemented directly without action of the Board.
- e. College Personnel 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 food service programs.

L. Candidate Guidelines

- a. **Vice President Candidates**
 - Must have held membership in the association for at least five years immediately preceding the nomination.
 - Must have served on the Executive Board.
 - Must have served in the House of Delegates within the past seven years or have served on a standing committee or advisory board within the past three years.
 - Must have attended three of the last five state conferences.
 - Must be certified or credentialed.

b. Secretary or Treasurer Candidates

- Must have held membership in the association for at least five years immediately preceding the nomination.
- Must have served on the Executive Board or have served on a state committee or advisory board.
- Must be certified or credentialed.

c. District Director Candidates

- Must have held membership in the association for at least three years immediately preceding the nomination.
- Must have demonstrated leadership ability but previous service on a state committee or advisory board is not required.
- Must be certified or credentialed.

****All candidates are eligible for re-election to a state office previously held, but not in consecutive terms and may not exceed two terms.**

