



A R K A N S A S  
**S**CHOOL  
**N**UTRITION  
**A**SSOCIATION

*Making the right food choices, together.*

# **GOVERNING RULES**

*Adopted October 1984*

*Amended May 2015*

The Arkansas School Nutrition Association's Governing Rules were adopted in October 1984, in Little Rock, Arkansas by the First House of Delegates,

and, subsequently, have been amended as follows:

June 2006, in Conway, Arkansas

June 2012, in Little Rock, Arkansas

May 2015,

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**ARTICLES  
Of  
THE ARKANSAS SCHOOL NUTRITION ASSOCIATION**  
(hereinafter, within, SECTION I, referred to as "Association" and / or "ASNA")

**ARTICLE I - NAME**

The name of the Association is:

**THE ARKANSAS SCHOOL NUTRITION ASSOCIATION**

**ARTICLE II – PURPOSES**

The objects and purposes for which the Association is formed are to act as an organization not for profit and operated exclusively for purposes as described in Section 501 (c) (4) of the Internal Revenue Code of 1986 and any subsequent amendments thereto and substitutions therefore, and in course thereof, and subject thereto, to act as follows:

1. Promote the optimal health, nutrition and education of all children by supporting nutritionally adequate and educationally sound, financially accountable, nonprofit child nutrition and school community nutrition programs.
2. Promote high standards of child nutrition and school community programs with emphasis on nutritionally adequate meals that are appealing to children.
3. Promote united efforts between school personnel, allied organizations, industry and public to assure every child an opportunity to receive the benefits of the child nutrition and nutrition education programs.
4. Promote high standards and provide appropriate educational programs, incentives and recognition for professional development of child nutrition personnel.
5. Promote research and development in child nutrition programs.
6. Promote the establishment of a national nutrition policy and legislation which provides optimal nutrition and nutrition education for children.
7. Promote the involvement of students and the school community in child nutrition programs.
8. Promote membership and provide services to members.



### **ARTICLE III- MEMBERSHIP**

Members shall comprise persons presently or previously employed in, teaching, or administering food and nutrition service programs in schools, colleges, and universities at every level; persons employed by the Association itself or by any level of government dealing with such food and nutrition service programs; and those further persons upon whom the Association may confer honorary membership. Membership in this Association shall be further governed by criteria established within the Bylaws of the Association; the kinds and classes of members and rights and privileges of each shall be set forth in the Bylaws.

### **ARTICLE IV- MANAGEMENT**

The Association shall be managed by a Board of Directors who shall be elected by the membership of the Association as provided in the Bylaws of the Association, except for the Executive Director (if applicable), who shall be appointed by the Directors.

The officers of the Association shall consist of those persons filling offices designated by the Bylaws of this Association and subject to the terms and conditions therein set forth.

The House of Delegates shall be the legislative and governing body of the Association. It shall formulate goals and policies under which manages for the affairs. Membership of the House of Delegates shall be provided for in the Bylaws.

### **ARTICLE V- REGISTERED OFFICE AND AGENT**

The address of the Association is P.O. Box 3542 Little Rock, AR 72203- 3542. The Principal Office of the Association shall be maintained in the Child Nutrition Section, Arkansas Department of Education, Little Rock, Arkansas; provided, however, other offices may be established where the Board of Directors deems may be necessary or in the best interests of the Association.

### **ARTICLE VI - TAX – EXEMPT STATUS**

Notwithstanding any other provisions of these Articles, the Association shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income taxation as an Association described in Section 501 ( c ) (4) of the Code, or cause it to lose such exempt status.

No part of the net earnings of the Association shall inure to the benefit of, or to be distributable to any member, director, or officer of the Association, of any other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Association and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.



**BYLAWS  
Of  
THE ARKANSAS SCHOOL NUTRITION ASSOCIATION  
("Association")**

(hereinafter, within **Section II**, referred to as "Association" and/or "ASNA")

**Article I - Membership**

**SECTION A. CLASSES OF MEMBERSHIP:**

Membership shall consist of three classes: Individual, School District/Organization Owned, and Associate Membership.

1. **INDIVIDUAL MEMBERSHIP:** Owned by an individual; not transferrable
  - a. **School Nutrition Members:** School nutrition members categories shall consist of:
    - i. Employees.
    - ii. Managers.
    - iii. Supervisors, Directors, and Specialists.
    - iv. Educators employed in eligible fields.
  - b. **Affiliate Members:** Affiliate member categories shall consist of:
    - i. School nutrition employees working less than four hours per day.
    - ii. Retired members who can only vote in state and local elections.
2. **SCHOOL DISTRICT/ORGANIZATION OWNED MEMBERSHIP:** Owned by a school district or organization in eligible fields; transferable within listed membership categories
  - a. Employees.
  - b. Managers.
  - c. Supervisors, Directors, and Specialists.
  - d. Educators employed in eligible fields.
3. **ASSOCIATE MEMBERSHIP:** Associate member categories shall consist of:
  - a. Retired members.
  - b. Students enrolled in post-secondary food, nutrition, health, or other related programs.
  - c. Industry Consultants/Sustaining Members.
  - d. Corporations.
  - e. Other individuals and non government organizations committed to furthering the goals of the Association.

**SECTION B. ELIGIBLE FIELDS:**

Eligible fields shall be defined as:

1. Persons employed at the preschool, school, school district, college, state, or federal levels in a food and nutrition program which serves meals.
2. Persons engaged in teaching or administration at the aforementioned levels.
3. Persons engaged in teaching present or potential school nutrition personnel.
4. Persons engaged in community nutrition programs.
5. Persons employed by the Association.

