

School Nutrition Association of Massachusetts, Inc. (formerly
Massachusetts School Food Service Association)

BYLAWS

Adopted and approved by the members of the School Nutrition Association of Massachusetts, (also referred to as SNA of Massachusetts) on January 20, 1969 in Boston, Massachusetts, and amended by the House of Delegates of the MSFSA, April 20, 1971, in Hyannis, MA; April 28, 1977, in Randolph, MA; November 2, 1983, in Sturbridge, MA; on August 31, 1987, in Boxborough, MA; on August 17, 1988, in Sturbridge, MA; on August 24, 1992, in Amherst, MA; on August 19, 1993, in Sturbridge, MA; August 14, 1997, Plymouth, MA; on August 15, 2001 in Fitchburg, MA.; August 14, 2002 in Fitchburg, MA; August 20, 2003 in Boston, MA; October 18, 2005 in Hyannis, MA; August 23, 2006 in Framingham, MA; August 22, 2007 in Framingham, MA; August 19, 2008 in Milford, MA; August 18, 2009 in Waltham, MA; August 17, 2011 in Marlborough, MA; August 14, 2012 in Marlborough, MA; August 14, 2013 in Worcester, MA; October 29, 2014 in Worcester, MA, October 28, 2015 in Worcester, MA, October 26, 2016 in Worcester, MA, October 18, 2017 in Worcester, MA; and October 17, 2018, in Worcester, MA.

Article I

Name

The Name of this organization shall be the School Nutrition Association of Massachusetts (also referred to as SNA of Massachusetts) which is a non-profit Association incorporated in the State of Massachusetts. It is an affiliate of the School Nutrition Association (National) and bound by the SNA State Affiliation Agreement and the SNA bylaws.

Article II

Objects & Purpose

The Objects & Purposes for which this Association is formed are to act as an organization not for profit and operated exclusively for purposes as described in Section 501 (c) (3) 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 nutritionally adequate 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 state and national nutrition policies and legislation which provide 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.
9. To support the mission and values of the School Nutrition Association, Inc.

Article III

Section A – Types and Classes of Membership

Membership shall consist of two (2) types:

1. Individual Membership – Owned by an individual; not transferable.
 - a. School foodservice and nutrition members
 - b. Associate members
 - c. Affiliate members
 - d. Corporate members
2. School District Owned Membership – Owned by a school district; transferable within listed categories.
 - a. Individual school building
 - b. School district

Membership shall consist of four (4) classes: School Foodservice and Nutrition, Associate, Affiliate, and Corporate. Members of SNA of Massachusetts, except for Corporate Members, are also members of the School Nutrition Association (National).

1. Individual Membership – Owned by an individual; not transferable
 - a. School Foodservice and Nutrition Members: This category shall consist of employees, managers, supervisors/directors and educators employed in eligible fields as defined by SNA.
 - b. Associate Members: This category shall consist of retired members, students enrolled in post-secondary school foodservice programs, industry individuals, and others committed to furthering the goals of the Association.
 - c. Affiliate Members: This category shall consist of retired members who choose the option of being non-voting supporter members and school foodservice employees working less than four hours per day.
 - d. Corporate Members: This category shall consist of industry corporations which are interested in furthering the goals of the Association. All such members shall meet membership qualifications established by the Board of Directors and listed in the SNA of Massachusetts Policies and Procedures Manual, except that corporate members may only serve on the board in a corporate representative position.
2. School District Owned Membership – Owned by the school district; transferable within listed membership categories.

- a. Employees.
- b. Managers.
- c. Supervisors/directors.
- d. Educators employed in eligible fields

Individuals from a state other than Massachusetts may become members of SNA of Massachusetts, so long as that state does not have an active SNA State Association.

Section B – Rights and Privileges of Membership

1. Individual Membership -- All school foodservice and nutrition members and retired members, whose dues are currently paid, shall be entitled to vote for the election of officers, vote at the Annual Meeting, and vote on any other matters submitted to the voting membership by mail, electronic mail, or telephone.

