



BYLAWS

OF

THE KENTUCKY SCHOOL

NUTRITION ASSOCIATION

Table of Contents

ARTICLE I – NAME	3
ARTICLE II – PURPOSE.....	3
ARTICLE III – MEMBERSHIP.....	3
ARTICLE IV –OFFICERS.....	4
ARTICLE V – MEETINGS	6
ARTICLE VI – AFFILIATE LOCAL CHAPTERS, REGIONS, SECTIONS.....	6
ARTICLE VII – EXECUTIVE BOARD AND EXECUTIVE COMMITTEE.....	7
ARTICLE VIII – PUBLICATIONS AND ELECTRONIC MEDIA.....	8
ARTICLE IX – PARLIAMENTARY AUTHORITY.....	9
ARTICLE X – AMENDMENTS AND RESOLUTIONS.....	9
ARTICLE XI - DISSOLUTION.....	9

1
2
3

BYLAWS OF THE KENTUCKY SCHOOL NUTRITION ASSOCIATION

4

ARTICLE I – NAME

5 The name of this association is the Kentucky School Nutrition Association (hereinafter referred
6 to as “Association” or “KSNA ”a 501 (c)(4) corporation chartered in the State of Kentucky. KSNA
7 is a chartered affiliate of the School Nutrition Association, Inc. (SNA) and bound by the SNA
8 state affiliate agreement and the SNA bylaws.
9

10

ARTICLE II – PURPOSE

11 The purpose of KSNA is to promote the optimal health, nutrition and education of all children by
12 supporting nutritionally adequate and educationally sound, financially accountable, nonprofit
13 child nutrition and school community nutrition programs and to support the mission and values
14 of the School Nutrition Association, Inc.

15

ARTICLE III – MEMBERSHIP

16

Section 1. Classes of Membership

17 Membership in the School Nutrition Association shall be a prerequisite to membership in KSNA
18 and in local affiliate chapters of KSNA. Membership shall consist of three classes: school
19 foodservice and nutrition, associate, and affiliate, or other SNA designated categories. When
20 chapter affiliates exist, school foodservice and nutrition, retired and student members shall also
21 be members of the chapter affiliate.
22

- 23 A. School foodservice and nutrition members shall consist of employees, managers,
24 supervisors/directors, and educators employed in eligible fields. Eligible fields shall be as
25 defined by SNA.:
26
- 27 B. Associate members shall consist of:
- 28 • Retired members;
 - 29 • Students enrolled in post-secondary school foodservice programs;
 - 30 • Industry individuals;
 - 31 • Corporations; and
 - 32 • Others committed to furthering the goals of the Association.
33

34

Section 2. Membership Dues

- 35 • Dues for all classes of membership, excluding Industry Partners, shall be the SNA dues
36 plus the state dues, and shall be remitted directly to SNA..
37 • Association Industry Partners shall pay KSNA Industry partnership fees at appropriate
38 designated levels as defined in Procedures.
39 • Termination of membership shall result from nonpayment of dues.
40 • Chapter dues shall be determined by the local chapter.
41 • Any change in state dues shall be changed by a majority vote of the Executive Board.

42 **Section 3. Membership Rights and Privileges**

43 All members shall be allowed to attend the meeting of the Executive Board as observers.

44 Additional membership rights are as follows:

45

46 • All school foodservice and nutrition members, and associate retired members whose
47 dues are currently paid, shall be entitled to vote for the election of officers and to vote on
48 any matter submitted to the voting membership. Qualifying industry partners shall be
49 entitled to vote for the election of the Industry Advisory Council Chair who will be the
50 Executive Board Representative.

51 • Members who cease to be employed in an eligible field may continue their membership
52 until their renewal date.

53 • Retired and international members shall not be eligible for nomination to state elected
54 office.

55 **ARTICLE IV – OFFICERS**

56

57 **Section 1. Elected Officers and Terms of Office**

58 The elected officers of the Association shall consist of President, President-Elect, Vice
59 President, and Secretary/Finance Officer. The President, President-Elect and Vice President
60 shall serve a one-year term. The secretary/finance officer shall be elected in odd numbered
61 years for a two year term. All elected terms of office begin at the end of the annual national SNA
62 conference.

63 The President, President-Elect, and Vice President shall be actively working and involved in the
64 school nutrition profession throughout the term.

