



SCHOOL
NUTRITION
ASSOCIATION
OF NORTH CAROLINA

Governing Rules

(Bylaws and Standing Rules as Amended June 2020)

School Nutrition Association of North Carolina

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Articles of Incorporation of the School Nutrition Association of North Carolina

A Nonprofit 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 Name

The name of this association shall be the School Nutrition Association of North Carolina, also referred to as the association or SNA-NC, a 501(c)(6) corporation chartered in the State of North Carolina. SNA-NC 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 Mission and Purpose

To support the mission and values of the School Nutrition Association, Inc.

Article III 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 specialists, and educators employed in eligible fields as defined by SNA for membership categories.

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;
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; **or**
5. Persons employed by the Association or a state affiliate.

Section C. Rights and Privileges of Members.

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.

1. Individual Membership

- a. Members who cease to be employed in an eligible field may continue their membership until their renewal date.
- b. Members shall be eligible for nomination to state elected office as specified in Article IV. Officers, Section 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 Delegate Assembly 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. Members shall be eligible for nomination to state elected office as specified in Article IV. Officers, Section B.

- c. Members shall be eligible to attend the meetings of the Delegate Assembly as observers.
- d. Members shall reserve the right to change to an individual membership at any time.
- e. A person shall not both an Individual and School District Owned Membership concurrently.

3. Associate Membership

- 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 Board of Directors. 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 Other (Principals, Superintendents, Teachers, etc.) 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 Board of Directors.
- 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 Membership Committee 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 Membership 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 Membership Committee Chair.
6. **Exceptions:** There shall be one (1) affiliated chapter in any county unless special permission is granted by the Board of Directors. 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 Board of Directors 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 IV 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 beginning and ending with Annual National Conference. Candidates for state office of Vice-President and Secretary-Treasurer shall have held membership in the Association for at least three (3) years immediately preceding the nomination. District Directors shall be members in good standing preceding the nomination. Officers shall be elected by the membership to serve only one term in any specific office.

1. President, President-Elect, Vice President, and Secretary-Treasurer candidate shall:
 - a. Have demonstrated leadership experience by serving on the Board of Directors or by serving on a state committee or advisory council.
 - b. Be regularly employed in an eligible.

- c. Be eligible for re-election to a state office previously held, but not in consecutive terms and may not exceed two terms.
 - d. Retain active membership status at the time of nomination, election, and entire term of service. The elected officer shall be actively working and involved in the school nutrition profession throughout the term.
 - e. Be eligible to be nominated and elected to a full term for the same board position, if the candidate had filled the term of an elected officer who had vacated the position. This excludes the offices of President and President-elect.
 - f. Be a SNA certified member or credentialed member.
 - g. Have served on a standing committee or advisory council within the past three (3) years.
2. 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 (1) year of their term has been completed.
3. A District Director candidate shall:
- a. Have demonstrated leadership ability but previous service on a state committee or advisory council is not required.
 - b. Be a member in good standing.

Section C. Terms of Office. The term of office for the President, President-elect, and Vice President shall be for one (1) year, beginning and ending upon installation at the Annual National Conference.

1. **The President** shall be the chief elected officer and shall serve for one (1) year.
2. **The President-elect** shall serve for one (1) year. Upon completion of the term of office, the President-elect shall automatically succeed to the Office of the President.
3. **The Vice President** shall be elected annually and serve for one (1) year. Upon completion of the term of office, the Vice President shall automatically succeed to the office of President-elect, except if filling a vacancy.
4. **The Secretary-Treasurer** shall be elected in odd numbered years and shall serve for two (2) years.

5. 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 (1) year of their term has been completed. Elections shall be on the following schedule:

ODD YEARS

- I
- III
- V
- VII

EVEN YEARS

- II
- IV
- VI
- VIII

6. 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 D. 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. In the event of a tie occurring during an election, the Board of Directors will come together and the voting members of the board will cast ballots to break the tie. Results will be announced before the meeting adjourns.