- a. Members who cease to be employed in an eligible field may continue their membership until their renewal date.
- b. Retired members shall not be eligible for nomination to national or state elective office.
- c. Associate members (except for retired Associate members) and all Affiliate and Corporate members shall be non-voting members.
- d. The Association Newsletter shall be sent without charge to all members.
- e. The name of any member whose dues remain unpaid for a period of sixty (60) days after the date on which they are due shall be removed from the membership roster.
- f. A person shall not hold both an Individual and School District Owned Membership concurrently.

2. School District Owned Members

- a. who cease to be employed in an eligible field or in a school district owned position relinquish membership on date of separation.
- b. shall be eligible for nomination to elected office as specified in Article VII Elections, Section B Eligibility.
- c. shall be eligible to vote for the election of officers and on any other matters submitted to the voting membership and to vote at the Annual Meeting.
- d. reserve the right to change to an individual membership at any time.
- e. shall not hold individual membership concurrently.

Section C – Dues

Rules and regulations of dues are as follows:

1. Dues for SNA of Massachusetts and SNA shall be remitted directly to SNA.
2. The Board of Directors shall establish state dues for School Foodservice, Nutrition members, Associated, Affiliate, and Corporate members.
3. The Board of Directors may approve a discount of state member dues for the purpose of promoting membership.
4. All rights and privileges of membership shall be terminated for nonpayment of dues.

5. Dues for membership in the School Nutrition Association (National) and SNA of Massachusetts shall be payable annually. Notices of dues payable shall be sent annually from the School Nutrition Association (National), except for Corporate Members.

Section D – Suspension or Revocation of Membership or Privileges of Membership for Cause

In accordance with the mission and vision of SNA of MA, and its responsibilities to its members and the public, the Board of Directors may suspend, revoke, or terminate any membership, any privilege of membership or any participation in SNA programs or activities for conduct which is contrary to the purpose of the Association, or in conflict with its policies.

Any proceedings for suspension, revocation or termination of membership, privileges of membership or participation in SNA activities shall be conducted in good faith and in a fair, nondiscriminatory and reasonable manner consistent with applicable law and regulatory requirements for non-profit corporations and the bylaws. In taking any action authorized by this provision, the officers, and directors shall be entitled to rely on competent expert advice, facts, and disclosed by investigation, admissions or any other reasonable evidence, but shall not be required to observe particular federal or state rules of evidence or judicial procedures. All parties will be provided opportunity to present information to the Board of Directors related to the circumstances directly related to the deliberation phase of the investigation.

Article IV

Organization – Chapters

Section A

The State shall be divided into five (5) chapters, according to the following lists of cities and towns.

- **Chapter I (Western Massachusetts)** Adams, Agawam, Alford, Amherst, Ashfield, Becket, Belchertown, Bernardston, Blandford, Brimfield, Buckland, Charlemont, Cheshire, Chester, Chesterfield, Chicopee, Clarksburg, Colrain, Conway, Cummington, Dalton, Deerfield, East Longmeadow, Easthampton, Egremont, Erving, Florida, Gill, Goshen, Granby, Granville, Great Barrington, Greenfield, Hadley, Hampden, Hancock, Hatfield, Hawley, Heath, Hinsdale, Holland, Holyoke, Huntington, Lanesborough, Lee, Lenox, Leverett, Leyden, Longmeadow, Ludlow, Middlefield, Monroe, Monson, Montague, Monterey, Montgomery, Mount Washington, New Ashford, New Marlborough, New Salem, North Adams, Northampton, Northfield, Orange, Otis, Palmer, Pelham, Peru, Pittsfield, Plainfield, Richmond, Rowe, Russell, Sandisfield, Savoy, Sheffield, Shelburne, Shutesbury, South

Hadley, Southampton, Southwick, Springfield, Stockbridge, Sunderland, Tolland, Tyringham, Wales, Ware, Warwick, Washington, Wendell, West Springfield, West Stockbridge, Westfield, Westhampton, Whately, Wilbraham, Williamsburg, Williamstown, Windsor, Worthington.

