

1 **THE SCHOOL NUTRITION ASSOCIATION OF OHIO**
2 **BYLAWS**
3 **Amended June 23, 2020**
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5 **ARTICLE I - NAME**
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7 The name of this association shall be the School Nutrition Association of Ohio, also
8 referred to as the association, a 501(c)(6) corporation chartered in the State of Ohio.
9 SNA of Ohio is a chartered affiliate of the School Nutrition Association, Inc. (SNA) and
10 bound by the SNA state affiliate agreement and the SNA bylaws.
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13 **ARTICLE II - PURPOSE**

14 The purpose of this association is to support the mission and values of the School
15 Nutrition Association, Inc. in the State of Ohio.
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17 **ARTICLE III - MEMBERSHIP**
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19 **SECTION A. CLASSES OF MEMBERSHIP**
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21 Membership shall consist of three classes: School Nutrition, Affiliate, and associate.
22 When chapter affiliates exist, school nutrition, retired and student members- shall also be
23 members of the chapter affiliate.
24

- 25 1. **School Nutrition Members.** School nutrition member categories shall consist of
26 employees, managers, supervisors/directors and specialists, and educators
27 employed in eligible fields as defined by SNA.
28
- 29 2. **Affiliate Members.** Affiliate member categories shall consist of retired
30 members, students enrolled in post- secondary school foodservice programs,
31 industry individuals, corporations and others committed to furthering the goals of
32 the Association.
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- 34 3. **Associate Members.** Associate member categories shall consist of retired
35 members, students enrolled in post-secondary food, nutrition, health or other food
36 related programs, industry consultants, corporations, international child nutrition
37 individuals and other individuals and nongovernment organizations committed to
38 furthering the goals of the association.
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41 School memberships may be held by individual or school district/organization owned. A
42 person shall not concurrently hold both an individual and school district/organization
43 membership. Individual membership is owned by an individual and is not transferable.
44 School district/organization owned members may reserve the right to change to an
45 individual membership at any time if otherwise eligible. School district/organization
46 owned members may be transferred within the following membership categories:
47 employees, managers, supervisors/ directors/specialists, or educators employed in eligible
48 fields as defined by SNA.
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50 **SECTION B. RIGHTS AND PRIVILEGES OF MEMBERS**

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52 All school nutrition members, whose dues, if any, are currently paid shall be entitled to
53 vote for the election of officers for the coming year and to vote by mail or electronically
54 upon any matter submitted to the voting membership.
55

- 56 1. Members who cease to be employed in an eligible field may continue their
57 membership until their renewal date.
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- 59 2. Retired members shall not be eligible for nomination to state elective office.
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- 61 3. Affiliate members shall be non-voting members.
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- 63 4. All members shall be eligible to attend the Annual Business Meeting.
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65 **SECTION C. DUES**

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67 1. Dues for school nutrition members and affiliate members shall be established by
68 the board and remitted directly to SNA.
69
- 70 2. The Board may approve a discount of member dues for the purpose of promoting
71 membership.
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- 73 3. All rights and privileges of membership shall be terminated for nonpayment of
74 dues.
75
- 76 4. Past state presidents shall be granted a lifetime membership in SNA of Ohio.
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82 **ARTICLE IV – REGIONS**

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84 Each region shall have an elected regional director who shall be a member of the Board.
85 The State of Ohio shall be divided into 8 regions as established by the Board. They are
86 as follows:

87

88 1. North Central: Ottawa, Sandusky, Erie, Seneca, Huron, Wyandot, Crawford,
89 Richland, Hancock, Lucas, and Wood Counties.

90

91 2. Northeast: Cuyahoga, Lake, Geauga, Ashtabula, Trumbull, Mahoning,
92 Columbiana, Portage, Stark, Summit, Lorain, Medina, Wayne, and Ashland
93 Counties.

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95 3. Northwest: Van Wert, Allen, Hardin, Mercer, Auglaize, Logan, Williams,
96 Fulton, Defiance, Henry, Paulding, and Putnam Counties.

97

98 4. West Central: Darke, Miami, Champaign, Clark, Montgomery, Greene,
99 Preble, and Shelby Counties.

100

101 5. Central: Marion, Morrow, Knox, Delaware, Union, Madison, Fayette,
102 Licking, Franklin, Fairfield, Pickaway and Perry Counties.

103

104 6. East Central: Holmes, Coshocton, Tuscarawas, Harrison, Carroll, Jefferson,
105 Guernsey, Belmont, Muskingum, Morgan, Noble, Monroe, and Washington
106 Counties.

107

108 7. Southwest: Butler, Warren, Clinton, Hamilton, Clermont, Brown, Highland,
109 and Adams Counties.

110

111 8. Southeast: Ross, Hocking, Athens, Vinton, Pike, Jackson, Meigs, Gallia,
112 Scioto, and Lawrence Counties.

