

BYLAWS

INDIANA SCHOOL NUTRITION ASSOCIATION

ARTICLE I NAME

The name of this organization shall be "INDIANA SCHOOL NUTRITION ASSOCIATION," (hereinafter referred to as the "Association" or ISNA) a 501 (c)(3) corporation chartered in the state of Indiana. The Association is an affiliate of the national "SCHOOL NUTRITION ASSOCIATION" (SNA) and bound by the SNA state affiliate agreement and the SNA bylaws.

ARTICLE II MISSION STATEMENT

The mission of the Indiana School Nutrition Association is to provide education, programs and services for members which promote quality child nutrition and to support the mission and values of the School Nutrition Association, Inc.

ARTICLE III MEMBERSHIP

A. CLASSES OF MEMBERSHIP

Membership shall consist of three classes: Individual, School District/Organization Owned and Associate Membership. Individuals shall belong to the state and national association and pay appropriate dues for both. The Board shall set individual and other membership dues annually and dues for ISNA and SNA shall be remitted directly to SNA.

1. **Individual Membership:** Owned by an individual and not transferable.
 - a. School Nutrition Members
 - i. Employees
 - ii. Managers
 - iii. Supervisors/director/specialists
 - iv. Educators employed in eligible fields.
 - b. Affiliate Members are by their own choice, non-voting support members and include:
 - i. School nutrition employees working less than four hours per day
 - ii. Retired members
2. **School District/Organization Owned Membership:** Owned by a school district or organization in eligible fields and transferable within the listed membership categories.
 - a. Employees
 - b. Managers
 - c. Supervisors/directors/specialists
 - d. Educators employed in eligible fields.
3. **Associate Membership:** Categories consisting of:
 - a. Retired members
 - b. Students enrolled in post-secondary food, nutrition, health or other food related programs.
 - c. Industry consultants
 - d. Corporations
 - e. International child nutrition individuals
 - f. Other individuals and nongovernment organizations committed to furthering the goals of the Association.

B. ELIGIBLE FIELD:

Eligible fields shall be **as** defined **by SNA as:**

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

C. RIGHTS AND PRIVILEGES OF MEMBERSHIP:

1. **Individual Membership:** All Individual, School District/Organization Owned and associate retired members, whose dues are current, 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 for nomination/appointment to office.

2. All members shall be eligible to attend the Annual Business Meeting as observers.

3. A person shall not hold both an Individual and School District/Organization Owned membership concurrently.

4. Exceptions by Class

a. Individual Membership:

- i. Members who cease to be employed in an eligible field may continue their membership until their renewal date.
- ii. Affiliate members shall not be eligible for nomination to elective office.
- iii. Affiliate members shall be non-voting members.

b. School District/Organization Owned Membership: Such members may reserve the right to change to an individual membership at any time, and shall not hold individual membership concurrently.

c. Associate Membership:

- i. Associate members in the student, retired, international and "Other" categories shall not be eligible for nomination to elective office.
- ii. Associate members in the student, international and "Other" categories shall be non-voting members.

ARTICLE IV CHAPTERS

Section 1 Members within an area may form a chapter.

Section 2 A chapter may be organized with six or more members by making application to ISNA. If a chapter falls below five members, the chapter shall lose chapter status. All Chapter members shall be members of the state and national associations.

Section 3 A chapter shall elect its own officers, hold meetings, and write its own bylaws subject to review as outlined in Section 4. A chapter shall submit an application of affiliation and must be approved and signed by the President and Secretary/Treasurer of the applying chapter.

Section 4 A chapter applying for affiliation shall send its bylaws to ISNA for review and approval. Approved chapter bylaws will be signed by the ISNA President.

Section 5 A chapter **that which** has become inactive may reorganize by re-applying for affiliation under the conditions stated above.

ARTICLE V ORGANIZATIONAL STRUCTURE

A. Executive Committee

The Executive Committee shall manage the business and affairs of the Association. The Executive Committee shall

consist of President, President Elect, Vice President, Secretary/Treasurer, Immediate Past President, and the Chairperson of Regional Representatives. The committee shall meet at the call of the President.

B. Executive Board

The Executive Board shall consist of the Executive Committee Members, the Nine (9) Regional Representatives, the Chairperson of each standing committee (Professional Development, By-Laws & Policy, Membership, Public Relations, Legislative), the two assistant chairpersons of Professional Development and the representatives from the State Agency and the Industry Advisory Council. A detailed position description for each office as approved by the Executive Board shall be maintained on the Association's website within the ISNA Policy Manual. The individuals holding these positions shall in all cases act as a board, regularly convene and, in the transaction of business act with the vote of a majority of the board, provided a quorum is present. The Board may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they may deem proper, but such rules and regulations must not be inconsistent with law or these by-laws.