- **Chapter II (Central Massachusetts)** Ashburnham, Ashby, Athol, Auburn, Ayer, Barre, Berlin, Blackstone, Bolton, Boylston, Brookfield, Charlton, Clinton, Douglas, Dudley, Dunstable, East Brookfield, Fitchburg, Gardner, Grafton, Groton, Hardwick, Harvard, Holden, Hopedale, Hubbardston, Lancaster, Leicester, Leominster, Lunenburg, Mendon, Milford, Millbury, Millville, New Braintree, North Brookfield, Northborough, Northbridge, Oakham, Oxford, Paxton, Pepperell, Petersham, Philipston, Princeton, Royalston, Rutland, Shirley, Shrewsbury, Southborough, Southbridge, Spencer, Sterling, Sturbridge, Sutton, Templeton, Townsend, Upton, Uxbridge, Warren, Webster, West Boylston, West Brookfield, Westborough, Westminster, Winchendon, Worcester.
- **Chapter III (Northeastern Massachusetts)** Acton, Amesbury, Andover, Arlington, Bedford, Belmont, Beverly, Billerica, Boxford, Burlington, Carlisle, Chelmsford, Chelsea, Concord, Danvers, Dracut, Essex, Everett, Georgetown, Gloucester, Groveland, Hamilton, Haverhill, Ipswich, Lawrence, Lexington, Lincoln, Lowell, Lynn, Lynnfield, Malden, Manchester-by-the-Sea, Marblehead, Medford, Melrose, Merrimac, Methuen, Middleton, Nahant, Newbury, Newburyport, North Andover, North Reading, Peabody, Reading, Revere, Rockport, Rowley, Salem, Salisbury, Saugus, Stoneham, Swampscott, Tewksbury, Topsfield, Tyngsborough, Wakefield, Wenham, West Newbury, Westford, Wilmington, Winchester, Winthrop, Woburn.
- **Chapter IV (Metro Boston)** Ashland, Avon, Bellingham, Boston, Boxborough, Braintree, Brookline, Cambridge, Canton, Dedham, Dover, Foxborough, Framingham, Franklin, Holbrook, Holliston, Hopkinton, Hudson, Littleton, Marlborough, Maynard, Medfield, Medway, Millis, Milton, Natick, Needham, Newton, Norfolk, Norwood, Plainville, Quincy, Randolph, Sharon, Sherborn, Somerville, Stoughton, Stow, Sudbury, Walpole, Waltham, Watertown, Wayland, Wellesley, Weston, Westwood, Weymouth, Wrentham.
- **Chapter V (Southeastern Massachusetts)** Abington, Acushnet, Aquinnah, Attleboro, Barnstable, Berkley, Bourne, Brewster, Bridgewater, Brockton, Carver, Chatham, Chilmark, Cohasset, Dartmouth, Dennis, Dighton, Duxbury, East Bridgewater, Eastham, Easton, Edgartown, Fairhaven, Fall River, Falmouth, Freetown, Gay Head, Gosnold, Halifax, Hanover, Hanson, Harwich, Hingham, Hull, Kingston, Lakeville, Mansfield, Marion, Marshfield, Mashpee, Mattapoisett, Middleborough, Nantucket, New Bedford, North Attleborough, Norton, Norwell, Oak Bluffs, Orleans, Pembroke, Plymouth, Plympton, Provincetown, Raynham, Rehoboth, Rochester,

Rockland, Sandwich, Scituate, Seekonk, Somerset, Swansea, Taunton, Tisbury, Truro, Wareham, Wellfleet, West Bridgewater, West Tisbury, Westport, Whitman, Yarmouth.