Section E. Responsibilities of Elected Officers, Executive Director, and Others.

1. The President shall:

- a. Provide leadership to ensure the strategic direction and values of the Association are maintained;
- b. Represent the Association before the public as the official representative of the Association;
- c. Preside over all meetings of the Board of Directors and the membership;
- d. Serve and make appointments as required by these bylaws and other governing documents, including serving as ex-officio on all committees and advisory councils except the Leadership Development/Awards Committee; and
- e. Perform other duties incident to the Office of President, whether assigned by the Board or Association governing documents.

2. The President-elect shall:

- a. Perform the duties of President in case of temporary absence or temporary inability to serve;

- b. Preside over the Assembly;
- c. Serve and make appointments as required by these bylaws and other governing documents including recommending for Board approval the appointment of incoming members of committees and advisory councils to fill applicable expiring terms;
- d. Perform other duties incident to the Office of President-elect as assigned by the President, the Board or Association governing documents.

3. The Vice President shall:

- a. Perform the duties of the President-elect in the President-elect's temporary absence;
- b. Serve as required by these bylaws and other Association governing documents;
- c. Serve as Chair of the Resolutions & Bylaws Committee; and
- d. Perform other duties incident to the Office of the Vice President, as assigned by the President, the Board or Association governing documents.

4. The Secretary-Treasurer shall:

- a. Ensure the accurate recording of the minutes of the Assembly, the Board, and the Executive Committee;
- b. Monitor the Association funds, investments and securities and give an unaudited financial report annually to the Assembly;
- c. Submit an annual budget to the Board; and
- d. Perform other duties incident to the Office of Secretary-Treasurer as assigned by the President, the Board or Association governing documents.

5. The Executive Director shall:

- a. Manage the Association under the direction of the Board;
- b. Implement policies under the direction of the Board;
- c. Perform other duties incident to the Office of Executive Director, as assigned by the President, the Board or Association governing documents; and
- d. Be retained under an employment contract by the Board.

6. The District Directors shall:

- a. Serve as liaisons between chartered affiliates in their respective districts and the Board;
- b. Communicate with chartered affiliate leaders on a regular basis and provide assistance as needed;
- c. Represent the interests of members in their respective districts;
- d. Plan and oversee a meeting of their chartered affiliates within their respective district at least once during the term; and
- e. Perform other duties incident to the Office of District Director as assigned by the President, the Board or Association governing documents.

7. The Industry Representative shall:

- a. Serve as liaison between their respective membership section and Board;
- b. Communicate with their respective membership section on a regular basis; and
- c. Perform other duties incident to their office as assigned by the President, the Board or Association governing documents.

8. The Bookkeeper shall:

- a. Monitor the Association funds, investments, and securities and give an unaudited financial report annually to the Assembly; and
- b. Present an annual budget to the Board.

9. Others:

The Board may appoint other officers as necessary.

**Article V
Meetings**

- 1. **State Conference.** There shall be an Annual State Conference, the date and place of which shall be determined by the Board.
- 2. **Delegate Assembly.** There shall be a meeting of the Assembly held at the Annual State Conference, called by the President-Elect.
- 3. **Board of Directors.** 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. **Legislative Conference.** A legislative conference may be held to evaluate legislative needs and plan strategies for legislative activities.
- 6. **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.
- 7. **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.
- 8. **Special Meetings.** Special meetings and seminars may be called or approved by the Board.
- 9. **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 VI
Delegate Assembly**

The Delegate Assembly (“Assembly”) shall be the legislative and governing body of the Association. It shall formulate the philosophies and goals under which the Board of Directors manages the affairs of the Association. The Assembly 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.

Section A. Composition.

The voting delegates shall include the voting members of the Board of Directors, Past Presidents with active status, affiliated chapter presidents or designee, and additional delegates.

