

B Y L A W S

Kentucky School Nutrition Association

ARTICLE I

Name

The name of this organization shall be "THE KENTUCKY SCHOOL NUTRITION ASSOCIATION" (hereafter referred to as "KSNA" or the "Association") which is an affiliate of the School Nutrition Association.

ARTICLE II

Purposes

The purposes for which this Association is formed as a not for profit organization are as follows:

1. Promote the optimum health, nutrition and education of all children by supporting nutritionally adequate and educationally sound, financially accountable, nonprofit child nutrition and school community nutrition programs.
2. Promote high standards of child nutrition and school community nutrition programs with emphasis on nutritionally adequate meals that are appealing to children.
3. 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.
4. Promote high standards and provide appropriate educational programs, incentives and recognition for professional development of child nutrition personnel.
5. Promote research and development in child nutrition programs.
6. Promote the establishment of a national nutrition policy and legislation, which provides optimal nutrition and nutrition education for children.
7. Promote the involvement of students and the school community in child nutrition programs.
8. Promote membership and provide services to members.

ARTICLE III

Membership

Section A. CLASSES OF MEMBERSHIP. Membership shall consist of three classes: School Foodservice and Nutrition, Associate, and Affiliate. Where local chapters exist, school foodservice and nutrition, retired and student members shall also be members of the local chapter.

1. **SCHOOL FOODSERVICE AND NUTRITION MEMBERS.** School foodservice and nutrition member categories shall consist of employees, managers, supervisors/directors, and educators employed in eligible fields. (See Association Procedures Manual for further details.)

2. ASSOCIATE MEMBERS. Associate member categories shall consist of retired members, students enrolled in post-secondary school foodservice programs, industry individuals, corporations and others committed to furthering the goals of the Association. (See Association Procedures Manual for further details.)
3. AFFILIATE MEMBERS. Affiliate member categories shall consist of:
 - a. School foodservice employees working less than four hours per day who choose the option of being non-voting supporter members.
 - b. Retired members who choose the option of being non-voting supporter members.

Section B. ELIGIBLE FIELD. Eligible fields shall be defined 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 foodservice personnel.
4. Persons engaged in community nutrition programs.
5. Persons employed by the Association.

Section C. RIGHTS AND PRIVILEGES OF MEMBERS. All school foodservice and nutrition members and associate retired members, whose dues are currently paid, shall be entitled to vote for the election of officers, to vote on amendments to these bylaws, and vote upon any matter submitted to the voting membership.

1. Members who cease to be employed in an eligible field may continue their membership until their renewal date.
2. Retired members shall not be eligible for nomination to national or state elective office.
3. Student members, Associate members in the "Other" category, and Affiliate members shall be non-voting members.
4. Industry members shall be entitled to vote for the election of the industry representative to the Executive Board in accordance with the procedures defined for the Industry Advisory Council.
5. All members shall be eligible to attend any business meeting of the Association as observers.

Section D. DUES.

1. Dues for all classes of membership shall be the SNA dues plus the state dues, which shall be established by a two-thirds majority of the returned votes.
2. The state shall honor any discount in SNA dues.
3. Associate Industry Members shall pay KSNA corporate membership dues. (See Association Procedures Manual for further details.)
4. TERMINATION of membership shall result from nonpayment of dues.

ARTICLE IV
Organizational Structure

Section A. EXECUTIVE BOARD. The affairs of the Association shall be managed by an Executive Board.

1. COMPOSITION.

- a. Members shall consist of the President, President-elect, Vice President, Secretary, Treasurer, Regional Directors, Section Chairs, Committee Chairs, Affiliation Appointee, Certification Appointee, a representative from the Chapter Presidents, a representative of the Past KENTUCKY SCHOOL NUTRITION ASSOCIATION Presidents, and Kentucky members currently serving in a national office.
- b. Nonvoting members shall be the State Director of the Division of Nutrition and Health Services, Kentucky Department of Education (KDE); a representative of the Division of Food Distribution, Kentucky Department of Agriculture; and any executive contract personnel employed by the Association.

2. QUORUM. A majority of the Executive Board members present shall constitute a quorum.

3. MANNER OF ACTING. The Executive Board may transact business at official Board meetings. Alternatively, the Executive Board may transact business by mail, by conference call, fax, and/or e-mail on matters that are time-sensitive. Issues or concerns voted on outside of regularly scheduled board meetings must be submitted in writing to all Executive Board members for a vote. When an alternative voting method is utilized at least two-thirds (2/3) of the voting members must vote and at least three-quarters (3/4) of those voting must vote in the affirmative. Such votes are made a part of the minutes of the next meeting.

Section B. EXECUTIVE COMMITTEE. The Executive Committee acts between Board meetings; proposes to the Board the administrative and management policies of Association business consistent with the actions and policies established by the Board; conducts all business referred to it by the Board and serves as the Finance Committee.

