



Feeding Bodies. Fueling Minds.™

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NEW MEXICO SCHOOL NUTRITION ASSOCIATION, INC.

June 2019

BYLAWS

ARTICLE I - NAME

The name of this Association shall be the New Mexico School Nutrition Association, Inc., hereinafter called "Association", a 501(c)(6) corporation chartered in the state of New Mexico. The Association is an affiliate of the School Nutrition Association hereinafter called "National Association", and bound by the SNA State Affiliate Agreement and the SNA bylaws.

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;

- 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.

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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
- 66 C. Dues
 - 67 1. Dues for the New Mexico School Nutrition Association and SNA shall be
68 remitted directly to SNA.

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71 **ARTICLE IV - OFFICERS**

72 **Section 1. Elected Officers**

73 The elected officers shall be a president, president-elect, vice president, secretary and
74 treasurer.

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76 **Section 2. Eligibility**

77 Candidates for officer's positions shall have held membership in the Association for at
78 least one year preceding the nominations, shall have served in at least one appointed
79 office on the Executive Board or appointed committee, have attended one State
80 Conference, and must live in New Mexico.

82 In addition, the following eligibility requirements apply:

83 A. President and President-Elect – The president and president-elect shall:

- 84 • Have demonstrated leadership and interest in Association affairs;
- 85 • Be regularly employed in eligible field, as a district director, supervisor,
- 86 regional manager or corporate officer.
- 87 • Be a SNA certified member;
- 88 • Fill the position of president for a one-year term only; and
- 89 • Be actively working and involved in the school nutrition profession throughout
- 90 the term.

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92 B. Vice President – The vice president shall:

- 93 • Have previous service on the Executive Board or standing committee;
- 94 • Have served on the association executive board within the past 3 years or
- 95 have served on a standing committee; and
- 96 • Be actively working and involved in the school nutrition profession throughout
- 97 the term.

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99 Section 3. Terms of Office

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

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107 Section 5. Election

108 Election of the officers of the Association shall be by ballot at the annual Association's
109 Conference. Ballots must be canvassed by the procedures established in the
110 Association in the standing rules.

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112 Section 6. Removal

113 Any elected officer who is found in violation of conditions required for election, a breach
114 of fundamental principles or rules of the Association, or failing to work under the
115 framework of the Association may be removed from office. The Executive Board, upon
116 receipt of charges shall investigate the charges, hold a hearing at which the accused
117 director may appear and present a defense. The decision of the Executive Board shall
118 be final.

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125 **ARTICLE V - MEETINGS**

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127 Section 1. Types of Meetings

- 128 A. State Conference –
129 1. There shall be an annual State Conference, the date and place of which shall
130 be determined by the Executive Board.
131 2. All proposed resolutions to be considered at the State Conference shall be
132 submitted to the Chair of the Resolution and Bylaws committee in writing
133 ninety (90) calendar days prior to the state conference. Adoption of proposed
134 resolutions shall require a majority vote. Resolutions which are in conflict with
135 the Bylaws shall not be presented to the Association.
136
137 B. Legislative Conference – A legislative conference may be held to evaluate
138 legislative needs and plan strategies for legislative activities.
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140 C. Special Meetings – Special meetings and seminars may be called or approved
141 by the Executive Board.
142

143 Section 2. Notice

144 Notice of meetings may be given by electronic means as allowed by law.
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147 **ARTICLE VI – EXECUTIVE BOARD**
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149 Section 1. Composition

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

156 Section 2. Voting

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

163 Section 3. Responsibilities

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

172 The executive board shall:

- 173 1. Formulate and adopt policies and strategic goals of the Association;

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

220 30. Review the job performance of the **Executive Secretary**, ROADRUNNER Editor,
221 and Processor prior to October 1st.
222

223 Section 4. Meetings

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

230 Section 5. Executive Committee

231 A. The executive committee shall be composed of the President as chair, President
232 Elect, Vice President, Secretary, and Treasurer. The **Executive Secretary** shall
233 be a non-voting member. A majority of the executive committee members (3)
234 shall constitute a quorum.
235

236 B. The Executive Committee shall meet at the call of the President or at the request of
237 four members of the Executive Committee.
238

239 C. The executive committee shall:

- 240 1. Propose to the Executive Board the administrative and management policies of
241 the Association business consistent with the actions and policies established by
242 the Executive Board and the Association;
- 243 2. Conduct all business referred to it by the Association;
- 244 3. Act, when time does not practically permit a meeting of the entire Executive
245 Board, as determined by the President;
- 246 4. Report all action taken to the Executive Board; and
- 247 5. Conduct monthly conference calls.
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250 **ARTICLE VII – COMPONENTS**
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252 Section 1. Regions

253 The state shall be divided into 5 regions in accordance with the standing rules. Regional
254 Chairpersons shall be appointed by the President from members of the regions, for a
255 term of two years.
256

257 Section 2. Committees

258 Each standing committee shall have an appointed chair. Standing Committees are
259 identified in the Standing Rules. Special committees and/or advisory boards shall be
260 appointed by the President with the approval of the Executive Board, for a term of two
261 years, with the exception of the conference committee. Each committee chair shall be
262 responsible for recruiting members to serve on their committee.
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264 **ARTICLE VIII – PUBLICATIONS**
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A. The *School Nutrition* magazine shall be the official publication of the National

266 Association.

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

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271 C. The *ROADRUNNER* shall be the official publication of the Association.

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ARTICLE IX – PARLIAMENTARY AUTHORITY

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

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

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ARTICLE X – AMENDMENT

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

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290 A. Proposed amendments to these bylaws shall be sent to SNA in accordance with
291 the SNA State Affiliation Agreement.

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293 B. Amendments to Association Bylaws shall be proposed in writing no later than
294 thirty (30) calendar days prior to state conference in any one of the following
295 ways:

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

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ARTICLE XI – DISSOLUTION

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