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

27 Membership in the School Nutrition Association shall be a prerequisite to membership in the  
28 MSNA and in local affiliate chapters of MSNA. Membership shall consist of three classes:  
29 school nutrition, associate, and affiliate, or other SNA designated categories.

30 When chapter affiliates exist, school nutrition, retired and student members shall also be  
31 members of the chapter affiliate.

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

35 B. Associate members shall consist of:

- 36
  - Retired members;
  - 37 ● Students enrolled in post-secondary food, nutrition, health or other food related programs;
  - 38 ● Industry consultants and corporations;
  - 39 ● International child nutrition individuals;
  - 40 ● Persons engaged in community nutrition programs and nongovernment organizations
  - 41 committed to furthering school nutrition programs or the goals of the association;
  - 42 ● Others committed to furthering the goals of the association;
  - 43 ● Persons employed by the association or a state affiliate  
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45 C. Affiliate members are members who choose the option of being nonvoting supporter  
46 members. Affiliate members may be school nutrition employees working less than four hours  
47 per day or retired members.  
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49 **Section 2. Membership Dues.**

50 A. Dues for MSNA and SNA shall be remitted directly to SNA.

51 B. Dues shall be established biennially by the Executive Board in odd number years. Dues  
52 may not be increased in a two-year period by more than 10%, rounded to the next dollar

amount.

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

D. Chapter dues shall be determined by the local chapter.

### Section 3. Membership Rights and Privileges

All members shall be allowed to attend the membership meetings as observers.

Additional membership rights are as follows:

A. All school nutrition members, and associate retired members whose dues are currently paid or are within the grace period, shall be entitled to vote for the election of officers and to vote on any matter submitted to the voting membership. The remaining associate members shall be non-voting members.

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

C. Retired and international members shall not be eligible for nomination to state elected office.

D. The industry individuals shall select an industry advisory board and industry chair according to policies adopted by the industry advisory board and approved by the MSNA board. The to executive director shall serve as a nonvoting member of the industry advisory board.

## ARTICLE IV – OFFICERS

### Section 1. Elected Officers and Terms of Office

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

### Section 2. Eligibility

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

### Section 3. Responsibilities of Elected Officers

#### A. President

The president shall be the chief spokesperson and represent the association in policy matters, and direct the implementation of the plan of action. In addition, the president shall:

- Serve as chair of the executive board, executive committee, and on other association committees as necessary;
- Appoint consultants and/or replace committee members/advisory boards as needed and with board input; and
- Initiate the response to action taken by the membership and the executive board.

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107 B. President-elect

108 The president-elect shall:

- 109 • Chair the strategic planning committee when initiated by the board, and assist the
- 110 president in preparing the plan of action;
- 111 • Chair the membership meetings;
- 112 • Chair the bylaws committee and other committees as needed;
- 113 • Represent the association at the request of the president;
- 114 • Perform the duties of the president in the president's absence; and
- 115 • Succeed to the office of president following official installation at the annual conference
- 116 or in the event of the president's death, resignation, or removal from office. If filling a
- 117 vacancy in the office of president, the president-elect shall then continue in service and
- 118 also serve the usual term as president the following year.
- 119

120 C. Vice President

121 The vice president shall:

- 122 • Perform the duties of the president-elect in the president-elect's absence;
- 123 • Serve as the liaison for association affinity groups, and other committees as needed;
- 124 • Succeed to the office of president-elect following official installation at the annual
- 125 conference or in the event of the president-elect's death, resignation, or removal from
- 126 office. If filling a vacancy in the office of president-elect, the vice president shall then
- 127 continue in service and also serve the usual term as president-elect the following year.
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129 D. Secretary/treasurer

130 The secretary/treasurer shall:

- 131 • Monitor association funds, investments, and securities, including budget preparation.
- 132 • Coordinate communications for the association; and
- 133 • Serve as chair of the finance committee and on other committees as needed.
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136 Section 4. Officer Wage Compensation

137 The Association exists for the purpose of professional networking, education and functions as a  
138 not-for-profit organization. Business shall be conducted so that no part of the income or  
139 earnings of the Association will be used for the benefit of any member, director, officer or other  
140 individual with the exclusion of approved operational expenses.  
141

142 Section 5. Vacancy and Removal

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

presidents and two past members of the MSNA board selected by the three most recent past presidents.

