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2
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 foodservice and nutrition, associate, and affiliate, or other SNA designated categories.
30 When chapter affiliates exist, school foodservice and nutrition, retired and student members
31 shall also be members of the chapter affiliate.

32 A. School foodservice and nutrition members shall consist of employees, managers,
33 supervisors/directors, 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 school foodservice programs;
- 38 ● Industry individuals;
- 39 ● Corporations; and
- 40 ● Others committed to furthering the goals of the Association.

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42 C. Affiliate members shall consist of school foodservice employees working less than four
43 hours per day who choose the option of being nonvoting supporter members, and retired
44 members who choose the option of being nonvoting supporter members.
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46 **Section 2. Membership Dues.**

47 A. Dues for MSNA and SNA shall be remitted directly to SNA.
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49 B. Dues shall be established biennially by the Executive Board in odd number years. Dues
50 may not be increased in a two-year period by more than 10%, rounded to the next dollar
51 amount.

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

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56 D. Chapter dues shall be determined by the local chapter.
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58 Section 3. Membership Rights and Privileges

59 All members shall be allowed to attend the meetings of the house of delegates as observers.
60 Additional membership rights are as follows:

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

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

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69 C. Retired and international members shall not be eligible for nomination to state elected office.
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71 D. The industry individuals shall select an industry advisory board and industry chair according
72 to policies adopted by the industry advisory board and approved by the MSNA board. The
73 executive director shall serve as a nonvoting member of the industry advisory board.
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76 **ARTICLE IV –OFFICERS**

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78 Section 1. Elected Officers and Terms of Office.

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

84 Section 2. Eligibility

85 All candidates for office must maintain membership at the time of nomination and election, and
86 the president, president-elect, and vice president must maintain eligibility for school nutrition
87 membership for their entire tenure in those positions. If a change in professional status for the
88 secretary/treasurer occurs following election, the term may be completed at the discretion of the
89 board. A school foodservice and nutrition member or industry candidate for office must have
90 held membership in the Association for a minimum of two years immediately preceding
91 nomination, and must have demonstrated leadership ability by serving on the MSNA executive
92 board, a local chapter board, or a standing committee.
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94 Section 3. Responsibilities of Elected Officers

95 A. President

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

- 98 ● Serve as chair of the executive board, executive committee, and on other association
99 committees as necessary;
100 ● Appoint consultants and/or replace committee members/advisory boards as needed and
101 with board input; and
102 ● 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 resolutions and 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

154 past presidents.
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157 **ARTICLE V – MEETINGS**

158 159 **Section 1. Annual Business Meeting**

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

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

171 A. Composition of the House of Delegates

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

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

181 Thirty delegates shall constitute a quorum. Discussion and voting shall be limited to the
182 delegates or their alternates.
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184 D. Resolutions

- 185 1. All proposed resolutions to be considered at the house of delegates shall be submitted
186 to the chairman of the resolution and bylaws committee in writing no later than 60 days
187 prior to the meeting at which the resolutions is to be considered. If such notice has not
188 been given, a two-thirds vote shall be required to consider a resolution from the floor.
- 189 2. Proposed resolutions submitted by 60 days prior to the annual conference shall be
190 distributed to all house members through the official publication or by direct mail or
191 electronic mail at least 30 days prior to the house of delegates.
- 192 3. Adoption of proposed resolutions shall require a majority vote.
- 193 4. Resolutions that are in conflict with the bylaws, will not be presented to the house of
194 delegates.
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196 197 **ARTICLE VI – AFFILIATE LOCAL CHAPTERS**

198 199 **Section 1. Application**

200 Any local group of 10 or more Minnesota School Nutrition Association members may become
201 an affiliate chapter via written application. Each group shall be known as MN School Nutrition
202 Association with its chapter name preceding such title. The application by a new local chapter
203 must be acted upon by the MSNA executive board at the next executive board meeting.
204

205 Section 2. Documentation
206 A. Bylaws in harmony with the articles and bylaws of the Minnesota School Nutrition
207 Association, Inc. shall be adopted. Each chapter applying for affiliation shall submit a copy
208 of its governing rules to the MSNA executive board.
209

210 ARTICLE VII – EXECUTIVE BOARD

211 Section 1. Executive Board

212 The executive board shall be the governing and voting body of the Association and shall consist
213 of nine voting members: four elected officers (president, president-elect, vice president,
214 secretary/treasurer, four appointed division chairs (nutrition chair, education chair, membership
215 services chair and public policy chair), and the industry chair. There shall also be a state agency
216 liaison, who shall be a nonvoting member.
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218 Section 2. Eligibility.