**SECTION C. RIGHTS AND PRIVILEGES OF MEMBERSHIP**

1. **Individual Membership:** All Individual, School District/Organization Owned, and Associate retired members, whose dues are currently paid, shall be entitled to vote for the election of officers and to vote by mail upon any matter submitted to the voting membership, and shall be eligible for nomination to a state elected office as specified in Article VI. Officers, Section B. Eligibility.
2. All members shall be eligible to attend the meetings of the House of Delegates as observers.
3. A person shall not hold both an Individual and a School District/Organization Owned membership concurrently.
4. Exceptions by Class:
  - a. **Individual Membership:**
    - i. Members who cease to be employed in an eligible field may continue their membership until their renewal date.
    - ii. Affiliate members shall not be eligible for nomination to state elective office.
    - iii. Affiliate members shall be non-voting members at the National level but can vote in State and local affiliate elections.
  - b. **School District/Organization Owned Membership:** Such members may reserve the right to change to an individual membership at any time, and shall not hold individual membership concurrently.
  - c. **Associate Membership:**
    - i. Associate Members in the student, retired, and "Other" categories shall not be eligible for nomination to state elective Office.
    - ii. Industry members shall be non-voting members.
    - iii. Associate members in the student and "Other" categories shall be non-voting members.

**SECTION D. DUES:**

1. Dues for all school nutrition members, associate and affiliate members, with the exception of industry/sustaining members, shall be established by a two- thirds vote of the delegates voting in the House of Delegates.
2. Dues for industry/sustaining members shall be established by the Board.



**SECTION E. MEMBERSHIP EXPULSION:**

Suspension or Revocation of Membership or Privileges of Membership for Cause:

In accordance with the mission and vision of Arkansas School Nutrition Association (ASNA), and its responsibilities to its members and the public, the Board of Directors may suspend, revoke or terminate any membership, any privilege of membership or any participation in ASNA programs or activities for conduct which is contrary to the purposes of the Association, or in conflict with its policies. Any proceeding for suspension, revocation or termination of membership, privileges of membership, or participation in ASNA activities shall be conducted in good faith and in a fair, nondiscriminatory and reasonable manner, consistent with applicable law and regulatory requirements for non-profit corporations and the bylaws. In taking any action authorized by this provision, the officers, and directors shall be entitled to rely on competent expert advice, facts disclosed by investigation, admissions or any other reasonable evidence, but shall not be required to observe particular federal or state rules of evidence or judicial procedures.

**ARTICLE II – REGIONS**

The Association shall be divided into regions as follows:

**Northwest:** Benton, Boone, Carroll, Conway, Crawford, Franklin, Johnson, Logan, Madison, Newton, Perry, Pope, Scott, Sebastian, Washington, Yell.

**Northeast:** Craighead, Crittenden, Cross, Jackson, Lee, Lonoke, Mississippi, Monroe, Poinsett, Prairie, St. Francis, Woodruff.

**North Central:** Baxter, Clay, Cleburne, Faulkner, Fulton, Greene, Independence, Izard, Lawrence, Marion, Pulaski, Randolph, Searcy, Sharp, Stone, Van Buren, White.

**Southwest:** Clark, Columbia, Garland, Hempstead, Hot Springs, Howard, Lafayette, Little River, Miller, Montgomery, Nevada, Pike, Polk, Ouachita, Saline, Sevier, Union.

**Southeast:** Arkansas, Ashley, Bradley, Calhoun, Chicot, Cleveland, Dallas, Desha, Drew, Grant, Jefferson, Lincoln, Phillips.

**ARTICLE III - SECTIONS**

The Association shall have program sections identified by the special type of food and/or nutrition activities in which members are engaged. Sections are School Nutrition Employees/Managers, District Directors/Supervisors and Specialist; State Agency and College Personnel.

**SECTION A. SECTION CHAIRS:**

The representation to the Board for School Nutrition Employees/Managers, District Directors/Supervisors and Specialists, State Agency and College Personnel shall serve as chair of their respective program sections. The membership sections will provide, input as needed, regarding program activities and member needs. Section chairs shall be appointed by the President-elect with approval of the Board. Appointed Section Chairs shall serve a two year term.



**SECTION B. SECTION ADVISORS:**

Advisors for School Nutrition Employees/Managers and District Directors/Supervisors and Specialist sections shall be appointed by the President-elect. Appointed advisors shall serve a two-year term. The program section advisors will provide input, as needed, regarding program activities and member needs.

**ARTICLE IV - LOCAL AFFILIATES****SECTION A. LOCAL AFFILIATES:**

Any group of ten or more members from an area may petition the Board for a charter as a local affiliate. Membership boundaries shall not overlap those of another local affiliate. The group shall make a written application to the state local affiliate chair including a list of members and officers, a copy of the Bylaws, and a projected Plan of Action. A local affiliate may establish separate local membership dues. After all requirements are fulfilled, the local affiliate chair shall present recommendations to the Board; the charter shall be presented at the next state conference.

**SECTION B. PURPOSE OF LOCAL AFFILIATES:**

The purpose of a local affiliate must be in furtherance of the purpose of the Association and shall include, but not be limited to:

1. Advance and promote the mission of the state association.
2. Introduce school nutrition professionals to the state association, serving as a source of new members.
3. Serve as a communication portal between the state association and individual members.
4. Provide a pool of future school nutrition leaders for the state association.
5. Promote opportunities to focus on current state and national school nutrition issues of importance to individual members.
6. Provide opportunities for the enhancement of professional and personal development of its members.

**SECTION C. REQUIREMENTS OF LOCAL AFFILIATES:**

Each affiliate shall be entitled to representation in the House, provided the following conditions are met:

1. Local affiliate bylaws shall not conflict with the National Articles of Incorporation or National or State bylaws.
2. Each local affiliate shall adopt a Plan of Action consistent with the State Plan of Action.