## **ARTICLE V – MEMBERSHIP MEETINGS**

### **Section 1. Annual Meeting**

There shall be an annual business meeting of the members of the association at such time and place as designated by the executive board. Business shall include a report on the association's financial state, the past year's activities, MSNA Plan of Action, consideration of proposed bylaws amendments and other business as provided in these bylaws, the articles of incorporation, the meeting notice, and the parliamentary authority.

### **Section 2. Voting Body**

The voting members shall consist of members of the executive board, five immediate past state presidents, and members of the association. The record date for members' eligibility to vote shall be June 1.

### **Section 3. Meeting Notice**

The official meeting notice stating the day, time, and place of the meeting shall be distributed to all members at least twenty (20) but no more than sixty (60) days prior to the meeting. Meetings may be held electronically as provided by law.

### **Section 4. Special Meetings**

A special meeting of the membership shall be called upon a two-thirds vote of the MSNA Board of Directors.

### **Section 5. Quorum**

Twenty (20) members shall constitute a quorum.

### **Section 6. Proxy Voting**

Proxy voting at membership meetings is permitted as provided by law. A member may hold a maximum of two (2) proxies.

## **ARTICLE VI – AFFILIATE LOCAL CHAPTERS**

### **Section 1. Application**

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

## **ARTICLE VII – EXECUTIVE BOARD**

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199 Section 1. Executive Board

200 The executive board shall be the governing and voting body of the Association and shall consist  
201 of nine voting members: four elected officers (president, president-elect, vice president,  
202 secretary/treasurer, four appointed division chairs (nutrition chair, education chair, membership  
203 services chair and public policy chair), and the industry chair. There shall also be a state agency  
204 liaison, who shall be a nonvoting member.  
205

206 Section 2. Eligibility.

207 A school nutrition member or industry director must have held membership in the Association for a  
208 minimum of two years immediately preceding term of service or nomination, and must have  
demonstrated leadership ability by serving on the MSNA executive board, a local chapter board, or a  
standing committee.  
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212 Section 3. Division Chairs

213 A. Nutrition Chair – the nutrition chair shall be appointed by the board in odd numbered years  
214 for a two year term and may be appointed to one additional consecutive term. The nutrition  
215 chair shall represent the association in matters that relate to the topic of nutrition and  
216 nutrition agencies, professional associations, and other organizations of the state. The  
217 nutrition chair shall also oversee the nutrition conference and other related committees as  
218 needed, chair the nutrition committee, and serve on other committees as needed.  
219

220 B. Education Chair – the education chair shall be appointed for a two-year term beginning in  
221 even numbered years, and may be reappointed to one additional term. The education chair  
222 shall coordinate the yearly plan of educational activities for the association, chairing and  
223 appointing subcommittees as appropriate.  
224

225 C. Membership Services Chair – the membership services chair shall be appointed for a two-  
226 year term beginning in even numbered years, and may be reappointed to one additional  
227 term. The membership services chair shall also:

- 228 • Chair the member services committee and appoint subcommittees as appropriate;
- 229 • Coordinate the yearly plan for recruitment and retention of members; and
- 230 • Administer SNA/MSNA awards and recognition programs.  
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232 D. Public Policy Chair – the public policy chair shall be appointed for a term of two years  
233 beginning in odd numbered years, and may be re-appointed to one additional term. The  
234 public policy chair shall chair the public policy committee, represent the association's state  
235 and federal legislative initiatives, and oversee the paid lobbyist, if one is employed.  
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238 Section 4. Other Directors.

239 A. Industry Chair – the industry chair shall be chosen by and from the MSNA industry advisory  
240 board members for a term of two years beginning in even numbered years. The industry  
241 chair shall chair the industry conference committee, and serve on or appoint an industry  
242 representative to the following committees: annual conference, member services, and  
243 nutrition conference.  
244

245 B. State Agency Liaison – the state agency liaison shall serve as a liaison between the state  
246 agency and MSNA. The state agency liaison shall serve on the public policy committee or  
247 appoint a representative, and report on state and federal regulations and initiatives that

affect school meal programs.

