# SCHOOL NUTRITION ASSOCIATION OF PENNSYLVANIA BYLAWS 

## ARTICLE I NAME

The name shall be the SCHOOL NUTRITION ASSOCIATION OF PENNSYLVANIA, a 501(c)4 organization incorporated in the state of Pennsylvania also referred to as SNAPA. SNAPA is a chartered affiliate of the School Nutrition Association, Inc. (SNA) and bound by the SNA state affiliate agreement and the SNA bylaws.

The fiscal year of the Association shall be July 1st through June 30th.

## ARTICLE II - Primary Purpose

The mission for which the Association is organized is to positively impact the wellness of children through healthy meals and high quality school nutrition programs and to support the mission and values of the School Nutrition Association, Inc. This mission will be achieved through programs and services that will:

1. Promote high standards for child nutrition programs with emphasis on nutritionally appropriate meals which are appealing to children.
2. Promote financially accountable child nutrition programs.
3. Promote high standards and provide appropriate educational programs, incentives, and recognition for professional development of child nutrition personnel.
4. Promote united efforts between school personnel, allied organizations, industry, and the public to assure every child an opportunity to receive the benefits of the child nutrition and nutrition education programs.
5. Promote state and national nutrition policy and legislation which provide appropriate support for child nutrition programs.

## Article III - MEMBERSHIP

Section 1. Membership Categories
There shall be the following categories of membership: school nutrition members, affiliate members and associate members. When chartered chapters exist, school nutrition, retired and student members shall also be members of the affiliate.
A. School nutrition members - School nutrition members shall consist of employees, managers, supervisors/directors and specialists, and educators in eligible fields, as defined by SNA.

School nutrition members who hold individual memberships and cease to be employed in an eligible field may continue their membership until their renewal date. School nutrition members whose dues are currently paid as of November 30 shall be entitled to vote for the election of officers and to vote on any matter submitted to the voting membership, shall be eligible to serve on committees subject to any additional restrictions in these bylaws, and shall be eligible for nomination to state elected office as allowed by these bylaws and subject to any additional restrictions in these bylaws.
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. Affiliate members shall not be eligible for nomination to national elective office.
C. Associate members - Associate member categories shall consist of:

1. Retired members;
2. Students enrolled in post-secondary food, nutrition, health or other food related programs;
3. Industry consultants and corporations;
4. International child nutrition individuals;
5. Persons engaged in community nutrition programs and nongovernment organizations committed to furthering school nutrition programs or the goals of the association; or
6. Persons employed by the association.

Associate retired members whose dues are currently paid and/or waived as of November 30 shall be entitled to vote for the election of officers and to vote on any matter submitted to the voting membership and shall be eligible to serve on committees subject to any additional restrictions in these bylaws. Associate members in the student, international and "other" categories shall be non-voting members, and are not eligible for nomination to state elective office.
D. Ownership - 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. Individual membership is owned by an individual and is not transferable. School district/organization owned members may reserve the right to change to an individual membership at any time if otherwise eligible. School district/organization owned members may be transferred within the following membership categories: employees, managers, supervisors/ directors/specialists, or educators employed in eligible fields.
E. Dues - State dues shall be established by the Board. All rights and privileges of membership shall be terminated for non-payment of dues. Dues will be collected in a manner set by the Board. Dues for SNAPA and SNA shall be remitted directly to SNA, unless for state-only membership.

Section 2. Membership: Good Standing, Suspension and Termination
A. A member shall be considered to be in good standing when payment of all dues and fees is current.
B. The board of directors may suspend, revoke or terminate any membership, privilege of membership, or participation in SNAPA programs or activities for conduct contrary to the purposes of the association or its policies.
C. All suspension, revocation or termination proceedings 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. 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 IV - CHAPTERS

Section 1. Definition
Chapters are school nutrition service associations organized within a defined geographic area, approved by the Board, as defined in an affiliation agreement between the chapter and the SNAPA board. Any local school food service association with ten (10) SNAPA members shall be eligible for affiliation with the Association after submitting a written letter of intent provided the following conditions are met:

