

|

*ALASKA SCHOOL
NUTRITION
ASSOCIATION
BYLAWS*

November 2020

Style Definition: TOC 1: Tab stops: 6.49",
Right,Leader: ...

Table of Contents

ARTICLE I – NAME2

ARTICLE III - MEMBERSHIP2

SECTION A. CLASSES OF MEMBERSHIP.....2

SECTION C. RIGHTS AND PRIVILEGES OF MEMBERS.....3

SECTION D. DUES.....3

ARTICLE IV - OFFICERS3

SECTION A. ELECTED OFFICERS3

SECTION B. ELIGIBILITY AND TERMS OF OFFICE3

SECTION D. RESPONSIBILITIES OF ELECTED OFFICERS4

ARTICLE V - MEETINGS.....5

SECTION A. TYPES OF MEETINGS.....5

SECTION B. EXPENSES.....6

ARTICLE VI - Delegate Assembly6

SECTION A. DELEGATE ASSEMBLY6

SECTION A. ~~EXECUTIVE BOARD~~BOARD OF DIRECTORS.....7

ARTICLE VIII - COMMITTEES AND ADVISORY BOARDS.....98

SECTION A. STANDING COMMITTEES98

SECTION B. SPECIAL COMMITTEES9

ARTICLE IX - PUBLICATIONS.....109

SECTION A. THE MUSH-ON NEWS.....109

ARTICLE X - REMOVAL FROM OFFICE.....109

SECTION A.....109

ARTICLE XI - PARLIAMENTARY AUTHORITY.....109

ARTICLE XII - RESOLUTIONS AND AMENDMENTS.....109

SECTION A. METHOD OF PROPOSAL.....109

SECTION B. PROCEDURES FOR AMENDING BYLAWS AND STANDING RULES.....10

SECTION C. PROCEDURES FOR RESOLUTIONS.....1140

ARTICLE I – NAME

The name of this association shall be the Alaska School Nutrition Association, also referred to as the association or AKSNA, a 501(c)(4) corporation chartered in the State of AKSNA. AKSNA is a chartered affiliate of the School Nutrition Association, Inc. (SNA) and bound by the SNA state affiliate agreement and the SNA bylaws.

ARTICLE II - MISSION AND PURPOSE

Mission: Advancing the quality of child nutrition programs in Alaska through education, advocacy, and engagement.

Vision: Feeding Alaskan children’s body, mind, and spirit by promoting high quality nutrition programs and wellness education.

Values

Child nutrition advocacy and leadership
Honor Alaska’s unique and rich cultural diversity
Inclusive of the whole child
Lead with integrity, respect, and transparency
Dedicated to lifelong health and wellness

ARTICLE III - MEMBERSHIP

SECTION A. CLASSES OF MEMBERSHIP

Membership shall consist of three membership classes that define who is eligible to join the Association: School Foodservice and Nutrition Members, Associate Members, and Affiliate Members. All membership classes refer to both individual members and district-owned members.

1. **School Nutrition and Nutrition Members:** Includes employees, managers, supervisors/directors and educators employed in an eligible field as defined by SNA.
2. **Associate Members:** Consists of allied agencies, retired members, students enrolled in postsecondary school nutrition programs, industry, and others committed to furthering the goals of the Association.
3. **Affiliate Members:** This classification is optional for retired members and school nutrition employees working less than four hours per day who want to be supporter members. They will not receive the School Nutrition magazine. They will receive the Mush-on News. Affiliate members will continue to be entitled to discounts to meetings.

SECTION C. RIGHTS AND PRIVILEGES OF MEMBERS

1. All school nutrition members whose dues, if any, are currently paid, shall be entitled to vote for the election of officers for the coming year and to vote upon any matter submitted to the voting members. School nutrition members who cease to be employed in an eligible field may continue as members until their membership renewal date.
2. Affiliate members shall have the rights and privileges of school nutrition members except they shall not be eligible for nomination to elective office.
3. All members shall be eligible to attend the meetings of the Delegate Assembly.

SECTION D. DUES

1. Dues for School Nutrition members shall be established by a two-thirds vote of members in attendance at the Delegate Assembly.
2. Dues for associate and affiliate members shall be established by the Board.
3. The Board may approve a discount of member dues for the purpose of promoting membership.
4. All rights and privileges of membership shall be terminated for nonpayment of dues.
5. Dues for AKSNA and SNA shall be remitted directly to SNA.

