

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

**~~June 2019~~ will insert month of adoption- 2020 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;

7. Promote the involvement of students and the school community in child nutrition programs;

8. Promote membership and provide services to members; and

9. To support the mission and values of the School Nutrition Association, Inc.

**ARTICLE III – MEMBERS**

Section1. Types of Membership

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

 1. School foodservice and nutrition members who are employees, managers, supervisors/directors, or educators employed in eligible fields;

 2. Associate members who are retired members, students enrolled in post-secondary school foodservice programs, industry individuals, corporations, and international child nutrition individuals, and others committed to furthering the goals of the Association;

 3. Affiliate members, who are school foodservice employees working less than four hours per day who choose the option of being non-voting supporter members or retired members who choose the option of being non-voting supporter members.

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

 1. Employees;

 2. Managers;

 3. Supervisors/directors; and

 4. Educators employed in eligible fields

 C. Dues

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

**ARTICLE IV - OFFICERS**

Section 1. Elected Officers

The Elected Officers shall be a President, President-Elect, Vice President, Secretary and Treasurer.

Section 2. Eligibility

Candidates for Officer’s positions shall have held membership in the Association for at least one year preceding the nominations, shall have served in at least one appointed office on the Executive Board or appointed Committee, have attended one State Conference, and must live in New Mexico.

In addition, the following eligibility requirements apply:

 A. President and President-Elect – The President and President-Elect shall:

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

 B. Vice President – The Vice President shall:

* Have previous service on the Executive Board or Standing Committee;
* Have served on the Association Executive Board within the past 3 years or have served on a Standing Committee; and
* Be actively working and involved in the school nutrition profession throughout the term.

Section 3. Terms of Office

All terms of Office and Executive Board shall begin upon installation of new Officers. The President-Elect shall serve for one year followed by one year as President. The Vice President shall be elected annually for a one-year term followed by one year as President Elect and one year as President. The Secretary shall be elected in even numbered years for a two-year term, and the Treasurer shall be elected in odd numbered years for a two-year term.

Section 5. Election

Election of the Officers of the Association shall be by ballot at the annual Association’s Conference. Ballots must be canvassed by the procedures established in the Association’s Standing Rules.

Section 6. Removal

Any Elected Officer who is found in violation of conditions required for election, a breach of fundamental principles or rules of the Association, or failing to work under the framework of the Association may be removed from Office. The Executive Board, upon receipt of charges shall investigate the charges, hold a hearing at which the accused ~~director~~ Elected Officer may appear and present a defense. The decision of the Executive Board shall be final.

Section 7. Vacancies

In case of death, resignation or removal of the Vice President, Secretary or Treasurer, the Executive Committee shall prepare candidate recommendations for consideration and Board approval.

**ARTICLE V - MEETINGS**

Section 1. Types of Meetings

 A. State Conference

 1. There shall be an annual State Conference, the date and place of which shall be determined by the Executive Board.

 2. All proposed resolutions to be considered at the State Conference shall be submitted to the Chair of the Resolution and Bylaws committee in writing ninety (90) calendar days prior to the State Conference. Adoption of proposed resolutions shall require a majority vote. Resolutions which are in conflict with the Bylaws shall not be presented to the Association.

 B. Legislative Conference

 1. A Legislative Conference may be held to evaluate legislative needs and plan strategies for legislative activities.

 C. Special Meetings

 1. Special meetings and seminars may be called or approved by the Executive Board.

Section 2. Notice

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

**ARTICLE VI – EXECUTIVE BOARD**

Section 1. Composition

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

Section 2. Voting

The following members are eligible to vote: Executive Committee, Regional Chairs, Standing Committee Chairs and an Industry Member. All Executive Board members will abstain from voting when it involves a conflict of interest. Ex-officio or Honorary Members are not allowed a vote, except that if Ex-officio members serve as a Chair on a Committee, they shall be eligible to vote.