#### Section 5. Responsibilities.

The board shall be responsible for the management of the affairs of MSNA. To that end, it shall carry out its fiduciary obligations and perform all duties usually entrusted to officers and directors of the corporation. The executive board shall create such committees and advisory boards as deemed necessary to carry out the work of MSNA. No member may serve on the same committee for more than four consecutive years without the express permission of the board or an absence from that committee for at least two years.

#### Section 6. Leadership Development Committee

A. There shall be a leadership development committee composed of five members: the most recent past president who shall serve as chair, two MNSA members appointed by the executive committee and two members elected by the membership by plurality vote. The MSNA members appointed by the executive committee shall serve two year staggered terms, and the two elected members shall serve two-year staggered terms. A member may serve a maximum of two (2) consecutive terms."

*Proviso: One of the MSNA members initially appointed shall be appointed for a one year term which shall count as a full term and the other shall be appointed for a two year term.*

B. All members of the leadership development committee shall be members in good standing and be regularly employed in an eligible field.

C. The leadership development committee shall identify and recruit eligible candidates based on leadership competencies and diversity.

D. The leadership development committee shall prepare a slate of officers for election by the membership, if possible designating two candidates each for vice president, secretary/treasurer, and for the leadership development committee chair. There shall be verification that the candidate has met eligibility requirements. The leadership development committee shall also recommend candidates to the board for the division chair appointments.

#### Section 7. Executive Board Meetings.

A. The board shall meet no fewer than three 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.

B. All meetings of the board and 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. Actions taken at such meetings shall be of the same force and effect as at a regular meeting authorized by these bylaws. The executive board may only conduct business by electronic means as allowed by state law.

C. Ten calendar days' notice shall be required for regular board meetings and three calendar days' notice shall be required for special meetings. Notice may be waived by any officer or director in writing before, during, or after the meeting.

#### Section 8. Election

Election of association officers and directors shall be conducted cost effectively using secure electronic or mail-based platform, in compliance with Minnesota Non-Profit Law and SNA Bylaws. The

board shall determine the methodology, time lines for balloting procedures and notification of candidates. Such time lines shall be announced at least 60 days prior to the start of balloting.

#### Section 9. Executive Committee.

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

#### Section 10. Board Vacancies.

If a non-officer board position becomes vacant by reasons of death, resignation, retirement, disqualification, removal or other cause, the remaining members of the executive board shall appoint a successor for the unexpired term. The announcement of the appointed individual in this manner shall be made in the next issue of the Association's official publication.

### **ARTICLE VIII – PUBLICATIONS AND ELECTRONIC MEDIA**

*School Nutrition*, produced by the School Nutrition Association, shall be the official publication of the association. The association will also have an official website. The board shall authorize other publications and electronic media and establish such procedures as are necessary. MSNA will maintain a state publication.

### **ARTICLE IX – PARLIAMENTARY AUTHORITY**

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

### **ARTICLE X – AMENDMENT PROCEDURE**

#### **A. Amendment With Notice Before Membership Meeting**

These bylaws may be amended at a membership meeting by a two-thirds (2/3) vote provided

(1) the proposed amendment(s) has been submitted by a chapter affiliate, the board of directors, an association committee or advisory board, or by written petition of one hundred (100) members

(2) if originated by other than the bylaws committee, has been submitted to the bylaws committee on or before March 1 in that membership year

(3) notice has been mailed or sent by electronic communication to all members at least forty (40) but no more than sixty (60) days in that membership year

(4) notice shall include the identity of the proposers of the proposed amendment, the rationale, and the bylaws committee recommendation for action.

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346 B. Amendment by Postal or Electronic Mail  
347 These bylaws may be amended by a two-thirds (2/3) vote by postal or electronic mail provided  
348 (1) the proposed amendment(s) has been submitted by a chapter affiliate, the board of directors, an  
349 association committee or advisory board, or by written petition of one hundred (100) members  
350 (2) if originated by other than the bylaws committee, has been submitted to the bylaws committee a  
351 minimum of seventy-five (75) days prior to the mail or electronic vote  
352 (3) notice has been mailed or sent by electronic communication to all members no later than fifteen  
353 (15) days prior to the return date of the ballot  
354 (4) notice shall include the identity of the proposers of the proposed amendment, the rationale, and  
355 the bylaws committee recommendation for action.  
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361 C. Proposed amendments to these bylaws shall be sent to SNA in accordance with the SNA  
362 State Affiliation Agreement.