ARTICLE IV - OFFICERS

SECTION A. ELECTED OFFICERS

1. The elected officers shall be: President, President-elect, Secretary, and Treasurer.

SECTION B. ELIGIBILITY AND TERMS OF OFFICE

Officers are elected at the annual State Conference and are installed August 1 of the year. Candidates for state office shall have membership in the State Association.

The candidate shall: have demonstrated leadership ability by participating at a State conference, or by serving on the ~~Executive Board~~Board of Directors of the Association.

1. Be regularly employed in an eligible field as defined by SNA.
2. Be elected for a specified term and shall retain school nutrition membership at the time of nomination and election. If a change in status occurs, they shall complete their term of office provided one year of their term has been completed, except that the president, president-elect, and vice president shall be actively working and involved in the school nutrition profession throughout the term.
 - a. President. The President shall be the chief elected officer and shall serve for 1 year.

- b. President-elect. The President-elect shall serve for one (1) year.
 - i. To be eligible for this office, a candidate shall:
 - 1. Have had previous service on the ~~Executive Board~~Board of Directors.
 - 2. Have attended at least one (1) Alaska State Conference.
- c. Secretary. The secretary shall be elected and shall serve for two (2) years.
- d. Treasurer. The Treasurer shall be and shall serve for two (2) years.
- e. Others. The Board may appoint other officers as necessary.

SECTION C. ELECTION

- 1. Election of Association officers shall be by any appropriate method approved by the board. The Board shall set the timelines for balloting procedures and notification of candidates.

SECTION D. RESPONSIBILITIES OF ELECTED OFFICERS

- 1. PRESIDENT
 - a. Represents the Association in policy matters and is the chief spokesperson.
 - b. Serves as Chair of the ~~Executive Board~~Board of Directors.
 - c. Presides at meetings.
 - d. Serves as an ex-officio member of all committees except the nominating committee and bylaws committee.
 - e. Prepares agenda for ~~executive board~~Board of Directors meetings.
 - f. Appoints and may remove, with the approval of the Board, members of committees.
 - g. Appoints, with the approval of the Board, consultants to committees where needed.
 - h. Initiates response to action taken by the ~~Executive Board~~Board of Directors.
 - i. Follows up on action taken by the membership at the annual meeting and by the ~~Executive Board~~Board of Directors.
 - j. Establishes time schedules for meetings of the Association.
 - k. Follows up on the implementation of the State Plan of Action, which is consistent with the National Plan of Action.
 - l. Coordinates activities of the ~~Executive Board~~Board of Directors.
 - m. Shall appoint a parliamentarian with approval of the Board.
 - n. Submits proposed budget to the ~~executive board~~Board of Directors for approval.
- 2. PRESIDENT-ELECT
 - a. Studies the duties and responsibilities of the President, other members of the Board, committees.
 - b. Presides at the State Annual Conference Business Meeting.
 - c. Chairs the conference committee, approved by the Board, to prepare a State Plan of Action for the ensuing year. This Plan of Action will be

- consistent with the SNA Plan of Action for that year.
- 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 President:
 - i. After having served as President-Elect for one (1) consecutive annual State Conferences or
 - ii. In the event of the President's death, resignation, or removal from office.
 - g. Serves as the state conference chairperson and is responsible for coordinating all aspects of the State Conference and the program agenda.
 - h. Coordinates revisions and updates of the Policy and Procedure Manual.
 - i. Performs other duties as assigned.
3. SECRETARY
- a. Accurately records all minutes of State Conference business meeting and all ~~executive board~~Board of Directors meetings.
 - b. Sends appropriate notices and board packets of the ~~Executive Board~~Board of Directors.
 - c. Performs other duties as assigned.
4. TREASURER
- a. Supervises and monitors Association funds, investments, and securities.
 - b. Submits a financial report at the State conference and each board meeting.
 - c. Reports expenditures against budget.
 - d. Provides a monthly balance sheet for the ~~executive board~~Board of Directors.
 - e. Provides a profit loss statement once a year.
 - f. Chairs Finance Committee
 - g. Performs other duties as assigned.
5. OTHERS
- a. The Board may appoint other officers as necessary.

ARTICLE V - MEETINGS

SECTION A. TYPES OF MEETINGS

- 1. State Conference
 - a. There shall be an annual meeting of the Association known as the State conference. The date and place of this State conference shall be determined by the ~~Executive Board~~Board of Directors. Notice of this State conference shall be sent out to each member of the Association

- no less than 3 months before the conference. Notice may be sent electronically as allowed by law.
2. ~~Executive Board~~Board of Directors
 - a. The ~~Executive Board~~Board of Directors shall meet immediately before or after the State conference and at the call of the President, or upon request of 60% of the voting members of the Board. A majority of the members shall constitute a quorum.
 3. Special Meetings
 - a. Special meetings and seminars of the Association may be called or approved by the ~~Executive Board~~Board of Directors.