1. Letter of Intent: The letter of intent must be acted upon by the state president within thirty (30) days of receipt of application.
2. Name. Each local chapter group shall be known as The School Nutrition Association of Pennsylvania with its local chapter name preceding such title.
3. When chapters exist, membership in a local chapter is a benefit of membership in the state organization, and additional dues shall not be assessed to belong to a local chapter. Chapter members may be charged a meeting fee to cover the expenses incurred to execute a meeting or event.
4. Bylaws. Chapter Articles of Incorporation, and/or Constitution and/or Bylaws shall not conflict with the State Articles of Incorporation or Bylaws.
5. Officer and Committee Requirements. Only school nutrition members for whom no conflict of interest exists shall be eligible to serve as officers or committee chairs of local chapters.
6. Local Chapter Meetings. Each chapter must sponsor at one (1) meeting of its members each year.
7. Maintenance of Charter. Any chapter not meeting the preceding requirements shall be notified by the Association president, with a copy to the board of directors, that if requirements are not met within ninety (90) days, the agreement of such chapter may be revoked by action of the Board.
8. Chapter Members. All members of a SNAPA Chapter must be at least a state-only member of SNAPA.

## Section 2. Purpose

The purpose of a chapter must be in furtherance of the purpose of the association and shall include, but not be limited to:

- Advancing and promoting the mission of the state association.
- Introducing school nutrition professionals to the state association, serving as a source of new members.
- $\quad$ Serving as a communication portal between the state association and individual members.
- Providing a pool of future school nutrition leaders for the professional association.
- Promoting opportunities to focus on current state and national school nutrition issues of importance to individual members.
- Providing opportunities for the enhancement of professional and personal development of its members.


## ARTICLE V - OFFICERS

## Section 1. Officers

The officers shall be the president, president-elect, vice president, and secretary/treasurer.
A. President - The president shall:

1. Provide leadership to ensure the strategic direction and values of the association are maintained;
2. Represent the association before the public as the official representative of the association;
3. Preside over all meetings of the board and the membership, including the annual meeting;
4. Serve and make appointments as required by these bylaws and other governing documents, including serving as ex-officio on all committees and advisory councils; and
5. Perform other duties incident to the office of president, whether assigned by the board or association governing documents.
B. President-elect - The president-elect shall:
6. Perform the duties of president in case of temporary absence or temporary inability to serve;
7. Succeeds to the office of the president at the end of the fiscal year, or in the event of the president's death, resignation or removal from office.
8. Serve and make appointments as required by these bylaws and other governing documents including recommending for board approval the appointment of incoming members of committees and advisory councils to fill applicable expiring terms; and
9. Coordinates activities with the Executive Director to plan and execute the annual conference; and
10. Perform other duties incident to the office of president-elect as assigned by the president, the board or association governing documents.
C. Vice President - The vice president shall:
11. Perform the duties of the president-elect in the president-elect's temporary absence;
12. Succeeds to the office of the president-elect at the end of the fiscal year, or in the event of the president-elect's death, resignation or removal from office.
13. Serve as required by these bylaws and other association governing documents; and
14. Perform other duties incident to the office of vice president as assigned by the president, the board or association governing documents.
D. Secretary/Treasurer - The secretary/treasurer shall:
15. Ensure the accurate recording of the minutes of the annual meeting, the board, the executive committee and the finance committee;
16. Serve as chair of the finance committee and as needed, the resolutions \& bylaws committee;
17. Monitor the association funds, investments and securities and give an unaudited financial report annually at the annual meeting;
18. Submit an annual budget to the board; and
19. Perform other duties incident to the office of secretary/treasurer as assigned by the president, the board or association governing documents.
E. Executive Director - The executive director shall:
20. Manage the association under the direction of the board;
21. Implement policies under the direction of the board;
22. Perform other duties incident to the office of executive director, as assigned by the president, the board or association governing documents; and
23. Be retained under a contract by the board.

Section 2. Eligibility
A. All school nutrition member candidates for election as an officer must:

1. Be a member in good standing;
2. Have held membership in the Association and/or any other state school food service association affiliated with the School Nutrition Association for at least three years immediately preceding the nomination;
3. Have served on the Board of Directors as a voting member for at least one full term (excluding Secretary/Treasurer).; and
4. Be regularly employed (a minimum of 130 days during the prior 12 months) in an eligible field; and
5. Maintain membership at the time of nomination and election and must be actively working in the school nutrition profession throughout their term.
B. The secretary/treasurer shall have working knowledge of finance and budgeting and must be actively working in the school nutrition profession throughout the term.