Section B – Duties

Each Chapter shall have a Chapter Delegate as herein provided, who shall be a member of the Board of Directors. The President-Elect shall serve as Chairperson of Chapter Delegates. Chapter Delegates shall plan and conduct Chapter meetings.

Each Chapter shall have a Chapter Delegate-Elect elected as herein provided. The Chapter Delegate-Elect is not a voting member of the Board of Directors. The Chapter Delegate-Elect shall assist the Chapter Delegate in performance of his or her duties, shall act as Chapter Delegate, with voting power, during the absence of the Chapter Delegate. Chapter Delegates-Elect shall succeed to the office of Chapter Delegate. If a Delegate is unable to complete her or his term of office, the Board of Directors shall appoint an Interim Delegate to complete the vacant term. Primary consideration for this appointment will be given to a former Board member and/or former Delegate or Delegate-Elect. In any case, the appointee must have been a member of SNA of Massachusetts for one (1) year immediately preceding the appointment.

The Delegate-Elect shall be responsible for collection of moneys, maintenance of prescribed records and expenditure of funds. This person shall prepare a financial report for the Chapter Delegate before the last scheduled Board Meeting before the Annual Meeting. The Chapter Delegate shall pass the report in to the Treasurer. Such records as maintained by the Delegate-Elect shall be subject to an annual audit and approved by the Board of Directors.

Article V

Section A – Management

The Board of Directors shall direct the affairs of the Association. No member of the Board of Directors shall receive salaries for their service in such capacities unless the Association shall separately employ them under contract.

Section B – Board of Directors

The Board of Directors shall consist of the President, President-Elect, Vice President, Treasurer, five (5) Chapter Delegates, five (5) Chapter Delegates-Elect (non-voting), Chairpersons of Standing Committees (Nutrition and Legislation, Member Relations, Professional Development, and Exhibits), Industry Representative (who serves as Chairperson of the Industry Council), and Immediate Past President/Leadership Development Chair. Director of the Office for Food and Nutrition Programs, MA Dept. of Elementary and Secondary Education, as advisor of the Board, and the Executive Director shall be ex-officio members of the Board of Directors. The President-Elect shall recommend for appointment, with approval of the Board of Directors, the Industry Representative for a three-year term and the Chairpersons of Standing Committees as follows: Nutrition and Legislative, odd years; Member Relations, odd years; Exhibits, even years; and Professional Development, even years. All those appointed to the Board of Directors shall be

members in good standing of the School Nutrition Association (National) and SNA of Massachusetts, and adhere to the State of Massachusetts Ethics and Conflict of Interest Law and the SNA of MA Conflict of Interest Statement. A majority of the voting members shall constitute a quorum. The Board of Directors shall meet at the call of the President or upon request of five (5) voting members of the Board. However, there shall not be less than four (4) Board meetings a year. Past Presidents in good standing shall receive notification in advance of upcoming Board meetings. In the event that it becomes necessary between Board meetings for the Board to make a decision on a matter, a vote may be taken through e-mail or other electronic means only as allowed by state law.

Section C – Duties

The Board of Directors shall formulate the philosophies and goals of the association and determine administrative policies and manage the business of the association. The Board of Directors shall have the following specific responsibilities.

