



ILLINOIS SCHOOL NUTRITION ASSOCIATION ASSOCIATION BY-LAWS

Making the right food choices, together.

Article I. NAME

The name of this corporation is the Illinois School Nutrition Association, which is incorporated as a non-profit association, hereafter referred to as the Association.

Article II. PURPOSE

A. Primary Purpose: The specific and primary purpose for which this Association is organized is to provide educational opportunities for its members.

B. General Purposes:

1. To maintain, encourage, promote and assure the availability of nutritionally adequate meals for every school child.
2. To work cooperatively with students, educators, parents and community in the promotion of nutrition education programs.
3. To develop the highest standards of education for professional growth of the members through seminars, workshops, the exchanging and sharing of ideas, experiences and knowledge.

C. This corporation is organized and operated exclusively for education, social and other non-profit purposes. No part of the net earning shall be used for the benefit of any individual member.

Article III. MEMBERSHIP

Membership of the Association shall consist of three (3) classes: Active, Retired, and Sustaining.

A. Membership Categories:

1. Active
ILSNA/SNA Membership is a pre-requisite for managerial employees. State-only membership is available for non-managerial employees. Active employees may continue membership if their district becomes managed by a contract company.
2. Retired
An active member who retires from eligible employment may become a retired member.
3. Sustaining/Corporate Partnership Program

An individual or organization who does not qualify for other types of membership and who is interested in furthering the programs of the Association may become a Sustaining or Corporate Partnership Program Member.

4. School District Owned Membership
Owned by a school district; transferable within listed categories: Membership is available for employees, managers, supervisors, directors, specialists, and educators employed in eligible fields.

B. Rights and Privileges of Members

Members whose dues are currently paid shall be entitled to vote on the business of the Association at the annual conference. Sustaining and corporate partnership program members are non-voting members.

School District Owned Members who cease to be employed in an eligible field or in a school district owned position relinquish membership on date of separation. They reserve the right to change to an individual membership which shall make them eligible to vote on the business of the Association at the annual conference.

C. Dues

Dues for all classifications of membership shall be established by the Board.

Article IV. ORGANIZATIONAL STRUCTURE AND GOVERNMENT

The affairs of the Association shall be directed and conducted by the Board of Directors. A quorum is a majority of the voting members, present.

- A. The Board of Directors shall develop policies, adopt the annual budget, receive and/or act on reports, approve resolutions, and conduct the business affairs of the Association.

The Board of Directors shall consist of:

1. The "Executive Committee" (President, President Elect, Vice President, Vice President Elect, Secretary/Treasurer, and the immediate past State President).
2. The appointed members (Chairperson of special and standing committees).

- B. Affiliates: Any group of 10 or more persons with active membership status can form an Affiliate. Each Affiliate may be represented with one member on the Board of Directors.
- C. Individual Members: Any member not represented in an Affiliate can communicate through an elected officer or the Executive Director.
- D. Election of officers shall take place by mailed ballot OR electronic ballot sent via email before the annual conference.

Article V EXECUTIVE BOARD RESPONSIBILITIES

Elected officers shall be currently employed at the time of their election, have been a member of SNA and ILSNA at least two (2) years, and have served on the Board of Directors at least one year.

All officers shall hold their position from the annual conference through the succeeding annual conference. The term of office for President, President Elect, and Vice President shall be one year. The term of office for Secretary/Treasurer shall be two years.

- A. President: Shall serve as chair of the Board of Directors and serve as ex-officio member of all committees.