219 A school foodservice and nutrition member or industry director must have held membership in
220 the Association for a minimum of two years immediately preceding term of service or
221 nomination, and must have demonstrated leadership ability by serving on the MSNA executive
222 board, a local chapter board, or a standing committee.
223

224 Section 3. Division Chairs

225 A. Nutrition Chair – the nutrition chair shall be appointed by the board in odd numbered years
226 for a two year term and may be appointed to one additional consecutive term. The nutrition
227 chair shall represent the association in matters that relate to the topic of nutrition and
228 nutrition agencies, professional associations, and other organizations of the state. The
229 nutrition chair shall also oversee the nutrition conference and other related committees as
230 needed, chair the nutrition committee, and serve on other committees as needed.
231

232 B. Education Chair – the education chair shall be appointed for a two-year term beginning in
233 even numbered years, and may be reappointed to one additional term. The education chair
234 shall coordinate the yearly plan of educational activities for the association, chairing and
235 appointing subcommittees as appropriate.
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237 C. Membership Services Chair – the membership services chair shall be appointed for a two-
238 year term beginning in odd numbered years, and may be re-appointed to one additional
239 term. The membership services chair shall also:

- 240 • Chair the member services committee and appoint subcommittees as appropriate;
- 241 • Coordinate the yearly plan for recruitment and retention of members;
- 242 • Administer SNA/MSNA awards and recognition programs; and
- 243 • Work with chapter to provide the plans of action and the strategic plan.

244 D. Public Policy Chair – the public policy chair shall be appointed for a term of two years
245 beginning in odd numbered years, and may be re-appointed to one additional term. The
246 public policy chair shall chair the public policy committee, represent the association's state
247 and federal legislative initiatives, and oversee the paid lobbyist, if one is employed.
248

249 Section 4. Other Directors.

250 A. Industry Chair – the industry chair shall be chosen by and from the MSNA industry advisory
251 board members for a term of two years beginning in even numbered years. The industry
252

255 chair shall chair the industry conference committee, and serve on or appoint an industry
256 representative to the following committees: annual conference, member services, and
257 nutrition conference.

258
259 B. State Agency Liaison – the state agency liaison shall serve as a liaison between the state
260 agency and MSNA. The state agency liaison shall serve on the public policy committee or
261 appoint a representative, and report on state and federal regulations and initiatives that
262 affect school meal programs.

263
264 Section 5. Responsibilities.

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

271
272 Section 6. Leadership Development Committee

273 A. There shall be a leadership development committee composed of five members: the most
274 recent past president who shall serve as chair, two chapter presidents or vice presidents
275 appointed by the president with the approval of the board, and two members elected by the
276 membership by plurality vote. The chapter presidents or vice presidents shall serve one year
277 terms, and the two elected members shall serve two-year staggered terms.

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

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

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

291
292 Section 7. Executive Board Meetings.

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

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

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304 C. Ten calendar days' notice shall be required for regular board meetings and three calendar

305 days' notice shall be required for special meetings. Notice may be waived by any officer or
306 director in writing before, during, or after the meeting.

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308 Section 8. Election

309 Election of association officers and directors shall be conducted in a cost effective and efficient
310 way. The board shall determine the methodology, time lines for balloting procedures and
311 notification of candidates. Such time lines shall be announced at least 60 days prior to the start
312 of balloting.

313
314 Section 9. Executive Committee.

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

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323 Section 10. Board Vacancies.

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

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

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

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339 **ARTICLE IX – PARLIAMENTARY AUTHORITY**

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

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349 **ARTICLE X – AMENDMENT**

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351 A. Amendments to these bylaws may be proposed by a chapter affiliate, the board of directors,
352 an association committee or advisory board, or on written petition signed by 100 members.
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354 B. These bylaws may be amended by a two-thirds vote at the house of delegates meeting or
355 by a two-thirds mail vote returned, provided that 1) the chair of the resolution and bylaws

356 committee receives the amendments from a chapter affiliate, association committee or
357 advisory board other than the resolutions and bylaws committee, or by written petition
358 submitted within the submission period, which shall be at least thirty days and set by the
359 board; and 2) copies of the proposed amendments have been distributed to all members
360 through the official publication or by direct mail at least 30 days prior to the house of
361 delegates or deadline for casting a mail vote.

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