



**SCHOOL  
NUTRITION  
ASSOCIATION**  
NEW MEXICO

*Making the right food choices, together.*

**NEW MEXICO SCHOOL NUTRITION ASSOCIATION, INC.**

**June 2016**

**BYLAWS**

**ARTICLE I - NAME**

The name of this Association shall be the New Mexico School Nutrition Association, Inc., hereinafter called "Association". The Association is an affiliate of the School Nutrition Association hereinafter called "National Association".

**ARTICLE II - PURPOSE**

The purpose for which this Corporation is formed is to act as an organization not for profit and operated exclusively for purposes as described in Section 501(c) 4 of the Internal Revenue Code of 1986 and any subsequent amendments thereto and substitutions therefore, and in the course thereof, and subject thereto, to act as follows:

1. Promote the optimal 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 programs with emphasis on nutritious 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 State 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; and

39 9. Be affiliated with the National Association.  
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42 **ARTICLE III – MEMBERS**  
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44 **Section 1. Types of Membership**

45 A. Individual Membership: an individual membership is owned by an individual and  
46 is not transferable. Individual memberships include:

- 47 1. School foodservice and nutrition members who are employees, managers,  
48 supervisors/directors, or educators employed in eligible fields;
- 49 2. Associate members who are retired members, students enrolled in post-  
50 secondary school foodservice programs, industry individuals, corporations,  
51 and international child nutrition individuals, and others committed to furthering  
52 the goals of the Association;
- 53 3. Affiliate members, who are school foodservice employees working less than  
54 four hours per day who choose the option of being non-voting supporter  
55 members or retired members who choose the option of being non-voting  
56 supporter members.

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58 B. School District Owned Membership: school district owned memberships are  
59 owned by a school district and are transferable within either the individual school  
60 building or the school district, depending on the membership. School district  
61 memberships include:

- 62 1. Employees;
- 63 2. Managers;
- 64 3. Supervisors/directors; and
- 65 4. Educators employed in eligible fields.

66  
67 C. Eligible fields shall be defined as:

- 68 1. Persons employed at the preschool, school, school district, college, state, or  
69 federal levels in a food and nutrition program which serves meals;
- 70 2. Persons engaged in teaching or administration at the aforementioned levels;
- 71 3. Persons engaged in teaching present or potential school food service  
72 personnel;
- 73 4. Persons engaged in community nutrition programs; and
- 74 5. Persons employed by the Association.

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77 **ARTICLE IV - OFFICERS**

78 **Section 1. Elected Officers**

79 The elected officers shall be a president, president-elect, vice president, secretary and  
80 treasurer.

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82 **Section 2. Eligibility**

83 Candidates for officer's position shall have held membership in the Association for at  
84 least one year preceding the nominations. The member shall have served in at least

85 one appointed office on the Executive Board or appointed committee and attended one  
86 State Conference.

87

88 In addition, the following eligibility requirements apply:

89 A. President – The president shall:

- 90 • Have demonstrated leadership and interest in Association affairs;
- 91 • Be regularly employed in eligible field, but may not be employed as a district  
92 director, supervisor, regional manager or corporate officer of a for-profit  
93 organization;
- 94 • Be a SNA certified member;
- 95 • Fill the position of president for a one-year term only; and
- 96 • Retain active membership at the time of nomination and election. If a change  
97 in status occurs, he or she shall complete the term of office provided one year  
98 of the term has been completed.

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100 B. Vice President – The vice president shall:

- 101 • Have previous service on the Executive Board or standing committee; and
- 102 • Have served on the association executive board within the past 3 years or  
103 have served on a standing committee.

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### 105 Section 3. Terms of Office

106 All terms of office shall begin July 1<sup>st</sup>. The president-elect shall serve for one year  
107 followed by one year as president. The vice president shall be elected annually for a  
108 one year term followed by one year as president elect and one year as president. The  
109 secretary shall be elected in even numbered years for a two year term, and the  
110 treasurer shall be elected in odd numbered years for a two year term.

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### 112 Section 5. Election

113 Election of the officers of the Association shall be by ballot at the annual Association's  
114 Conference. Ballots must be canvassed by the procedures established in the  
115 Association in the standing rules.

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### 117 Section 6. Removal

118 Any elected officer who is found in violation of conditions required for election, a breach  
119 of fundamental principles or rules of the Association, or failing to work under the  
120 framework of the Association may be removed from office. The Executive Board, upon  
121 receipt of charges shall investigate the charges, hold a hearing and render a decision.

