

SCHOOL NUTRITION ASSOCIATION OF VIRGINIA BYLAWS

ARTICLE I – NAME

The name of this association is the School Nutrition Association of Virginia, Inc., also known as SNA-VA or the association, a 501(c)(6) corporation chartered in the State of Virginia. SNA-VA is also a chartered affiliate of the School Nutrition Association, Inc. and is bound by its rules.

ARTICLE II – PURPOSE

The purpose shall be as defined in the SNA-VA articles of incorporation, and to support the mission and values of School Nutrition Association, Inc., (SNA).

ARTICLE III – MEMBERS

Section 1. Membership Categories

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 field 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.
 - 1. Retired members shall not be eligible for nomination to state elective office.
 - 2. Student members and members of the “other” category shall be non-voting members.
 - 3. Associate and affiliate members, with the exception of associate retired members, will be non-voting members.
 - 4. Industry members shall be entitled to vote for the election of the industry representative to the executive board/chair of the industry advisory committee.

Section 2. Membership Types

- A. School nutrition memberships may be held by an individual or be school district/organization owned. A person shall not concurrently hold both an individual and school district/organization membership. Individually-owned membership is not transferable. School district/organization owned members have the right to change to an individual membership at any time if otherwise eligible. School district/organization owned memberships may be transferred within the following membership categories: employees, managers, supervisors/ directors/specialists, or educators employed in eligible fields as defined by SNA.

Section 3. Dues

Dues shall be established by a majority vote of the board. Dues shall be submitted directly to SNA. All rights and privileges of membership shall be terminated for non-payment of dues, unless otherwise determined by a two-thirds vote of the board.

ARTICLE IV – OFFICERS

Section 1. Officers

The officers shall be the president, president-elect, vice president, and treasurer. The term of office shall be from August 1 until July 31.

- A. President – The president shall serve as the chief spokesperson and representative of the association, serve as chair of the executive board and executive committee, serve as an ex-officio member of all committees except the nominating committee, and preside at meetings of the association. The president shall serve a term of one year. Upon completion of the term of office, the president shall become the chair of the resolutions and bylaws committee and a past president of the association.
- B. President-elect – The president-elect shall represent the association at the request of the president and perform the duties of the president in his/her absence. The president-elect shall serve a one-year term, automatically succeeding to the office of president.
- C. Vice president – The vice president shall perform the duties of the president-elect in his/her absence and, following a one-year term as vice president, automatically succeed to the office of president-elect.
- D. Treasurer – The treasurer shall manage and monitor the funds, investments and securities of the association, develop a proposed annual budget in collaboration with the finance committee, pay all association bills, maintain bank accounts, and monitor expenditures against budget, making notifications as appropriate; and submit a financial report at each executive board meeting and annually to the membership. The treasurer shall be elected in even numbered years and serve for a term of two years.

Section 2. Eligibility

- A. All candidates for office shall have demonstrated leadership ability by effectively serving the association on a local or statewide basis, and be SNA certified or credentialed members.
- B. The president, president-elect, and vice president shall be actively working and involved in the school nutrition profession throughout the term. The treasurer shall retain active membership at the time of nomination and election, however, if a change of employment occurs, the term may be completed provided one year of the term has been completed
- C. Candidates for vice president must have previously served on the executive board, a state-level committee, or an ad hoc committee for at least one year, and must have attended at least one state conference in the last three years in which a conference was held.
- D. To serve as treasurer or vice president, candidates must have been a member of a School Nutrition Association for at least one year immediately prior to their nomination.

Section 3. Election

The nominating committee will consist of a past president, president-elect, section chairs, and regional directors. The election of association officers and executive board shall be conducted in a fair, cost effective and efficient way. The executive board shall determine the methodology, timeline for balloting procedures and notification of candidates. In the event of a tie election, the winner shall be determined by lot.

