

## ARTICLE ONE

### NAME

The name of this association shall be the School Nutrition Association of South Dakota, also referred to as the association or SNASD, a 501(c)(6) corporation chartered in the State of South Dakota. SNASD is a chartered affiliate of the School Nutrition Association, Inc. (SNA) and bound by the SNA state affiliate agreement and the SNA bylaws.

## ARTICLE TWO

### MISSION AND PURPOSE

Mission: SNA is the national organization of school nutrition professionals committed to advancing the quality of school meal programs through education and advocacy.

Purpose: Well-nourished students, prepared to succeed.

## MEMBERS AND ORGANIZATION

### Section 1. Membership and Membership Classes

1.1 Membership. Upon application, payment of dues, if required, and in accordance with the qualifications set forth in these bylaws, the applicant will become a member of School Nutrition Association of South Dakota, Inc. (the "Association").

1.2 Membership Classes. There shall be the following categories of membership: school nutrition members, affiliate members and associate members.

- 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 who hold individual memberships and cease to be employed in an eligible fields as defined by SNA may continue their membership until their renewal date.
- b. *Affiliate members* – Affiliate members are members who choose the option of being nonvoting supporter members. Affiliate members may be school nutrition employees working less than four hours per day or retired members.
- c. *Associate Members*. Associate member categories shall consist of retired members, students enrolled in post-secondary 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.
- f. *Honorary Members*. Honorary members will consist of persons recognized by the Executive Board for outstanding service to the Association. They shall have no membership rights or privileges.

1.3 Membership Meetings. All meetings of the board of directors may be held by conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear and speak to each other at the same time. Actions taken at such shall be of the same force and effect as at a regular meeting authorized by these or bylaws.

1.4 Membership List. The Association's Executive Secretary/Treasurer will prepare a members list and will make this list available at all member meetings, and any member, or member's agent or attorney, is entitled to inspect the list at any time during the meeting or any adjournment.

### Section 2. Member's Rights and Privileges

2.1 Voting Rights. All Active, Life, and Retired members whose dues are currently paid, if required, will be entitled to vote on the election of officers for the coming year and to vote upon any matter submitted to voting membership. All Sustaining, Student, and Honorary members will not be entitled to vote on any of the Association's matters.

## 2.2 Specific Rights of Members of Certain Classes.

- a. Active members who cease to be employed in an Eligible Field may continue as Active members until their membership renewal date.
- b. Retired members will have all the rights and privileges of Active members except they will not be eligible for nomination to an elective office.
- c. Life members will have all the rights and privileges of Active members. However, if a Life member becomes employed in a Non-Eligible Field, the Life Member will forfeit his or her Life membership and will become an Honorary member.
- d. All members will be eligible to attend the Executive Board's meetings as observers.

## **Section 3. Dues and Payment of Dues**

### 3.1 Amount.

- a. The amount of dues for school nutrition, affiliate, and associate members will be established by a majority vote of the membership present at the Annual State Conference of the Association.

### 3.2 Payment. Dues must be submitted through the Direct to National application process.

### 3.3 Failure to Pay Dues. All rights and privileges of a member's membership will be terminated for nonpayment of dues.

## **Section 4. Regions**

The Association will be comprised of 4 regions that will be geographically divided by the Executive Board. A map of the 4 regions will be listed in the Association's Policy and Procedure Manual, as amended from time-to-time.

## **ARTICLE TWO OFFICERS AND ELECTION OF OFFICERS**

### **Section 1. Elected Officer**

#### 1.1 Elected Officers. There shall be the following officer positions [CT1] :

- a. President;
- b. President-Elect;
- c. Vice President;
- d. Past President;

1.2 Appointed Officer or Employee: At the Executive Board's discretion, the Associations Secretary and Treasurer may be appointed by the majority vote of the Executive Board.

### **Section 2. Eligibility and Term of Office**

2.1 Eligibility. Only Active members will be eligible to be the Association's officers. To hold office, a school nutrition member must:

- a. Be regularly employed in an Eligible Field as defined by SNA;
- b. The president, president-elect, and vice president shall be actively working and involved in the school nutrition profession throughout the term; and
- c. Have an SNA certificate or be SNA credentialed.

2.2 Term. The term of each officer position is as follows[CT3] :

- a. *President*. One year-term. Upon completion of his or her office, the president shall be exempt from paying further dues to SDSNA.
- b. *President-Elect*. One year term.
- c. *Vice President*. The Vice President will be elected for a one-year term.
- d. Past President will serve for a one-year term.
- e. *Regional Representatives*. Regional Representatives will be elected for a two year term. All Regional Representatives must be employed within their respective regional area at the time of nomination and election. Elections of Regional Representatives will be conducted in accordance with the following schedule:
  - (i) The West and North East Regional Representatives will be elected in even-numbered years; and
  - (ii) The Central and South East Regional Representatives will be elected in odd-numbered years.
- f. Directors At Large. Directors At Large will be elected for a two year term. One Director At Large must be employed at a school district with an enrollment of 500 students or less. Each Director At Large will be elected on alternating years.