1. To propose resolutions and amendments to the Bylaws for consideration by the members at the Annual Meeting.
2. To make and amend rules or procedures, consistent with the Articles of Incorporation and Bylaws for the management of the Association's business and affairs.
3. To provide for change of location of the principal place of business if necessary.
4. To appoint any person with such powers and upon such terms as it may deem fit, to be the agent of the Association and to arrange for bonding such person or persons as it may deem necessary
5. To invest the moneys of the Association.
6. To determine who shall be authorized on the Association's behalf to sign bills, notes, receipts, acceptance, endorsements or the sale, lease or exchange of Association properties or assets.
7. To delegate any of its powers in the course of current business of the Association, except as herein provided, to any standing or special committee, or to any officer or agent.
8. To appoint and supervise the salaried personnel who shall accept guidance and instructions in the performance of their duties and evaluation of their work.
9. To decide upon questions of cooperation with other state organizations.
10. To review and approve the plans, budget and program of works for all committees and Chapter Delegates.
11. To review and approve the program for the state's Annual Meeting.
12. To elect a member to fill any and all vacancies of unexpired term or replace persons unable to fulfill the responsibilities of their positions except as herein provided. Such election shall occur either at a meeting of the Board or by written or electronic ballot of the Board.
13. All Board of Directors members shall submit Board reports prior to each Board meeting which will be posted on the Association's website.

The Executive Committee shall consist of the President, President-Elect, Vice President and Treasurer. The Executive Director shall be a non-voting member. The Executive Committee acts between Board meetings on all business referred to the Board consistent with actions and policies established by the Board. All Executive Committee meetings shall be at the call of the President.

Section D – Expenses and Fees

Only such expenses in accordance with a uniform schedule established by the Executive Committee and approved by the Board of Directors shall be paid to any member of the Association. Registration fees for SNA of Massachusetts sponsored conferences or meetings will be waived for the President, the Professional Development Chair and the Exhibit Chair(s). No other member of the Association shall be reimbursed for attendance at SNA of Massachusetts sponsored conferences or meetings except for Association staff members attending as part of their assigned duties. SNA of Massachusetts assumes the responsibility of providing a complementary room for the President and that of his or her spouse or one guest at all State Conferences.

Article VI

Officers of the Association and Length of Terms

The officers of the Association shall consist of President, President-Elect, Vice President and Treasurer, who shall be elected in accordance with Article VII herein and who shall serve during the fiscal year August 1 – July 31. The President, President-Elect, and Vice-President shall serve for one year; the Treasurer shall serve for three years. The Vice-President shall be elected annually; the Treasurer shall be elected every three years. The President-Elect and the Vice President shall automatically become the President and President-Elect, respectively, effective each August 1.

Section A – President

The President must be an active school nutrition member for the entire term of office. The President is not eligible for re-election to that position for eight (8) years. **Duties:** The President shall be a voting member of the Board of Directors, the Chief Executive Officer of the Association, serve as chairperson of the Board of Directors and as ex-officio member of all committees herein provided for, and shall preside at the Annual Meeting. The President shall recommend for appointment, with approval of the Board of Directors, chairpersons of the Other Committees referenced in Article VIII, Section B, and shall recommend for appointment, with approval of the Board of Directors, the members of all committees, except as herein provided; set up time schedules for completion of work and submission of reports of all committees except as herein provided; see that all orders and resolutions of the Board of Directors are carried into effect; and exercise all other general powers of supervisory and active management usually vested in that office. The President shall plan all state Conferences and plan Executive Committee meetings before each conference and whenever else an Executive Committee meeting is deemed necessary. The President upon retiring shall be responsible for preparing a report of significant events during her or his term of office.

Section B -- President-Elect

The President-Elect must be an active school nutrition member for the entire term of office. The President-Elect is not eligible for re-election to that position for eight (8) years. **Duties:** The President-Elect shall be a voting member of the Board of Directors. The President-Elect shall

become acquainted with all duties devolving upon the President, other officers, Board of Directors, committees and districts, review the SNA of Mass. Policies and Procedures Manual, serve as Chairperson of Chapter Delegates to train Delegates-Elect and shall oversee, suggest and encourage all activities of the Chapter Delegates and Delegates-Elect .

