

8-30-2022



Feeding Bodies. Fueling Minds.™

NEW MEXICO SCHOOL NUTRITION ASSOCIATION, INC.

BYLAWS
~~June 19, 2021~~ September 2022

ARTICLE I - NAME

The name of this Association shall be the New Mexico School Nutrition Association, Inc., hereinafter called "Association"; a 501(c)(6) corporation chartered in the state of New Mexico. The Association is an affiliate of the School Nutrition Association hereinafter called "National Association", and bound by the SNA State Affiliate Agreement and the SNA bylaws.

ARTICLE II - PURPOSE

The purpose for which this Corporation is formed is to act as an organization not for profit and operated exclusively for purposes as described in Section 501(c) 4 of the Internal Revenue Code of 1986 and any subsequent amendments thereto and substitutions therefore, and in the course thereof, and subject thereto, to act as follows:

1. Promote the optimal health, nutrition and education of all children by supporting nutritionally adequate and educationally sound, financially accountable, nonprofit child nutrition and school community nutrition programs;
2. Promote high standards of child nutrition and school community programs with emphasis on nutritious meals that are appealing to children;
3. Promote united efforts between school personnel, allied organizations, industry and the public to assure every child an opportunity to receive the benefits of the child nutrition and nutrition education programs;
4. Promote high standards and provide appropriate educational programs, incentives and recognition for professional development of child nutrition personnel;
5. Promote research and development in child nutrition programs;
6. Promote the establishment of a State Nutrition Policy and legislation which

9/2022

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

Section 1. Types of Membership

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

Section 1. Elected Officers

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

80 Candidates for Officer's positions shall have held membership in the Association for at
81 least one year preceding the nominations, shall have served in at least one appointed

NMSNA

82 office on the Executive Board or appointed Committee, have attended one State
83 Conference, and must live in New Mexico.

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85 In addition, the following eligibility requirements apply:

- 86 A. President and President-Elect – The President and President-Elect shall:
 - 87 • Have demonstrated leadership and interest in Association affairs;
 - 88 • Be regularly employed in eligible field, as a district director, supervisor,
 - 89 regional manager or corporate officer.
 - 90 • Be a SNA certified member;
 - 91 • Fill the position of President for a one-year term only; and
 - 92 • Be actively working and involved in the school nutrition profession throughout
 - 93 the term.
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- 95 B. Vice President – The Vice President shall:
 - 96 • Have previous service on the Executive Board or Standing Committee;
 - 97 • Have served on the Association Executive Board within the past 3 years or
 - 98 have served on a Standing Committee; and
 - 99 • Be actively working and involved in the school nutrition profession throughout
 - 100 the term.

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102 Section 3. Terms of Office NMSNA

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

at end of Annual conf.

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110 Section 5. Election

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

115 Section 6. Removal

116 Any Elected Officer who is found in violation of conditions required for election, a breach
117 of fundamental principles or rules of the Association, or failing to work under the
118 framework of the Association may be removed from Office. The Executive Board, upon
119 receipt of charges shall investigate the charges, hold a hearing at which the accused
120 Elected Officer may appear and present a defense. The decision of the Executive Board
121 shall be final.

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123 Section 7. Vacancies

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

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ARTICLE V - MEETINGS

Section 1. Types of Meetings

A. State Conference

- 1. There shall be an annual State Conference, the date and place of which shall be determined by the Executive Board.
- 2. All proposed resolutions to be considered at the State Conference shall be submitted to the Chair of the Resolution and Bylaws committee in writing ninety (90) calendar days prior to the State Conference. Adoption of proposed resolutions shall require a majority vote. Resolutions which are in conflict with the Bylaws shall not be presented to the Association.