- 1. Voting delegates of the Assembly shall be School Nutrition members or associate retired members of the Association.
- 2. The Executive Director shall be a non-voting member.

Section B. Responsibilities.

- 1. Formulates the philosophies and goals.
- 2. Debates and reviews matters of professional interest.

3. Makes general and specific recommendations to the Board.
4. Makes recommendations for the annual Plan of Action.
5. Reviews reports of the Board members, the Association office, and advisory councils.
6. Takes action on proposed resolutions and amendments to the Bylaws.

Section C. Voting.

Each delegate is entitled to one vote.

Section D. Quorum.

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

Section E. 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 Assembly. The number of voting delegates for each chapter affiliate shall be calculated on the following basis:

1. All chapters, regardless of membership, shall have one delegate.
2. Each chapter shall have one delegate for each 100 members. Chapters which have 101 or more members will have an additional delegate.

Article VII Board of Directors

Section A. Composition.

1. The Board of Directors ("Board") shall be composed of the President, President-elect, Vice President, Secretary-Treasurer, District Directors, Membership Chair, Leadership Development/Awards Chair, Nutrition Chair, Public Policy and Legislative Chair and Industry Representative. Non-voting members of the Board shall be: Industry Advisory Chair; Chief Consultant, School Nutrition Section, North Carolina Department of Public Instruction; Director, Foods Distribution Division, North Carolina Department of Agriculture; and Executive Director.
2. Unless otherwise stated, notice for all Board Meetings and, unless extraordinary circumstances dictate otherwise, for any Special Meeting thereof, stating the time and place of such meetings and the purposes for which the meetings are called, shall be mailed electronically to Members of the Board.
3. The Board may hold no more than half of the scheduled meetings by conference telephone or similar communications equipment, provided that all persons participating in the meetings can hear and speak to each other at the same time. Any action taken by such means and approved by a majority of the Board shall be of the same force and effect as if a regular meeting authorized by these Articles or Bylaws took place.

4. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting provided that unanimous consent obtained via electronic balloting setting forth the action and signed by each member of the Board is filed with the minutes of such meeting.

Section B. Responsibilities.

The Board shall be responsible for the management of the affairs of SNA-NC. To that end, it shall also:

1. Provide strategic direction for SNA-NC;
2. Comply with fiduciary obligations of care, loyalty and obedience;
3. Oversee SNA-NC's business and financial affairs;
4. Select and appoint the Executive Director;
5. Identify, recruit and develop members to be future leaders of the Association;
6. Perform all duties entrusted to officers and directors of the corporation.

Section C. Meetings.

The Board shall meet no fewer than four times a year to direct the business of the Association. The Board shall also meet at the call of the President or upon the request of a majority of members of the Board. A majority of the members of the Board, then in office, shall constitute a quorum.

Article VIII Executive Committee

Section A. Composition.

The Executive Committee shall be composed of the following six members: President, who shall serve as chair; President-elect; Vice President; Secretary-Treasurer; District Director Chair; and Executive Director, who shall serve as a non-voting member.

Section B. Responsibilities.

1. The Executive Committee shall assist the Board in managing SNA-NC on issues that are time sensitive between official Board meetings and, in such cases, shall have the authority of the Board provided that the Executive Committee does not alter or act contrary to established Board policies. The Executive Committee shall also carry out tasks referred to it by the Board.
2. Actions of the Executive Committee shall be communicated to the Board within ten (10) days of the meeting at which the actions were taken.

Section C. Meetings.

1. The Executive Committee shall meet on the call of the President or on the request of any four members of the Executive Committee. A majority of the members of the Executive Committee, then in office, shall constitute a quorum.
2. Notice of the time and place of the meetings of the Executive Committee shall be mailed electronically to the members of the Executive Committee, unless extraordinary circumstances dictate otherwise. Notice of special meetings must also include the purpose for which such special meetings are called.
3. All meetings of the Executive Committee may be held by conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear and speak to each other at the same time. Any action taken by such means and approved by a majority of the Executive Committee shall be of the same force and effect as at a regular meeting authorized by these Articles of Bylaws.
4. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting, provided that unanimous consent obtained via electronic balloting setting forth the action and signed by each member of the Executive Committee is filed with the minutes of such meeting.

