



Feeding Bodies. Fueling Minds.™

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**NEW MEXICO SCHOOL NUTRITION ASSOCIATION, INC.
June 2018
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

37 9. Be affiliated with the National Association.
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40 **ARTICLE III – MEMBERS**

41 42 **Section 1. Types of Membership**

- 43 A. Individual Membership: an individual membership is owned by an individual and
44 is not transferable. Individual memberships include:
- 45 1. School foodservice and nutrition members who are employees, managers,
46 supervisors/directors, or educators employed in eligible fields;
 - 47 2. Associate members who are retired members, students enrolled in post-
48 secondary school foodservice programs, industry individuals, corporations,
49 and international child nutrition individuals, and others committed to furthering
50 the goals of the Association;
 - 51 3. Affiliate members, who are school foodservice employees working less than
52 four hours per day who choose the option of being non-voting supporter
53 members or retired members who choose the option of being non-voting
54 supporter members.
55
- 56 B. School District Owned Membership: school district owned memberships are
57 owned by a school district and are transferable within either the individual school
58 building or the school district, depending on the membership. School district
59 memberships include:
- 60 1. Employees;
 - 61 2. Managers;
 - 62 3. Supervisors/directors; and
 - 63 4. Educators employed in eligible fields.
64
- 65 C. Eligible fields shall be defined as:
- 66 1. Persons employed at the preschool, school, school district, college, state, or
67 federal levels in a food and nutrition program which serves meals in the state
68 of NM.
 - 69 2. Persons engaged in teaching or administration at the aforementioned levels;
 - 70 3. Persons engaged in teaching present or potential school food service
71 personnel;
 - 72 4. Persons engaged in community nutrition programs; and
 - 73 5. Persons employed by the Association.
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76 **ARTICLE IV - OFFICERS**

77 **Section 1. Elected Officers**

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

81 **Section 2. Eligibility**

82 Candidates for officer's position shall have held membership in the Association for at

83 least one year preceding the nominations. The member shall have served in at least
84 one appointed office on the Executive Board or appointed committee and attended one
85 State Conference. Must live in NM.

86
87 In addition, the following eligibility requirements apply:

88 A. President – The president shall:

- 89 • Have demonstrated leadership and interest in Association affairs;
- 90 • Be regularly employed in eligible field, as a district director, supervisor,
91 regional manager or corporate officer.
- 92 • Be a SNA certified member;
- 93 • Fill the position of president for a one-year term only; and
- 94 • Retain active membership at the time of nomination and election. If a change
95 in status occurs, he or she shall complete the term of office provided one year
96 of the term has been completed.

97
98 B. Vice President – The vice president shall:

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

102 103 Section 3. Terms of Office

104 All terms of office and executive board shall begin upon installation of new officers. The
105 president-elect shall serve for one year followed by one year as president. The vice
106 president shall be elected annually for a one year term followed by one year as
107 president elect and one year as president. The secretary shall be elected in even
108 numbered years for a two year term, and the treasurer shall be elected in odd
109 numbered years for a two year term.

110 111 Section 5. Election

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

115 116 Section 6. Removal

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

121 122 123 124 **ARTICLE V - MEETINGS**

125 126 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.
- 135
- 136 B. Legislative Conference – A legislative conference may be held to evaluate
- 137 legislative needs and plan strategies for legislative activities.
- 138
- 139 C. Special Meetings – Special meetings and seminars may be called or approved
- 140 by the Executive Board.
- 141
- 142

143 **ARTICLE VI – EXECUTIVE BOARD**

144 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

151 Section 2. Voting

152 The following members are eligible to vote: Executive Committee, Regional Chairs,

153 Standing Committee Chairs and an Industry Member. All executive board members will

154 abstain from voting when it involves a conflict of interest. Ex-officio or honorary

155 members are not allowed a vote, except that if ex-officio members serve as a chair on a

156 committee, they shall be eligible to vote.