1. COMPOSITION.

- a. Members shall consist of the President, President-elect, Vice President, Secretary, Treasurer, Public Policy and Legislation Committee Chair and the Chair of each Section.
- b. Nonvoting members shall be the State Director of the Division of Nutrition and Health Services, KDE; a representative of the Division of Food Distribution, Kentucky Department of Agriculture; and any executive contract person employed by the Association.

Section C. CHAPTER AFFILIATES. A county, a regional group of counties or a school district may be chartered as a Local Chapter by the Board provided the criteria for a charter defined in the KSNA Affiliation Handbook are met. The following conditions are to be met.

1. A Chapter may establish separate membership dues. Chapter members should hold membership in the state and national association.
2. Each chapter affiliate shall adopt bylaws, which shall not be in conflict with the state bylaws or National Articles of Incorporation or Bylaws.

3. Only members identified in Article III, Section A, 1. are eligible to serve as officers of the Chapter.
4. Each Chapter shall adopt a Plan of Action consistent with the state and national Plan of Action and submit reports to the Association as required in the Association Procedures Manual.

Section D. REGIONS. The state shall be divided into regions as defined by the Kentucky General Assembly for the Congressional Districts. The Association Procedures Manual contains the identity of these regions and the responsibilities of the Regional Directors.

Section E. SECTIONS. The Association shall consist of three sections: Managers and Assistants (Single Unit), Foodservice Administrators (Directors and Supervisors), and the Associate Industry Members.

1. MANAGERS AND ASSISTANTS (Single Unit) section representative shall be elected from the actively involved members in this section for a two year term.
2. FOODSERVICE ADMINISTRATORS (Directors and Supervisors) shall be represented by the elected chairman, serving a one-year term.
3. ASSOCIATE INDUSTRY MEMBERS shall be represented by the elected chairman of the Industry Advisory Council (IAC), serving a one-year term.

Section F. COMMITTEES AND ADVISORY BOARDS. Members and chairs shall be appointed by the President, subject to Board approval

1. STANDING COMMITTEES. There shall be the following standing committees, which shall report to the Board. Duties are defined in the Association Procedures Manual.
 - a) NOMINATING. This committee shall consist of the immediate past president who shall serve as chair. The section chairs shall serve as committee members.
 - b) PUBLIC POLICY AND LEGISLATION. This committee shall consist of a Chairman and the Regional Directors and may have members at large.
 - c) RESOLUTIONS AND BYLAWS.
 - d) NUTRITION. This committee shall include the Nutrition Advisory Committee (NAC) appointee.
 - e) EDUCATION & PROFESSIONAL GROWTH. This committee shall include the Certification appointee.
 - f) MEMBERSHIP SERVICES AND RECRUITMENT. This committee shall include the Affiliation appointee.
 - g) PUBLIC COMMUNICATIONS. This committee shall include the Advisor for Publications appointee.
 - h) CONFERENCE.
2. TERMS. Members shall serve rotating three (3) year terms.
3. ELIGIBILITY. Members of a committee shall be actively involved in Association activities.
4. ACTIVITIES. The committees shall implement strategies of the Plan of Action adopted by the Board. Committees shall meet as authorized by the Board and/or the call of the chair.

5. COMPOSITION. Committees shall have a minimum of three people unless otherwise defined in the bylaws.
6. AD HOC COMMITTEES. Special committees may be appointed by the President with approval of the Executive Committee.

Section G. ADVISORY BOARDS. The Association may have advisory boards, which shall report to the Board at the invitation of the President.

ARTICLE V

Officers & Other Leadership

Section A. ELECTED OFFICERS shall hold office until the end of the annual national conference. Candidates for state office shall have been active members for at least three years immediately preceding the nomination. (Roles and responsibilities for each office are defined in the Association Procedures Manual.) To be eligible a member shall:

- a. Have demonstrated leadership ability by serving on the Executive Board or on a committee.
 - b. Be employed in an eligible field at the time of nomination, and for the entire term of office, but not employed as a district director, supervisor, regional manager of a for-profit corporation above the school district level.
 - c. Maintain membership at the time of nomination and election. If a change in professional status occurs, the term of office shall be completed provided one year of the term has been completed.
 - d. Be allowed to hold office for more than one term but not more than two consecutive terms.
 - e. Be SNA certified or credentialed.
1. PRESIDENT shall be the chief executive officer and shall serve one year.
 2. PRESIDENT-ELECT shall serve for one year and succeed to the office of President at the end of the term or in the event of the President's death, resignation, or removal from office. The term of office begins at the end of the annual national conference.
 3. VICE PRESIDENT shall be elected annually and serve one year and succeed to the office of President-Elect at the end of the term or in the event of the death, resignation, or removal from office of the President or President-Elect. The term begins at the end of the annual national conference.
 4. SECRETARY shall be elected in even numbered years and shall serve for two years.
 5. TREASURER shall be elected in odd numbered years and shall serve for two years.

Section B. APPOINTED BOARD MEMBERS shall hold the position until the end of the annual national conference or annual state conference, as specified. Candidates for Regional Directors or Section Chairs shall be SNA certified or credentialed and have been active members for at least three years immediately preceding the appointment/election.