Section 4. Officer Vacancy and Removal

- A. A vacancy in the office of president shall be filled for the remainder of the term by the president-elect, followed by the full term to which elected. A vacancy in the office of president-elect shall be filled by the vice president. A vacancy in any other office shall be filled by the board for the remainder of the term.
- B. 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, hold a hearing at which the accused officer shall be allowed to appear and provide a defense, and render a decision.

ARTICLE V – MEETINGS

All meetings may be held in person or by electronic means.

Section 1. Membership Meetings

A quorum shall be 35 voting members.

Section 2. Annual Meeting

There shall be an annual meeting of the association, which shall be known as the state conference. The executive board 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 the official publication of the association or may be sent electronically as allowed by law.

Section 2. Retreats

The president-elect may conduct a chapter president's retreat annually. The purpose of the meeting shall be to foster teamwork and leadership development and to acquaint the chapter officers with the president's plan of action, association goals and objectives.

Section 3. Special Meetings

Special meetings and seminars of the association may be called as determined by the executive board.

ARTICLE VI – EXECUTIVE BOARD

Section 1. Composition

The executive board shall be composed of the officers, regional directors, section chairs, and the chairs of public policy and legislation, education, member services and industry advisory board. The immediate past president, the chairs of the nominating, resolutions and bylaws, state conference, and finance committees, the special committee chairs, the parliamentarian/advisor, the consultants, and the executive director shall all serve as nonvoting ex-officio members. The board may appoint other nonvoting members as it deems necessary.

- A. Regional Directors shall act as liaisons between chapter affiliates, and promote the association's plan of action, strategic plan, and membership growth. Regional Directors shall be elected for a two-year term. Election shall be conducted annually with directors in odd-numbered regions elected in even-numbered years to take office in odd-numbered years, and directors in even-numbered regions elected in odd-numbered years to take office in even-numbered years. Regional directors must have their place of employment in their respective region at the time of nomination and election. If a change in region of employment occurs, they shall complete their term of office provided one year of their term has been completed.
- B. Section chairs shall promote membership in the association within the section, and provide leadership, support, technical assistance, and resource lists and materials to members. Section chairs shall include the representatives to the board for the school nutrition employee/managers and supervisor, directors/specialist sections. Section chairs shall be elected for a two-year term, and their employment and membership shall be in that section at the time of nomination and election. If a change in section status occurs, they shall complete their term of office provided one year of their term has been completed. Candidates for supervisor directors/specialist section chair will be elected in the odd-numbered years to take office in even-numbered years and school nutrition employee/manager chair will be elected in the even-numbered years to take office in odd-numbered years.
- C. Chairs of the public policy and legislative, education, and member services committees shall be elected for a two-year term. Member services chair candidates will be elected in the even-numbered years to take office in odd-numbered years; public policy and legislative chair and education chair candidate will be elected in the odd-numbered years to take office in the even-numbered years. Whenever possible, chairs should have served on the respective committees during the previous five years.
- D. The industry advisory board chair shall retain industry membership at the time of nomination and election and shall be elected by industry members for a two-year term; if a change in status occurs, the term may be completed provided one year of their term has been completed. The industry representative shall serve as chair of the industry advisory committee and represent and express the views of industry members.
- E. The advisor/parliamentarian shall be a member who is a past state president to advise the president on parliamentary procedure, giving rulings when requested by the president, and act as an advisor to the executive board.
- F. Consultants are the state director of school nutrition programs and administrator food distribution program. Consultants act as liaisons between the State Department of Education, Virginia Department of Agriculture and the School Nutrition Association of Virginia, advising the executive board in matters relating to federal and state school nutrition and USDA commodity issues.
- G. The executive director shall be under contract with the board to implement the policies of the association consistent with efficient and effective business practices. The executive director shall conduct the association affairs and fulfill the duties set forth in the contract and as outlined in the SNA-VA documents, and perform other duties as assigned.