65 **Section 2. Eligibility**

66 A school foodservice and nutrition member candidate for office must have held membership in
67 the Association for a minimum of three years immediately preceding nomination, and must have
68 demonstrated leadership ability by serving on the KSNA Executive Board, a standing KSNA
69 committee, or a local chapter board.

70

71 **Section 3. Responsibilities of Elected Officers**

72 **A. President**

73 The President shall be the chief spokesperson and represent the association in policy matters,
74 and direct the implementation of the plan of action. In addition, the President shall:

75 • Serve as chair of the Executive Board, Executive Committee, and on other association
76 committees as necessary;

77 • Appoint consultants and/or replace committee members/advisory boards with the
78 exception of the nominating committee, using board input as needed.

79 **B. President-Elect**

80 The President-Elect shall:

81 • Serve on the bylaws and resolutions committee and other committees as needed.

82 • Represent the association at the request of the President;

83 • Perform the duties of the President in the President's absence; and

84 • Succeed to the office of the President following installation at the annual conference or
85 in the event of the President's death, resignation, or removal from office. If filling a

86 vacancy in the office of President, the President-Elect shall then continue in service and
87 also serve the usual term as President the following year.

88 **C. Vice President**

89 The Vice President shall:

- 90 • Perform the duties of the President-Elect in the President-Elect's absence;
- 91 • Serve on committees as needed;
- 92 • Succeed to the office of President-Elect following official installation at the annual
93 conference or in the event of the President-Elect's death, resignation, or removal from
94 office. If filling a vacancy in the office of President-Elect, the Vice President shall then
95 continue in service and also serve the usual term as President-Elect the following year.

96

97 **D. Secretary/Finance Officer**

98 The secretary/finance officer shall:

- 99 • Monitor association funds, investments, and securities, including budget preparation and
100 official records keeping.
- 101 • Coordinate communications for the association; and
- 102 • Serve as a member of the leadership development committee and other committees as
103 needed.

104

105 **Section 4. Election of Officers**

106 Election of association officers shall be conducted in a cost effective and efficient way as
107 deemed by the Executive Board. The board shall determine timelines for balloting procedures
108 and notification of candidates.

109

110 **Section 5. Vacancies and Removal**

111 A. President -- in case of death, resignation or removal of the President, the President-Elect
112 shall succeed to the office of President for the remainder of the term, followed by the President-
113 Elect's original term had the vacancy not occurred.

114

115 B. President-Elect -- in case of death, resignation or removal of the President-Elect, the Vice
116 President shall succeed to the office of President-Elect for the remainder of the term, followed
117 by the President-Elect's original term had the vacancy not occurred.

118

119 C. Vice President -- in case of death, resignation or removal of the Vice President, the board
120 shall direct the leadership development committee to prepare candidate recommendations for
121 consideration and vote by the delegate assembly.

122

123 D. Secretary/Treasurer -- In the case of death, resignation or removal of the
124 secretary/treasurer, the board shall fill the vacancy for the remainder of the term, giving first
125 consideration to other candidates who were on the ballot for that office at the time of election. In
126 the event this candidate does not accept the appointment, the board will seek recommendations
127 for consideration and vote by the Executive Board.

128

129 E. Vacancies and Removal -- In the case of death, resignation or removal of an appointed
130 position, the Executive Board shall fill the vacancy for the remainder of the term as soon as
131 possible, either in person or by electronic or paper ballot vote. The President shall identify and
132 recruit eligible candidates for consideration and vote by the Executive Board.

133

134

ARTICLE V – MEETINGS

135 Section 1. Types of meetings

- 136 • Annual State Conference. There shall be an annual state conference; by voting of the
- 137 Executive Board with a quorum present the date and location shall be determined.
- 138 • Executive Board. The Executive Board shall meet at least annually, and at other times
- 139 determined by the President or Executive Committee.
- 140 • Executive Committee shall meet at the call of the President or at the request of a
- 141 majority of the Executive Committee members.
- 142 • Section Meetings may be held annually and at other times determined appropriate by
- 143 the section chair with board approval.
- 144 • Legislative Action Conference may be held prior to or during the session of the Kentucky
- 145 General Assembly. The time and place shall be determined by the board.
- 146 • Leadership Academy may be held annually at a time established by the Executive
- 147 Board.
- 148 • Manager’s Retreat may be held upon approval by the Executive Board.
- 149 • Special Meetings may be called by the President with the approval of the Executive
- 150 Board.
- 151 • Administrator’s Conference as approved by the Executive Board.

