



Feeding Bodies. Fueling Minds.™

NEW MEXICO SCHOOL NUTRITION ASSOCIATION, INC.

BYLAWS

September 21, 2022

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

- 36 provides optimal nutrition and nutrition education for children;
37 7. Promote the involvement of students and the school community in child nutrition
38 programs;
39 8. Promote membership and provide services to members; and
40 9. To support the mission and values of the School Nutrition Association, Inc.
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ARTICLE III – MEMBERS

Section 1. Types of Membership

- 46 A. Individual Membership: an individual membership is owned by an individual and
47 is not transferable. Individual memberships include:
48 1. School foodservice and nutrition members who are employees, managers,
49 supervisors/directors, or educators employed in eligible fields;
50 2. Associate members who are retired members, students enrolled in post-
51 secondary school foodservice programs, industry individuals, corporations,
52 and international child nutrition individuals, and others committed to furthering
53 the goals of the Association;
54 3. Affiliate members, who are school foodservice employees working less than
55 four hours per day who choose the option of being non-voting supporter
56 members or retired members who choose the option of being non-voting
57 supporter members.
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59 B. School District Owned Membership: school district owned memberships are
60 owned by a school district and are transferable within either the individual school
61 building or the school district, depending on the membership. School district
62 memberships include:
63 1. Employees;
64 2. Managers;
65 3. Supervisors/directors; and
66 4. Educators employed in eligible fields
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68 C. Dues
69 1. Dues for the New Mexico School Nutrition Association and SNA shall be
70 remitted directly to SNA.
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ARTICLE IV - OFFICERS

Section 1. Elected Officers

75 The Elected Officers shall be a President, President-Elect, Vice President, Secretary
76 and Treasurer.
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Section 2. Eligibility

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

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85 In addition, the following eligibility requirements apply:

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

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

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95 B. Vice President – The Vice President shall:

- 96 • Have one year service on the NMSNA Board or Standing Committee;
- 97 • Have served on the NMSNA Board within the past 3 years or have served on
98 a Standing Committee; and
- 99 • Be actively working and involved in the school nutrition profession throughout
100 the term.

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102 Section 3. Terms of Office

103 All terms of Office and NMSNA Board shall begin upon installation of new Officers at the
104 end of annual conference. The President-Elect shall serve for one year followed by one
105 year as President. The Vice President shall be elected annually for a one-year term
106 followed by one year as President Elect and one year as President. The Secretary shall
107 be elected in even numbered years for a two-year term, and the Treasurer shall be
108 elected in odd numbered years for a two-year term.

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110 Section 5. Election

111 Election of the Officers of the Association shall be by ballot at the annual Association's
112 Conference. Ballots must be canvassed by the procedures established in the
113 Association's Standing Rules. Anyone running for office will win by acclamation if
114 unopposed.

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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 NMSNA Board, upon
120 receipt of charges shall investigate the charges, hold a hearing at which the accused
121 Elected Officer may appear and present a defense. The decision of the NMSNA Board
122 shall be final.

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124 Section 7. Vacancies

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

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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 NMSNA 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. Special Meetings
 - 1. Special meetings and seminars may be called or approved by the NMSNA Board.

Section 2. Notice

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

ARTICLE VI – NMSNA BOARD

Section 1. Composition

There shall be an NMSNA Board composed of the President, President Elect, Vice President, Secretary, Treasurer, Regional Chair Person, Immediate Past President, Standing Committee Chairs, and Industry Representative. Ex-officio members will be New Mexico Student Nutrition Bureau Director, FANS Food Distribution Manager, ECECD 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 Representative. All NMSNA 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 NMSNA 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 NMSNA 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

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

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176 The NMSNA 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. Review the Board meeting reports of each member of the NMSNA Board; Report
181 must be sent to Executive Director 1 week prior to the Board meeting.
- 182 4. Approve all proposed resolutions and amendments to the Bylaws for approval
183 and vote by the NMSNA membership;
- 184 5. 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 6. Direct Association affairs in accordance with the philosophies, general policies,
188 procedures and goals adopted by the Association;
- 189 7. Consider recommendations made by the Association;
- 190 8. Appoint persons to act on behalf of the Association and defines their specific
191 responsibilities;
- 192 9. Approve the annual budget;
- 193 10. Manage and direct all financial affairs;
- 194 11. Approve the audit of Association financial records;
- 195 12. Approve all committee appointments;
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- 197 13. Fill vacancies of unexpired terms of NMSNA Board members, unless otherwise
198 specified;
- 199 14. Okay the program for all State Conferences and seminars.
- 200 15. Adopt a Strategic Plan of Action;
- 201 16. Adopt a Plan of Action for the ensuing year during the Fall NMSNA Board
202 meeting;
- 203 17. Recommend positions and policies to the Association;
- 204 18. Provide leadership in working with allied association and groups which share a
205 similar purpose;
- 206 19. Employ an attorney(s) as/or when deemed necessary;
- 207 20. Appoint any person with such powers and upon such terms as it may deem fit, to
208 be the fiscal agent of the Association and to arrange for bonding as it may deem
209 necessary;
- 210 21. Invest monies of the Association;
- 211 22. Authorize the Treasurer and Executive Director who must be bonded, on the
212 Association's behalf, sign bills, notes, receipts, acceptances, endorsements,
213 checks, release contracts and other documents.
- 214 23. Be responsible for the management of the Association's affairs;
- 215 24. Decide upon questions of cooperation with other educational organizations;
- 216 25. The President must review and approve the plans and program of work for all
217 Committee Chairs.
- 218 26. Confirm a member to fill any and all vacancies of unexpired terms of Elected
219 Officers or those officers unable to perform their duties;