**ARTICLE V – HOUSE OF DELEGATES**

The House of Delegates ("House") shall be the legislative and governing body of the Association. The House shall adopt policies, hear committee and officers' reports, take action on recommendations, resolutions, and amendments to the Articles of Association and Bylaws, identify issues, trends, and areas of concern for the Board of Directors, and have all other powers and duties specifically provided to it by the Articles of Association and Bylaws. There shall be a meeting of the House held at the Annual Leadership Conference, called by the President-Elect. Delegates provide local, state, and regional insight and perceptions about child nutrition issues, the profession, and ASNA through mega discussions, deliberation, and debate. The House of Delegates may put forward recommendations, resolutions, and amendments to the Articles of Association, Bylaws, and Standing Rules.



**SECTION A. COMPOSITION:**

1. Each local affiliate shall be entitled to representation in the House of Delegates, provided the requirements of the local affiliate are met.
2. Voting delegates at the House shall be school nutrition members or associate retired members of the Association.
3. The voting delegates shall include the Board, past presidents, standing committee chairs, and local affiliates' elected/appointed delegates or alternates.
4. The Executive Director (if applicable) shall be a nonvoting member.

**SECTION B. RESPONSIBILITIES:**

1. Adopts and amends the Bylaws and Articles of the Association.
2. Formulates the philosophies and goals.
3. Acts as a liaison and communicates actions/activities, including the Strategic Plan and the annual Plan of Action to their local affiliate constituencies.
4. Debates and reviews issues regarding Child Nutrition, the profession, and organization.
5. Provides input to the Board of Directors and Strategic Planning Committee on mission, vision, values, and goals.
6. Hears reports of local affiliates, Board members, and the Association officers and committees.
7. Approves membership dues of school nutrition members, associate members, and affiliate members.

**SECTION C. VOTING**

Each voting delegate is entitled to one vote. All votes must be cast in person.

**SECTION D. QUORUM**

One third of the voting delegates shall constitute a quorum.

**SECTION E. LOCAL AFFILIATE REPRESENTATION:**

The official date for the membership tally to determine the number of delegates shall be March 31<sup>st</sup>. Only eligible delegates shall be seated on the floor of the House. The number of voting delegates for each local affiliate shall be calculated on the following basis:

- a. 50 or fewer Association members shall have two voting delegates.
- b. 51 and above Association members shall have three voting delegates.

**SECTION F. RESOLUTIONS:**

1. **Method of Proposal:** All proposed resolutions to be considered by the House of Delegates at the State Leadership conference shall be submitted in one of the following ways:
  - a. Submitted to the Chair of the Resolutions and Bylaws Committees in writing, postmarked no later than March 31<sup>st</sup>.
  - b. By majority vote of the Board.
  - c. At the official request of Association committees.



- d. By written petition signed by 20 members.
- e. At the official request of a local affiliate.
- f. Upon consent of a majority of the delegates a written resolution may be submitted from the floor of the House.

**2. Procedure for Adopting Resolutions:**

- a. Proposed resolutions shall be submitted in writing to the Resolutions and Bylaws Committee Chair and postmarked on or before March 31st to be considered at the next State Leadership Conference.
- b. Copies of the proposed resolutions shall be provided to all members of the House of Delegates at least thirty days prior to the State Leadership Conference.
- c. Resolutions shall be adopted by a majority vote at the annual meeting of the House.
- d. Resolutions, which are in conflict with the Bylaws, shall not be presented to the House.

## **ARTICLE VI--BOARD OF DIRECTORS**

### **SECTION A. COMPOSITION**

Members shall consist of: President, President-elect, Vice President, Secretary, Treasurer, Regional Directors, Section Chairs, Historian, Child Health Advisory Representative, Chairs of Standing Committees, and Executive Director (if applicable) shall be a non-voting member.

### **SECTION B. RESPONSIBILITIES**

The Board of Directors ("Board") shall be the policy making body of the Association. To that end, it shall also:

- 1. Direct Association affairs in accordance with the philosophies, general policies, and goals adopted by the House.
- 2. Consider general and specific recommendations made by the House.
- 3. Employ the Executive Director, if applicable.
- 4. Appoint persons to act for the Association and define their specific responsibilities.
- 5. Approve the annual budget including, but not limited to, budgets for all meetings.
- 6. Manage and direct all financial affairs of the Association.
- 7. Review the financial audit of the Association.
- 8. Authorize persons to sign checks, contracts, and other documents for the Association.
- 9. Approve organizational structure, job descriptions, and salary ranges for employees, if applicable.
- 10. Approve all committees and advisory board appointments.
- 11. Fill Vacancies of unexpired terms of Board of Directors unless otherwise specified.
- 12. Review the program for all state conferences and seminars.
- 13. Adopt a Strategic Plan for Action.



14. Adopt a Plan for Action for the ensuing year during and immediately after the Annual Leadership Seminar(s).
15. Recommend positions and policies to the House.
16. Provide leadership in working with allied associations and groups which share a similar purpose.
17. Fill vacancies in occurring offices by majority vote.
18. Appoint delegates and alternates to attend the National House of Delegates.

### **SECTION C. MEETINGS**

The Board shall meet no less than three times a year to conduct and manage the affairs of the Association, formulate policies between meetings of the House, adopt the annual budget, review reports and resolutions, and have all other powers provided to it by the Articles of Association and Bylaws. A majority of members shall constitute a quorum.