152

153 Section 2. Expenses

154 The Executive Board shall establish expenditures within budgetary restraints for staff and
155 members on official KSNA business.

156

157 **ARTICLE VI – AFFILIATE LOCAL CHAPTERS, REGIONS, SECTIONS**

158

159 Section 1. Chapter Affiliates

160 A county, a regional group or counties or school district may be chartered as a local chapter by
161 the Executive Board, provided these criteria for a charter as defined in the KSNA affiliation
162 Handbook are met:

- 163 • A chapter may establish separate membership dues.
- 164 • Chapter members shall hold membership in the state and national association.
- 165 • Each chapter affiliate shall adopt bylaws, which shall not be in conflict with the state
- 166 bylaws or the Nation Articles of Incorporation or Bylaws.
- 167 • Only members identified herein Article III, Section 1-A are eligible to serve as officers of
- 168 a local chapter.
- 169 • Each chapter shall adopt a Plan of Action consistent with the state and national Plan of
- 170 Action and submit report to KSNA as required in the KSNA procedure manual.

171

172 Section 2. Regions

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

176

177 Section 3. Sections

178 The Association shall consist of three sections: Managers and Employees (Single Unit), School
179 Nutrition Administrators (Directors and Supervisors), and the Associate Industry Members. The
180 Association shall elect the Managers/Employee Chair and the Administrators Chair. The
181 Industry Advisory Committee (IAC) shall elect their chair per IAC bylaws.

182 MANAGERS AND EMPLOYEES (Single Unit) section representative shall be elected from the
183 active members in this section for a two year term.

- 184 • SCHOOL NUTRITION ADMINISTRATORS (Directors and Supervisors) shall be elected
185 from the active members of this section, serving a one-year term.
- 186 • ASSOCIATE INDUSTRY MEMBERS shall be represented by the elected chairman of
187 the Industry Advisory Council (IAC), serving a one-year term.

188

189 **ARTICLE VII – EXECUTIVE BOARD AND EXECUTIVE COMMITTEE**

190

191 **Section 1. Composition**

192 The Executive Board shall be the governing and voting body of KSNA and shall consist of
193 twenty-one voting members. Member shall consist of President, President-Elect, Vice President,
194 Secretary/Finance Officer, Regional Directors for regions 1-6, Section chair for Manager’s &
195 Employees, Section chair for Administrators, Section chair for Industry, Public Policy chair,
196 Resolutions & Bylaws chair, Education chair, Membership Services chair, Communication chair,
197 Chapter President Representative, Industry Relations chair, and immediate past KSNA
198 President.

199 Nonvoting members shall consist of KDE representative, KDA representative, and Executive
200 Director.

201

202 **Section 2. Manner of Acting**

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

210

211 **Section 3. Quorum**

212 A majority of the voting Executive Board members present shall constitute a quorum.

213

214 **Section 4. Election and Terms of Office**

215 A. Industry Advisory Council Chair

216 The Industry Advisory Council Chair shall be elected by the industry members for a term of one
217 year, and may serve one additional consecutive term. The Industry Advisory Council Chair also
218 chairs the industry conference committee, and serves on or appoints an industry representative
219 to aid in preparation for the following events: annual conference, administrator’s conference,
220 and manager’s retreat.

221

222 B. Board Appointed Directors

223 The President submits recommendations to the Executive Board for approval of the following
224 chairs: education chair, membership services chair, public policy chair, resolutions and bylaws
225 chair and a state agency chair, the latter of whom shall serve in a nonvoting capacity. Each of
226 these defined positions shall be the chair of the named committee with at least 3 members per
227 committee.

228 1. Education Chair

229 The Education Chair shall be appointed for a two year term beginning in even numbered
230 years and may be re-appointed to one additional term.

