

BYLAWS
North Dakota School Nutrition Association

ARTICLE I
NAME

The name of this association shall be the North Dakota School Nutrition Association, also referred to as the association or NDSNA, a 501(c)(3) corporation chartered in the State of North Dakota. NDSNA is a chartered affiliate of the School Nutrition Association, Inc. (SNA) and bound by the SNA state affiliate agreement and the SNA bylaws.

ARTICLE II
MISSION AND PURPOSE

Vision

All students have access to high quality, nutritious meals at school

Mission

Educate, empower, and support North Dakota School Nutrition Professionals to develop quality school meal programs that ensure students are well-nourished and prepared for lifelong success.

Values

Act with integrity and ethical values
Collaborate with members, build relationships and share strategies
Demonstrate compassion for students to reduce food insecurity
Promote lifelong wellness and healthy lifestyles
Commit to professional development and lifelong learning.

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

ARTICLE III
MEMBERSHIP

Section A. Classes of Membership

1. **Membership Categories** – There shall be the following categories of membership: school nutrition members, affiliate members and associate members. When chartered affiliates exist, school nutrition, retired and student members shall also be members of the state affiliate.
 - a. School Nutrition members – School nutrition members shall consist of employees, managers, supervisors/directors and specialists, and educators in eligible fields as defined by SNA. School Nutrition members whose dues are currently paid shall be entitled to vote for the election of officers and to vote on any matter submitted to the voting membership, shall be eligible to serve on committees subject to any additional restrictions in these bylaws, and shall be eligible for nomination to national elected office as allowed by these bylaws.
 - b. Affiliate members – Affiliate members are members who choose the option of being non voting supporter members. Affiliate members may be school nutrition employees working less than four hours per day or retired members. Affiliate members shall not be eligible for nomination to national elected office.
 - c. Associate members – Associate member categories shall consist of retired members, students enrolled in postsecondary food, nutrition, health or other food related programs, industry consultants, corporations, international child nutrition individuals and other

individuals and nongovernment organizations committed to furthering the goals of the association.

2. **Ownership** - School nutrition memberships may be held by an individual or school district/organization-owned. A person shall not hold both an individual and school district membership. Individual membership is owned by an individual and is not transferable. School district/organization owned members may reserve the right to change to an individual membership at any time. School district/organization owned members may be transferred within the following membership categories: employees, managers, supervisor/directors/specialist, or educators employed in eligible fields.

Section B. Rights and Privileges of Members

1. All members whose dues are currently paid shall be entitled to vote for the election of officers for the coming year and any matter submitted to the voting membership of NDSNA.
2. NDSNA members who hold individual membership and cease to be employed in an eligible field may continue their membership until their renewal date.
3. Retired members shall have the rights and privileges of active members, provided the member does not become employed in a non-eligible field, except they shall not hold elected office.
4. All members shall have the right to attend Executive Board meetings as observers.
5. The official newsletter of NDSNA shall be available to all members.

Section C. Dues

1. State dues for each class of membership will be reviewed annually and may be changed by a two-thirds vote of the Executive Board. All rights and privileges of membership shall be terminated for nonpayment of dues.
2. Collection procedure: Dues for NDSNA and SNA shall be remitted directly to SNA.

ARTICLE IV ORGANIZATION STRUCTURE

Section A. Executive Board

1. Composition

- a. Voting members of the Executive Board shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Professional Development Chair, Nutrition Chair, Awards Chair, Special Events Chair, Membership Chair, Past-President/Nominating Committee Chair, Newsletter Editor, Public Policy and Legislative Chair, Exhibits Chair.
- b. Executive Board members must be SNA members.
- c. Non Voting members shall consist of the North Dakota Department of Public Instruction Representative and two Industry Representatives.

2. Quorum

- a. A majority of the voting Executive Board members shall constitute a quorum. The Secretary shall take an official role to verify the presence of voting members at each meeting.

3. Meetings

- a. The Executive Board shall meet at least four times each year. Board Members shall be required to attend 3 of the 4 meetings (unless there are extenuating circumstances for non-attendance)

4. Responsibilities

- a. The board shall be responsible for the management of the affairs of NDSNA.
- b. Provide strategic direction for NDSNA;

- c. Comply with financial obligations of care, loyalty and obedience;
- d. Oversee NDSNA's business and financial affairs; and
- e. Perform all duties usually entrusted to officers and directors of the association.

Section C. Chapters

1. Chapters

- a. Any group of interested parties in an eligible field may form an affiliate chapter of NDSNA. Chapters may be represented on the Executive Board by their Area Representative.
- b. A chapter may establish separate chapter membership dues.
- c. Chapter Bylaws shall not conflict with NDSNA Articles of Incorporation or Bylaws.

Section D. Committees

1. Ad Hoc Committees

- a. Upon approval of the Executive Board, the President may appoint Ad Hoc Committees for specific duties.

2. Conference Committee

- a. The Conference Committee shall be chaired by the President Elect. The Conference Committee shall include the President, Vice President, Treasurer, and Industry Co-Chairs to organize the Annual State Conference. Upon approval by the executive board the committee chair may appoint additional members, as needed..

3. Legislative Committee

- a. The Legislative Committee shall be chaired by the Legislative Chair. the President, President Elect and Vice President. Committee Chair may appoint additional members, as needed.

