



Feeding Bodies. Fueling Minds.™

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2 **NEW MEXICO SCHOOL NUTRITION ASSOCIATION, INC.**
3 **June 2017**
4 **BYLAWS**

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7 **ARTICLE I - NAME**
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9 The name of this Association shall be the New Mexico School Nutrition Association,
10 Inc., hereinafter called "Association", a 501(c)(6) corporation chartered in the state of
11 New Mexico- The Association is an affiliate of the School Nutrition Association
12 hereinafter called "National Association", -and bound by the SNA State Affiliate
13 Agreement and the SNA bylaws.

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16 **ARTICLE II - PURPOSE**
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18 The purpose for which this Corporation is formed is to act as an organization not for
19 profit and operated exclusively for purposes as described in Section 501(c) 4 of the
20 Internal Revenue Code of 1986 and any subsequent amendments thereto and
21 substitutions therefore, and in the course thereof, and subject thereto, to act as follows:
22 1. Promote the optimal health, nutrition and education of all children by supporting
23 nutritionally adequate and educationally sound, financially accountable, nonprofit
24 child nutrition and school community nutrition programs;
25 2. Promote high standards of child nutrition and school community programs with
26 emphasis on nutritious meals that are appealing to children;
27 3. Promote united efforts between school personnel, allied organizations, industry
28 and the public to assure every child an opportunity to receive the benefits of the
29 child nutrition and nutrition education programs;
30 4. Promote high standards and provide appropriate educational programs,
31 incentives and recognition for professional development of child nutrition
32 personnel;
33 5. Promote research and development in child nutrition programs;
34 6. Promote the establishment of a State Nutrition Policy and legislation which
35 provides optimal nutrition and nutrition education for children;
36 7. Promote the involvement of students and the school community in child nutrition

- 37 programs;
- 38 8. Promote membership and provide services to members; and
- 39 9. To support the mission and values of the School Nutrition Association, Inc.
- 40 ~~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.
- 57
- 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 as defined by SNA.

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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 in the state~~
- 70 ~~of NM.~~

71 CD. Dues

- 72 1. Dues for the New Mexico School Nutrition Association and SNA shall be
- 73 remitted directly to SNA.

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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.

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81 Section 2. Eligibility

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

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

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87 In addition, the following eligibility requirements apply:

88 A. President and President-Elect – The president and president-elect 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 • Be actively working and involved in the school nutrition profession throughout
95 the term. Retain active membership at the time of nomination and election. If
96 a change in status occurs, he or she shall complete the term of office
97 provided one year of the term has been completed.

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99 B. Vice President – The vice president shall:

- 100 • Have previous service on the Executive Board or standing committee; ~~and~~
- 101 • Have served on the association executive board within the past 3 years or
102 have served on a standing committee; and
- 103 • Be actively working and involved in the school nutrition profession throughout
104 the term.

105 Section 3. Terms of Office

106 All terms of office and executive board shall begin upon installation of new officers. The
107 president-elect shall serve for one year followed by one year as president. The vice
108 president shall be elected annually for a one year term followed by one year as
109 president elect and one year as president. The secretary shall be elected in even
110 numbered years for a two year term, and the treasurer shall be elected in odd
111 numbered years for a two year term.
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113 Section 5. Election

114 Election of the officers of the Association shall be by ballot at the annual Association's
115 Conference. Ballots must be canvassed by the procedures established in the
116 Association in the standing rules.
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118 Section 6. Removal

119 Any elected officer who is found in violation of conditions required for election, a breach
120 of fundamental principles or rules of the Association, or failing to work under the
121 framework of the Association may be removed from office. The Executive Board, upon
122 receipt of charges shall investigate the charges, hold a hearing at which the accused
123 director may appear and present a defense. The and render a decision of the Executive
124 Board shall be final.
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129 **ARTICLE V - MEETINGS**

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131 **Section 1. Types of Meetings**

132 A. State Conference –

- 133 1. There shall be an annual State Conference, the date and place of which shall
134 be determined by the Executive Board.
135 2. All proposed resolutions to be considered at the State Conference shall be
136 submitted to the Chair of the Resolution and Bylaws committee in writing
137 ninety (90) calendar days prior to the state conference. Adoption of proposed
138 resolutions shall require a majority vote. Resolutions which are in conflict with
139 the Bylaws shall not be presented to the Association.

140
141 B. Legislative Conference – A legislative conference may be held to evaluate
142 legislative needs and plan strategies for legislative activities.

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

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147 **Section 2. Notice**

148 **Notice of meetings may be given by electronic means as allowed by law.**

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151 **ARTICLE VI – EXECUTIVE BOARD**

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153 **Section 1. Composition**

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

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160 **Section 2. Voting**

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

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167 **Section 3. Responsibilities**

168 The Executive Board shall be the legislative, governing and the executive body of the
169 Association. It shall formulate the philosophies and goals under which the affairs of the
170 Association are managed. The Executive Board shall formulate/adopt policies, adopt
171 the annual budget, review reports, resolutions and amendments to the Articles of
172 Incorporation, Bylaws and Standing Rules, conduct, manage the affairs and have all
173 other powers and duties specifically provided to it by Articles of Incorporation and
174 Bylaws which are necessary to achieve the objective not specifically delegated to other

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

- 221 29. The Executive Board shall set limits/procedures within budgetary restraints for
222 reimbursement for expenditures by the Association members who travel on
223 official Association business.
224 30. Review the job performance of the Executive Secretary, ROADRUNNER Editor,
225 and Processor prior to October 1st.
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227 Section 4. Meetings

228 A minimum of three (3) Executive Board meetings will be held annually, one of which
229 shall be designated as the annual meeting. All officers and committee chairs shall
230 submit written or email reports to the secretary. The Executive Board shall meet before
231 and after the annual State Conference, at the call of the President, or upon the request
232 of fifty (50) percent plus one (1) voting members of the Executive Board.
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234 Section 5. Executive Committee

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

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

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

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ARTICLE VIII – PUBLICATIONS

- A. The *School Nutrition* magazine shall be the official publication of the National Association.
- B. The *Journal of Child Nutrition & Management* shall be the preferred research journal of the National Association.
- C. The *ROADRUNNER* shall be the official publication of the Association.

ARTICLE IX – 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.~~

~~The rules contained in the eleventh edition of *Robert's Rules of Order Newly Revised* shall govern this association in all parliamentary situations that are not otherwise provided for in the law, the articles of incorporation, bylaws or adopted rules.~~

The chair of the bylaws committee shall serve as the parliamentarian.

ARTICLE X – AMENDMENT

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

- A. ~~Proposed amendments to these bylaws shall be sent to SNA in accordance with the SNA State Affiliation Agreement.~~
- B. Amendments to Association Bylaws shall be proposed in writing no later than thirty (30) calendar days prior to state conference in any one of the following ways:
 1. By an official request of a chapter affiliate;
 2. By a majority vote of the Executive Board;
 3. By an official request of an association committee; or
 4. By written petition signed by ten percent (10%) of the membership.

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

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315 **DC.** Notice of proposed amendments will be provided to NMSNA members via the
316 ROADRUNNER Publication, Association website and/or by e-mail once they are
317 voted on and approved by the Executive Board. Detailed copies of proposed
318 amendments may be obtained from the Resolutions and Bylaw Chair.

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320 **ED.** Amendments to Bylaws shall require a two-thirds (2/3) vote at the annual
321 meeting of the Association.

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323 **ARTICLE XI – DISSOLUTION**

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326 Should dissolution of the Association become necessary, it shall be dissolved in
327 accordance with Article VII of the Articles of Incorporation.