C. Voting

- a. As related to the Executive Committee / Executive Board
 - i. A total of one half (1/2) plus one (1) of the members are required to constitute a quorum.
 - ii. In the case of a tie vote on the Executive Board, the tie will be broken by a vote of the Executive Committee

D. Officers

a. PRESIDENT

Term of office – one (1) year immediately following the term as President Elect

b. PRESIDENT ELECT

Term of office – one (1) year immediately following the term as Vice President

c. VICE PRESIDENT

Term of office – one (1) year

d. IMMEDIATE PAST PRESIDENT

Term of office – one (1) year immediately following the term as President

e. SECRETARY/TREASURER

Term of office – two (2) years

The Secretary// Treasurer shall be elected in odd numbered years.

g. REGIONAL REPRESENTATIVES

~~*Term of office – two (2) years*~~

~~*Districts 1, 3, 5, 7, 9 shall be elected in odd years*~~

~~*Districts 2, 4, 6, 8 shall be elected in even years.*~~

CCT NOTE: regional representatives are not officers. They are directors on the board, but do not have the fiduciary responsibilities officers have.

E. Vacancies and Removals:

- i. Absence of a member from two (2) consecutive meetings of the Executive Board shall constitute a resignation, unless the absences are considered valid by a majority of the Executive Committee.
- ii. 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.
- iii. In the 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 Vice President's original term had the vacancy not occurred.
- iv. In the case of death, resignation or removal of any other officer or director, the President shall appoint a replacement or combine positions to fill an un-expired term, with Executive Board approval.

F. Elections:

ISNA officers shall be elected by the membership by secret ballot. Voting instructions shall be communicated to all members eligible to vote a minimum of thirty (30) days prior to the Annual Business Meeting of each year. A majority of votes returned by the designated date prior to the Annual Business Meeting shall constitute an election. Persons elected shall be notified of their election immediately following the election results. In case of a tie vote in an election, the tie shall be broken by lot, a ballot of the voting members of the Executive Board immediately following the counting of the ballots. The President shall not vote in this event unless it results in a tie.

ARTICLE VI OTHER POSITIONS

REGIONAL REPRESENTATIVES

Term of office – two (2) years

Districts 1, 3,5,7,9 shall be elected in odd years

Districts 2,4,6,8 shall be elected in even years.

- A. STANDING COMMITTEES** There shall be the following standing committee(s): with the chairperson(s) appointed by the President and approved by the Executive Board for a one (1) year term, unless otherwise specified. Responsibilities of these positions are provided within ISNA Policy.
- a. **PROFESSIONAL DEVELOPMENT**
 - i. Chairperson and (2) Assistant Chairpersons
 - ii. Research Committee Chair(s)
 - b. **BYLAWS/POLICY**
 - i. Chairperson
 - c. **MEMBERSHIP**
 - i. Chairperson
 - d. **PUBLIC RELATIONS**
 - i. Chairperson
 - e. **LEGISLATIVE**
 - i. Chairperson
 - f. **NOMINATING**
 - i. Chairperson – Immediate Past President
- B. AD HOC / ADVISORY COUNCILS**
The designation of such Ad Hoc / Advisory Councils shall be made by the President (or designee) with Executive Board approval. In these stated positions, they will have no voting rights at the Executive Board or Executive Committee Meetings, and/or Industry Council Meetings.
- a. Voting eligibility at the Annual Business Meeting may occur only if these positions are ISNA members
- C. CONTRACTED POSITIONS**
The designation of Contracted Positions shall be made by the President (or designee) with Executive Board approval. In these stated positions, they will have no voting rights at the Executive Board or Executive Committee Meetings, and/or Industry Council Meetings.
- a. Voting eligibility at the Annual Business Meeting may occur only if these positions are ISNA members
- D. REPRESENTATIVES**
- a. **INDUSTRY ADVISORY REPRESENTATIVE.** An Industry Advisory Representative shall serve for one (1) year
 - a. Unless they are an ISNA member, representatives shall be nonvoting members of the Executive

- Board and at the Annual Business Meeting.
- b. **STATE AGENCY REPRESENTATIVE.** A State Agency Representative shall serve for one (1) year
- a. Unless they are an ISNA member, representatives shall be nonvoting members of the Executive Board and at the Annual Business Meeting.