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114 **ARTICLE V – CHAPTER AFFILIATES**

115

116 Local chapters may be formed with assistance from the designated SNA of Ohio regional
117 director. Each chapter shall be a separate legal entity from SNA of Ohio. Chapter
118 affiliates shall determine the qualifications for members to serve as officers of each
119 chapter.

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123 **ARTICLE VI – GOVERNANCE**

124

125 The SNA of Ohio Board of Directors shall be the legislative and governing body of the
126 Association. It shall formulate the philosophies and goals under which the affairs of the
127 Association are managed. The Board shall adopt policies, hear committee and officer
128 reports, take action on recommendations, resolutions, amendments to the Articles of
129 Incorporation, Bylaws, and Standing Rules; and have all other powers and duties
130 specifically provided to it by the Articles of Incorporation and Bylaws.

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133 **SECTION A. COMPOSITION**

134

- 135 1. The voting delegates shall include the current Board of Directors.
- 136
- 137 2. Each Board Member shall have only one (1) vote even when serving in more than
138 one Board position.
- 139
- 140 3. A child nutrition representative from the Ohio Department of Education and the
141 Executive Director shall be non-voting members.

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144 **SECTION B. RESPONSIBILITIES**

145

- 146 1. Formulates the philosophies and goals.
- 147
- 148 2. Debates and reviews matters of professional interest.
- 149
- 150 3. Makes general and specific recommendations.
- 151
- 152 4. Reviews reports of Chapters, Board Members, committees, and advisory boards.
- 153
- 154 5. Takes action on proposed resolutions and amendments to the Bylaws.
- 155
- 156 6. Communicates actions/activities to local affiliated constituents.

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159 **SECTION C. VOTING**

160

161 Each Board Member shall have only one (1) vote even when serving in more than one
162 Board position.

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165 **SECTION D. QUORUM**

166

167 Two-thirds of the eligible voting Board Members shall constitute a quorum.

168 **SECTION E. RESOLUTIONS**

169

170 1. All proposed resolutions to be considered at the Annual Business Meeting for all
171 members, held during the Annual Conference, shall be submitted to the Executive
172 Committee in writing, and received no later than 90 days prior to the Annual
173 Business Meeting.

174

175 An amendment to a resolution may be submitted from the floor of the Annual
176 Business Meeting, provided it has been presented to the Executive Committee for
177 review and approval for discussion before the Call to Order of the Annual
178 Business Meeting.

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180 2. Proposed resolutions to be considered for adoption shall be distributed to the
181 membership at least fourteen (14) days prior to the Annual Business Meeting.

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184 **ARTICLE VII – OFFICERS & DIRECTORS**

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187 **SECTION A. ELECTED OFFICERS & DIRECTORS**

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189 The elected officers and directors shall be: President, Immediate Past President,
190 President-elect, Vice President, Secretary/Treasurer, and Regional Directors.

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192 **SECTION B. ELIGIBILITY**

193

194 All elected position terms shall begin on August 1, through July 31. Candidates for state
195 office shall have held membership in the Association for at least one year immediately
196 preceding the nomination.

197

198 1. A school nutrition member candidate shall:

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200 a. Be regularly employed in an eligible field as defined by SNA.

201

202 b. The president, president-elect, and vice president shall be actively working
203 and involved in the school nutrition profession throughout the term. Other
204 officers and the region directors shall be elected for specified term and shall
205 retain active membership at the time of nomination and election and, if a
206 change in status occurs, they shall complete their term of office provided one
207 year of their term has been completed.

208

209 c. Be encouraged to be SNA certified/credentialed members.

210

211 **SECTION C. TERMS OF OFFICE FOR ELECTED POSITIONS**

212

213 1. President. The President shall be the chief elected officer and shall serve one
214 year, succeeding to Immediate Past President/Nominating Committee Chair.

215

216 2. President-elect. The President-elect shall serve for one year, succeeding to
217 President.

218

219 3. Vice President. The Vice President shall be elected annually and serve for one
220 year succeeding to President-Elect.

221

222 4. Secretary/Treasurer. The Secretary/Treasurer shall be elected in even numbered
223 years and shall serve for two years.

224

225 5. Regional Directors. Regional Directors shall be elected for a two-year term; their
226 place of employment shall be in the respective region at the time of nomination
227 and election. If a change in region of employment occurs, they shall complete
228 their term of office provided one year of their term has been completed. Elections
229 shall be on the following schedule:

230

231 EVEN YEARS

ODD YEARS

232

233 West Central

Northeast

234 North Central

Northwest

235 Southwest

East Central

236 Southeast

Central

237

238

239 **SECTION D. ELECTION**

240

241 Elections shall be held electronically or by mail. Ballots must be received no later than
242 thirty (30) days prior to the Annual Business Meeting.

