

BYLAWS

SCHOOL NUTRITION ASSOCIATION OF PENNSYLVANIA

ARTICLE I - NAME

The name shall be the SCHOOL NUTRITION ASSOCIATION OF PENNSYLVANIA, a 501(c)4 organization incorporated in the state of Pennsylvania. The fiscal year of the Association shall be July 1st through June 30th.

ARTICLE II - PRIMARY PURPOSE

The mission for which the Association is organized is to positively impact the wellness of children through healthy meals and high quality school nutrition programs. This mission will be achieved through programs and services that will:

1. Promote high standards for child nutrition programs with emphasis on nutritionally appropriate meals which are appealing to children.
2. Promote financially accountable child nutrition programs.
3. Promote high standards and provide appropriate educational programs, incentives, and recognition for professional development of child nutrition personnel.
4. 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.
5. Promote state and national nutrition policy and legislation which provide appropriate support for child nutrition programs.

ARTICLE III - MEMBERSHIP

Section A. Classes of Membership

Membership shall consist of three classes: school nutrition members, associate and affiliate. Eligibility criteria for all member classes shall be set exclusively by the Board of Directors.

1. **School Nutrition Members.** School nutrition members shall consist of employees, managers, supervisors/directors and specialists, and educators in eligible fields as defined by SNA. School nutrition members who hold individual



memberships and cease to be employed in an eligible field as defined by SNA may continue their membership until their renewal date.

2. **Associate Members.** Associate member categories shall consist of retired members, students enrolled in post-secondary food, nutrition, health or other food related programs, industry consultants, corporations, international child nutrition individuals and other individuals and nongovernment organizations committed to furthering the goals of the association.

3. **Affiliate Members.** Affiliate members are members who choose the option of being nonvoting supporter members. Affiliate members may be school nutrition employees working less than four hours per day or retired members.

4. **School District-Owned Membership.** A School District-Owned Membership is a membership that is owned by a school district in the name of an individual that is transferable to another employee in the same membership category if the original assignee or person leaves the districts employ. The membership is nonrefundable. While in the employ of the district, the individual or assignee receives all the same benefits of an individual membership. All materials will be sent to the school district office or school address provided on the membership application and the home mailing option will not be available. Please note that this is not one membership for an entire school district's child nutrition staff. It is a new individual membership option to meet the needs of the changing workforce that enables a school district to keep its child nutrition staff informed and educated about feeding students. Membership dues for SDMs will be the same as individual membership. The SDM option is not available for the Student, Retired and Affiliate membership categories.

Section B. Rights and Privileges of Members

1. All school nutrition members whose dues are currently paid shall be entitled to vote for the election of Officers and Regional Representatives for the coming year and to vote upon any matter submitted to the voting membership.
2. Only school nutrition members of SNAPA may vote within their region for their Regional Representatives to the SNAPA Board of Directors.
3. School nutrition members who cease to be employed in an eligible field may continue as school nutrition members until their membership expiration date.
4. All members shall be eligible to attend the Annual Meeting of the Association.



5. The state publication shall be distributed to all members.

Section C. Dues.

1. All dues shall be established by the Board. All rights and privileges of membership shall be terminated for non-payment of dues.
2. Dues will be collected in a manner set by the Board.
3. Dues for SNAPA and SNA shall be remitted directly to SNA.

ARTICLE IV - LEADERSHIP

Section A. Officers

The officers of the Association shall consist of president, president-elect, vice president and secretary/treasurer to be elected as herein provided. All officers shall hold office until the end of the Association's fiscal year.

1. Qualifications

To be eligible for any state office, a candidate shall:

- a. Be an Active Member
- b. Have held membership in the Association and/or any other state school food service association affiliated with the School Nutrition Association for at least three years immediately preceding the nomination.
- c. Have served on the Board of Directors as a voting member for at least one full term .
- d. Officers serving at the SNAPA board level must be regularly employed in an eligible field as defined in Article III, Section A, Item 1.

2. President.

The president shall be the chief elected officer and shall serve one year.
Responsibilities:

- a. Represents the Association in policy matters.
- b. Serves as chair of the Board and presides at meetings.
- c. Serves as an ex-officio member of all committees.
- d. Prepares the agenda for the board and executive committee meetings.



- e. Establishes times schedules for meetings.
- f. Recommends, for the approval of the Board, replacements for any committee chair vacancies
- g. Complements the implementation of the Plan of Action.
- h. Coordinates Board activities with the Association office.