### **SECTION D. OFFICERS**

1. The officers shall be: President, President-elect, Vice President, Secretary, Treasurer, and Executive Director (if applicable).
2. Responsibilities of Officers:
  - a. The President shall:
    - i. Represent the Association in policy matters and is the chief spokesperson.
    - ii. Serve as Chair of the Board and Executive Committee.
    - iii. Preside at meetings.
    - iv. Serve as an ex-officio member of all committees and advisory boards, except the Nominating Committee.
    - v. Prepare the agenda for Board and Executive Committee meetings.
    - vi. May replace members of committees and advisory boards, with the exception of the Nominating Committee, with the approval of the Board.
    - vii. Appoint consultants to committees where needed with the approval of the Board.
    - viii. May replace appointed chairs of committees and advisory boards with the approval of the Board.
    - ix. Initiate response to action taken by the House and the Board.
    - x. Establish time schedules for meetings.
    - xi. Initiate and direct the implementation of the Plan of Action.
    - xii. Appoint a House of Delegates parliamentarian with the approval of the Board.
  - b. The President-elect shall:
    - i. Study the duties and responsibilities of the President, other members of the Board, committees, advisory boards, and local affiliates.

- ii. Preside at the House.
  - iii. Chair the committees, approved by the Board, to prepare a Plan of Action for the ensuing year. This Plan of Action will be consistent with the Strategic Plan.
  - iv. Present the approved Plan of Action to local affiliates at leadership seminar(s) prior to year as President.
  - v. Represent the Association at the request of the President.
  - vi. Perform the duties of the President in the President's absence.
  - vii. Succeed to the office of President:
    - 1) At the end of the second Annual State Conference following election, or
    - 2) In the event of the President's death, resignation, or removal from office.
  - viii. Recommend, for the approval of the Board, members and chairs of committees and advisory boards to serve when the President-elect becomes President.
- c. The Vice President shall:
- i. Succeed to the office of President-elect:
    - 1) At the end of the second Annual State Conference following election; or
    - 2) In the event the President-elect cannot fulfill the duties of the office.
  - ii. Perform the duties of the President-elect in the President-elect's absence.
  - iii. Coordinate revisions and updates of Policy and Procedure Manuals.
  - iv. Serve on the Finance Committee.
  - v. Perform other duties as assigned.
- d. The Secretary shall:
- i. Accurately record all minutes of the House, the Board, and the Executive Committee.
  - ii. Send appropriate notices and provide copies of the minutes to the Board.
  - iii. Conduct general correspondence of the Association at the request of the President.
  - iv. Conduct elections as provided in Article VI. Section D.
- e. The Treasurer shall:
- i. Supervise and monitor Association funds, investments, and securities.
  - ii. Present a financial report at the House of Delegates meeting.
  - iii. Draft proposed annual budget in cooperation with the Committee.
  - iv. Submit the budget to the Board for adoption.



- v. Notify officers and chairs of each committee and advisory board of budgeted funds.
- vi. Report expenditures against budget.
- vii. File 501 ( c ) (4) Income Tax Forms with the IRS by the annual deadline.
- viii. Serve as Chair of the Finance Committee.

#### **SECTION E. RESPONSIBILITIES OF DIRECTORS:**

1. The directors shall be the five Regional Directors, Section Chairs, Historian, Child Health Advisory Representative, and Chairs of Standing Committees.
2. Responsibilities of Directors
  - a. Regional Directors shall:
    - i. Promote the Association's Plan of Action.
    - ii. Express the views of the local affiliates.
    - iii. Communicate with and assist local affiliates.
    - iv. Promote membership and professional growth.
    - v. Coordinate plans for Leadership Seminar(s) with the President-elect.
    - vi. Plan regional program for state conference with program chairs.
    - vii. Survey regions and provide recommendations to President-elect on appointments to committees and advisory boards.
    - viii. Survey local affiliates and regions and provide recommendations to Nominating Committee.
    - ix. Maintain a current file of local officers and notify the local affiliate chair of changes.
    - x. Attend a meeting of each local affiliate within region at least once during term.
  - b. Committee Chairs shall:
    - i. Promote the Association's Plan of Action.
    - ii. Initiate, implement, evaluate, and/or coordinate appropriate studies or projects with the Association office.
    - iii. Express the views of their committees.
    - iv. Provide leadership, support, technical assistance, and resource lists and/or materials to members.
    - v. Promote membership.
    - vi. Provide recommendations to the President-elect for appointments to committees and advisory boards.
    - vii. Provide recommendations to the Nominating Committee.

- c. District Directors/Supervisors and Specialists Chair, School Nutrition Employees /Managers Chair, and State Agency Section and College Personnel Chair shall:
  - i. Promote the Association's Plan of Action.
  - ii. Initiate, implement, evaluate, and/or coordinate appropriate studies or projects with the Association's state Plan of Work.
  - iii. Express the views of their member category.
  - iv. Provide leadership, support, technical assistance, and resource lists and/or materials to members.
  - v. May plan a program for Annual State Conference in cooperation with Program Chairs.
  - vi. Call a special meeting as necessary with approval of the Board and at no expense to the Association.
  - vii. Promote membership.
  - viii. Provide recommendations to the President-elect for appointments to committees and advisory boards.
  - ix. Survey member category and provide recommendations to the Nominating Committee.

## **SECTION F. EXECUTIVE COMMITTEE**

### **1. Composition**

The Executive Committee shall be composed of the following members:

- a. The President, who shall serve as chair;
- b. The President-elect, Vice President, Secretary and Treasurer;
- c. The Chair of the Regional Directors appointed by the President from among the Regional Directors serving the second year of their term;
- d. A representative from among the committee chairs or section chairs appointed by the President from among those serving the second year of their term; and
- e. The Executive Director (if applicable), who shall serve as a nonvoting member.