Section C -- Vice President

The Vice President is not eligible for re-election to that position for eight (8) years. **Duties:** The Vice President shall be a voting member of the Board of Directors. The Vice President shall become acquainted with all duties devolving upon the President-Elect and shall check roll call at all Board of Directors meetings to determine if there is a voting quorum and work with the SNA of Massachusetts Executive Director to ensure that a correct record of all meetings of the Association is made and kept in books belonging to the Association and that appropriate notices and copies of minutes are sent to Board members. The Vice President shall review the SNA of Mass. bylaws annually to ensure that they are consistent with current principles, policies and goals of the Association. The Vice President may act as advisor for conducting meetings according to Robert's Rules of Order, Newly Revised.

Section D – Treasurer

The Treasurer shall be elected for a term of three years and may be re-elected for up to one (1) additional three-year terms but is not eligible for subsequent re-election to that position for eight (8) years. **Duties:** The Treasurer shall be a voting member of the Board of Directors. In the event there are vacancies in all the offices of President, President-Elect, and Vice President at the same time, the Treasurer shall serve as President until the next regularly elected officers are installed. The Treasurer shall have responsibility, custody and/or control of all funds and securities of the Association, including those at the state and district level and shall maintain full and accurate accounts of all receipts and disbursements in books belonging to the Association. A recognized surety company shall bond the Treasurer for an amount consistent with the funds handled as determined by the Board of Directors. In event of the death of the Treasurer or her or his resignation from office, all books of every nature, documents, papers, money, vouchers, other assets and property of every description belonging to the Association and in the possession of the Treasurer shall be delivered to the Association. A qualified auditor approved by the Board shall audit the books annually.

Section E – Terms of Office

1. All terms of office begin on August 1 and end on July 31.
2. The President, President-Elect and Vice President serve one-year terms.
3. The Treasurer serves a three-year term.
4. The Immediate Past President/Leadership Development Chair serves a one-year term.
5. The Industry Representative serves a three-year term.
6. The chairs of the Member Relations and the Nutrition and Legislative Committees serve a two-year term beginning in odd years. The chairs of the Professional Development and Exhibits Committees serve a two-year term beginning in even years.
7. The Delegates and Delegates-Elect serve one-year terms.

Section F – Vacancies

1. **President:** If the President is unable to complete her or his term of office, the President-Elect shall succeed to the office of President. The Vice President shall succeed to the office of President-Elect and carry out the duties of both the President-Elect and the Vice President until the new Vice President is elected at the next regular election or until such time that the Board of Directors may decide to appoint an Interim Vice President to assume the duties of the Vice President until the new Vice President takes office. Both of these officers will complete the remainder of the respective vacated terms and then will be duly installed for the actual terms for which they were originally elected.
2. **President-Elect:** If the President-Elect is unable to complete her or his term of office, the Vice President shall succeed to the office of President-Elect and carry out the duties of both the President-Elect and Vice President until such time as a new Vice President takes office (see Item 3, below). She or he will complete the remainder of the vacated term of the President-Elect and then will succeed to the position of President.
3. **Vice President:** If the Vice President is unable to complete her or his term of office or is required to fill a vacated President-Elect position, and a regular election has been held, the incoming Vice President will immediately assume the office of Vice President and serve through the remainder of the vacant term, at the end of which she or he will succeed to the position of President-Elect. In addition, a special election will be held in accordance with Article VII, Section E to elect a Vice President to assume office at the beginning of the next term. If the Vice President is unable to complete her or his term of office or is required to fill a vacated President-Elect position, and a regular election has not been held, then a special election will be held to elect an individual to fill the remainder of the vacant term, at the end of which she or he will succeed to the position of President-Elect. The next Vice President will be elected at the next regular election. Until the election of the new Vice President, the President-Elect shall carry out the duties of both President-Elect and Vice President.
4. **Treasurer:** If the Treasurer is unable to complete her or his term of office, the Treasurer's position will be placed on the next regular election ballot for a new three-year term. The Board of Directors may ask the runner up from the previous election to serve as Interim Treasurer until the next election. If the runner up is unwilling to accept or there is no runner up, the Executive Committee may appoint another qualified individual to serve as Interim Treasurer until the next election. In either case, the Board of Directors may call for a Special Election to elect a new Treasurer.