3. President-Elect

The president-elect shall serve for one year. Responsibilities:

- a. Studies duties and responsibilities of the president and other members of the Board, committees, advisory boards and chapters.
- b. Represents the Association at the request of the president.
- c. Performs the duties of the president in the president's absence.
- d. Recommends, for the approval of the Board, chairs of committees to serve when the president-elect becomes president as scheduled in Article V.
- e. Succeeds to the office of the president at the end of the fiscal year, or in the event of the president's death, resignation or removal from office.
- f. Employment in the school nutrition membership class is required for succession.

4. Vice President

The vice president shall be elected annually and serve for one year. Responsibilities:

- a. Serve as Chair of the Regional Representatives and disseminate to them all information for distribution.
- b. Schedules and plans, with the incoming president, a Leadership Training workshop.
- c. Studies duties and responsibilities of the president and other members of the Board, committees and chapters.
- d. Represents the Association at the request of the president.
- e. Performs the duties of the president in the president's and president-elect's absence.



- f. Succeeds to the office of the president-elect at the end of the fiscal year, or in the event of the president-elect's death, resignation or removal from office.
- g. Employment in the school nutrition membership class is required for succession.

5. Secretary/Treasurer

The secretary/treasurer shall be elected to begin a term in even numbered years and shall serve two years. Responsibilities:

- a. Accurately records all minutes of the Board, Executive Committee and annual meeting of the members.
- b. Sends appropriate notices and copies of the minutes to the Board.
- c. Prepares the general correspondence of the Association at the request of the president and the Board.
- d. Supervises and monitors Association funds, payments, investments and securities.
- e. Submits a financial report at each Board and annual meeting.
- f. Drafts a proposed annual budget in cooperation with the executive committee.
- g. Submits budget to Board for adoption.
- h. Notifies officers, regional representatives and the chairs of each committee of budgeted funds.
- i. Employment in the school nutrition membership class is required for succession.

6. Immediate Past President

The outgoing president shall become the immediate past president and shall serve for one year.

- a. Acts in an advisory capacity to the President and Executive Board as needed.
- b. Serves as a non-voting, ex-officio member of the Board of Directors.
- c. Serves as the Chair of the Bylaws and Policies Committee.



Section B. Regional Representatives

Regional Representatives shall be elected for a two-year term. Their principal place of employment shall be in the respective region. Elections shall be on the following schedule: representatives of odd-numbered regions shall be elected to begin terms in odd-numbered years and representatives of even numbered regions shall be elected to begin terms in even-numbered years.

Responsibilities:

1. Promotes the Association's Plan of Action.
2. Provides liaison between chapters and the Board.
3. Assists chapters and organizes new chapters.
4. Regularly communicates with chapters at direction of the Vice President.
5. Promotes membership.
6. Maintains a current file of chapter officers and notifies the Association's Executive Director of changes.
7. Attends as many chapter meetings as possible to stimulate interest in the Association. One visit to each chapter during the two-year term is encouraged.

Section C. School Nutrition Employee/Manager Representative

The School Nutrition Employee Manager Representative shall be elected for a two-year term. Their principal place of employment shall be in Pennsylvania as an employee or manager position in a school district. To be nominated, they shall be a member of the Association. This representative serves a two-year term to begin in even-numbered years. This is a voting member position.

Responsibilities

1. Attends all scheduled Board meetings and contributes agenda items relevant to this member category.
2. May serve as Board Liaison to the Member Service and Nominating Committee or other designated committees.
3. Provides recommendations to the President-elect for appointments to committees and advisory boards.
4. Promotes Association membership, certification and credentialing.
5. Serves on the Scholarship and Awards Committee to select annual awards.



6. Provides ideas to the Annual Conference chair for sessions related to the School Nutrition Employee/Manager program section members.

Section D. Elections

1. Officers and Regional Representatives shall be elected for a specified term and shall maintain membership at the time of nomination and election.
2. The chair of the Nominating Committee shall present the names of nominees for each position required to the Board for approval at the meeting preceding the call for nominations by February 1st.
3. Election of the officers, Regional Representatives and School Nutrition Employee Manager/Representative shall be by electronic ballot. The chair of the Nominating Committee presents the names of the nominees for nominations by February 1st. The President and Executive Director shall arrange for electronic balloting for all contested positions and provide election information to all members in good standing. The Executive Director will report the results of the electronic votes prior to the National Leadership Conference. Officers serving on the Board of Directors must be regularly employed in an eligible field.
4. In the event that there is only one candidate for any given position, the Board may elect to have the Secretary/Treasurer cast one vote for the unchallenged candidate.
5. Election of officers and the School Nutrition Employee/Manager Representative shall be by ballot. Only members paying state dues in the employee or manager category are eligible to vote for the SN Employee/Manager Representative.