### **2. Responsibilities of the Executive Committee**

- a. Propose to the Board the administrative and management policies of Association business consistent with the actions and policies established by the Board and the House.
- b. Conduct all business referred to it by the Board.
- c. Review the annual budget.
- d. Review the financial status.
- e. Analyze reports.
- f. Employ Certified Public Accountants who shall annually, or as needed, audit the Association's accounts.



- g. Publish an annually audited financial statement on the website.
- h. Report all actions taken to the Board.
- 3. Meetings of the Executive Committee
  - a. The Executive Committee shall meet when time does not practically permit a meeting of the entire Board as determined by the President.
  - b. A majority of the members of the Executive Committee shall constitute a quorum.

## **SECTION G. ELIGIBILITY**

- 1. A school nutrition member candidate for office shall:
  - a. Be a member in good standing;
  - b. Have held membership in the Association for a minimum of three years immediately preceding nomination;
  - c. Have demonstrated leadership ability by serving as an officer in a local affiliate or by serving on a committee, or on the Board of Directors;
  - d. Be regularly employed in an eligible field but may not be employed as a district director, supervisor, regional manager, or corporate officer of a for profit organization; and
  - e. Maintain membership at the time of nomination and election. If a change in professional status occurs they shall complete their term of office provided one year of their term has been completed.
- 2. Additional eligibility requirements for specific positions are as follows:
  - a. The Vice President shall have had previous service on the Board, have served in the House within the past seven years, or have served on a standing committee within the past three years, and have attended two of the last five Annual State Conferences.
  - b. The Secretary shall also have working knowledge of communication and organization.
  - c. The Treasurer shall also have working knowledge of finance and budgeting.
  - d. The Regional Director needs to be a member in their principal place of employment in the respective region.

## **SECTION H. ELECTIONS AND TERMS OF OFFICE**

- 1. Association Officers and Regional Directors shall be elected by the membership. The election shall be conducted in a cost effective and efficient way. The board shall determine the methodology, counting, and balloting procedures. The Secretary shall offer the ballot to all members no later than Feb 10, and ballots will go to all members in good standing as of Dec 31. Ballots shall be returned, no later than Mar 1 and counted by the Secretary and two other members appointed by the President. A simple majority vote shall be required for election. In the event a tie occurs during an election, the tie will be broken by lot. Persons elected shall be notified by April 1.
- 2. The term of office for President, President-elect, and Vice President shall be for one year, beginning and ending upon installation at the Annual State Conference. Officers shall be elected by membership to serve only one term in any specific office.



- a. Upon completion of the term of office, the President shall become a past President of the Association. All rights and privileges of school nutrition members shall be bestowed on past Presidents.
  - b. Upon completion of the term of office, the President-elect shall automatically succeed to the office of President.
  - c. Upon completion of the term of office, the Vice President shall automatically succeed to the office of President-elect.
3. The term of office for the Secretary, Treasurer, and all directors shall be for two years, beginning and ending upon installation at the Annual State Conference.
  4. The terms shall be staggered on the following schedule:

<b>ODD YEARS</b>	<b>EVEN YEARS</b>
Northwest Regional Director	Southwest Regional Director
North Central Regional Director	Northeast Regional Director
Southeast Regional Director	Resolutions and Bylaws
Education	Historian
Legislation	Member Services
Nutrition	Special Projects
Local Affiliates	Exhibits
Publication	Local Arrangements State Conference
Sustaining Members	Wellness
Awards	

## **SECTION I. VACANCIES AND REMOVAL**

1. Vacancies:
  - a. In the event that a vacancy occurs in the offices of President, President-elect, and Vice President concurrently, the Treasurer or Regional Director Chair, whomever has served longer in the respective office, shall serve as President until the next regularly elected officers are installed.
  - b. The President shall appoint, with the approval of the Board of Directors, from eligible membership qualified persons to fill all other vacancies.
2. Removal:
  - a. 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.
  - b. The Board, upon receipt of charges, shall investigate the charges, hold a hearing, and render a decision.



## **ARTICLE VII--COMMITTEES AND ADVISORY BOARDS**

### **SECTION A. STANDING COMMITTEES**

1. **Eligibility:** Only school nutrition members and associate-retired members are eligible for appointment to standing committees.
2. **Terms:** Standing committee members serve two years, unless otherwise specified.
3. **Committee Structure:**
  - a. **Member.** All committees shall consist of five members, with representation from different geographic areas of the state.
  - b. **Chairs:** The President shall appoint Chairs to serve for two years except the Chair of Local Arrangements/State Conference, who shall only serve one year.
4. **Committee Activities:**
  - a. Standing Committees shall develop annual strategies to implement the Strategic Plan of Action.
  - b. All Standing Committees report to the Board.

### **SECTION B. SPECIAL COMMITTEES**

Special committees and/or advisory boards may be appointed by the President with approval of the Board. Chairs/members of those committees attend and report at Board meetings but cannot vote.

### **SECTION C. ADVISORY BOARDS**

There shall be the following advisory boards: Industry and State Past President Board, both of which report to the Board of Directors.

1. The Industry Advisory Board shall consist of a minimum of ten members. Committee members shall consist of six industry members and the President, President-elect, Vice President, Sustaining Membership Chair, Chair of the State Conference, and Local Arrangements Chair. The Exhibits Chair shall serve as the Chair of the Advisory Board.
2. The State Past Presidents Advisory Board shall consist of all state past Presidents and shall meet bi-annually at the Annual Leadership Conference and the Annual State Conference.

## **ARTICLE VIII - PARLIAMENTARY AUTHORITY**

The most recent of *Robert's Rules of Order* governs this Association in all parliamentary situations that are not otherwise provided for in the law, the Articles of Association, Bylaws, or Adopted Rules.