5. **Immediate Past President/Leadership Development Chair:** If the Immediate Past President is unable to serve on the Board of Directors, the President, with approval of the Board of Directors, will appoint another qualified individual.
6. **Delegate:** If a Delegate is unable to complete her or his term of office, the Board of Directors shall appoint an Interim Delegate to complete the vacant term. Primary consideration for this appointment will be given to a former Board member and/or former Delegate or Delegate-Elect. In any case, the appointee must have been a member of SNA of Massachusetts for one (1) year immediately preceding the appointment.
7. **Delegate-Elect:** If a Delegate-Elect is unable to complete her or his term of office the Board of Directors shall appoint a Delegate-Elect to complete the vacant term and succeed as Delegate in the following year. The appointee must have been a member of SNA of Massachusetts for one (1) year immediately preceding the appointment.
8. **Chairs of Standing and Other Committees and Industry Representative:** If any of these individuals is unable to complete her or his term of office, the President, with approval of the Board of Directors, will appoint another qualified individual to serve the remainder of the vacant term.

Section G – Removal from Office

Any board member 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 Board of Directors, upon receipt of charges, shall investigate the charges, hold a hearing at which the accused board member shall have the right to present a defense, and render a decision.

ARTICLE VII

ELECTIONS

Section A -- Leadership Development Committee

The Leadership Development Committee shall be comprised of at least six members: the current past president, who shall serve as chair (and shall have voting privileges on the Board of Directors), the president-elect, executive director, and a minimum of three other members in good standing. When considering the selection of committee members, preference should be given to those individuals with board experience and/or experience from a variety of perspectives. Positions shall be appointed by the president with the approval of the board.

The Leadership Development Committee shall prepare a slate of officers, ideally designating two candidates each for the office of vice president, treasurer and delegate-elect for each chapter. There shall be verification that the candidate has met eligibility requirements. Members who wish to be candidates shall notify the Leadership Development Committee in writing by February 15. The slate shall be submitted to the executive board by March 1 for approval. The slate prepared by the Committee shall contain at least two (2) names for each office to be filled wherever possible. The Board of Directors shall take a vote on approval of the slate, and prepare the ballot to be sent to members by April 10.

The Leadership Development Committee is responsible for succession planning by identifying, engaging and developing leaders for elected board positions. The committee is also responsible for encouraging volunteerism throughout the association.

Section B –Eligibility

To be eligible for nomination for office of Vice President or the office of Treasurer, a member must have held membership in the School Nutrition Association (National) and SNA of Massachusetts for at least two (2) years immediately preceding the nomination and must have two (2) years experience on the Board of Directors by installation date with one (1) of the two (2) years as a voting member. The Candidate shall have demonstrated leadership qualities and interest in Association affairs by having attended one State conference in each of the previous two years. (A candidate for any Executive Committee position of SNA of Massachusetts must be regularly employed in child nutrition programs.) To be eligible for nomination for Chapter Delegate-Elect, a person must have been a member of SNA of Massachusetts for one (1) year immediately preceding the nomination. A Delegate-Elect must be elected from the chapter in which his or her place of employment is located.

Section C – Ballots

Election of Association officers and delegates-elect shall be by mail and/or electronic ballot. The slate of officers will be submitted by the Leadership Development Committee to the Board of Directors for approval by March 1st, and ballots must be sent to members by April 10. Voting for Chapter Delegate-Elect shall be limited to the membership of the district concerned. Returned ballots must be postmarked no later than May 1 in order to be counted. A simple majority shall be required for election. Persons elected shall be notified by May 10, they shall be installed at the Annual Board Retreat. The terms of office for all elected board members will be from August 1 through July 31. In the event of a single slate of officers and delegates-elect, the slate will be announced by mail or electronic mail and no ballot will be mailed.