ARTICLE VII MEETINGS

A. TYPE OF MEETINGS.

1. **STATE CONFERENCE** There shall be an annual meeting of the Association, which shall be known as the Annual State Conference. The date and place of this Annual State Conference shall be determined by the Executive Board. Notice of the Annual State Conference, including date, place, and time, shall be sent to each member of the Association through the official publication of the Association no less than forty-five (45) days prior to the Annual State Conference. Notice may also be sent by mail or electronically as allowed by law. The Annual Business Meeting will be held as a general session during the Annual State Conference.
2. **EXECUTIVE COMMITTEE** The Executive Committee shall meet at the call of the President or at the request of three (3) members of the Executive Committee (the latter by ten (10) days written notice to the other members of the Executive Committee). The Executive Committee may convene prior to any Executive Board meeting to review matters and make recommendations to be considered by the Executive Board.
3. **EXECUTIVE BOARD** The Executive Board shall meet a minimum of two (2) times per year. Special meetings of the Executive Board may be called by the President or upon request of sixty percent (60%) of the voting members of the Executive Board provided members are notified seven (7) days prior to the date of the meeting. The board may not take action by electronic mail except as allowed by law.
4. **STRATEGIC PLANNING** There shall be a meeting for the purpose of strategic planning.
5. **SPECIAL MEETING** Special meetings and workshops of the Association may be called or approved by the Executive Board.

ARTICLE VIII EXPENSES

The Executive Board shall set limits within budgetary restraints for reimbursement of, and procedures for, expenditures by the Association officers and members who travel on official Association business

1. **Executive Board** Expenses incurred by Executive Board members 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 by the Association at the current approved rates.
2. **Committees** Expenses incurred by committee members in conducting the business of the committee shall be reimbursed within limitations of the budget by the Association at the current approved rates.

ARTICLE IX PUBLICATIONS

- A. **"FOOD FOR THOUGHT" MAGAZINE** The *Food for Thought* magazine shall be the official publication of the Association.

- B. **OTHER PUBLICATIONS** The Executive Board shall authorize and establish procedures for other publications as needed.

ARTICLE X 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. Subject to the final ruling of the presiding officer, the Articles of Incorporation, and these Bylaws, meetings of the Association shall be governed by Robert's

ARTICLE XI RESOLUTIONS AND AMENDMENTS

- A. METHOD OF PROPOSAL** Resolutions and amendments or revisions to these Bylaws may be proposed in writing to the Executive Board in any one (1) of the following ways:
1. At the official request of a chapter affiliate
 2. By a majority vote of the Executive Board
 3. At the official request of an Association committee or advisory council
 4. By written petition signed by one hundred (100) members of the Association
- B. PROCEDURE: BYLAW AMENDMENTS** Amendments or revisions to these Bylaws may be adopted by a two-thirds (2/3) vote of the members voting, electronically or otherwise, provided that:
1. The Executive Board receives the proposed amendments or revisions in writing postmarked on or before sixty (60) days prior to the vote.
 2. Copies of the proposed amendments or revisions have been communicated to members, electronically as allowed by law, or otherwise, at least thirty (30) days prior to the deadline for casting a vote.
 3. Proposed amendments to these bylaws shall be sent to SNA in accordance with the SNA state affiliation agreement.
- C. PROCEDURE: RESOLUTIONS** Proposed resolutions may be adopted by a simple majority vote of the members voting, electronically or otherwise, with the exception of resolutions dealing with changes in membership dues and the removal of an officer which shall require a two-thirds (2/3) vote of the voting members
1. Proposed resolutions to be considered shall be submitted to the Executive Board in writing, sixty (60) days prior to the vote.
 2. Copies of the proposed resolution shall be communicated to members at least thirty (30) days prior to the deadline for casting a vote.
 - a. Only one (1) vote may be cast per person.
 3. Upon consent of two-thirds (2/3) of the voting members present, a resolution may be submitted from the floor of the Annual Business Meeting.
 4. Resolutions, which are in conflict with the Bylaws of the Association, will not be presented to the members.
- D. RESUBMISSION OF RESOLUTIONS OR BYLAW AMENDMENTS.**
A proposed resolution or amendment chance that has been subject to a member vote and has been defeated in any 2 consecutive years shall not be proposed in writing to the Executive Board for two (2) years beyond the date it was last defeated.

ARTICLE XII EFFECTIVE DATE/IMPLEMENTATION

These Bylaws shall become effective when written approval by SNA is received, or at the conclusion of the day in which any amendments or resolutions are voted upon to enact change, whichever is later, with the effective date noted on the document itself.

Effective: April 10, 2015