## **ARTICLE IX—AMENDMENTS**

### **SECTION A. METHOD OF PROPOSAL**

Amendments to these Bylaws and the ASNA standing rules shall be proposed in writing no later than March 31st by:

1. An official request of a local affiliate.
2. A majority vote of the Board.

- 3. An official request of Association committees or advisory boards.
- 4. A written petition signed by 20 members.

**SECTION B. PROCEDURE FOR AMENDING BYLAWS AND STANDING RULES**

Amendments to Bylaws, Standing Rules, or to change Association membership dues shall be adopted by a two-thirds vote at the annual meeting of the House:

- 1. Provided the Chair of the Resolutions and Bylaws Committee receives the amendment in writing postmarked on or before March 31st to be considered at the next Annual Leadership Conference.
- 2. Provided that copies of proposed amendments have been provided to all members of the House of Delegates at least thirty days prior to the Annual Leadership Conference.



**ASNA STANDING RULES**

- \*Standing rules are rules of procedure that add further detail to those rules stated in the Bylaws.
- \*Standing rules are rules related to details of administration of the Association.
- \*Standing rules may be adopted and amended by majority vote of the House of Delegates at the Annual Leadership Seminar or by majority vote of the Board of Directors.

**I. RULES GOVERNING MEMBERSHIP:**

- A.** Annual dues of the Association, along with those of SNA, when applicable, shall be submitted directly to the School Nutrition Association (SNA).
- B.** The membership year shall be concurrent with that of the School Nutrition Association.
- C.** Honorary members shall not be required to pay dues.
- D.** The Arkansas School Nutrition Association website and emails to the association membership shall be the primary communication vehicle for all members. The Association will be responsible for sending out by e-mail notification and/or post card notifications to the membership for any change in the Association website address.

**II. RULES GOVERNING MEETINGS:**

- A. State Conference:** The Board of Directors shall set the date and place of this meeting. Notice of the State Conference, including date, place and time, shall be sent to each member of the Association through an official publication of the Association and/or posted on the Association website.
- B. Regional Meetings:** The respective regions shall approve the dates, location and time of each meeting. The purpose of the meeting shall be to further professional growth among Association members, implement the Plan of Action, Strategic Plan and/or foster better communications between Association officers and Association membership.
- C. District Directors /Supervisors and Specialists Meetings:**

All members of the District Directors, Supervisors and Specialists of School Nutrition Services Section of the Association within the state shall be invited to attend. The Chair of the Supervisors'/Directors/ Specialists Section and the Education Chair shall plan and conduct the meeting. The purpose of this meeting shall be

  - 1. To further professional growth and to provide information on policies and procedures related to Child Nutrition Programs.
  - 2. Discuss issues of mutual interest to districts and to share common operational procedures and policies that will assist other districts.



**D. Leadership and House of Delegates Conference:**

1. The purpose of the meeting shall be to further professional growth training for new officers of the Association, create plans to implement the Plan of Action, create a state association Strategic Plan and/or foster better communications between Association officers and Association membership.
2. To conduct the annual House of Delegates Meeting to vote on issues of the state and national association in order to provide direction to the state's association delegates for the national conference.

**III. RULES GOVERNING EXPENSES:**

- A. Board of Directors. Expenses incurred by the Board members in attending meetings of the Board, meetings attended at the request of the President, and other meetings as specified in policies and procedures of the Association, shall be reimbursed at the current approved rates if these are not reimbursed by the local school district.
- B. Committees and Advisory Boards. Expenses incurred by committee and advisory board members in conducting business of the committee or advisory board shall be reimbursed within limitations of the budget by the Association at the current approved rates.

**IV. GENERAL RULES GOVERNING STANDING COMMITTEES AND ADVISORY BOARDS:**

- A. A standing committee or advisory board shall have at least five (5) members. With the exception of the President, a member shall not serve on more than one standing committee or advisory board at the same time with the exception of the State Conference Committee and Leadership Committee.
- B. Should a vacancy occur, the President, with recommendations from the committee chair and approval of the Board, shall appoint a replacement to fill the unexpired term of office.
- C. Chairs of the Resolutions and Bylaws, Public Policy and Legislation, Education, Member Services, Nutrition, Publications, Local Affiliates, Sustaining Membership/ Industry Corporation, Awards, Exhibits, Special Projects, Wellness, Retired, Historian, District Directors/ Supervisors and Specialists, State Agency and College Personnel shall be appointed by the President-Elect to serve for two year terms. Committee members shall be elected for two year terms. Nominations for these Chair positions should, whenever possible, be selected from members who have served on the respective committee in the past 5 years.
- D. Members of committee or advisory board shall have expertise or interest in the subject area of the committee or advisory boards on which they serve.
- E. Committees/ advisory boards shall meet at least once annually and at times as authorized by the Board.



## V. RULES GOVERNING COMMITTEES:

- A. Nominating Committee:** This committee shall consist of immediate past Regional Directors and Section Chairs and shall serve two years immediately following their terms of office.

**The Committee:**

1. Selects two candidates and one alternate if possible, for each office to be filled on the ballot in accordance with the Bylaws.
2. Verifies eligibility of candidates.
3. Submits slate of officers with background information on each candidate to be posted on the Arkansas School Nutrition Association website by the scheduled deadline one week prior to mailing of the ballots to the membership.
4. Surveys House of Delegates and Board for potential candidates.
5. Chair and President notifies all candidates of election results by the date set in the Bylaws.

- B. Public Policy and Legislation:** The committee consists of one member for each the four (4) congressional districts, and one member from the Industry Advisory committee. Members shall be appointed by the President-Elect with recommendations from the Chair and shall serve a two-year term. The Chair, President, and President-Elect shall represent their congressional district.