157

158 Section 3. Responsibilities

159 The Executive Board shall be the legislative, governing and the executive body of the

160 Association. It shall formulate the philosophies and goals under which the affairs of the

161 Association are managed. The Executive Board shall formulate/adopt policies, adopt

162 the annual budget, review reports, resolutions and amendments to the Articles of

163 Incorporation, Bylaws and Standing Rules, conduct, manage the affairs and have all

164 other powers and duties specifically provided to it by Articles of Incorporation and

165 Bylaws which are necessary to achieve the objective not specifically delegated to other

166 agents or agencies of the Articles of Incorporation or Bylaws.

167 The executive board shall:

- 168 1. Formulate and adopt policies and strategic goals of the Association;
- 169 2. Direct the affairs of the Association in accordance with the adopted Strategic
- 170 Plan, general policies and goals;
- 171 3. Make recommendations to the Executive Board;
- 172 4. Review the reports of each member of the Executive Board;
- 173 5. Approve all proposed resolutions and amendments to the Bylaws for approval
- 174

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

218 Section 4. Meetings

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

221 Board shall meet before and after the annual State Conference, at the call of the
222 President, or upon the request of fifty (50) percent plus one (1) voting members of the
223 Executive Board.

224

225 Section 5. Executive Committee

226 A. The executive committee shall be composed of the President as chair, President
227 Elect, Vice President, Secretary, and Treasurer. The Executive Secretary shall
228 be a non-voting member. A majority of the executive committee members (3)
229 shall constitute a quorum.

230

231 B. The Executive Committee shall meet at the call of the President or at the request of
232 four members of the Executive Committee.

233

234 C. The executive committee shall:

235 1. Propose to the Executive Board the administrative and management policies of
236 the Association business consistent with the actions and policies established by
237 the Executive Board and the Association;

238 2. Conduct all business referred to it by the Association;

239 3. Act, when time does not practically permit a meeting of the entire Executive
240 Board, as determined by the President;

241 4. Report all action taken to the Executive Board; and

242 5. Conduct monthly conference calls.

243

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245

ARTICLE VII – COMPONENTS

246

247 Section 1. Regions

248 The state shall be divided into 5 regions in accordance with the standing rules. Regional
249 Chairpersons shall be appointed by the President from members of the regions, for a
250 term of two years.

251

252 Section 2. Committees

253 Each standing committee shall have an appointed chair. Standing Committees are
254 identified in the Standing Rules. Special committees and/or advisory boards shall be
255 appointed by the President with the approval of the Executive Board, for a term of two
256 years, with the exception of the conference committee. Each committee chair shall be
257 responsible for recruiting members to serve on their committee.

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ARTICLE VIII – PUBLICATIONS

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262 A. The *School Nutrition* magazine shall be the official publication of the National
263 Association.

264

265 B. The *Journal of Child Nutrition & Management* shall be the preferred research
266 journal of the National Association.

267
268 C. The *ROADRUNNER* shall be the official publication of the Association.
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271 **ARTICLE IX – PARLIAMENTARY AUTHORITY**
272

273 The rules contained in the eleventh edition of *Robert's Rules of Order Newly Revised*
274 shall govern this association in all parliamentary situations that are not otherwise
275 provided for in the law, the articles of incorporation, bylaws or adopted rules.
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277 The chair of the bylaws committee shall serve as the parliamentarian.
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280 **ARTICLE X – AMENDMENT**
281

282 These bylaws may be amended provided all of the following conditions are met:
283

284 A. Amendments to Association Bylaws shall be proposed in writing no later than
285 thirty (30) calendar days prior to state conference in any one of the following
286 ways:

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

292 B. The Chair of the Resolution and Bylaws Committee must receive the proposed
293 amendments in writing postmarked on or before thirty (30) calendar days prior to
294 state conference to be voted on at the State Conference of the subsequent year.
295

296 C. Notice of proposed amendments will be provided to NMSNA members via the
297 *ROADRUNNER* Publication, Association website and/or by e-mail once they are
298 voted on and approved by the Executive Board. Detailed copies of proposed
299 amendments may be obtained from the Resolutions and Bylaw Chair.
300

301 D. Amendments to Bylaws shall require a two-thirds (2/3) vote at the annual
302 meeting of the Association.
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305 **ARTICLE XI – DISSOLUTION**
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307 Should dissolution of the Association become necessary, it shall be dissolved in
308 accordance with Article VII of the Articles of Incorporation.