Section 3. Election and Term of Office
A. Officers shall be elected by the membership in conjunction with the election of the board of directors. Write-in votes shall not be counted.
B. The term of office for the president, president-elect, and vice president shall be for one year, beginning and ending upon installation at the annual conference.
The secretary/treasurer shall be elected in even-numbered years to serve a two-year term, beginning and ending upon installation at the annual conference. If no annual conference is held, the board shall choose a date that approximates the date of that event.

## Section 4. Vacancy

A. President -- in case of death, resignation or removal of the president, the president-elect shall succeed to the office of president for the remainder of the term, followed by the president-elect's original term had the vacancy not occurred.
B. President-elect -- in case of death, resignation or removal of the president-elect, the vice president shall succeed to the office of president-elect for the remainder of the term, followed by the presidentelect's original term had the vacancy not occurred.
C. Vice President and Secretary/Treasurer -- in case of death, resignation or removal of the vice president or secretary/treasurer, the president shall prepare candidate recommendations for consideration and vote by board of directors.

## ARTICLE VI - BOARD OF DIRECTORS

## Section 1. Composition

The voting board shall be composed of the:

- president
- president-elect
- vice president
- secretary/treasurer
- four (4) regional representatives
- school nutrition employee/manager representative
- public communication chair
- public policy and legislative chair
- nutrition education \& professional development chair
- membership services \& nominating chair
- senior business and industry partner representative

Non-voting members of the board shall include the:

- executive director
- immediate past president
- two Business and industry associate members serving staggered three-year terms
- a representative of the Pennsylvania Child Nutrition Programs
- a representative of the Pennsylvania Bureau of Government Donated Foods.

Section 2. Authority
The board shall be responsible for the management of the affairs of SNAPA. To that end, it shall also:

1. Provide strategic direction for SNAPA;
2. Comply with fiduciary obligations of care, loyalty and obedience;
3. Oversee SNAPA's business and financial affairs;
4. Select and appoint the executive director; and
5. Perform all duties usually entrusted to officers and directors of the corporation.

## Section 3. Meetings

A. The board shall meet no fewer than three times a year to direct the business of the association. The board shall also meet at the call of the president or upon the request of a majority of members of the board. A majority of the members of the board then in office shall constitute a quorum.
B. Notice of the time and place of meetings of the board of directors shall be mailed electronically to the members of the board, unless extraordinary circumstances dictate otherwise. Notice of special meetings must also include the purpose for which such a special meeting is called.
C. 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.
D. Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting provided that unanimous consent obtained via electronic balloting setting forth the action and signed by each member of the board is filed with the minutes of such meeting.

## Section 4. Eligibility

A. All school nutrition member candidates for election as a director must:

1. Be a member in good standing;
2. Be regularly employed (a minimum of 130 days during the prior 12 months) in an eligible field; and
3. Maintain membership at the time of nomination and election. If a change in professional status occurs, a director may complete the term of office provided one year of the two-year term has been completed.
B. The school nutrition employee/manager section chair must be a member of his or her respective membership section.

Section 5. Election and Terms of Office
A. With exception for the business \& industry partner representatives who are appointed for a 3-year term by the vice president, SNAPA directors shall be elected by the membership. Directors shall be elected according to the cycle below:

- Annually - Vice President
- Even Years - Secretary/Treasurer, School Nutrition Employee/Manager Representative, half of the total Regional Representatives, Public Communication Chair, Membership Services \& Nominating Chair
- Odd Years - half of the total Regional Representatives, Nutrition Education \& Professional Development Chair, Public Policy \& Legislative Chair
B. The election shall be conducted in a cost effective and efficient way. The board shall determine the methodology, timelines for balloting procedures and notification of candidates. In the event a tie occurs during an election, the tie will be broken by lot.