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## **ARTICLE V - MEETINGS**

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### 126 Section 1. Types of Meetings

127 A. State Conference –

- 128 1. There shall be an annual State Conference, the date and place of which shall  
129 be determined by the Executive Board.
- 130 2. All proposed resolutions to be considered at the State Conference shall be

131 submitted to the Chair of the Resolution and Bylaws committee in writing  
132 ninety (90) calendar days prior to the state conference. Adoption of proposed  
133 resolutions shall require a majority vote. Resolutions which are in conflict with  
134 the Bylaws shall not be presented to the Association.

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136 B. Legislative Conference – A legislative conference may be held to evaluate  
137 legislative needs and plan strategies for legislative activities.

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139 C. Special Meetings – Special meetings and seminars may be called or approved  
140 by the Executive Board.

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## **ARTICLE VI – EXECUTIVE BOARD**

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### **Section 1. Composition**

145 There shall be an executive board composed of the President, President Elect, Vice  
146 President, Secretary, Treasurer, Regional Chair Persons, Immediate Past President,  
147 Standing Committee Chairs, Industry representative. Ex-officio members will be New  
148 Mexico Student Nutrition Bureau Director, FANS Food Distribution Manager, CYFD  
149 Family Nutrition Bureau representative and Association paid staff members.

150

### **Section 2. Voting**

151 The following members are eligible to vote: Executive Committee, Regional Chairs,  
152 Standing Committee Chairs and an Industry Member. All executive board members will  
153 abstain from voting when it involves a conflict of interest. Ex-officio or honorary  
154 members are not allowed a vote, except that if ex-officio members serve as a chair on a  
155 committee, they shall be eligible to vote.

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### **Section 3. Responsibilities**

157 The Executive Board shall be the legislative, governing and the executive body of the  
158 Association. It shall formulate the philosophies and goals under which the affairs of the  
159 Association are managed. The Executive Board shall formulate/adopt policies, adopt  
160 the annual budget, review reports, resolutions and amendments to the Articles of  
161 Incorporation, Bylaws and Standing Rules, conduct, manage the affairs and have all  
162 other powers and duties specifically provided to it by Articles of Incorporation and  
163 Bylaws which are necessary to achieve the objective not specifically delegated to other  
164 agents or agencies of the Articles of Incorporation or Bylaws.

165

166 The executive board shall:

- 167 1. Formulate and adopt policies and strategic goals of the Association;
- 168 2. Direct the affairs of the Association in accordance with the adopted Strategic  
169 Plan, general policies and goals;
- 170 3. Make recommendations to the Executive Board;
- 171 4. Review the reports of each member of the Executive Board;
- 172 5. Approve all proposed resolutions and amendments to the Bylaws for approval  
173 and vote by the NMSNA membership;

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- 177 6. Approve all amendments to the Standing Rules consistent with the Articles of  
178 Incorporation and Bylaws for the management of the Association's business  
179 affairs;
- 180 7. Direct Association affairs in accordance with the philosophies, general policies,  
181 procedures and goals adopted by the Association;
- 182 8. Consider recommendations made by the Association;
- 183 9. Appoint persons to act for the Association and defines their specific  
184 responsibilities;
- 185 10. Adopt the annual budget including, but not limited to, budgets for all state  
186 meetings;
- 187 11. Manage and direct all financial affairs;
- 188 12. Adopt the audit of Association financial records;
- 189 13. Authorize persons to sign checks, contracts, and other documents for  
190 the Association;
- 191 14. Approve all committee appointments;
- 192 15. Fill vacancies of unexpired terms of Executive Board members, unless otherwise  
193 specified;
- 194 16. Review and approve the program for all state Conferences and seminars.
- 195 17. Adopt a Strategic Plan of Action;
- 196 18. Adopt a Plan of Action for the ensuing year during the Fall Executive Board  
197 meeting;
- 198 19. Recommend positions and policies to the Association;
- 199 20. Provide leadership in working with allied association and groups which share a  
200 similar purpose;
- 201 21. Employ an attorney(s) as/or when deemed necessary;
- 202 22. Appoint any person with such powers and upon such terms as it may deem fit, to  
203 be the fiscal agent of the Association and to arrange for bonding as it may deem  
204 necessary;
- 205 23. Invest monies of the Association;
- 206 24. Authorize the Treasurer and executive secretary who must be bonded, on the  
207 Association's behalf, sign bills, notes, receipts, acceptances, endorsements,  
208 checks, release contracts and other documents.
- 209 25. Be responsible for the management of the Association's affairs
- 210 26. Decide upon questions of cooperation with other educational organizations;
- 211 27. Review and approve the plans and program of work for all committees;
- 212 28. Confirm a member to fill any and all vacancies of unexpired terms of elected  
213 officers or those officers unable to perform their duties;
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- 215 29. The Executive Board shall set limits/procedures within budgetary restraints for  
216 reimbursement for expenditures by the Association members who travel on  
217 official Association business.
- 218 30. Review the job performance of the Executive Secretary, ROADRUNNER Editor,  
219 and Processor prior to October 1st.