SECTION B. EXPENSES

1. The ~~Executive Board~~Board of Directors shall set limits within budgetary restraints for reimbursement of, and procedures for, expenditures by the Association members who travel on official Association business with prior approval for the ~~Executive Board~~Board of Directors.

ARTICLE VI - Delegate Assembly

SECTION A. DELEGATE ASSEMBLY

1. The Delegate Assembly shall be the legislative and governing body of the Association. It shall formulate the philosophies and goals under which the ~~Executive Board~~Board of Directors manages the affairs of the Association. The Delegate Assembly shall adopt policies, hear committee and officer reports, take action on recommendations, resolutions, amendments to the Articles of Incorporation, Bylaws, and Standing Rules; and have all other powers and duties specifically provided to it by the Articles of Incorporation and Bylaws.
2. Composition
 - a. The voting delegates shall include the Board, past-presidents, standing committee chairs, state president, state president-elect, and registered AKSNA members at the Delegate Assembly
3. Delegate Assembly will be held during the Annual State Conference. The exact time and place will be decided by the ~~Executive Board~~Board of Directors.
4. Responsibilities
 - a. Formulates the philosophies and goals.
 - b. Debates and reviews matters of professional interest.
 - c. Makes general and specific recommendations to the Board.
 - d. Makes recommendations for the Strategic Plan and for the annual State Plan of Action.
 - e. Reviews reports of, board members, the association office, state committees.
 - f. Takes action on proposed resolutions and amendments to the Bylaws.

5. Voting. Each delegate is entitled to one vote.
6. Quorum. One-Third of the voting delegates shall constitute a quorum.

In the absence of a functioning Delegate Assembly, the ~~Executive Board~~Board of Directors shall assume the duties and responsibilities.

ARTICLE VII - EXECUTIVE BOARDBOARD OF DIRECTORS

SECTION A. EXECUTIVE BOARDBOARD OF DIRECTORS

1. The ~~Executive Board~~Board of Directors ("Board") shall be the executive body of the Association.
 - a. The Board shall formulate policies between meetings of the Delegate Assembly.
 - b. Adopt the annual budget.
 - c. Review reports and resolutions
 - d. Conduct and manage the affairs and have all other powers and duties specifically provided to it by the Articles of Incorporation and Bylaws which are necessary to achieve the objectives not specifically delegated to other agents or agencies by the Articles of Incorporation or Bylaws.
2. Composition
 - a. ~~Voting members~~Members of the ~~Executive Board~~Board of Directors shall consist of the President, President-elect, Secretary, Treasurer, Committee Chairs and State Child Nutrition Agency Director.
 - b. Past Presidents of the Association shall be ~~voting members with the exception of members of the Board of Directors.~~
 - b-c. ~~the~~The immediate Past President ~~who~~ serves as nominating chair.
In lieu of ~~no a~~ Past President, the Board will assign a past board member for nominating chair.
 - e-d. Newly elected members become voting members immediately following their election.
3. Responsibilities
 - a. Directs Association affairs in accordance with the philosophies, general policies, and goals adopted by the membership of the Delegate Assembly.
 - b. Considers general and specific recommendations made by the membership or Delegate Assembly.
 - c. Appoints persons to act for the Association and defines their specific responsibilities.
 - d. Adopts the annual budget including, but not limited to, budgets for all meetings of the Association.
 - e. Manages and directs all financial affairs.
 - f. Adopts the audit of the Association books.
 - g. Authorizes persons to sign checks, contracts, and other documents for

- the Association.
- h. Approves all committee and advisory board appointments.
- i. Fills vacancies of unexpired terms of ~~Executive Board~~Board of Directors members, unless otherwise specified.
- j. Reviews and approves the program for all state conferences and seminars.
- k. Adopts the SNA Strategic Plan of Action.
- l. Adopts a State Plan of Action for the ensuing year for the Association.
- m. Recommends positions on policies to the membership or Delegate Assembly.
- n. Provides leadership in working with allied associations and groups, which share a similar purpose.
- o. Fills vacancies occurring in office by majority vote.
- p. Employs an Executive Director and/or attorney, as needed when funding is available.
- q. In the absence of a functioning Delegate Assembly, the ~~Executive Board~~Board of Directors shall assume duties and responsibilities.
- ~~q.a. To conduct all other business of the association that is necessary, legal, ethical, and consistent with these Bylaws.~~
- ~~4.a. Quorum~~
- r. ~~A majority of the members shall constitute a quorum.~~

SECTION B. VOTING

1. General Procedures

- a. Members of the Board of Directors, except for the State Child Nutrition Agency Director and the Nominating Chair shall be voting members.
- b. If a member of the Board of Directors holds both a voting and non-voting role, the member shall be a voting member.
- c. Each voting member may cast only one vote.