1. REGIONAL DIRECTORS shall be appointed for a two-year term; their place of residence and /or employment shall be in the respective region. Appointments shall be on the following school-term schedule, which ends June 30 of each year:
 - Odd year appointments shall be the odd numbered Congressional Districts

- Even year appointments shall be the even numbered Congressional Districts
- 2. SECTION CHAIRS shall represent the section for a period of one or two years:
 - Managers & Assistants (Single Unit) Section Chair shall be elected in the even year and serve a two year term.
 - The Directors and Supervisors Section Chair be elected each year and serve a one year term.
 - The Associate Industry Members Chair shall be elected each year and begin serving after the annual state conference for one year.

Section C. CONTRACT PERSONNEL may be employed under contract by the Board to perform tasks as directed by the Board and Executive Committee consistent with efficient and effective business practices.

Section D. ELECTION. Election of Association officers shall be conducted in a cost effective and efficient way. The Board shall determine time lines for balloting procedures and notification of candidates. (See the Association Procedures Manual for these procedures.)

Section E. REMOVAL FROM OFFICE. The Board shall establish policies and procedures for the removal from office. (See the Association Procedures Manual for the criteria.)

ARTICLE VI

Meetings

Section A. TYPE OF MEETING.

1. ANNUAL STATE CONFERENCE. There shall be an annual conference; the date and place shall be determined by the Board.
2. EXECUTIVE BOARD. The Board shall meet at least four times annually, at the call of the President or upon the request of a majority of the Board members.
3. EXECUTIVE COMMITTEE shall meet at the call of the President or at the request of a majority of the Executive Committee members.
4. SECTION MEETINGS may be held annually and at other times determined appropriate by the section chair with board approval.
5. LEGISLATIVE ACTION CONFERENCE may be held prior to or during the session of the Kentucky General Assembly. The time and place shall be determined by the Board.
6. LEADERSHIP SEMINAR & PLANNING CONFERENCE may be held annually at a time established by the Board.
7. A STRATEGIC PLANNING MEETING may be held at three-year intervals at the call of the President and approved by the Executive Board.
8. SPECIAL MEETINGS may be called by the President with the approval of the Board.

Section B. EXPENSES. The Board shall establish expenditures within budgetary restraints for staff and members on official Association business.

ARTICLE VII

Public Communications

Section A. THE CHALLENGER shall be the official publication of the Association, which shall be, published a minimum of two times annually.

Section B. The association shall maintain a website.

Section C. Other publications may be authorized by the Board within budgetary restraints.

ARTICLE VIII

Parliamentary Authority

Subject to the final ruling of the Presiding Officer, these Bylaws and meeting shall be governed by Robert's Rules of Order, latest revised edition. The President may appoint a Parliamentarian.

ARTICLE IX

Resolutions and Amendments

Section A. METHOD OF PROPOSAL - - BYLAW AMENDMENTS.

Amendments to these Bylaws shall be proposed in writing and mailed to the chair of the Resolutions/Bylaws Committee. Amendments may be adopted by a two-thirds vote of the membership returned. (The procedure for this function is in the Association Procedures Manual.)

Section B. METHOD OF PROPOSAL - - RESOLUTIONS.

Resolutions shall be proposed in writing with a copy sent to the Chair of the Resolution/Bylaws Committee. Adoption of proposed resolutions shall require a simple majority vote of the Board. (The procedure for this function is in the Association Procedures Manual.)

Resolutions that are in conflict with the Bylaws will not be presented for consideration.

ARTICLE X

Dissolution

In the event of dissolution or final liquidation of this Association, all of the remaining assets and property of the Association shall, after paying or making provision for the payment of all the liabilities and obligations of the Association and for necessary expenses therefore, be distributed to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as a non-profit organization benefiting school children as the Executive Board shall determine. In no event shall any of such assets or property be distributed to a member, director, or officer, or any private individual.

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These bylaws shall be effective upon approval of the membership in January 8, 2008. (January 4, 2008 Ballot deadline and March 14, 2008 approved vote accepted into the Board minutes.)

These bylaws shall be effective upon approval of the membership in December 2006. (December 4, 2006 Ballot deadline and December 8, 2006 approved vote accepted into the Board minutes.)

These bylaws shall be effective upon approval by the membership in April 2005. (April 15, 2005 Ballot deadline & June 20, 2005 approved vote accepted into the Board minutes.)

These Bylaws shall be effective upon approval by the membership in December 2003. (December 1, 2003 Ballot deadline & March 12, 2004 approved vote accepted into the Board minutes.)

These Bylaws shall be effective upon approval by the membership in December 1998. (December 4, 1998 Ballot deadline & December 11, 1998 approved vote accepted into the Board minutes.)

These Bylaws shall be effective upon approval of the membership in 1992. (Approved in December 1992) with amendments approved in December 1994.

Previous Bylaws have been adopted in 1956, September 1978, and March 1985 with changes made at intervals between these dates. Hd/92; 94; 98