Section 2. Authority

- A. The executive board shall manage and direct the affairs of the association as are necessary to fulfill its fiduciary responsibilities and achieve the association's objectives. No member of the board shall receive salaries for their service in such capacities unless they are employed under contract by the association.

Section 3. Executive Board Meetings

- A. The executive board shall meet no less than four times annually. A majority of the voting members shall constitute a quorum. Executive board members who are unable to attend scheduled meetings or special meetings due to extenuating circumstances may participate in the meeting via phone or internet with prior approval of the president.

Section 4. Vacancy and Removal

- A. A vacancy in an executive board position other than the officers shall be appointed by the president with the approval of the executive board.
- B. An executive board member may be removed by a two-thirds vote of the entire executive board, provided that the executive board member is granted a hearing and the opportunity to present a defense.

Section 5. Executive Committee

The executive committee shall be composed of the president who shall act as chair, the president-elect, vice president, treasurer, regional director chair, section chairs, and one representative chosen by the president from the elected committee chairs and/or the industry advisory board. The executive director shall serve as a nonvoting ex-officio member. The executive committee shall review the annual budget and act in emergencies when time does not permit a meeting of the entire executive board as determined by the president. A majority of the voting members of the executive committee shall constitute a quorum. All actions taken by the executive committee shall be reported to the executive board.

ARTICLE VII – REGIONS

Section 1. Structure

The state shall be divided into eight regions, and each region shall have a regional director. A chair of regional directors shall be appointed by the president-elect to serve concurrent with his/her term from the elected senior members of the regional directors.

Section 2. Regional Boundaries

Regions shall be designated as follows:

- **Region I:** Alexandria, Arlington, Clarke, Culpeper, Fairfax, Falls Church, Fauquier, Frederick, Fredericksburg, Greene, Loudoun, Madison, Manassas City, Manassas Park, Orange, Prince William, Rappahannock, Spotsylvania, Stafford, Warren, Winchester.
- **Region II:** Albemarle, Alleghany Highlands, Augusta, Bath, Buena Vista, Charlottesville, Covington, Harrisonburg, Highland, Lexington, Page, Rockbridge, Rockingham, Shenandoah, Staunton, Waynesboro.
- **Region III:** Caroline, Charles City, Chesterfield, Colonial Beach, Essex, Gloucester, Hampton, Hanover, Henrico, James City, King and Queen, King George, King William, Lancaster, Louisa, Mathews, Middlesex, New Kent, Newport News, Northumberland, Poquoson, Richmond City, Richmond County, West Point, Westmoreland, Williamsburg, York.
- **Region IV:** Accomack, Cape Charles, Chesapeake, Franklin City, Isle of Wight, Norfolk, Northampton, Portsmouth, Southampton, Suffolk, Surry, Sussex, Virginia Beach.

- **Region V:** Amelia, Brunswick, Colonial Heights, Cumberland, Dinwiddie, Emporia, Goochland, Greensville, Hopewell, Lunenburg, Mecklenburg, Nottoway, Petersburg, Powhatan, Prince George.
- **Region VI:** Bedford, Botetourt, Carroll, Craig, Floyd, Franklin County, Fries, Galax, Giles, Grayson, Henry, Martinsville, Montgomery, Patrick, Pulaski, Radford, Roanoke City, Roanoke County, Salem.
- **Region VII:** Bland, Bristol, Buchanan, Dickenson, Lee, Norton, Russell, Scott, Smyth, Tazewell, Washington, Wise, Wythe.
- **Region VIII:** Amherst, Appomattox, Buckingham, Campbell, Charlotte, Danville, Fluvanna, Halifax, Lynchburg, Nelson, Pittsylvania, Prince Edward, South Boston.

ARTICLE VIII – SECTIONS

There shall be two sections of membership designated to the type of food and/or nutrition activities in which members are engaged: school nutrition employee/manager and supervisor/director. Each shall have a chair as otherwise provided in these bylaws.

