

**BYLAWS
OF
THE MINNESOTA SCHOOL NUTRITION ASSOCIATION**

ARTICLE I – NAME

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.

ARTICLE II – PURPOSE

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.

ARTICLE III – MEMBERSHIP

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.

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35 B. Associate members shall consist of:

36 • Retired members;

- Students enrolled in post-secondary food, nutrition, health or other food related programs;
- Industry consultants and corporations;
- International child nutrition individuals;
- Persons engaged in community nutrition programs and nongovernment organizations committed to furthering school nutrition programs or the goals of the association;
- Others committed to furthering the goals of the association;
- Persons employed by the association or a state affiliate

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.

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

53 amount.

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

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

58 **Section 3. Membership Rights and Privileges**

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

60 Additional membership rights are as follows:

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

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

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

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

73 **ARTICLE IV – OFFICERS**

74 **Section 1. Elected Officers and Terms of Office**

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

80 **Section 2. Eligibility**

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

89 **Section 3. Responsibilities of Elected Officers**

90 A. President

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

93 • Serve as chair of the executive board, executive committee, and on other association
94 committees as necessary;

95 • Appoint consultants and/or replace committee members/advisory boards as needed and
96 with board input; and

97 • Initiate the response to action taken by the membership and the executive board.

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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.

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C. Vice President

120 The vice president shall:

121 • Perform the duties of the president-elect in the president-elect's absence;

122 • Serve as the liaison for association affinity groups, and other committees as needed;

123 • Succeed to the office of president-elect following official installation at the annual
124 conference or in the event of the president-elect's death, resignation, or removal from
125 office. If filling a vacancy in the office of president-elect, the vice president shall then
126 continue in service and also serve the usual term as president-elect the following year.

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D. Secretary/treasurer

128 The secretary/treasurer shall:

129 • Monitor association funds, investments, and securities, including budget preparation.

130 • Coordinate communications for the association; and

131 • Serve as chair of the finance committee and on other committees as needed.

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Section 4. Officer Wage Compensation

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

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Section 5. Vacancy and Removal

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

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B. Any officer who is found in violation of conditions required for election, a breach of
146 fundamental principles or rules of the association, or failing to work under the framework of
147 the association may be removed from office. An ad hoc ethics committee, upon receipt of
148 charges, shall investigate the charges, hold a hearing, and render a decision. The accused
149 board member shall be provided with advanced written notice of the meeting at which the
150 hearing is held, including reason for the proposed removal, an opportunity to contest the
151 proposed removal in writing or in person at such meeting of the board, and final written
152 notice of board decision. The committee shall be composed of the three most recent past
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156 presidents and two past members of the MSNA board selected by the three most recent past
157 presidents.
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ARTICLE V – MEMBERSHIP MEETINGS

Section 1. Annual Meeting

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

Section 2. Voting Body

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

Section 3. Meeting Notice

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

Section 4. Special Meetings

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

Section 5. Quorum

177 Twenty (20) members shall constitute a quorum.

Section 6. Proxy Voting

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

ARTICLE VI – AFFILIATE LOCAL CHAPTERS

Section 1. Application

191 Any local group of 10 or more Minnesota School Nutrition Association members may become
192 an affiliate chapter via written application. Each group shall be known as MN School Nutrition
193 Association with its chapter name preceding such title. The application by a new local chapter
194 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.

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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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211 **Section 3. Division Chairs**

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

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

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224 C. Membership Services Chair – the membership services chair shall be appointed for a two-
225 year term beginning in even numbered years, and may be reappointed to one additional
226 term. The membership services chair shall also:
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- 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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237 **Section 4. Other Directors.**

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

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

248 affect school meal programs.

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250 **Section 5. Responsibilities.**

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

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258 **Section 6. Leadership Development Committee**

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

265 *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.*

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

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

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

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277 **Section 7. Executive Board Meetings.**

278 A. The board shall meet no fewer than three times a year to direct the business of the
279 Association. The board shall also meet at the call of the president or upon the request of a
280 majority of members of the board. A majority of the members of the board then in office shall
281 constitute a quorum.

282 B. All meetings of the board and executive committee may be held by conference telephone or
283 similar communications equipment, provided that all persons participating in the meeting
284 can hear and speak to each other at the same time. Actions taken at such meetings shall be
285 of the same force and effect as at a regular meeting authorized by these bylaws. The
286 executive board may only conduct business by electronic means as allowed by state law.

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

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291 **Section 8. Election**

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

297 board shall determine the methodology, time lines for balloting procedures and notification of candidates.
298 Such time lines shall be announced at least 60 days prior to the start of balloting.
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300 **Section 9. Executive Committee.**

301 The executive committee shall consist of the elected officers of the Association. The executive
302 committee may meet between regular executive board meetings to consider all business
303 referred to it by the executive board, consistent with the actions and policies established by the
304 executive board and meetings of the membership. It shall act in emergencies when time does not
305 practically permit a meeting of the entire executive board, as determined by the president. Any
306 action taken by the executive committee shall be reported to the full executive board within five
307 days.
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309 **Section 10. Board Vacancies.**

310 If a non-officer board position becomes vacant by reasons of death, resignation, retirement,
311 disqualification, removal or other cause, the remaining members of the executive board shall
312 appoint a successor for the unexpired term. The announcement of the appointed individual in
313 this manner shall be made in the next issue of the Association's official publication.
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315 **ARTICLE VIII – PUBLICATIONS AND ELECTRONIC MEDIA**

316 *School Nutrition*, produced by the School Nutrition Association, shall be the official publication of
317 the association. The association will also have an official website. The board shall authorize
318 other publications and electronic media and establish such procedures as are necessary. MSNA
319 will maintain a state publication.
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321 **ARTICLE IX – PARLIAMENTARY AUTHORITY**

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

330 A. Amendment With Notice Before Membership Meeting

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

333 (1) the proposed amendment(s) has been submitted by a chapter affiliate, the board of directors, an
334 association committee or advisory board, or by written petition of one hundred (100) members
335 (2) if originated by other than the bylaws committee, has been submitted to the bylaws committee on
336 or before March 1 in that membership year
337 (3) notice has been mailed or sent by electronic communication to all members at least forty (40) but
338 no more than sixty (60) days in that membership year
339 (4) notice shall include the identity of the proposers of the proposed amendment, the rationale, and
340 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.