~~B. Legislative Conference~~

- ~~1. A Legislative Conference may be held to evaluate legislative needs and plan strategies for legislative activities.~~

B. ~~X~~ Special Meetings

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

Section 2. Notice

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

ARTICLE VI - EXECUTIVE BOARD

Section 1. Composition

There shall be an Executive Board composed of the President, President Elect, Vice President, Secretary, Treasurer, Regional Chair Persons, Immediate Past President, Standing Committee Chairs, and Industry Representative. Ex-officio members will be New Mexico Student Nutrition Bureau Director, FANS Food Distribution Manager, ~~CYFD Family Nutrition Bureau Representative and Association paid staff members.~~ ~~ECED Early Childhood Education Care Department.~~

Section 2. Voting

The following members are eligible to vote: Executive Committee, Regional Chairs, Standing Committee Chairs and an Industry Member. All Executive Board members will abstain from voting when it involves a conflict of interest. Ex-officio or Honorary Members are not allowed a vote, except that if Ex-officio members serve as a Chair on a Committee, they shall be eligible to vote.

Section 3. Responsibilities

The Executive Board shall be the legislative, governing and the executive body of the Association. It shall formulate the philosophies and goals under which the affairs of the Association are managed. The Executive Board shall formulate/adopt policies, adopt the annual budget, review reports, resolutions and amendments to the Articles of

174 Incorporation, Bylaws and Standing Rules, conduct, manage the affairs and have all
175 other powers and duties specifically provided to it by Articles of Incorporation and
176 Bylaws which are necessary to achieve the objective not specifically delegated to other
177 agents or agencies of the Articles of Incorporation or Bylaws.

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179 The ^{NMSNA} Executive Board shall:

- 180 1. Formulate and adopt policies and strategic goals of the Association;
- 181 2. Direct the affairs of the Association in accordance with the adopted Strategic
182 Plan, general policies and goals; ^{Board meetings NMSNA}
- 183 3. Review the reports of each member of the Executive Board; ^{Report must be send to Executive Director 1 week prior to board meeting}
- 184 4. Approve all proposed resolutions and amendments to the Bylaws for approval
185 and vote by the NMSNA membership;
- 186 5. Approve all amendments to the Standing Rules consistent with the Articles of
187 Incorporation and Bylaws for the management of the Association's business
188 affairs;
- 189 6. Direct Association affairs in accordance with the philosophies, general policies,
190 procedures and goals adopted by the Association;
- 191 7. Consider recommendations made by the Association;
- 192 8. Appoint persons to act for the Association and defines their specific
193 responsibilities; ^{↓ on behalf of}
- 194 9. ~~Adopt the annual budget including, but not limited to, budgets for all state~~
195 ~~meetings; Delete~~
- 196 10. Manage and direct all financial affairs;
- 197 11. ~~Adopt the audit of Association financial records;~~
- 198 12. ~~Authorize persons to sign checks, contracts, and other documents for~~
199 ~~the Association; Delete~~
- 200 13. Approve all committee appointments; ^{NMSNA}
- 201 14. Fill vacancies of unexpired terms of Executive Board members, unless otherwise
202 specified;
- 203 15. ~~Review and approve the program for all State Conferences and seminars.~~
- 204 16. Adopt a Strategic Plan of Action;
- 205 17. Adopt a Plan of Action for the ensuing year during the Fall ^{NMSNA} Executive Board
206 meeting;
- 207 18. Recommend positions and policies to the Association;
- 208 19. Provide leadership in working with allied association and groups which share a
209 similar purpose;
- 210 20. Employ an attorney(s) as/or when deemed necessary;
- 211 21. Appoint any person with such powers and upon such terms as it may deem fit, to
212 be the fiscal agent of the Association and to arrange for bonding as it may deem
213 necessary;
- 214 22. Invest monies of the Association;
- 215 23. Authorize the Treasurer and Executive Director who must be bonded, on the
216 Association's behalf, sign bills, notes, receipts, acceptances, endorsements,
217 checks, release contracts and other documents.
- 218 24. Be responsible for the management of the Association's affairs;
- 219 25. Decide upon questions of cooperation with other educational organizations;