2.3 Vacancies. Vacancies in all offices except President-Elect may be filled by special election.

### **Section 3. Election and Removal**

Election of the Association's Officers will be by ballot. The Executive Board will determine the time lines for balloting procedures and notification of candidates.

### **Section 4. Responsibilities and Duties of Elected Officers**

4.1 President. The President will have the following responsibilities and Duties:

- a. Serves as Chair of the Executive Board and Executive Committee;
- b. Represents the Association in policy matters;
- c. Presides over any meetings of the members, the Executive Board, or Executive Committee;
- d. Serves as ex-officio member of all committees and advisory boards, except the Nominating Committee;
- e. Prepares the agenda for Executive Board and Executive Committee Meetings;
- f. Appoints and may remove, with the approval of the Executive Board, members of committees and advisory boards;
- g. Appoints and may remove, with the approval of the Executive Board, the chairs of all committees and advisory boards;
- h. Initiates response to action taken by Executive Board;
- i. Establishes time schedules for meetings;
- j. Initiates and directs the implementation of the Plan of Action;
- k. Coordinates activities of the Executive Board with the Association; and
- l. Calls special elections in case of vacancy.

4.2 President-Elect. The President-Elect will have the following responsibilities and duties:

- a. Studies the duties and responsibilities of the President, other members of the Executive Board, Committees, Advisory Boards and Chapter Presidents;
- b. Serves as chair for the Annual State Conference;
- c. Chairs the committee, approved by the Executive Board, to prepare a Plan of Action for the ensuing year. The Association's Plan of Action will be consistent with the National School Nutrition Association's Plan of Action;
- d. Represents the Association at the request of the President;
- e. Performs the duties of the President in the President's absence;

- f. Succeeds to the office of the President:
  - (i) During the 4th Annual State Conference following his or her election; or
  - (ii) In the event of the Presidents' death, resignation, or removal from office;
- g. Recommends, for the Board's approval, members and chairs of committees and advisory boards;
- h. Appoints a local arrangement person for the Annual State Conference;
- i. Secures the Keynote Speakers for the Annual Conference and coordinates and prepares the Annual Conference booklet;
- j. Performs other duties as assigned or as become necessary.

4.3 Vice President. The Vice President will have the following responsibilities and duties:

- a. Coordinates all activities of standing committees and advisory boards, except the Nominating Committee;
- b. Coordinates revisions and updates of bylaws and the Policy and Procedure Manual;
- c. With the assistance from the CANS Directions, plans workshops for the Annual Conference.
- d. Reviews and recommends sites for future Annual State Conferences. The Vice President must begin planning future Annual State Conferences at least 3 years in advance;
- e. Performs the duties of the President-Elect in the President-Elect's absence;
- f. Succeeds to the office of President-Elect as follows:
  - (i) During the 3<sup>rd</sup> Annual State Conference following his or her election; or
  - (ii) In the event of the President-Elect's death, resignation, or removal from office;
- g. Performs other duties as assigned by the President.

4.4 Past President. The Past President will have the following responsibilities and duties:

- a. Advises the President on matters from time to time;
- b. Performs other duties as assigned by the Executive Board.
- c. Responsible for chairing and promoting membership.

4.5 Executive Secretary/Treasurer. The Executive Secretary/Treasurer will have the following responsibilities and duties:

- a. Records all minutes of the Executive Board, the Executive Committee, and the Annual Meeting;
- b. Sends appropriate notices and copies of the Executive Board's minutes to the Board's members and to the newsletter;
- c. Supervises and monitor the Association's funds, investments and securities;
- d. Submits a financial report at the Annual State Conference and at any Executive Board's meetings;
- e. Drafts a proposed annual budget in cooperation with the President and President-Elect;
- f. Provides copies of the proposed budget to the Association's membership at the Annual meeting for information purposes only;
- g. Submits the budget to the Executive Board for its adoption;
- h. Notifies officers and the chairs of each committee and advisory board of budgeted funds;
- i. Reports expenditures against budget; and
- j. Performs other duties as assigned or as become necessary.

## **ARTICLE THREE MEETINGS**

### **Section 1. Type of Meeting**

1.1 Annual Business Meeting. The Annual Business Meeting will be held at Annual State Conference. This meeting will be open to all the Association's members at the Annual State Conference. Notice of the meeting, including date, place, and time will be published in the Association's Newsletter no less than 45 days prior to the date of the meeting and will be notice to all of the Association's members. A majority of the Association's voting members will constitute a quorum.