ARTICLE IX – CHAPTER AFFILIATES

Section 1. Chapter Affiliate Chartering

Each school division may have one School Nutrition Association chapter chartered by the executive board, known as the [Name] Chapter of the School Nutrition Association of Virginia. A group of at least ten persons may apply for chapter affiliation.

Section 2. Chapter Affiliate Requirements

Each chapter affiliate shall adopt bylaws that are not in conflict with the articles of incorporation and bylaws of the association. Only school nutrition members of the Association shall be eligible to serve as officers of chapter affiliates. Chapters may establish separate chapter membership dues, not to exceed the amount of the state dues. Each chapter affiliate shall adopt a plan of action consistent with the state and national plan of action-. Affiliation shall be renewed annually sixty (60) days prior to the end of the membership year.

Section 3. Chapter Charter Removal

A chapter not meeting the aforementioned requirements shall be notified that if these requirements are not met within ninety days, the group shall be dropped from the list of affiliated chapters.

ARTICLE X – INDUSTRY ADVISORY BOARD

Industry members on this advisory board are not required to be certified/credentialed. The industry representative on the executive board shall serve as chair of the industry advisory board. The industry advisory board shall report to the executive board and shall develop annual strategies to implement the plan of action.

ARTICLE XI – COMMITTEES

Section 1. Standing Committees.

There shall be the following standing committees: nominating, public policy and legislative, education, resolutions and bylaws, member services, state conference, and finance. All standing committees shall report to the board and shall develop annual strategies to implement the plan of action.

- A. The nominating committee shall consist of immediate past regional directors and section chairs. The chair shall be a past president appointed by the president-elect to serve concurrent with his/her term as president.
- B. The public policy and legislative committee shall consist of one member for each of the eleven 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 one-year term. The chair, president, president-elect, and vice president shall represent their congressional district.
- C. The education committee shall consist of a minimum of three members. The chair shall be elected for a two-year term and is a voting member of the executive board. Members shall be appointed by the president-elect with recommendations from the chair.
- D. The resolutions and bylaws committee shall consist of four members, the immediate past president who serves as the chair, the president-elect, vice president and the parliamentarian.
- E. The state conference committee shall consist of a minimum of four members. The chair shall be appointed for a one-year term by the president-elect to serve concurrent with his/her term as president. Members shall be appointed by the president-elect with recommendations from the chair and shall consist of the outgoing conference chair serving as advisor and a minimum of two additional members.
- F. The finance committee shall consist of seven members—president, president-elect, vice president, treasurer, finance chair, executive director and one additional at large member. The chair shall be appointed for a one-year term by the president-elect to serve concurrent with his/her term as president. At large member shall be appointed by the president-elect with recommendations from the chair.

Section 2. Composition

A standing committee or advisory board shall have at least three members. Chair positions should, whenever possible, be selected from members who have served on the respective committee in the past five years.

Chairs of the nominating, state conference and finance committees shall be appointed by the president-elect to serve for one year.

Chairs of public policy and legislative, education, and member services committees and the chair of the industry advisory board 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 five years.

Section 3. Terms

Members of standing committees shall be appointed by the president-elect upon recommendation from the committee chairs and approval by the board. Terms shall be for three years unless otherwise specified. Members of standing committees are encouraged, but not required to be SNA certified or credentialed members or working towards SNA certification or credentialing. : A member may not serve as chair of the same committee or advisory board for more than three consecutive years except upon extenuating circumstances when a chair's term may be extended a 4th year with approval from the executive board.

Section 4. Special Committees.

Special committees or advisory boards shall be appointed by the president with approval of the board.