## Section 6. Vacancies and Removal

A. In the case of death, resignation or removal of a director, the majority of the board shall fill the vacancy as soon as possible, either in person or by electronic vote. The president shall identify and recruit eligible candidates for consideration and vote by the board.
B. Any member of the board of directors may be removed if 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, in accordance with the following:

1. The board, upon receipt of charges, shall investigate the charges, hold a hearing and render a decision. The accused officer or director must be provided with advance written notice including the reason for the proposed removal and an opportunity to contest the proposed removal in writing or in person at a meeting of the board.
2. In the event that a newly elected, but not yet installed director is charged with violating any conditions required for election, a breach of fundamental principles or rules of the association or failing to work under the framework of the association, the board, upon receipt of charges, shall investigate the charges, hold a hearing and then consider whether the violation is cause for disqualification as an officer of the association.
3. A two-thirds vote of a quorum of the board, with the director proposed to be removed not voting, shall be required for removal of an officer or director or disqualification as a candidate. Final written notice of the board's decision shall be sent to the accused officer or director within 48 hours.
Section 7. Director Responsibilities
A. Regional Representatives shall:
4. Represent the interest of the members;
5. Promote association membership;
6. Serve on a committee as appointed by the president;
7. Support execution of the annual conference; and
8. Perform other duties as assigned by the president, the board or association governing documents.
B. The school nutrition employee/manager representative shall:
9. Serve as a liaison between the school nutrition employee/manager section members and the board;
10. Represent the interest of the members;
11. Promote association membership;
12. Serve on the membership service \& nominating committee;
13. Support execution of the annual conference; and
14. Perform other duties incident to the office as assigned by the president, the board or association governing documents.

Section 8. Executive Committee
A. Composition

The executive committee shall be composed of the following members:

1. The president, who shall serve as chair;
2. The president-elect, vice president, and secretary/treasurer; and
3. The executive director, who shall serve as a nonvoting member.
B. Responsibilities
4. The executive committee shall assist the board in managing SNAPA on issues that are time sensitive between official board meetings and, in such cases, shall have the authority of the board provided that the executive committee does not alter or act contrary to established board policies. The executive committee shall also carry out tasks referred to it by the board.
5. Actions of the executive committee shall be communicated to the board at the board meeting after the meeting at which the actions were taken.
C. Meetings
6. The executive committee shall meet on the call of the president or on the request of any three members of the executive committee. A majority of the members of the executive committee then in office shall constitute a quorum.
7. Notice of the time and place of meetings of the executive committee shall be mailed electronically to the members of the executive committee, unless extraordinary circumstances dictate otherwise. Notice of special meetings must also include the purpose for which such a special meeting is called.
8. All meetings of the executive committee 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.
9. Any action required or permitted to be taken at a meeting of the executive committee may be taken without a meeting provided that unanimous consent obtained via electronic balloting setting forth the action and signed by each member of the executive committee is filed with the minutes of such meeting.

## ARTICLE VII - COMMITTEES AND ADVISORY COUNCILS

Section 1. Committees and Advisory Councils
A. There shall be the following standing committees:

- Finance
- Nutrition Education \& Professional Development
- Membership Service \& Nominating
- Public Communications
- Public Policy \& Legislative
B. Strategic committees shall be created and disbanded as deemed necessary by the board of directors based on the goals and priorities of the Association's strategic plan. This shall include a committee to review and revise bylaws and standing operating procedures.
The board shall report annually at the annual conference on the strategic committees.
C. Only school nutrition members may serve as chair of a standing or strategic committee or advisory council, except for the industry advisory council. School nutrition members, associate retired members and industry members are eligible for appointment to standing or strategic committees or advisory councils.
D. The President, if requested by the committee chair, shall recommend to the board the removal of a committee member who has had two or more unexcused absences within one year. A new committee member may be appointed to fill the vacancy.


## Section 2. Finance Committee

A. Composition

The finance committee shall be composed of the following members:

1. The secretary/treasurer, who shall serve as chair;
2. The president-elect;
3. The vice president;
4. A representative from Business and Industry
5. Two directors selected from the board of directors who have previously served one full year, and who are not serving on the executive committee; and
6. The executive director, who shall serve as a nonvoting member.
B. Responsibilities - The finance committee shall:
7. Review and approve the proposed annual budget to be brought forth to the board for approval;
8. Review the financial status of the association throughout the year;
9. Review and update SNAPA's investment policy for board approval;
10. Review SNAPA's long and short-term investments on a regularly; and
11. Review and approve all new non-budgeted financial requests to be brought forth to the board for approval.
C. A majority of the members of the finance committee shall constitute a quorum.