1.2 Annual State Conference. There will be an Annual State Conference. The date, place, and time Annual State Conference will be approved by the Executive Board. Notice of the date, place and time of the Annual State Conference will be published in the Association's Newsletter. All of the Association's members may attend the Annual State Conference at their own expense.

1.3 Executive Board Meetings. The Executive Board will meet at least four times each calendar year. These meetings will be held at the call of the President, or upon the request of 51% members will constitute a quorum of voting members of the Executive Board. However, one Executive Board meeting will be held immediately before the Annual State Conference regardless of whether the meeting is called by the President or 51% members will constitute a quorum of voting members of the Executive Board.

1.4 Executive Committee. The Executive Committee will meet upon the call of the President or at the request of four members of the Executive Committee. The Executive Committee will convene prior to any Executive Board meetings to review matters and make recommendations.

1.5 Legislative Action Conference. A Legislative Action Conference may be held annually to evaluate legislative needs and plan strategies for legislative activities. All members and nonmembers who have a special interest in food nutrition programs may attend this meeting at their own expense.

1.6. Leadership Seminars. Leadership Seminars may be held annually. The purpose of these seminars is to develop leadership and present the Association's Plan of Action for the ensuing year. The date and location of any Leadership seminars must be approved by the Association's Executive Board. All members of the Association may attend any Leadership Seminar at their own expense.

1.7 Special Meetings. Special meetings and seminars may be called or approved by the President and by a majority vote of the members of the Executive Board.

## **ARTICLE FOUR EXECUTIVE BOARD**

### **Section 1. The Executive Board**

The Executive Board will be the Association's executive body. The Executive Board will formulate policies; adopt the annual budget; receive and act on reports and resolutions; conduct the Association's affairs and have all other powers and duties specifically provided to it by the Association's Articles of Incorporation and Bylaws and under South Dakota law.

1.1 Composition. The members of the Executive Board will be as follows:

- a. The Executive Board's voting members will consist of the President, President-Elect, Vice President, regional representatives, directors at large and Legislative Member and are a voting member[CT4] .
- b. Executive Member's nonvoting members consist of and may attend upon an invitation from the President:
  1. Executive Secretary;
  2. State Agency Representatives;
  3. Industry Representatives;
  4. Past President

4.6 Regional Representative The Regional Representatives will have the following responsibilities:

- a. Assists in developing and implementation of SNASD University training that occurs in their Region
- b. Promotes the Association's Plan of Action to achieve the Employee of the Year, Manager of the Year, and Director of the Year;
- c. Represents Region and present their Region's concerns to the Executive Board;

- d. Acts as a liaison between Region and the Executive Board;
- e. Represents the Executive Board and the Association at Region meetings;
- f. Promotes membership and professional growth;
- g. Surveys Region and provide recommendations to President-Elect or appointed committees and advisory boards;
- h. Provides recommendations to the Nominating Committee of Certified Members to become President;
- i. Performs other duties as assigned or as become necessary.

**4.7 Directors At Large** The Directors At Large will have the following responsibilities and duties:

- a. Promotes the Association's Plan of Action to achieve the Employee of the Year, Manager of the Year, and Director of the Year;
- b. Represents the State membership and presents their concerns to the Executive Board;
- c. Acts as a liaison between State membership and the Executive Board;
- d. Represents the Executive Board and the Association at SNASD meetings;
- e. Promotes membership and professional growth;
- f. Surveys the State membership and provides recommendations to President-Elect or appointed committees and advisory boards;
- g. Provides recommendations to the Nominating Committee of Certified Members to become President;
- h. Performs other duties as assigned or as become necessary

**1.2 Executive Board's Responsibilities.** The Executive Board's responsibilities and duties will be as follows:

- a. Directs the Association's affairs in accordance with philosophies, general policies, and goals adopted by the membership;
- b. Considers general and specific recommendations made by the membership;
- c. Employs all paid positions of the Association;
- d. Appoints persons to act for the Association and defines their specific responsibilities;
- e. Adopts the annual budget;
- f. Manages and directs all financial affairs;
- g. Adopts the audit of Association books;
- h. Authorizes persons to sign checks, contracts, and other documents for the Association;
- i. Approves organizational structure, job descriptions, and salary ranges for employees;
- j. Approves all committee and advisory board appointments;
- l. Reviews and approves the program for the Annual State Conferences and all seminars;
- m. Adopts a plan of action;
- n. Adopts a plan of action for the year at the Fall Board Meeting;
- o. Recommends positions and policies to the membership on current issues;
- p. Provides leadership in working with allied associations and groups which share a similar purpose; and
- q. Approves the date and place of the Annual Meeting at least 3 years in advance

**1.3 Quorum.** 51% voting members will constitute a quorum. An affirmative vote of the majority of the members entitled to vote at the meeting will be an act of the Executive Board.