Section 5. Vacancies

Should a vacancy occur, the president, with recommendations from the committee chair and approval of the executive board, shall appoint a replacement to fill the unexpired term.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The twelfth edition of *Robert's Rules of Order Newly Revised* shall govern this association in all cases to which it is applicable and in which it is not inconsistent with these bylaws and any special rules of order the association may adopt. 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 XIII – ADOPTION OF AMENDMENTS

Section 1. Submission

Amendments to these bylaws and the standing rules shall be submitted in writing to the chair of the resolutions and bylaws committee postmarked no later than September 1. Proposed recommendations and amendments may be submitted by a chapter affiliate, the executive board, association committee or advisory boards, ad hoc committees, or written petition signed by ten members of the association.

Copies of the proposed amendments shall be communicated to all members through the magazine publication by direct mail or by email at least thirty days prior to voting deadline.

Section 2. Review

Proposed amendments to these bylaws shall be sent to SNA in accordance with the SNA state affiliation agreement.

Section 3. Amendment

Amendments to bylaws shall be adopted by a two-thirds vote of the voting members in attendance at an annual meeting. Standing rules may be amended by majority vote of the executive board.

SCHOOL NUTRITION ASSOCIATION OF VIRGINIA STANDING RULES

Standing rules:

- *are rules of procedure that add further detail to those rules stated in the Bylaws.*
- *are rules related to details of administration of the association.*
- *may be adopted and amended by majority vote of the executive board.*
- *shall be attached to the current articles of incorporation and bylaws.*

1.0 Rules Governing Membership

A. The membership year shall be concurrent with that of the School Nutrition Association.

2.0 Rules Governing Meetings

A. 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 foster better communications between Association officers and Association membership.

B. Supervisor/Industry Meeting. All directors, supervisors and specialist of school food and nutrition services programs within the state shall be invited to further professional growth and to provide information on policies and procedures related to child nutrition programs, and to discuss issues of mutual interest to supervisors as well as industry representatives.

3.0 Rules Governing Expenses

A. Executive Board. Expenses incurred by the executive board members in attending meetings of the executive board, meetings attended at the request of the president, and other meetings as specified in policies and procedures of the association, shall be reimbursed as listed in the procedures manual.

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.

4.0 Rules Governing Committees

A. Nominating Committee. The nominating committee shall:

- Select two candidates, if possible, for each office to be filled on the ballot in accordance with the bylaws.
- Verify eligibility of candidates.
- Submit the slate of officers to editor of "The News" by scheduled deadline (Fall Issue) along with the candidate information.
- Survey executive board for potential candidates.
- Notify all candidates of election results by January 31.

B. Public Policy and Legislative. The public policy and legislative committee shall:

- Evaluate, interpret, recommend, and respond to federal and state legislation and regulations in line with SNA.
- Inform the membership of current legislation.
- Develop legislative policy and positions for approval of the executive board and act on behalf of the association on legislative matters.
- Assist chapter affiliates in the development of legislative strategies and plans action and represents the association at the annual legislative action conference.

C. Education. The education committee shall:

- Inform and make available to members an annual summary of developments relating to school food service certification and credentialing efforts.
- Develop plans for professional growth of membership, subject to the approval of the executive board.
- Promote certification and credentialing.
- Present awards for certification at state conference.
- Develop and publicize criteria and applications for all scholarships available.
- Review the applications for the scholarship.
- Select the recipient(s) and present the award(s) at the annual conference.
- Coordinates with the treasurer for the disbursement of scholarship funds.

D. Resolutions and Bylaws. The resolutions and bylaws committee shall:

- Review all resolutions for format and for consistency with the bylaws.
- Review the bylaws annually to insure they are consistent with current philosophy and recommend changes.
- Encourage chapter affiliates to participate in formulating policies of the association by submitting resolutions and bylaws amendments for consideration.
- The Bylaws and Resolution Chair will send the proposed recommendations and amendments to the bylaws to the Executive Director prior to fall executive board meeting
- Submit to the executive director for printing and distribution the revised and amended bylaws sixty days after approval.

E. State Conference. The state conference committee and chair shall:

- Coordinate all arrangements related to annual state conference to include but not limited to silver circle meeting and recognition, general session speakers, awards ceremony, meal selections, night of entertainment, registration desk, etc.
- Plan program as directed by president and executive board.
- Report to the board and attend executive board meetings.