Article IX Districts

Section A. Chair.

A chair of the District Directors shall be appointed by the President from the elected senior members of the District Directors.

Section B. 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, Whiteville City.

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 X Committees

Section A. Standing Committees.

There shall be the following standing committees: Leadership Development/Awards, Public Policy and Legislation, Nutrition, Resolutions and Bylaws, and Membership. 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. The Board of Directors retains the authority to add or sunset committees annually based on strategic priorities and anticipated workloads.

- 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 council 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 councils.
- 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 Leadership Development/Awards Chair shall be the most recent Past-President. The appointed committee chairs are Public Policy and Legislation, Membership and Nutrition. These chairs are appointed by the President, approved by the Board and are voting members of the Board.

Section B. Special Committees.

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

Article XI Advisory Councils

There shall be the following advisory councils: Industry, Marketing, and Endowment. 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 Council. All advisory councils report to the Board.

- a. Terms.** Members shall be appointed by the Chairman, subject to Board approval for a two-year term unless otherwise specified.
- b. Eligibility.** Members of an advisory council 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 councils.
- c. Activities.** The advisory councils shall develop annual strategies to implement the Strategic Plan of Action.
- d. Advisory Council Structure.** The appointed advisory council chair is Industry and will be appointed by the President and approved by the Board of Directors. The Industry chair is a non-voting member of the Board of Directors.

Article XII Publications

Section A. Magazine.

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

Section B. Web Site.

The Association shall have an official web site.

Section C. Other Publications.

The Board of Directors shall authorize and establish procedures for other publications and electronic media as needed.

Article XIII Removal from Office

Section A. Vacancies.

1. In case of death, resignation or removal of the President, the President-elect shall succeed to the Office of President for the remainder of the term. If the vacancy occurs on or after January 1, the President-elect will also fulfill the original term had the vacancy not occurred.

2. In the case of death, resignation or removal of the President-elect, the Vice President shall succeed to the Office of President-elect for the remainder of the term.
3. In the case of death, resignation or removal of any other officer, the Board shall fill the vacancy for the remainder of the term, giving first consideration to other candidates who were on the ballot for that office at the time of election. In the event this candidate does not accept the appointment, the Board will seek recommendations from the Executive Committee and then vote on the recommendation by secret ballot.

Section B. Removal.

1. Any member of the Board may be removed if 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.
2. The Board, upon receipt of charges, shall investigate the charges, hold a hearing and render a decision. The accused officer or director must be provided with advance written notice including the reason for the proposed removal and an opportunity to contest the proposed removal in writing or in person at a meeting of the Board.
3. A three-quarters vote of the Board, with the officer proposed to be removed not voting, shall be required for removal of an officer or chair or disqualification as a candidate. Final written notice of the Board's decision shall be sent to the accused officer or chair within 48 hours.

Article XIV Parliamentary Authority

The eleventh edition of Roberts 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.

Articles XV Amendments

Section A. Method of Proposal.

Amendments to these Bylaws and the SNA-NC Standing Rules shall be proposed in writing no later than the Mid-Year Board meeting 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 councils.
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 Delegate Assembly 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 Assembly or a majority mail vote returned. Proposed amendments to these bylaws shall be sent to SNA in accordance with the SNA state affiliation agreement.

