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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.  
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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

53 amount.

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

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

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61 Section 3. Membership Rights and Privileges

62 All members shall be allowed to attend the meetings of the house of delegates as observers.

63 Additional membership rights are as follows:

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

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

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

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

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**ARTICLE IV –OFFICERS**

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81 Section 1. Elected Officers and Terms of Office.

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

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87 Section 2. Eligibility

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

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97 Section 3. Responsibilities of Elected Officers

98 A. President

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

- 101 ● Serve as chair of the executive board, executive committee, and on other association  
102 committees as necessary;
- 103 ● Appoint consultants and/or replace committee members/advisory boards as needed and  
104 with board input; and
- 105 ● Initiate the response to action taken by the house of delegates and the executive board.

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B. President-elect

The president-elect shall:

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

C. Vice President

The vice president shall:

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

D. Secretary/treasurer

The secretary/treasurer shall:

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

Section 4. Officer Wage Compensation

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

Section 5. Vacancy and Removal

A. If any office 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.

B. Any officer who is found in violation of conditions required for election, a breach of fundamental principles or rules of the association, or failing to work under the framework of the association may be removed from office. An ad hoc ethics committee, upon receipt of charges, shall investigate the charges, hold a hearing, and render a decision. The accused board member shall be provided with advanced written notice of the meeting at which the hearing is held, including reason for the proposed removal, an opportunity to contest the proposed removal in writing or in person at such meeting of the board, and final written 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

157 past presidents.  
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160 **ARTICLE V – MEETINGS**  
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162 **Section 1. Annual Business Meeting**

163 There shall be an annual business meeting of the members of the Association at such time and  
164 place as shall be designated by the executive board. This meeting will typically be held at the  
165 annual conference. The annual business meeting will report on the Association’s financial  
166 status, the past year’s activities and the upcoming MSNA plan of action.  
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168 **Section 2. House of Delegates**

169 A house of delegates meeting will be scheduled every other year and as determined by the  
170 board. Such meetings shall be held in person or electronically as allowed by law. The house of  
171 delegates shall be a deliberative body that may put forward recommendations and  
172 amendments to the articles of incorporation and bylaws, and have all other powers and duties  
173 specifically provided to it by the articles of incorporation and bylaws.

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

175 The voting delegates shall consist of members of the executive board, five immediate past  
176 state presidents and two delegates from each chapter, which may include the president, the  
177 president elect or their alternates. The executive director shall be a non-voting member.  
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179 **B. Responsibilities**

180 The house of delegates shall have the authority to approve amendments to the MSNA  
181 bylaws and articles of incorporation.  
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183 **C. Meetings**

184 Twenty delegates shall constitute a quorum. Discussion and voting shall be limited to the  
185 delegates or their alternates.  
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188 **ARTICLE VI – AFFILIATE LOCAL CHAPTERS**  
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190 **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.  
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197 **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

208 the Association for a minimum of two years immediately preceding term of service or  
209 nomination, and must have demonstrated leadership ability by serving on the MSNA executive  
210 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.

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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 re-appointed 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;
- 230 • Administer SNA/MSNA awards and recognition programs; and
- 231 • Work with chapter to provide the plans of action and the strategic plan.

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233 D. Public Policy Chair – the public policy chair shall be appointed for a term of two years  
234 beginning in odd numbered years, and may be re-appointed to one additional term. The  
235 public policy chair shall chair the public policy committee, represent the association's state  
236 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.

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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  
248 affect school meal programs.

249

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.

257

258 Section 6. Leadership Development Committee

259 A. There shall be a leadership development committee composed of five members: the most

260 recent past president who shall serve as chair, two chapter presidents or vice presidents  
261 appointed by the president with the approval of the board, and two members elected by the  
262 membership by plurality vote. The chapter presidents or vice presidents shall serve one year  
263 terms, and the two elected members shall serve two-year staggered terms.

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

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

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271 D. The leadership development committee shall prepare a slate of officers for election by the  
272 membership, if possible designating two candidates each for vice president,  
273 secretary/treasurer, and for the leadership development committee chair. There shall be  
274 verification that the candidate has met eligibility requirements. The leadership development  
275 committee shall also recommend candidates to the board for the division chair  
276 appointments. The slate shall be submitted to the executive board by April 1st.

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278 Section 7. Executive Board Meetings.

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

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

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

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294 Section 8. Election

295 Election of association officers and directors shall be conducted in a cost effective and efficient  
296 way. The board shall determine the methodology, time lines for balloting procedures and  
297 notification of candidates. Such time lines shall be announced at least 60 days prior to the start  
298 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 the house of delegates. 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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316 **ARTICLE VIII – PUBLICATIONS AND ELECTRONIC MEDIA**

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

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324 **ARTICLE IX – PARLIAMENTARY AUTHORITY**

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

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334 **ARTICLE X – AMENDMENT**

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336 A. Amendments to these bylaws may be proposed by a chapter affiliate, the board of directors,  
337 an association committee or advisory board, or on written petition signed by 100 members.

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339 B. These bylaws may be amended by a two-thirds vote at the house of delegates meeting or  
340 by a two-thirds mail vote returned, provided that 1) the chair of the resolution and bylaws  
341 committee receives the amendments from a chapter affiliate, association committee or  
342 advisory board other than the resolutions and bylaws committee, or by written petition  
343 submitted within the submission period, which shall be at least thirty days and set by the  
344 board; and 2) copies of the proposed amendments have been distributed to all members  
345 through the official publication or by direct mail at least 30 days prior to the house of  
346 delegates or deadline for casting a mail vote.

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347 C. Proposed amendments to these bylaws shall be sent to SNA in accordance with the SNA  
348 State Affiliation Agreement.