- 220 27. The NMSNA Board shall set limits/procedures within budgetary restraints for
221 reimbursement for expenditures by the Association members who travel on
222 official Association business.
- 223 28. Executive Committee will review the job performance of the Executive Director,
224 ROADRUNNER Editor, and Processor prior to October 1st.
- 225 29. Travel on behalf of Association will be with recommendation of the President and
226 approved by the NMSNA Board. All travel will be based on whether NMSNA
227 funds are available.

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229 Section 4. Meetings

230 A minimum of three (3) NMSNA Board meetings will be held annually, Fall, Winter and
231 Conference meetings. All officers and committee chairs shall submit written or email
232 reports to the Executive Director. The NMSNA Board shall meet after the annual State
233 Conference, at the call of the President, or upon the request of fifty (50) percent plus
234 one (1) voting members of the NMSNA Board.

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236 Section 5. Executive Committee

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

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242 B. The Executive Committee shall meet at the call of the President or at the request of
243 three members of the Executive Committee.

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245 C. The Executive Committee shall:

- 246 1. Propose to the NMSNA Board the administrative and management policies of the
247 Association business consistent with the actions and policies established by the
248 NMSNA Board and the Association;
- 249 2. Conduct all business referred to it by the Association;
- 250 3. Act, when time does not practically permit a meeting of the entire NMSNA Board,
251 as determined by the President;
- 252 4. Report all action taken to the NMSNA Board; and
- 253 5. Conduct monthly conference calls.

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ARTICLE VII – COMPONENTS

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258 Section 1. Regions

259 The state shall be divided into 5 regions and 1 BIE Region in accordance with the
260 Standing Rules. Regional Chairpersons shall be appointed by the President from
261 members of the regions, for a term of two years.

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263 Section 2. Committees

264 Each Standing Committee shall have an appointed Chair. Standing Committees are
265 identified in the Standing Rules. Special committees and/or Advisory Boards shall be

266 appointed by the President with the approval of the NMSNA Board, for a term of two
267 years, except for the Conference Committee Chair and Marketing Chair. Each
268 Committee Chair shall be responsible for recruiting members to serve on their
269 committee.

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271 **ARTICLE VIII – PUBLICATIONS**

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273 A. The *School Nutrition* magazine shall be the official publication of the National
274 Association.
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276 B. The *Journal of Child Nutrition & Management* shall be the preferred research
277 journal of the National Association.
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279 C. The *ROADRUNNER* shall be the official publication of the Association.
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282 **ARTICLE IX – PARLIAMENTARY AUTHORITY**

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284 The eleventh edition of *Robert’s Rules of Order Newly Revised* shall govern this
285 association in all cases that are not otherwise provided for in the Law, the Articles of
286 Incorporation, Bylaws or adopted standing rules. When a new edition of the
287 parliamentary authority is published, the Board may, by majority vote and after ensuring
288 that they have familiarized themselves with the changes in the new version, update the
289 edition reference in the Bylaws. Members shall be notified promptly after the change is
290 made.

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292 The Chair of the Bylaws and Resolutions Committee shall serve as the Parliamentarian.
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295 **ARTICLE X – AMENDMENT**

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297 These Bylaws may be amended provided all of the following conditions are met:
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- 299 A. Proposed amendments to these Bylaws shall be sent to SNA in accordance with
300 the SNA State Affiliation Agreement.
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302 B. Amendments to Association Bylaws shall be proposed in writing no later than
303 thirty (30) calendar days prior to a request for vote in any one of the following
304 ways:
305 1. By a majority vote of the NMSNA Board;
306 2. By an official request of an Association Committee;
307 3. By written petition signed by ten percent (10%) of the membership.
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309 C. The Chair of the Resolution and Bylaws Committee must receive the proposed
310 amendments in writing postmarked on or before thirty (30) calendar days prior to
311 a request for vote.
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313 D. Notice of proposed amendments will be provided to NMSNA members via the
314 ROADRUNNER Publication, Association website and/or by e-mail once they are
315 voted on and approved by the NMSNA Board. Detailed copies of proposed
316 amendments may be obtained from the Resolutions and Bylaw Chair.
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318 E. Amendments to Bylaws shall require a two-thirds (2/3) vote of the present
319 members at the Annual Meeting of the Association. Voting can be either in-
320 person or via electronic / virtual communication as decided by the NMSNA
321 Board. Electronic votes will pass based on the majority of votes cast.
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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.