1. Amended Bylaws are not effective until submitted to SNA thirty (30) days prior to the distribution to membership and written approval from SNA is received.
2. Provided the Chair of the Resolutions and Bylaws Committee received the amendments in writing, postmarked on or before the Mid-Year Board meeting to be considered at the next Annual State Conference.
3. Provided copies of the proposed amendments have been made available to membership on the SNA-NC website at least thirty (30) days prior to the Annual State Conference or deadline for casting a mail vote. Members may request written copies of the proposed amendments by contacting the Executive Director.

Article XVI 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 in writing to the Resolutions and Bylaws Committee Chair, postmarked 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 Assembly.

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 Delegate Assembly at least thirty (30) days prior to the Annual State Conference.
3. Resolutions shall be adopted by a majority vote at the annual meeting of the Assembly.
4. Resolutions which are in conflict with the Bylaws shall not be presented to the Assembly.

Article XVII 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 Assembly 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 Delegate Assembly 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. Legislative Conference.** Members and nonmembers who have an interest in promoting food and nutrition programs shall be invited to attend.
- C. Industry Conference.** The purpose shall be to provide Directors, Supervisors and the Board of Directors an opportunity to gain understanding of the varied skills of our industry associates who have an interest in promoting food and nutrition programs.
- D. 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 Councils.

- A.** A standing committee or advisory council member shall not serve on more than one standing committee or advisory council at the same time with the exception of the Leadership Development/Awards Committee or for more than two consecutive terms on the same committee or advisory council. An individual may serve as chair no more than two consecutive terms on any standing committee or advisory council, 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 council shall have expertise or interest in the subject area of the committee or advisory council on which they serve. The Nutrition Committee will consist of one or more Registered Dietitians.
- 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 councils shall meet at times as authorized by the Board.

IV. Rules Governing Committees

A. Leadership Development/Awards Committee.

This committee shall consist of immediate past District Directors who shall serve two years immediately following their term of office. Members of the Leadership Development/Awards Committee shall not be eligible for nomination for state office during their terms on the Leadership Development/Awards Committee unless they resign from the Leadership Development/Awards Committee prior to the Committee meeting.

1. Seeks potential candidates from membership, Assembly, and past Board members.
2. Verifies eligibility of candidates.
3. Selects up to five candidates for each office to be filled on the ballot in accordance with the Bylaws.
4. Seeks and encourages all eligible candidates/applicants, from among the membership, to apply for all award and scholarship opportunities available through SNA and SNA-NC.

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. 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.

D. 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.

E. Membership.

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 Councils.

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, ensuring completion of its activities.
2. Assists with the promotion of educational activities utilizing Endowment Funds.
3. Approves Endowment Grant proposals.

Definitions

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

A. Active Member. Member that is not retired.

B. Association Staff. Individuals employed by the Association.

C. Nonvoting Member. Member without voting privileges.

D. Chapter Affiliate. School nutrition associations organized within individual counties and chartered by the Board.

E. Non-eligible Field. Any field other than those defined in Article III, Section B.

F. 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.

G. 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.

H. Advisory Council. 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.

- I. **Quorum.** A quorum is the number of members who must be present at a meeting in order to transact business legally.
- J. **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.
- K. **Two-thirds vote.** Two thirds of the votes cast of those present and voting or two thirds of the votes cast by mail.

L. Additional Membership Information.

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.

- 1. 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.
- 2. 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.
- 3. 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.
- 4. 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.

M. Candidate Guidelines.

1. Vice President Candidates.

- a. Must have held membership in the association for at least three (3) years immediately preceding the nomination.
- b. Must have served on the Board of Directors.

c. Must have served on a standing committee or advisory council within the past three (3) years.

d. Must be certified or credentialed.

2. Secretary-Treasurer Candidates.

a. Must have held membership in the association for at least three (3) years immediately preceding the nomination.

b. Must have served on the Board of Directors or have served on a state committee or advisory council.

c. Must be certified or credentialed.

3. District Director Candidates.

a. Must be a member in good standing.

b. Must have demonstrated leadership experience but previous service on a state committee or advisory council is not required.

c. 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.**