2. Voting in-person

- a. Votes must be cast in-person; in-person shall mean being present live in-person either physically or virtually.
- b. A meeting may be called with not less than two business days' notice.

- c. An emergency meeting may be called with less than two business days' notice if the presiding officer or their designee calls or sends an SMS/MMS message to each of the voting members and Board of Directors members notifying them of the time and place of the meeting.

3. Voting between meetings

- a. If a vote is required between meetings, the President or presiding officer may call for a vote pursuant to the procedures in paragraph 2.
- b. Voting members must be provided not less than one business day to discuss the matter; the Secretary shall record comments and including in the following months' Minutes along with the vote.

- s. Voting members shall have not less than one and not more than three business days to conduct voting.

4. Quorum

Formatted: Indent: Hanging: 0.25"

Formatted: Normal, Indent: Hanging: 0.25", Don't add space between paragraphs of the same style, Outline numbered + Level: 2 + Numbering Style: a, b, c, ... + Start at: 1 + Alignment: Left + Aligned at: 2.25" + Indent at: 1.25"

a. A majority of the members shall constitute a quorum.

c.

Formatted

ARTICLE VIII - COMMITTEES AND ADVISORY BOARDS

SECTION A. STANDING COMMITTEES

1. There shall be the following standing committees:
 - a. Nominating
 - b. Public Policy and Legislation
 - c. Nutrition Standards and Education.
 - d. Finance
 - e. Conference
 - f. Resolutions and Bylaws
 - g. State Agency
 - h. Communications and Marketing
 - i. Member Services
2. Terms
 - a. Members shall be appointed by the President, subject to board approval, for a one-year term unless otherwise specified.
3. Eligibility
 - a. Members of a committee shall have expertise in the subject area of the committee on which they serve. All committee members must be members of the association.
4. Attendance
 - a. Committee chairpersons shall be required to attend all ~~Executive Board~~Board of Directors meetings. Absences to be considered excused must be approved by the president and the ~~Executive Board~~Board of Directors.
5. Activities
 - a. The committees shall develop annual strategies to implement the State Plan of Action.
6. Voting
 - a. All chairs of the committees shall have voting rights on the board with the exception Past-President.

SECTION B. SPECIAL COMMITTEES

1. The President with approval of the Board shall appoint special committees.

ARTICLE IX - PUBLICATIONS

SECTION A. THE MUSH-ON NEWS

1. The Mush-On News shall be the official publication of the Association.

ARTICLE X - REMOVAL FROM OFFICE

SECTION A.

1. 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 officer may appear and present a defense, and render a decision.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The twelfth 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 XII - ~~RESOLUTIONS AND AMENDMENTS TO~~ BYLAWS

SECTION A. METHOD OF PROPOSAL

1. Amendments to these Bylaws and the AKSNA Standing Rules shall be proposed at or before the ~~Executive Board~~Board of Directors Meeting during the annual State Conference.

SECTION B. PROCEDURES FOR AMENDING BYLAWS AND STANDING RULES

1. Amendments to Bylaws shall be adopted by a majority vote of the members present at the annual Delegate Assembly.

- 1.2. Proposed amendments to these Bylaws that change the numbering convention, formatting, and removal or insertion of whitespace which are not material in nature shall be adopted by a majority of the Board of Directors.
- 2.3. Proposed amendments to these bylaws shall be sent to SNA in accordance with the SNA state affiliation agreement.
- 3.4. All members will be notified within 60 days of any changes.

SECTION C. PROCEDURES FOR RESOLUTIONS

1. ~~All proposed resolutions to be considered must be presented to the Executive Board~~Board of Directors ~~prior to the Executive Board~~Board of Directors ~~Business Meeting preceding the Annual State Conference. Upon consent of a majority of the membership in attendance at the Annual State Conference Business meeting a written resolution may be submitted from the floor.~~
2. ~~Adoption of proposed resolutions shall require a majority vote received from the membership in attendance at the Delegate Assembly during the Annual State Conference.~~
- 3.1. Resolutions that are in conflict with the Bylaws shall not be presented to the membership.