Section E. Removal from Elected Office

Any elected leader 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 by two-thirds vote of the Board. The Board, upon receipt of charges, shall investigate the charges, hold a hearing and render a decision.



Section F. Vacancies

1. Unexpired vacancies in elected terms shall be filled by appointment with majority vote of the Board.
2. Appointed individuals will be subject to election for succession.

Section G. Committee Chairs

Chairs of the Membership Service and Nominating Committee, Nutrition Education and Professional Development Committee, Public Communications Committee, Public Policy and Legislation Committee, and Scholarship and Awards Committee shall be elected by the membership for two-year terms and are eligible to succeed themselves. The Chair of the Annual Conference Committee shall be appointed to a one-year term by the President-Elect. In the event there are no qualified candidates the Executive Committee shall appoint a qualified candidate to fulfill the vacancy

Section H. Business and Industry Representative

1. The Business and Industry Board Representatives shall consist of 3 representatives, a broker from the east and west and a manufacturer representative.
2. These representatives shall establish a Business and Industry Advisory Committee
3. The senior appointed member shall serve as the Chair of the Advisory Committee and voting representative to the SNAPA Board of Directors and shall have one vote.
4. The Co-Chair shall be the next most senior appointed member and shall serve in the stead of the Chair if the Chair is unable to attend a meeting or carry out his or her duties.

ARTICLE V- ORGANIZATIONAL STRUCTURE

Section A. Board of Directors

The Board of Directors ("Board") shall formulate policies, adopt the annual budget, receive and/or act on reports, approve resolutions, conduct the business affairs and have all other powers and duties specifically provided to it by the Articles of Incorporation and Bylaws which are necessary to achieve the objectives not specifically delegated to other agents or agencies by the Articles of Incorporation or Bylaws.



1. Composition

A. Voting members shall include:

1. Elected members - president, president-elect, vice president, secretary/treasurer, regional representatives, the School Nutrition Employee/Manager Representative, the chairs of the six standing committees, and the senior Business and Industry Partner representative.

B. Non-voting members shall include:

1. The immediate Past-President of the Association.
2. Two Business and Industry associate members serving staggered three year terms.
3. A representative of the Pennsylvania Child Nutrition Programs
4. A representative of the Pennsylvania Bureau of Government Donated Foods
5. The Association Executive Director

2. Responsibilities

- a. Directs Association affairs in accordance with the stated philosophies, general policies, and goals.
- b. Appoints persons to act for the Association and defines their specific responsibilities.
- c. Adopts the annual budget including, but not limited to, budgets for all state meetings.
- d. Manages and directs all financial affairs.
- e. Accepts the audit of Association books.
- f. Authorizes persons to sign checks, contracts, and other documents for the Association.
- g. Approves organizational structure, descriptions of services and fees for consultants.
- h. Approves all committee chair appointments.



- i. Fills vacancies of unexpired terms of officers or board members by majority vote.
- j. Adopts a Strategic Plan for the ensuing year prior to the Annual Conference.
- k. Provides leadership in working with allied associations and groups that share a similar purpose.
- l. Approves all contracts with a monetary value of one thousand dollars (\$1,000) or more except for Annual Conference contracts.

3. Quorum

At any meeting of the Board, a majority of the members of the board then in office shall constitute a quorum. All transacted business will be approved by a majority of those attending and voting.

4. Attendance at Board Meetings

All voting board members are required to attend all regularly scheduled board meetings. Two absences within a fiscal year without a valid excuse may result in dismissal from the Board. Validity of the excuse is determined by the majority vote of the Board.

Section B. Executive Committee

1. Composition

Members shall consist of the president (who shall act as the chair), president-elect, vice president, and secretary/treasurer. The Association Executive Director will serve as a non-voting member.

2. Responsibilities

- a. Proposes to the Board the administrative and management policies of Association business consistent with the actions and policies established by the Board.
- b. Conducts all business referred to it by the Board.
- c. Acts when time does not practically permit a meeting of the entire board, as determined by the president.
- d. Employs a certified public accountant that shall annually, or as needed, audit the Association's accounts.



- e. Retains legal counsel.
- f. Reports all actions taken to the Board.