#### 220 Section 4. Meetings

221 A minimum of three (3) Executive Board meetings will be held annually. All officers and  
222 committee chairs shall submit written or email reports to the secretary. The Executive

223 Board shall meet before and after the annual State Conference, at the call of the  
224 President, or upon the request of fifty (50) percent plus one (1) voting members of the  
225 Executive Board. A quorum shall be a majority of the voting Executive Board members.  
226

227 Section 5. Executive Committee

- 228 A. The executive committee shall be composed of the President as chair, President  
229 Elect, Vice President, Secretary, and Treasurer. The Executive Secretary shall  
230 be a non-voting member. A majority of the executive committee members (3)  
231 shall constitute a quorum.  
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- 233 B. The Executive Committee shall meet at the call of the President or at the request of  
234 four members of the Executive Committee. .  
235
- 236 C. The executive committee shall:  
237 1. Propose to the Executive Board the administrative and management policies of  
238 the Association business consistent with the actions and policies established by  
239 the Executive Board and the Association;  
240 2. Conduct all business referred to it by the Association;  
241 3. Act, when time does not practically permit a meeting of the entire Executive  
242 Board, as determined by the President;  
243 4. Report all action taken to the Executive Board; and  
244 5. Conduct monthly conference calls.  
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247 **ARTICLE VII – COMPONENTS**  
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249 Section 1. Regions

250 The state shall be divided into 5 regions in accordance with the standing rules. Regional  
251 Chairpersons shall be appointed by the President from members of the regions, for a  
252 term of two years.  
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254 Section 2. Committees

255 Each standing committee shall have an appointed chair. Standing Committees are  
256 identified in the Standing Rules. Special committees and/or advisory boards shall be  
257 appointed by the President with the approval of the Executive Board, for a term of two  
258 years, with the exception of the conference committee. Each committee chair shall be  
259 responsible for recruiting members to serve on their committee.  
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262 **ARTICLE VIII – PUBLICATIONS**  
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- 264 A. The *School Nutrition* magazine shall be the official publication of the National  
265 Association.  
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- 267 B. The *Journal of Child Nutrition & Management* shall be the preferred research  
268 journal of the National Association.

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270 C. The *ROADRUNNER* shall be the official publication of the Association.  
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273 **ARTICLE IX – PARLIAMENTARY AUTHORITY**  
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275 The rules contained in the eleventh edition of *Robert’s Rules of Order Newly Revised*  
276 shall govern this association in all parliamentary situations that are not otherwise  
277 provided for in the law, the articles of incorporation, bylaws or adopted rules.  
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279 The chair of the bylaws committee shall serve as the parliamentarian.  
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282 **ARTICLE X – AMENDMENT**  
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284 These bylaws may be amended provided all of the following conditions are met:  
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286 A. Amendments to Association Bylaws shall be proposed in writing no later than  
287 thirty (30) calendar days prior to state conference in any one of the following  
288 ways:

- 289 1. By an official request of a chapter affiliate;
- 290 2. By a majority vote of the Executive Board;
- 291 3. By an official request of an association committee; or
- 292 4. By written petition signed by ten percent (10%) of the membership.  
293

294 B. The Chair of the Resolution and Bylaws Committee must receive the proposed  
295 amendments in writing postmarked on or before thirty (30) calendar days prior to  
296 state conference to be voted on at the State Conference of the subsequent year.  
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298 C. Notice of proposed amendments will be provided to NMSNA members via the  
299 *ROADRUNNER* Publication, Association website and/or by e-mail once they are  
300 voted on and approved by the Executive Board. Detailed copies of proposed  
301 amendments may be obtained from the Resolutions and Bylaw Chair.  
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303 D. Amendments to Bylaws shall require a two-thirds (2/3) vote at the annual  
304 meeting of the Association.  
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307 **ARTICLE XI – DISSOLUTION**  
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309 Should dissolution of the Association become necessary, it shall be dissolved in  
310 accordance with Article VII of the Articles of Incorporation.