ARTICLE V OFFICERS

Section A. Elected Officers

1. To be eligible for any office, a member shall be an active member and have held membership in the association for at least one-year immediately preceding the nomination. The members shall be regularly employed in an eligible field. The president, president-elect, and vice president shall be actively working and involved in the school nutrition profession throughout the term. The President shall appoint any vacancy that occurs in between an election cycle. The primary responsibilities of each officer are listed in the NDSNA Handbook, They shall hold office until the end of the Annual State Conference.
- 2.. Officer's year shall serve from the conclusion of one Annual State Conference to the conclusion of the next Annual State Conference. With the condition that outgoing current President may attend ANC (SNA's National Conference) to accept their Presidents Award if the Annual State Conference precedes SNA's ANC.

President

- a. The President shall be the chief elected officer of NDSNA and shall serve one year.

President-Elect

- a. The President-Elect shall serve for one year.

Vice President

- a. The Vice President shall be elected annually and serve one year in the position and will subsequently move into President-Elect for one year, President for one year and Past-President/Nominating Committee for one year.

- b. Eligibility
 - 1. Have previous NDSNA Board experience.
 - 2. Have attended two of the last five State Conferences.
- 5. **Past President/Nominating Chair**
 - a. The Past President/Nominating Chair shall serve for one year.
- 6. **Secretary**
 - a. The Secretary shall be elected for two years, on even numbered years.
 - b. Secretary and Treasurer may be held by the same person.
- 7. **Treasurer**
 - a. The Treasurer shall be elected for two years in odd numbered years.
 - b. Secretary and Treasurer may be held by the same person.

Section B. Appointed Positions

The responsibilities of these positions are available in the NDSNA Handbook.

- 1. **Awards and Special Events Chair.** Appointed for a term of two years, on odd years.
- 2. **Professional Development Chair.** Appointed for a term of two years, on odd years.
- 3. **Membership Chair.** Appointed for a term of two years, on even years.
- 4. **Communications Chair.** Appointed for a term of two years, on odd years.
- 5. **Nutrition Standards.** Appointed for a term of two years, on odd years.
- 6. **Legislative Chair.** Appointed for a term of two years, on odd years.
- 7. **Industry Representatives.**

- **Industry Representative 1 – Appointed in Even Years**
- **Industry Representative 2 – Appointed in Odd Years**

The Industry Representatives shall be appointed for a term of two years. The Representatives are the liaison between NDSNA and Industry. They are non-voting members.

Section C. Paid Staff

1. Executive Secretary

- a. The contract is reviewed by the Executive Board on an annual basis
- b. The responsibilities of this position are available in the NDSNA Handbook.

Section C. Elections

- 1. Election of Association Officers shall be by a simple majority vote. The election shall be conducted in a cost effective and efficient way. The board shall determine the methodology, timelines for balloting procedures and notification of candidates.

Section D. Vacancies and Removal

1. Vacancies

- a. In case of death, resignation or removal of the President, the President-Elect shall succeed to the office of President for the remainder of the term, followed by the President-Elect's original term had the vacancy not occurred.
- b. In the case of death, resignation or removal of the President-Elect, the Vice President shall succeed to the office of President-Elect for the remainder of the term, followed by the President-Elect's original term had the vacancy not occurred.
- c. In the case of death, resignation or removal of any other officer, the Executive Board shall fill the vacancy for the remainder of the term, giving first consideration to other candidates who were on the ballot for that office at the time of election. In the event this

candidate does not accept the appointment, the Executive Board will seek recommendation from Past President/Nominating Chair.

- d. An officer may be removed by a two-thirds vote of the board of directors, provided all of the following conditions have been met:
 1. There has been a confidential investigation into the allegations;
 2. The board has held a hearing in executive session at which the accused officer has been given the opportunity to be present and speak in his or her defense;
 3. The board deliberates in executive session without the presence of the accused; and
 4. The vote to remove the officer is taken by secret ballot.

ARTICLE VI MEETINGS

Section A. Meetings

1. **Annual State Conference.** The Annual State Conference will be for the purpose of holding a business meeting and promoting growth of the membership through training sessions.
2. **Special Meetings.** Special meetings may be called by the Executive Board.
 - a. Notice of meetings may be sent by electronic mail.

ARTICLE VII RESOLUTIONS AND AMENDMENTS

Section A. Method of Proposal-Bylaw Amendments

1. Amendments to these Bylaws shall be proposed in writing, and mailed or emailed to the NDSNA Membership no later than 30 days prior to a membership meeting.e. Amendments may be adopted by two-thirds vote of membership attending the business meeting.

ARTICLE VIII MANAGEMENT OF MONIES

Section A. Control of Money

1. All money received for dues, from conferences, contributions, or other sources shall be under the management of the Executive Board.
2. The Executive Board shall create an annual budget for approval by the membership with a majority vote.
2. Any additional expenditures must have Executive Board approval.

Section B. Audit

1. There shall be an internal annual audit of all NDSNA accounts by the Executive Board.

ARTICLE IX Exhibitors and Exhibits

Section A. Exhibitors and Exhibits

1. All exhibitors and exhibits at the NDSNA Conference shall conform to the guidelines and criteria set forth by NDSNA Board.
2. Sustaining members (vendors that are also active members) shall have the right to identify their membership in their advertising or at exhibits at the Annual State Conference.

**ARTICLE X
FISCAL YEAR**

Section A. Fiscal Year

1. Fiscal year of NDSNA shall be July 1st, to June 30th.

**ARTICLE XI
Parliamentary Authority**

Section A. Rules of Order

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