3. Quorum

At any meeting of the Executive Committee, a majority of the members of the executive committee then in office shall constitute a quorum.. All transacted business will be approved by a majority of those attending and voting.

Section C. Chapters

Chapters are school nutrition service associations organized within regions and chartered by the Board. Any local school food service association with ten (10) SNAPA members shall be eligible for affiliation with the Association after submitting a written letter of intent provided the following conditions are met:

1. **Letter of Intent:** The letter of intent must be acted upon by the respective regional representative and the state president within thirty (30) days of receipt of application.
2. **Name.** Each local chapter group shall be known as The ___ School Nutrition Association of Pennsylvania with its local chapter name preceding such title.
3. **Dues.** Dues for the fiscal year shall be the same as prescribed for membership in the Association and such additional dues as the local chapter shall designate
4. **Bylaws.** Chapter Articles of Incorporation, and/or Constitution and/or Bylaws shall not conflict with the State Articles of Incorporation or Bylaws.
5. **Officer and Committee Requirements.** Only school nutrition members for whom no conflict of interest exists shall be eligible to serve as officers or committee chairs of local chapters.
6. **Local Chapter Meetings.** Each chapter must sponsor at least four (4) continuing education credit hours, which have been approved by the Chair of Nutrition Education and Professional Development.
7. **Maintenance of Charter.** Any chapter not meeting the preceding requirements shall be notified by the Association president, with a copy to the



regional representative, that if requirements are not met within ninety (90) days, the charter of such chapter may be revoked by action of the Board.

8. Chapter Members. All members of a SNAPA Chapter must be at least a state-only member of SNAPA.

Section D. Regions

The Commonwealth of Pennsylvania shall be divided into the following regions. These regions will be represented by a Regional Representative, who shall be elected to the Board as described in Article IV. Regions may be redefined and/or realigned as membership changes.

Region I: Intermediate Units 9, 10, 17

Region II: Intermediate Units 16, 18, 19, 20, 21

Region III: Intermediate Units 22, 23, 26

Region IV: Intermediate Units 13, 14, 24, 25, 29

Region V: Intermediate Units 11, 12, 15

Region VI: Intermediate Units 7, 8, 28

Region VII: Intermediate Units 1, 2, 3, 27

Region VIII: Intermediate Units 4, 5, 6

Section E. Committees

The number of the committee members per committee is to be established as need dictates by each committee chair. A complete list of duties and responsibilities is incorporated in the Standard Operating Procedures.

- 1. Eligibility.** All committee members must be school nutrition members of the Association. Associate members may serve in an advisory role.
- 2. Activities.** Committees shall develop plans of action in keeping with the Association's Plan of Action, which shall be subject to the approval of the Board. Activities of committees shall be in accordance with policies, positions and Bylaws of the Association. All committees report to the Board.



3. Standing Committees

Groups of individuals, appointed by the president, charged with the responsibility of planning and implementing activities to promote their particular area of emphasis in the Association's Plan of Action.

a. Annual Conference. This committee shall consist of the chair and other members appointed by the chair. Chair to serve a one year term and shall be appointed annually.

b. Membership Service and Nominating. Recommends to the Board policies and procedures pertaining to the implementation of a membership program. Promotes membership through state membership chairs and assists chapters in developing membership drives. Prepares, with the assistance of the regional representatives, a slate of nominees for the annual ballot. Chair to serve a two-year term to begin in even-numbered years.

c. Nutrition Education and Professional Development. This committee shall promote and coordinate studies and projects which the Association may deem advisable to promote nutrition education. Recommends nutrition standards for child nutrition programs. Advise local chapters toward implementation of educational programs and youth and parent involvement. Recommends to the Board policies and procedures for the Association's Nutrition Advisory Council program. Chair to serve a two-year term to begin in odd-numbered years.

d. Public Policy and Legislation. Responsible for evaluating and interpreting pertinent state and federal legislative programs, soliciting funds and disseminating information to local chapters. Chair to serve a two-year term to begin in even-numbered years.

e. Scholarship and Awards. Responsible for soliciting funds, distributing applications, screening candidates and making recommendations to the Board for the recipients of the annual scholarships and awards. The chair will select a committee of members to assist in the screening of applicants. Chair to serve a two-year term to begin in odd-numbered years.



f. Public Communications. Creates a positive image for the Association and school food and nutrition programs. Serves as the liaison between the Association and other allied groups in the state. Chair to serve a two-year term to begin in even-numbered years.