231

- 232 2. Membership Services Chair
 233 The Membership Services Chair shall be appointed for a two year term beginning in odd
 234 numbered years and may be re-appointed to one additional term.
- 235 3. Public Policy Chair
 236 The Public Policy Chair shall be appointed for a term of two years beginning in odd
 237 numbered years and may be re-appointed to one additional term.
- 238
- 239 4. Resolutions and Bylaws Chair
 240 The Resolution and Bylaws Chair shall be appointed for a term of two years beginning in
 241 odd numbered years, and may be appointed for multiple successive terms as deemed by
 242 the Executive Board.
- 243
- 244 5. Exhibits Chair
 245 The Exhibits Chair shall be appointed for a term of one year and will coordinate exhibits at
 246 KSNA annual conference, ensure sponsor level goals are met, oversee industry
 247 participation at any KSNA sponsored event, and work with the Industry advisory council.
- 248
- 249 6. State Agency Representatives
 250 Any State Agency Representative shall be a nonvoting officer to serve as a liaison between
 251 the state agencies and KSNA.
- 252
- 253 7. Communication Chair
 254 The Communications Chair shall be appointed for a term of two years beginning in odd
 255 numbered years, and may be re-appointed to one additional term.
- 256
- 257 8. Leadership Development Chair
 258 The Leadership Development Chair shall be chaired by the immediate past KSNA President.
- 259
- 260

261 **Section 5. Executive Committee**

262 The Executive Committee acts between board meetings; proposes to the Board the
 263 administrative and management policies of Association business consistent with the actions and
 264 policies established by the Board; conducts all business referred to it by the Board and serves
 265 as the Finance Committee.

266

267 **A. COMPOSITION**

- 268 • Voting Members shall consist of the President, President-Elect, Vice President,
 269 Secretary/Finance Officer, Administrators Chair, and Managers and Employees Chair.
 - 270 • Nonvoting members shall be the Executive Director of the Association.
- 271

272 **Section 6. Contract Personnel**

273 Contract personnel may be employed under contract by the Board to perform tasks as directed
 274 by the Board and Executive Committee consistent with efficient and effective business
 275 practices.

276

277 **ARTICLE VIII – PUBLICATIONS AND ELECTRONIC MEDIA**

278

279 *School Nutrition*, produced by the School Nutrition Association, shall be the official publication of
 280 the association. The association will also have an official website. The Executive Board shall
 281 authorize other publications and electronic media and establish such procedures as are

282 necessary. All authorized distribution of information should be done within budgetary restraints.
283 KSNA will maintain a state publication which shall be produced a minimum of two times
284 annually.

ARTICLE IX – PARLIAMENTARY AUTHORITY

285 The eleventh edition of *Robert’s Rules of Order Newly Revised* shall govern this association in
286 all cases that are not otherwise provided for in the law, the articles of incorporation, bylaws or
287 adopted rules. When a new edition of the parliamentary authority is published, the board may,
288 by majority vote and after ensuring that they have familiarized themselves with the changes in
289 the new version, update the edition reference in the bylaws. Members shall be notified promptly
290 after the change is made.

ARTICLE X – AMENDMENTS AND RESOLUTIONS

Section 1. METHOD OF PROPOSAL - - BYLAW AMENDMENTS

294 Amendments to these Bylaws shall be proposed in writing and mailed to the chair of the
295 Resolutions/Bylaws Committee. Amendments to these bylaws shall be adopted by a two thirds
296 vote at any meeting of the Executive Board, provided that copies of the proposed amendments
297 have been sent to all members of the Executive Board at least thirty days prior to the annual
298 conference.
299

300 Proposed amendments to these bylaws shall be sent to SNA in accordance with the SNA state
301 affiliation agreement.
302

Section 2. METHOD OF PROPOSAL - - RESOLUTIONS

304 Resolutions shall be proposed in writing with a copy sent to the Resolutions and Bylaws chair.
305 Adoption of proposed resolutions shall require a simple majority vote of the Board. (The
306 procedure for this function is in the Association Procedures Manual.)
307

308 Resolutions that are in conflict with the Bylaws will not be presented for consideration.
309

ARTICLE XI – DISSOLUTION

312 In the event of dissolution or final liquidation of this Association, all of the remaining assets and
313 property of the Association shall, after paying or making provision for the payment of all the
314 liabilities and obligations of the Association and for necessary expenses therefore, be
315 distributed to such organization or organizations organized and operated exclusively for such
316 purposes as shall at the time qualify as a non-profit organization benefiting recipients of school
317 meals as the Executive Board shall determine. In no event shall any of such assets or property
318 be distributed to a member, director, or officer, or any private individual.
319