**The Committee:**

1. Evaluates, interprets, recommends and responds to federal and state Legislation and regulations in line with SNA.
2. Informs the membership of current legislation.
3. Develop legislative policy and positions for approval of the Board and acts on behalf of the Association on legislative matters.
4. Assist local affiliates in the development of legislative strategies, and plans action.
5. Represents the Association at the Annual Legislative Action Conference.

**C. Education:**

**The Committee:**

1. Informs and makes available to members an annual summary of developments relating to school food service certification and credentialing efforts.
2. Develops plans for professional growth of membership, subject to approval of the Board.
3. Maintain liaison with State Agency (Department of Education), and other professional organizations and associations.

4. Plans and develops standardized educational programs to be presented at the annual District/Regional mini meetings and other meetings as appropriate.
5. Promotes certification and credentialing.
6. Presents Awards for Certification at State Conference.
7. Develops and publicizes criteria and applications for all scholarships available.
8. Reviews and select applications for the scholarship.
9. Selects the recipient(s) and presents the award(s) at the Annual Conference.
10. Coordinates with the Treasurer for the disbursement of scholarship funds.
11. Acknowledges contributions to the Association's scholarship fund.
12. Recommends to the Board; standards, policies, and procedures pertaining to implementation of professional certification programs.

**D. Resolutions and Bylaws:** The Committee shall consist of at least Eight (8) members. The Executive Committee, the Parliamentarian and the Chair, which shall be appointed by the President-elect.

**The Committee:**

1. Recommends Bylaw amendments to the membership.
2. Reviews all resolutions for format and for consistency with the Bylaws.
3. Reviews Bylaws amendments proposed for the House of Delegates consideration.
4. Advises the House of Delegates of its recommendation.
5. Reviews the Bylaws annually to ensure they are consistent with current philosophy and recommends changes.
6. Encourages and assists local affiliates to participate in formulating policies of the Association by submitting resolutions and Bylaw amendments for consideration.
7. Submits to the Bylaws Chairman for printing and distribution the revised and amended Bylaws ninety (90) days after approval by the House of Delegates.
8. Shall coordinate the House including mailouts, roll, chair assignments, etc.

**E. Member Services:**

**The Committee:**

1. Recommends to the Board Policies and procedures for the implementation of a membership program.
2. Promotes membership through a statewide membership drive to correspond with SNA's membership drives.



3. Promotes membership through chapter membership chairs and assists chapters in developing membership devices.
4. Reviews and analyzes membership trends and recommends appropriate action.
5. Provides information to SNA for membership awards.

**F. Past President (Immediate):**

1. Serves as a member of the Board of Directors.
2. Serves as Chair of the Annual Conference immediately succeeding their year as State President.
3. As Chair of Annual Conference, the past president utilizes other members as sub-committee chairs for local arrangements, hospitality, and exhibits, etc.

**G. State Conference:** The Chair shall be the immediate Past President. Members shall be appointed by the President-elect with recommendations from the Chair and shall consist of the following members: the State Conference Chair for the next State Conference, the outgoing conference chair serving as advisor, Local Arrangements and Exhibits Chair and a minimum of two additional members.

**The Committee:**

1. Chair who will serve as the overall coordinator for all activities related to State Conference.
  - a. Coordinate all arrangements related to Annual State Conference to include recognition of retired members and achievements of the association.
  - b. Plans program as directed by President and Board.
  - c. Prepares a conference budget in cooperation with the finance committee and approved by the Board.
2. Time and Place
  - a. Investigate potential sites for future conferences to obtain information regarding facilities and dates for a specific conference year.
  - b. Reports details to Board for approval of location and dates.
  - c. In coordination with the President and President-Elect negotiates a contract with the selected and approved location.
  - d. State Conference time and place will bring all contract proposals to the Finance Committee for review. The Finance Committee Chair will present recommendations to the Board.

**H. Exhibits:**

**The Committee:**

1. Prepares the committee and distributes to suppliers exhibit and conference program advertisement information.

2. Coordinates all activities and arrangements related to Exhibits for State Conference.
  3. Works with State Conference Chair and Board setting fees for Exhibitors.
  4. Works with the Industry Advisory Committee to coordinate industry support and participation in the exhibits held in conjunction with the Annual Conference.
  5. Reports to the Board and attends Board meetings.
  6. Selects members of the Exhibitors Advisor's Committee.
  7. Sets dates for meeting of Exhibitors Advisor's Committee.
  8. Prepares brochures to send to prospective exhibitors for Annual Conference.
  9. Collects fees for booths.
  10. Coordinates setting up exhibits for the exhibit show
- I. **Finance:** This committee shall consist of seven members, President, President-Elect, Vice President, Treasurer, Secretary, and a member among the Regional Directors serving their second year and a member of a committee/section chair serving their second year. The Chair shall be the Treasurer.

**The Committee:**

1. Develops annual budget to be brought forth to the Board for approval.
2. Reviews requests for monies not budgeted and makes recommendations for approval/disapproval.
3. Conducts annual audit.
4. Reviews all contracts of the Association and presents recommendations to the Board.
5. Coordinates with Special Projects and promotes fund raising activities of the Association.
6. Accounts for and submits to Treasurer all monies received.
7. Maintains an inventory of all items and presents as part of Board report.
8. Coordinates with Special Projects Committee to establish selling prices and discount pricing for slow moving items.
9. Receives approval from the President prior to distribution of items requested by Board members to be used as gifts.
10. It is also recommended that any contract entered into by the Arkansas School Nutrition Association should be brought to the Finance Committee first.
11. After Board approval, the contract shall be signed by the Finance Committee Chair and co-signed by the President.
12. Reviews the financial status of the Association throughout the year.