Section 3. Responsibilities

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

The Executive Board shall:

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

 2. Direct the affairs of the Association in accordance with the adopted Strategic Plan, general policies and goals;

 3. Review the reports of each member of the Executive Board;

 4. Approve all proposed resolutions and amendments to the Bylaws for approval and vote by the NMSNA membership;

 5. Approve all amendments to the Standing Rules consistent with the Articles of Incorporation and Bylaws for the management of the Association’s business affairs;

 6. Direct Association affairs in accordance with the philosophies, general policies, procedures and goals adopted by the Association;

 7. Consider recommendations made by the Association;

 8. Appoint persons to act for the Association and defines their specific responsibilities;

 9. Adopt the annual budget including, but not limited to, budgets for all state meetings;

 10. Manage and direct all financial affairs;

 11. Adopt the audit of Association financial records;

 12. Authorize persons to sign checks, contracts, and other documents for

 the Association;

 13. Approve all committee appointments;

 14. Fill vacancies of unexpired terms of Executive Board members, unless otherwise specified;

 15. Review and approve the program for all State Conferences and seminars.

 16. Adopt a Strategic Plan of Action;

 17. Adopt a Plan of Action for the ensuing year during the Fall Executive Board meeting;

 18. Recommend positions and policies to the Association;

 19. Provide leadership in working with allied association and groups which share a similar purpose;

 20. Employ an attorney(s) as/or when deemed necessary;

 21. Appoint any person with such powers and upon such terms as it may deem fit, to be the fiscal agent of the Association and to arrange for bonding as it may deem necessary;

 22. Invest monies of the Association;

 23. Authorize the Treasurer and ~~executive secretary~~ Executive Director who must be bonded, on the Association’s behalf, sign bills, notes, receipts, acceptances, endorsements, checks, release contracts and other documents.

 24. Be responsible for the management of the Association’s affairs;

 25. Decide upon questions of cooperation with other educational organizations;

 26. Review and approve the plans and program of work for all Committees;

 27. Confirm a member to fill any and all vacancies of unexpired terms of Elected Officers or those officers unable to perform their duties;

 28. The Executive Board shall set limits/procedures within budgetary restraints for reimbursement for expenditures by the Association members who travel on official Association business.

29. Review the job performance of the ~~Executive Secretary~~ Executive Director, ROADRUNNER Editor, and Processor prior to October 1st.

Section 4. Meetings

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

Section 5. Executive Committee

A. The Executive Committee shall be composed of the President as Chair, President Elect, Vice President, Secretary, and Treasurer. The ~~Executive Secretary~~ Executive Director shall be a non-voting member. A majority of the Executive Committee members (3) shall constitute a quorum.

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

C. The Executive Committee shall:

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

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

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

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

 5. Conduct monthly conference calls.

**ARTICLE VII – COMPONENTS**

Section 1. Regions

The state shall be divided into 5 regions in accordance with the Standing Rules. Regional Chairpersons shall be appointed by the President from members of the regions, for a term of two years.

Section 2. Committees

Each Standing Committee shall have an appointed Chair. Standing Committees are identified in the Standing Rules. Special committees and/or Advisory Boards shall be appointed by the President with the approval of the Executive Board, for a term of two years, with the exception of the Conference Committee. Each Committee Chair shall be responsible for recruiting members to serve on their committee.

**ARTICLE VIII – PUBLICATIONS**

 A. The *School Nutrition* magazineshall 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 Chair of the Bylaws and Resolutions 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 a request for vote ~~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.

 C. 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 a request for vote. ~~state conference to be voted on at the State Conference of the subsequent year.~~

 D. Notice of proposed amendments will be provided to NMSNA members via the ROADRUNNERPublication, Association website and/or by e-mail once they are voted on and approved by the Executive Board.Detailed copies of proposed amendments may be obtained from the Resolutions and Bylaw Chair.

 E. Amendments to Bylaws shall require a two-thirds (2/3) vote ~~either~~ at the Annual Meeting of the Association. Voting can be either in-person or via electronic / virtual communication as decided by the NMSNA Executive Board. ~~or via electronic vote.~~

**ARTICLE XI – DISSOLUTION**

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