- B. President Elect: Shall automatically succeed to the office of President in the case of a vacancy in that office or at the end of the President's term. "Shall appoint chairs of standing and special committees with the approval of the Board of Directors."
- C. Vice President: Shall automatically succeed to the office of President Elect in the case of a vacancy in that office or at the end of the President Elect's term. Shall chair annual conference and work with the Vice President Elect on the responsibilities and timelines needed to plan the annual conference.
- D. Vice President Elect: Shall automatically succeed to the office of Vice President in the case of a vacancy in that office or at the end of the Vice President's term.
- E. Secretary/Treasurer: Shall be responsible for writing and distributing accurate minutes of the Board of Directors meetings and sending future meeting notices to Board members. Shall give a financial report at each Board meeting and at the annual conference. Shall submit annual budget to Board of Directors for approval. Shall sign checks for disbursement or deposit.
- F. Committee/Advisory Board Chairperson:
The Committees/Advisory Boards shall assist in the implementation of the President's Plan of Action.
1. Standing Committees/Advisory Boards may consist of representation in the following areas:
 - Allied Groups
 - Area Representatives
 - USDA Foods
 - Historian
 - Industry
 - Legislative — Federal and State
 - Membership
 - Newsgram Editor
 - Nominating
 - Nutrition Standards and Education
 - Professional Development
 - Public Information and Communications
 - Resolutions and By-Laws
 - Parliamentarian
 - Employee/Manager
 - State Board of Education
 2. Special committees: Ad hoc to meet annual needs.
- G. Board Succession
1. In the case of death, resignation or removal of any other officer, the board shall fill the vacancy for the remainder of the term, giving first consideration to other candidates who were on the ballot for that office at the time of election. In the event this candidate does not accept the appointment, the Executive Committee shall provide a recommendation for the vacancy, and the full board shall vote on the recommendation.
 2. Any member of the board of directors may be removed if 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, in accordance with the following:
 - a. The board, upon receipt of charges, shall investigate the charges, hold a hearing and render a decision. The accused officer or director must be

provided with advance written notice including the reason for the proposed removal and an opportunity to contest the proposed removal in writing or in person at a meeting of the board.

- b. In the event that a newly elected, but not yet installed director is charged with violating any conditions required for election, a breach of fundamental principles or rules of the association or failing to work under the framework of the association, the board, upon receipt of charges, shall investigate the charges, hold a hearing and then consider whether the violation is cause for disqualification as an officer of the association.
 - c. A three-quarters vote of the board, with the director proposed to be removed not voting, shall be required for removal of an officer or director or disqualification as a candidate. Final written notice of the board's decision shall be sent to the accused officer or director within 48 hours.
3. In the case of a death, resignation or removal of any chairperson of a Standing Committee/Advisory Board, the vacancy shall be filled for the remainder of the term by the Co-Chair. In the event the Co-Chair is not able to fill the Chairperson position, or the Co-Chair position is vacant, the President shall select a replacement for the Chairperson position.

Article VI. EXECUTIVE COMMITTEE

A. Composition

1. Members shall consist of the Association President, as chair; President Elect; Vice President; Vice President Elect, Secretary/ Treasurer; and immediate Past President.
2. The Executive Director shall be a non-voting member.

B. Responsibilities may include but are not limited to:

1. Proposals to the Board (consistent with the actions and policies established by the Board).
2. Conduct all business referred to it by the Board.
3. Act when time does not practically permit a meeting of the entire Board, as determined by the President.
4. Review the annual budget of the Association.
5. Review the financial status of the Association.
6. Analyze reports of the Association.
7. Employ certified public accountants who shall annually, or as needed, audit the Association's accounts.
8. Publish an annual audited financial statement.
9. Report to the Association Board all actions taken.

C. Quorum

A majority of the members shall constitute a quorum.

Article VII MEETING

- A. Board of Directors meetings shall be a minimum of three (3) times a year as scheduled by the President, and may be conducted in person and via conference call.

- B. Annual Conference: During the conference there shall be a general meeting and installation of officers.
- C. National Convention: The delegates of the national convention shall be (first) the President and (second) the President Elect and (third) the Vice President.

Article VIII FISCAL YEAR

The fiscal year of the Association shall be January 1 to December 31 of the succeeding year unless changed by Board of Directors action.

Article IX PARLIAMENTARY AUTHORITY

Subject to the final ruling of the Presiding Officer, the Articles of Incorporation, and these by-laws, meetings shall be governed by Roberts Rule of Order, latest revised edition.

Article X RESOLUTIONS AND AMENDMENTS

- A. Method of Proposal. Amendments to these by-laws may be proposed in writing in any one of the following ways:
 - 1. At the official request of an Affiliate.
 - 2. By majority vote of the Board of Directors.
 - 3. Written petition of 100 members.
- B. Method of Adoption. Amendments may be adopted by a two-thirds vote of the Board of Directors members, at Board of Directors meeting.

(approved 7/15)