## Section 3. Membership Service \& Nominating

A. Composition

The membership service \& nominating committee shall be composed of a minimum of the following members:

1. Membership Service \& Nominating Chair
2. The vice president
3. One director from the board of directors, as assigned by the president;
4. The school nutrition employee/manager representative
5. At least two other members from the general membership who are not members of the board.
6. The executive director, who shall serve as a nonvoting member.
B. Responsibilities - the membership service \& nominating committee shall:
7. Recommend to the Board policies and procedures pertaining to the implementation of a membership program;
8. Promote membership and develop membership drives;
9. Recruit and prepare a slate of nominees for the annual ballot; and
10. Assist in developing and executing registration activities for the annual conference.
11. Perform other duties assigned by the president, the board, or association governing documents.
C. A majority of the members of the membership service \& nominating committee shall constitute a quorum.

Section 4. Nutrition Education \& Professional Development
A. Composition

The nutrition education \& professional development committee shall be composed of a minimum of the following members:

1. Nutrition Education \& Professional Development Chair
2. One director from the board of directors, as assigned by the president
3. At least two other members from the general membership who are not members of the board.
4. The executive director, who shall serve as a nonvoting member.
B. Responsibilities - the nutrition education \& professional development committee shall:
5. Recommend to the Board policies and procedures pertaining to the implementation of education and professional development programs;
6. Coordinate and promote projects and resources to support the professional growth of the membership; and
7. Plan and implement educational programming for the annual conference.
8. Perform other duties as assigned by the president, the board, or association governing documents.
C. A majority of the members of the nutrition education \& professional development committee shall constitute a quorum.

## Section 5. Public Communication

## A. Composition

The public communication committee shall be composed of a minimum of the following members:

1. Public Communication Chair
2. One director from the board of directors, as assigned by the president
3. At least two other members from the general membership who are not members of the board.
4. The executive director, who shall serve as a nonvoting member.
B. Responsibilities - the public communications committee shall:
5. Recommend to the Board policies and procedures that help to create a positive image for the Association and Child Nutrition programs;
6. Develop, update and monitor social networking accounts and shall recommend ways for the Association to communicate effectively with its members and other allied parties;
7. Review and provide input and materials for the Association's web page and publications; and
8. Assist in the development of communications materials associated with the annual conference.
9. Perform other duties as assigned by the president, the board, or association governing documents.
C. A majority of the members of the public communication committee shall constitute a quorum.

## Section 6. Public Policy \& Legislation

A. Composition

The public policy and legislation committee shall be composed of a minimum of the following members:

1. Public Policy \& Legislation Chair
2. One director from the board of directors, as assigned by the president;
3. At least two other members from the general membership who are not members of the board.
4. The executive director, who shall serve as a nonvoting member.
B. Responsibilities - the public policy \& legislation committee shall:
5. Develop and recommend to the Board a state legislative action plan;
6. Implement the state legislative action plan;
7. Disseminate policy, legislative, and regulatory information to the Board and to membership;
8. Assists with Legislative Action Conference activities including advertising and awarding scholarships and coordinating congressional visits; and
9. Prepares and presents appropriate education and information sessions at the annual conference.
10. Perform other duties as assigned by the president, the board, or association governing documents.
C. A majority of the members of the public communications committee shall constitute a quorum.

## ARTICLE VIII - 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 IX - AMENDMENT

A. Submission - amendments to these bylaws shall be proposed in writing no later than March 1 by an official request of a chapter or a written petition signed by 10 members, or by April 1 from a state SNAPA committee, advisory council, or the board of directors.
B. These bylaws may be amended by a two-thirds vote of eligible members present and voting at any meeting; or responding to an electronic or paper official ballot, provided that copies of the proposed changes were sent to all eligible members at least thirty (30) days in advance of the call for vote. C. Proposed amendments to these bylaws shall be sent to SNA in accordance with the SNA state affiliation agreement.

## Amended:

April 24, 1969
April 20, 1978
November 4, 1982
November 3, 1983
October 24, 1984
October 8, 1986
October 5, 1988
October 19, 1990
October 14, 1992
October 13, 1993
October 22, 1994
October 16, 1996
October 14, 1998
October 18, 2000
October 9, 2002
August 9, 2005
August 3, 2009
March 16, 2010
May 5, 2010
December 15, 2010

February 23, 2011
November 25, 2012
May 8, 2013
August 5, 2015
October 15, 2016
August 2017
July 2019
June 2022
October 20, 2023