13. Reviews and updates ASNA's Investment Policy for Board approval.

14. Review ASNA's long and short term investments on a regular basis.

**J. Nutrition:**

1. Evaluates and interprets nutrition trends and developments.

2. Promotes nutrition education.

3. Makes available to members through the website an annual summary of developments relating to nutritional aspects of school nutrition programs.

**K. Publications:**

1. Recommends to the Board policies and procedures concerning the public information program.

2. Creates a positive image for the Association and school food and nutrition programs.

3. Plan and publish website content.

4. Ensure regulatory guidelines are met for website content.

**L. Local Affiliates:**

1. Encourage organization of local affiliate.

2. Develops membership drives in cooperation with Member Services Committee.

3. Recommends local chapters to the Board for approval.

4. Develops legislative strategies and plans of action in cooperation with Public Policy & Legislation Committee.

5. Promote to each chapter the importance of the Ernestine Camp Award and to encourage them to choose a winner each year.

6. Be responsible for the plaque and the pink ribbons to be awarded at the State Conference.

7. To keep in contact with each local affiliate's President to have a current mailing list for the State President, President-elect, and Resolutions and Bylaws Chair.

8. Provide liaison between local affiliates and the Board.

**M. Sustaining Membership/Industry Corporation:**

1. Recommends to the Board policies and procedures pertaining to the implementation of a sustaining membership program.

2. Promotes sustaining membership in a statewide membership drive.

3. Analyzes sustaining membership trends and recommends appropriate action.

**N. Awards:**

1. By October 1 of each year, disseminate information including timelines to all membership sections concerning available awards on national and state level by e-mail, state conference, and website.
2. Promote participation award competition at all state meetings.

**O. Local Arrangements:**

1. Works with the immediate past president in coordinating local arrangements for Annual Conference including meeting rooms, meals, audio-visual, advance and on-site registration, plaques, gifts, awards, etc.

**P. Special Projects:**

1. Recommends special projects to the Board and implements those approved.

**Q. Wellness:**

1. Establish criteria for a state award for wellness each year and announce winners on the state website and recognize the winners at the annual conference.
2. Develop ongoing ways to promote wellness at the local school level including Child Nutrition professionals, other school staff, students, and the community.
3. Sponsor workshops to keep the membership informed on the opportunities to use the Internet to help promote "Personal Wellness."
4. Promote physical activity at all state association sponsored events.
5. Promote healthy food choices at state association sponsored events.

**R. Historian:**

**Responsibilities**

1. Shall maintain a permanent record of the Association and make it available for display at the Annual Conference.

**S. ASNA representative on the Arkansas Child Health Advisory Board:**

1. Recommend to the Commissioner of Education the person the state association would like to see appointed to the Arkansas Child Health Advisory Committee.
2. The person recommended will be from past presidents of the state association with the approval of the Board for a three year term.



## **VI. RULES GOVERNING ADVISORY BOARDS:**

### **A. Industry Advisory Board:**

#### **The Board:**

1. Serve as liaison between Industry and the Association.
2. Work with the association to achieve common goals.

### **B. Past Presidents Advisory Board:**

#### **The Board:**

1. Provides historical perspective to the Board of Directors.
2. Carries out special assignments as requested.
3. Works to achieve common goals of the Association.
4. Advises the President on evolving issues.
5. Chair shall be selected by its members.
6. Shall be voting members in the House of Delegates.

## **DEFINITIONS**

As used in these Bylaws, definition of terms is as follows:

- A. Association Staff: Individuals employed by the Association.
- B. Nonvoting Member: Individuals without voting privileges.
- C. Local Affiliate: Any group of ten or more members from an area of Arkansas that has received a charter from the Arkansas School Nutrition Association Board of Directors.
- D. Noneligible Field: Any field other than those defined in Bylaws Article I, Section B.
- E. Nonprofit: Any school nutrition programs maintained by a school food authority for the benefit of children, all of the income from which is used solely for the operation or improvement of such service and exempt from income tax under 501(c)(3) Internal Revenue Code of 1954, as amended.
- F. Standing Committees: Groups of individuals appointed by the President, with Board approval, charged with the responsibility of planning and implementing activities to promote their particular area of emphasis in the Association's Plan of Action.
- G. Advisory Boards: Groups of individuals appointed by the President, with Board approval, charged with the responsibility of advising and responding to issues in the areas assigned to them in the Bylaws or as assigned by the Board.
- H. Quorum: A quorum is the number of voting members who must be present at a meeting in order to transact business legally.

- I. Majority Vote: More than half of the votes cast of those present and voting or more than one half of the votes cast by mail, telephone, or e-mail.
- J. Two-third Votes: Two-thirds of the votes cast of those present and voting or two-thirds of the votes cast by mail.
- K. Additional Membership Information:
  - 1. School Nutrition Employee/Managers Section shall be composed of school food and/or nutrition personnel assigned to one school; and/or school nutrition personnel who have responsibilities in a central kitchen that serves more than one school, but are not employed on a system-wide basis.
  - 2. Director/Supervisors and Specialists Section shall be composed of school nutrition and/or nutrition personnel who are responsible for administration and/or supervision of food and nutrition programs in one or more schools within the city, county, or district.
  - 3. State Agency Section shall be composed of state level administrative and supervisory personnel, including persons engaged in child nutrition programs, nutrition education and training and/or food distribution. State directors, supervisors, or specialists may act independently on matters relating to federal and state policy and establish regulations affecting administration of state school nutrition and nutrition education programs; such policies or actions of this group may be implemented directly without action of the Board.
  - 4. College Personnel Section shall be composed of nutrition, dietetics, and foodservice-related faculty in vocational technical schools, community colleges, four-year colleges or universities, or internship programs, or of those who are responsible for college food service programs.

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