4. Special Committees. These committees, designed to assist the Board to carry out specific assignments, shall be named as needed by the president with the approval of the Board. The tenure of each committee shall be at the discretion of the Board and the chair. Special committee chairs are non-voting members. Service as a special committee chair does not count toward years of service on the Board of Directors.

Articles VI - MEETINGS

Section A. Types of Meetings

- 1. Annual Meeting.** There shall be an annual business meeting of the Association. The date and place of the meeting shall be determined by the Board.
- 2. Board of Directors.** The Board shall meet at least four times during the year as determined by the president, or upon the request of a majority of the Board.
- 3. Executive Committee.** The executive committee shall meet on call of the president or at the request of three members of the executive committee.
- 4. Special Meetings.** Special meetings or seminars may be called or approved by the Board. These could include a legislative conference and/or industry seminar.

Section B. Parliamentary Authority

Subject to the final ruling of the presiding officer, the Articles of Incorporation, and these Bylaws, meetings shall be governed by Robert's Rules of Parliamentary Procedures, latest revised edition.

Section C. Voting

Voting method shall be determined by the Board. Except as specifically noted, all transacted business will be approved by a majority of those present and voting at a



meeting or a majority of ballots received providing that the ballot was distributed to all eligible voters.

Section D. Expenses

1. The Board shall set limits within budgetary restraints for reimbursement of, and procedures for, expenditures by members of the Association who travel on official Association business.
2. Expenses incurred by Board members attending meetings of the Board, Executive Committee, meetings attended at the request of the president and other meetings as specified in the Standard Operating Procedures of the Association shall be reimbursed at the current approved rates.

Article VII - INDEMNIFICATION

Section A. Indemnification

The Association may indemnify any person who is or was a director, officer or employee of the Association in such circumstances and to such extent as the applicable laws of the Commonwealth of Pennsylvania shall, from time to time, permit or require. Further, the Association shall have the power to purchase and maintain insurance on behalf of any such person against any liability incurred by him/her in such capacity or arising out of his/her status as such.

Section B. Personal Liability of Directors

A director shall not be personally liable for monetary damages for any action taken unless: (1) the director has breached or failed to perform the duties of his/her office and (2) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Article VIII - DISSOLUTION

On the dissolution of the Association, the Board of Directors, after paying or making provision for payment of all the liabilities of the Association, shall dispose of all of its assets exclusively for charitable or educational purposes as shall, at the time, qualify as an organization or organizations exempt under Section 501(c)(4) of the Internal Revenue



Code of 1954 (or the corresponding provision of any subsequent United States Revenue Law) as the Board of Directors shall determine.

Article IX - AMENDMENTS

Section A. Method of Proposal.

Amendments may be proposed by the Board of Directors or upon petitions to the Board of Directors by ten percent of the School Nutrition Association Members. All such proposed amendments will be sent by the Board of Directors to the voting membership, with or without recommendation.

Section B. Amendments.

These bylaws may be amended by a majority vote of eligible members present and voting at any meeting; or responding to an official ballot, provided that copies of the proposed changes were sent to all eligible members at least thirty (30) days in advance of the call for vote.

Section C. Effective Date

These bylaws will take effect immediately upon adoption by the Association. In the case where amendments eliminate unexpired elected leadership positions, the position will remain in place until the elected term is completed.

Members affiliated with the Association in membership classes that are eliminated with the adoption of these bylaws will continue their existing affiliation as follows:

1. Retired members will be eligible for Associate membership.
2. Life Members who meet the conditions of school nutrition members shall have all the rights of school nutrition members.
3. Life members who are retired will have the rights of Associate members
4. Life members who do not meet the conditions of school nutrition or associate membership will have the rights of affiliate members.
5. Business and Industry Partners will be eligible for associate membership.
6. Student Members will be eligible for associate membership.



Article X - RULES

Rules of the Association shall be defined as:

SNAPA Articles of Incorporation

SNAPA Bylaws

SNAPA Operating Procedures

Amended:

April 24, 1969

April 20, 1978

November 4, 1982 November

3, 1983

October 24, 1984 October 8,

1986

October 5, 1988

October 19, 1990

October 14, 1992

October 13, 1993

October 22, 1994 October 16,

1996 October 14, 1998

October 18, 2000

October 9, 2002

August 9, 2005

August 3, 2009

March 16, 2010

May 5, 2010

December 15, 2010

February 23, 2011

November 25, 2012

May 8, 2013



August 5, 2015

October 15, 2016

August 2017

July 2019

June 2022