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245 **SECTION E. ELECTED POSITIONS**

246

247 Responsibilities of these positions are housed in the association's policy and procedure
248 document and are reviewed annually by the Board of Directors.

249

250 1. President

251 2. President-elect

252 3. Vice President

253 4. Past President

254 5. Secretary/Treasurer

255 6. Regional Directors

256 **SECTION F. SUCCESSION**

257

258 Upon completion of the term of office, the president shall become a past president of the
259 association. Upon completion of the term of office, the president-elect shall
260 automatically succeed to the office of the president. Upon completion of the term of
261 office, the vice president shall automatically succeed to the office of president-elect.

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264 **SECTION G. APPOINTED POSITIONS**

265

266 Responsibilities are reviewed and determined by the board of directors. Appointed
267 officers and directors will be appointed by the Executive Committee and approved by the
268 Board of Directors.

269

270 1. Lead Regional Officer – selected from one of the 8 current board regional directors.
271 The Lead Regional Director shall serve on the Executive Committee.

272

273 2. Standing Committee Chair Directors

274

275 The following committees will be appointed in odd numbered years.

276

1. Professional Development

277

2. Nutrition

278

279 The following committees will be appointed in even numbered years.

280

1. Membership

281

2. Legislation

282

283 The following committee will be appointed for a three year term. First term begins
284 2020-2021.

285

1. Resolution and Bylaws

286

287

288 **SECTION H. INDUSTRY ADVISORY COUNCIL (IAC)**

289

290 The Industry Advisory Council (IAC) is to act as a liaison between the Ohio
291 School Nutrition Association and member of industry including but not limited to:
292 food, nonfoods, equipment, services, supplies or other Child Nutrition related
293 products or services. The IAC shall promote interaction and mutual cooperation
294 between industry and members of Ohio SNA. The number of industry members,
295 terms of service as well as organizational structure and mission will be detailed in
296 guidance documents held by Ohio SNA.

297

298 The IAC chair shall have one vote at Ohio SNA board meetings. In the event the
299 IAC chair is unavailable, the Vice chair may vote on his/her behalf.

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302 **SECTION I. EX-OFFICIO MEMBERS (Non-voting Members)**

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304 **1. Executive Director**

305

306 a. The Executive Director shall be the chief executive officer of the Association
307 and shall implement policies of the Board and Executive Committee
308 consistent with efficient and effective business practices. The Executive
309 Director shall be employed under contract by the Board, and shall fulfill the
310 duties set forth in the contract.

311

312 **2. ODE Child Nutrition Representative**

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314 a. Reports the activities of the child nutrition programs.
315 b. Provides leadership, support, technical assistance, and resources to members.
316 c. Serves as liaison between the Ohio Department of Education and the SNA of
317 Ohio.

318

319 **SECTION J. REMOVAL FROM OFFICE**

320

321 Any officer who is found in violation of conditions required for election, a breach of
322 fundamental principles or rules of the Association, or failing to work under the
323 framework of the Association may be removed from office by two-thirds (2/3) vote of the
324 Board of Directors, provided that prior to any vote there is a hearing at which the officer
325 is allowed to answer to the charges and present a defense.

326

327 **SECTION K. VACANCIES**

328

329 The unexpired term of a Board Member whose seat may become vacant through removal,
330 resignation, death, or loss of membership may be filled by a current member, appointed
331 by the Executive Committee and approved by the Board of Directors. In replacing an
332 unexpired term, the appointed member may fulfill that term only.

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336 **ARTICLE VIII - BOARD OF DIRECTORS**

337

338 The Board of Directors (“Board”) shall be the executive body of the Association. The
339 Board shall meet no less than three times a year to conduct and manage the affairs of the
340 Association, formulate policies; adopt the annual budget; review reports and resolutions;
341 and have all other powers and duties specifically provided to it by the Bylaws.

342

343 **SECTION A. COMPOSITION**

344

345 1. Board Members shall consist of the President, President-elect, Vice President,
346 Secretary/Treasurer, Regional Directors, Standing Committee Chairs and the
347 Industry Advisory Council Chairperson and Vice Chair.

348

349 2. The Executive Director and the ODE Child Nutrition Representative shall be non-
350 voting members.

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352

353 **SECTION B. RESPONSIBILITIES**

354

355 1. Directs Association affairs in accordance with the philosophies, general policies,
356 and goals.

357

358 2. Employs the Executive Director, if desired.

359

360 3. Appoints persons to act for the Association and defines their specific
361 responsibilities.

362

363 4. Approves the annual budget.

364

365 5. Recommends positions and policies.

366

367 6. Provides leadership in working with allied associations and groups.

368

369 7. Removes from office for just cause a Board Member with a majority (2/3) vote of
370 board quorum.