Section D -- Vote Counting

The SNA of Massachusetts office will forward the electronic results to the board members before May 10 to be verified by the board.

Section E – Special Elections

In the event that a special election is called for by the Board of Directors to fill a vacant position on the Board of Directors, the Leadership Development Committee shall survey the membership for candidates, interview each candidate and present a list of candidates to the Board of Directors. Ballots must be mailed to all voting members within 15 days of the presentation of the list of candidates. Election shall be by mail and/or electronic ballot. In order to be counted, ballots must be returned, postmarked no later than 30 days after being mailed. A simple majority shall be

required for election. In the event of a single candidate, no ballot will be mailed, and the person selected will be announced by mail or electronic mail.

ARTICLE VIII

Activities

The Board of Directors and Committees shall conduct the activities of the Association. Policy, procedures and activities are listed in the SNA of Massachusetts Policies and Procedures Manual.

Section A -- Standing Committees

There are six (4) Standing Committees: Member Relations (this category to include: membership, certification, credentialing, scholarships, awards, social media, website oversight of specified sections), Nutrition and Legislative, Professional Development, and Exhibits. A full description of the duties and responsibilities of each Standing Committee is listed in the SNA of Massachusetts Policies and Procedures Manual.

Section B -- Other Committees

The incoming President shall determine the needs of any Other Committees and shall appoint the Chairpersons of such Other Committees to a term of one (1) year, subject to the approval of the Board of Directors:

A full description of the duties and responsibilities of each Other Committee is listed in the SNA of Massachusetts Policies and Procedures Manual.

ARTICLE IX

Meetings

Section A -- Annual Meeting

There shall be an Annual Meeting of the members of the Association for the purpose of the installation of elected officers, consideration of proposed revisions to the Bylaws, and the transaction of such other business as may properly come before the meeting. The president shall preside over the meeting. Five (5) percent of the most recently reported membership number or forty (40) members in good standing, whichever is greater, shall be necessary to constitute a quorum. The process for establishing that a quorum has been reached shall be set out in the Association Policies and Procedures Manual. The Board of Directors shall set the date, time and place of this meeting. Notice of the Annual Meeting, including date, place and hour, shall be sent to each member of the Association not less than forty (40) days prior to the date of said meeting.

Section B -- Special Meetings

The Board of Directors may call special meetings of the members. Members shall be notified in accordance with requirements covering Annual Meetings.

Section C -- Board of Directors Meetings

Board of Directors Meetings shall be held at the call of the President. There will not be less than four (4) in a fiscal year. Additional meetings may be called by the President or upon request of five (5) voting members of the Board of Directors.

Section D -- Executive Committee Meetings

Executive Committee Meetings shall be held at the call of the President, as the President deems necessary.

Section E -- Chapter Delegate & Delegate-Elect Meetings

Chapter Delegate & Delegate-Elect Meetings shall be held at the call of the Vice President. These meetings are usually held before regular Board of Directors Meetings or at a time and place so designated by the Vice President who is Chairperson of these meetings.

ARTICLE X

Fiscal Year

The fiscal year of the Association shall begin on the first day of August each year and July 31 of the succeeding year for auditing purposes.

ARTICLE XI

Amendments

Amendments or repeal of these Bylaws may be proposed in any one of the following ways: (a) upon petition of one (1) percent of the membership; (b) by majority vote of the Board of Directors, after being considered at a minimum of two (2) separate Board meetings; (c) by majority vote of the membership at the Annual Meeting.

These Bylaws may be amended at the Annual Meeting provided copies of the proposed amendments have been made available to all members in good standing at least thirty (30) days prior to the Annual Meeting.

Proposed amendments to these bylaws shall be sent to SNA in accordance with the SNA State Affiliation Agreement.

ARTICLE XII

Procedure

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.

ARTICLE XIII