## **ARTICLE FIVE EXECUTIVE COMMITTEE**

**1.1 Composition.** The members of the Executive Committee will consist of the President, as Chair, President-Elect, and Vice President.

1.2 Responsibilities. The Executive Committee's responsibilities and duties are as follows:

- a. Conducts all business referred to it by the Executive Board;
- b. Acts when time does not practically permit a meeting of the entire Executive Board, as determined by the President;
- c. Reviews the Annual Budget;
- d. Prepares a proposed budget before the Executive Board Meeting at the Annual State Conference for the following year.
- e. Reviews the Association's financial status;
- f. Analyzes reports; and
- g. Reports all actions taken by the Executive Board.

1.3 Quorum. 51% of the voting members will constitute a quorum.

## **ARTICLE SIX COMMITTEES**

1.1 Appointed Standing Committees. There will be the following appointed standing committees:

- a. Certification/Membership;
- b. Industry Representatives,
- c. Nominating; and
- d. Legislative.

1.2 Terms. Chairs will be appointed by the President, subject to the Executive's Board approval, for a term that will be no longer than four years. Members will be appointed annually by Chapter Presidents unless otherwise specified.

1.3 Eligibility. Except for associate members, all members of a committee or advisory board must be a member of the National School Nutrition Association and a member of the Association.

1.4 Activities. The committees/advisory boards must develop annual strategies to implement the Plan of Action.

1.5 Responsibilities. Refer to each committee in the Association's Policy and Procedures Manual.

1.6 Special Committees. Special Committees and/or advisory boards will be appointed by the President with approval of the Executive Board.

## **ARTICLE SEVEN REPRESENTATIVES AND LIAISONS**

### **Section 1. Child and Adult Nutrition Services**

1.1 Term. The Director or designee of the Child and Adult Nutrition Services will serve as a representative on the Executive Board[CT5] [JD6] .

1.2 Responsibilities. While serving on the Executive Board, the Director or designee of the Child and Adult Nutrition Services will have the following rights and responsibilities:

- a. President can invite to a board meeting but are a non-voting member.
- b. Reports to the Executive Board on all nutritional concerns and changes in State of South Dakota and any changes to relevant Federal Regulations.
- c. Works with the Executive Board to accomplish the Association's Goals that impact the efficiency of child nutrition programs.
- d. Coordinates with the Vice President in setting up workshops for Annual State Conference.

**ARTICLE EIGHT  
ADVISORY BOARD**

All Advisory boards, if any, report to Executive Board.

**ARTICLE NINE  
REMOVAL FROM OFFICE**

Any elected 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. The Board, upon receipt of charges shall investigate the charges, holds a hearing and render a decision.

**ARTICLE TEN  
PARLIAMENTARY AUTHORITY**

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.

**ARTICLE ELEVEN  
AMENDMENTS**

1.1 Method of Proposal. Amendments to the Bylaws must be in writing no less than forty-five days prior to the Annual Meeting at the Annual State Conference in any one of the following ways:

- a. By an official request of a Chapter.
- b. By majority vote of the Board.
- c. By an official request of Association committees or advisory boards.
- d. By written petition signed by 10% of current membership.
- e. An amendment may be proposed from the floor of the Annual Meeting at the Annual State Conference.

1.2 Procedure for Amending Bylaws.

Proposed amendments to these bylaws shall be sent to SNA in accordance with the SNA state affiliation agreement. Amendments to the bylaws of the Association will be submitted to the general membership at the Annual Meeting at the Annual State Conference. Amendments which were submitted to the membership in writing no less than forty-five days prior to the Annual State Conference shall require a two-thirds vote of the members present for approval. Amendments not meeting the stipulation as to the time required for submission or which are proposed from the floor of the Annual Business Meeting shall require a unanimous vote of the members present for approval.

**ARTICLE TWELVE  
RESOLUTIONS**

1.1 Submittal Procedure. All proposed resolutions to be considered at the Annual Meeting at the Annual State Conference must be submitted to the Executive Board in writing, postmarked no later than April 1st. Upon consent of a majority of the members a written resolution may be submitted from the floor at the Annual Meeting.



1.2 Notice to Members. Proposed resolutions submitted by April 1st will be mailed to all members no less than thirty days prior to the Annual Meeting.

1.3 Adoption of Resolution. Adoption of proposed resolutions shall require a majority vote of the Association's members entitled to vote

1.4 Consistent with Bylaws. Resolutions which are in conflict with the Association's Bylaws not be presented to the membership.

### **ARTICLE THIRTEEN DISSOLUTION**

In the event the dissolution of the Association becomes necessary, it will be dissolved in accordance with the Articles of Incorporation and applicable federal and state law.

These bylaws were adopted \_\_\_\_\_ (date)