371

372 **ARTICLE IX - EXECUTIVE COMMITTEE**

373

374 **SECTION A. COMPOSITION**

375

376 1. Members shall consist of the President, as chair, President-elect, Vice President,
377 Immediate Past President/Nominating Chair, Secretary/Treasurer and Lead
378 Regional Director.

379

380 2. The Executive Director shall be in attendance as a non-voting member.

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383 **SECTION B. RESPONSIBILITIES**

384

385 1. Proposes to the Board the administrative and management policies of Association
386 business consistent with the actions and policies established by the Board.

387

388 2. Conducts all business referred to it by the Board.

389

390 3. Acts when time does not practically permit a meeting of the entire Board, as
391 determined by the President and within established board policy.

392

393 4. Prepares the annual budget.

394

395 5. Reviews the financial status.

396

397 6. Analyzes reports.

398

399 7. Appoints and approves the Standing Committee Chairs.

400

401 8. Reports actions taken by the Executive Committee to the Board.

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404 **SECTION C. QUORUM**

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406 1. A simple majority of the Executive Committee members shall constitute a
407 quorum.

408

409 **ARTICLE X – SPECIAL COMMITTEES AND ADVISORY BOARDS**

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412 **SECTION A. AD HOC COMMITTEES**

413

414 Special committees and/or advisory boards may be appointed by the President as deemed
415 necessary with approval of the Executive Committee.

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417 These committee members will be non-voting members of the Board of Directors.

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419 **ARTICLE XI - MEETINGS**

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421 **SECTION A. TYPE OF MEETING**

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1. Annual State Conference

There shall be an Annual State Conference.

2. Annual Business Meeting

There shall be a meeting of the membership, led by the Executive Committee, held at the Annual State Conference, with the President presiding. Notice of such meeting may be by electronic means. The Annual Business Meeting will service as an official meeting of the Board of Directors, as well as a forum for open discussion with members in attendance. All members will be encouraged to attend the Annual Business Meeting.

3. Board of Directors

The Board of Directors shall meet no less than three (3) times a year. Additional meetings can be called by the President or upon request of a majority of members of the Board. One of these meetings shall be designated the annual meeting of the board. The board may also meet by telephone conference call or any other method that allows the directors to hear and speak with one another in real time.

4. Executive Committee

The Executive Committee shall meet as determined by the President or at the request of members of the Executive Committee.

5. Officer's Training Seminar

An Officer's Training Seminar shall be held annually. The purpose of the training is to develop leadership and present the Association's Plan of Action for the ensuing year.

6. Special Meetings

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

ARTICLE XII - PUBLICATIONS

SECTION A. THE OFFICIAL PUBLICATION

The Association shall publish an official newsletter, frequency as determined by the Executive Committee.

467 **SECTION B. COMMUNICATIONS**

468

469 Communications to members must be approved by the Executive Committee.

470

471 **ARTICLE XIII - PARLIAMENTARY AUTHORITY**

472

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

479

480 **ARTICLE XIV - AMENDMENTS**

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482 **SECTION A. PROCEDURE FOR AMENDING BYLAWS**

483

484 Amendments to Bylaws shall be adopted by a two-thirds (2/3) vote of the Board of
485 Directors.

486

487 1. The Executive Committee shall receive the amendments from current members in
488 writing on or before 90 days in advance of the Annual Business meeting, to be
489 considered for presentation at the Meeting where amendments will be proposed to the
490 membership. Bylaws may only be amended in event numbered years unless proposed
491 by a two-thirds (2/3) vote of the Board of Directors.

492

493 2. Copies of the amendments shall be provided to all members at least fourteen (14)
494 days prior to the Annual Business Meeting.

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496 3. Proposed amendments to these bylaws shall be sent to SNA in accordance with the
497 SNA state affiliation agreement.

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500 **ARTICLE XV – RULES**

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502 **SECTION A. Rules Governing Membership**

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504 1. School district dues are submitted through SNA National.

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- 506 2. Industry membership dues packages and fees are determined by the SNA of Ohio
507 Board of directors, and dues are collected by SNA of Ohio.
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509 3. Non-voting members attending the Annual Business Meeting may be granted the
510 privilege of speaking.
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512 4. All SNA of Ohio members and Past Presidents on file will receive the association's
513 official publication/newsletter.
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515 **SECTION B. General Rules**

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1. Board Members are expected to attend all Board meetings.

519 **SECTION C. Rules Governing Meetings**

520 ***DEFINITIONS***

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1. **Quorum.** A quorum is the number of members who must be present at a meeting in order to transact business legally.
2. **Fiscal Year.** A fiscal year shall begin on August 1 each year through July 31 of the succeeding year.
3. **Year.** Any reference to year in this document refers to fiscal year.