F. Finance. The finance committee shall:

- Develop the annual budget.
- Create budget forms for State Conference, Supervisor/Industry Conference, and Leadership Retreat.
- Review requests for monies not budgeted and make recommendations for approval/disapproval.
- Conduct the annual audit.
- Review and update Procedures Manual as needed; present changes to board for approval.
- Review all contracts of the association and present recommendations to the executive board.
- Develop and submit to executive board ideas for fundraising.
- Coordinate and promote fundraising activities of the association.

- Account for and submit to the treasurer all monies received.
- Maintain an inventory of all items and present as part of the board report.
- Establish selling prices and discount pricing for slow moving items.
- Receive approval from the president prior to distribution of items requested by board members to be used as "gifts."

5.0 Rules Governing Advisory Boards

The chair shall be an Industry member elected for a two-year term and is a voting member of the Executive Board. Chair position should, whenever possible, be selected from members who have served on the respective committee in the past 5 years. Members shall be appointed by the president-elect with recommendations from the chair and shall serve a three-year term. Committee members shall consist of 12 Industry members including the chair, and the president, president-elect, supervisor section chair, exhibit chair, VDACS Representative, treasurer, time and place chair, education chair, and association executive director.

1. Serves as liaison between Industry and the Association.
2. Works with the Association to achieve common goals.

6.0 Rules Governing Ballot Procedures

Nominating:

- Nominating Committee members will make recommendation of candidates to nominating chair for open positions.
- Candidates' history will be reviewed by nominating committee to assure criteria are met for position applying.
- Candidates will be asked to run for position.
- With the candidates' consent, their name will be added to list of positions to be voted on. The candidate will also ask for verbal consent of employer.
- The list of candidates will be presented at the executive board meeting in June for approval.
- The ballot should have a minimum of one candidate for each position to be filled and a maximum of three candidates for each position. Space shall be provided on the ballot for write-in candidates.
- All candidates on the ballot will be listed in random order by position.

Voting:

- The ballot will be distributed to members by October 1.
- Returned ballots shall contain the membership number, chapter number and signature, and postmarked by December 15th to be valid.
- Three tellers shall be appointed by the president annually. Tellers should not be appointed from districts of the current candidates running.
- Tellers shall be present when vote is counted.
- Ballots are not to be opened and sorted until in the presence of tellers.
- If voting occurs during the mini-meeting, candidates should not be present in the room or handle the ballots.

8.0 Additional Membership Information

A. School nutrition employee/manager section shall be composed of school food and/or nutrition personnel assigned to one school; and/or school food service personnel who have responsibilities in a central kitchen that serves more than one school; and/or school food service personnel who have responsibilities in more than one school but are not employed on a system-wide basis.

B. Supervisors, directors and specialist section shall be composed of school food 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, or state level administrative and supervisory personnel or food service-related college personnel.

DEFINITIONS

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

- A. **Nonvoting Member.** Individuals without voting privileges.
- B. **Chapter Affiliate.** School food service associations organized within individual Localities and chartered by the Board.
- A. **Noneligible Fields.** Any field other than those defined in Article I, Section B.
- D. **Nonprofit.** Any school food and nutrition program 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) (6) Internal Revenue Code of 1954, as amended.
- E. **Standing Committees.** Groups of individuals appointed by the President, with Executive Board approval, charged with the responsibility of planning and implementing activities to promote their particular areas of emphasis in the Association's Plan of Action.
- F. **Advisory Board.** Groups of individuals appointed by the President, with Executive 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 Executive Board.
- G. **Quorum.** A quorum is the number of members who must be present at a meeting in order to transact business legally.
- H. **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.
- I. **Two-thirds Vote.** Two-thirds of the votes cast of those present.
- J. **Membership Year.** The operating year of the Association shall be from August 1 through July 31.