The President must

- 220 26. Review and approve the plans and program of work for all Committees, Chairs.
- 221 27. Confirm a member to fill any and all vacancies of unexpired terms of Elected
- 222 Officers or those officers unable to perform their duties;
- 223 28. The Executive Board shall set limits/procedures within budgetary restraints for
- 224 reimbursement for expenditures by the Association members who travel on
- 225 official Association business. Executive committee will
- 226 29. Review the job performance of the Executive Director, ROADRUNNER Editor,
- 227 and Processor prior to October 1st
- 228 30. Travel on behalf of Association will be with
- 229 Section 4. Meetings recommendation of President, and approval by NMSNA Board.
- 230 A minimum of three (3) Executive Board meetings will be held annually, one of which
- 231 shall be designated as the annual meeting. All officers and committee chairs shall and
- 232 submit written or email reports to the Secretary. The Executive Board shall meet before
- 233 and after the annual State Conference, at the call of the President, or upon the request
- 234 of fifty (50) percent plus one (1) voting members of the Executive Board.
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Section 5. Executive Committee

- 237 A. The Executive Committee shall be composed of the President as Chair, President
- 238 Elect, Vice President, Secretary, and Treasurer. The Executive Director shall be
- 239 a non-voting member. A majority of the Executive Committee members (3) shall
- 240 constitute a quorum.
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- 242 B. The Executive Committee shall meet at the call of the President or at the request of
- 243 ~~three~~ four members of the Executive Committee.
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- 245 C. The Executive Committee shall:
- 246 1. Propose to the Executive Board the administrative and management policies of
- 247 the Association business consistent with the actions and policies established by
- 248 the Executive Board and the Association;
- 249 2. Conduct all business referred to it by the Association;
- 250 3. Act, when time does not practically permit a meeting of the entire Executive
- 251 Board, as determined by the President;
- 252 4. Report all action taken to the Executive Board; and
- 253 5. Conduct monthly conference calls.
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ARTICLE VII - COMPONENTS

Section 1. Regions

258 The state shall be divided into 5 regions ^{and 1 RIF Region} in accordance with the Standing Rules.

259 Regional Chairpersons shall be appointed by the President from members of the

260 regions, for a term of two years.

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Section 2. Committees

263 Each Standing Committee shall have an appointed Chair. Standing Committees are

264 identified in the Standing Rules. Special committees and/or Advisory Boards shall be

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Chair & Marketing Chair ✓
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266 appointed by the President with the approval of the Executive Board, for a term of two
267 years, with the exception of the Conference Committee. Each Committee Chair shall be
268 responsible for recruiting members to serve on their committee.
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270 **ARTICLE VIII – PUBLICATIONS**

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- 272 A. The *School Nutrition* magazine shall be the official publication of the National
- 273 Association.
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- 275 B. The *Journal of Child Nutrition & Management* shall be the preferred research
- 276 journal of the National Association.
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- 278 C. The *ROADRUNNER* shall be the official publication of the Association.
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281 **ARTICLE IX – PARLIAMENTARY AUTHORITY**

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

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295 These Bylaws may be amended provided all of the following conditions are met:
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- 297 A. Proposed amendments to these Bylaws shall be sent to SNA in accordance with
- 298 the SNA State Affiliation Agreement.
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- 300 B. Amendments to Association Bylaws shall be proposed in writing no later than
- 301 thirty (30) calendar days prior to a request for vote in any one of the following
- 302 ways:
- 303 1. ~~By an official request of a chapter affiliate;~~ delete
- 304 2. By a majority vote of the Executive Board;
- 305 3. By an official request of an Association Committee;
- 306 4. By written petition signed by ten percent (10%) of the membership.
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- 308 C. The Chair of the Resolution and Bylaws Committee must receive the proposed
- 309 amendments in writing postmarked on or before thirty (30) calendar days prior to
- 310 a request for vote.
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- 312 D. Notice of proposed amendments will be provided to NMSNA members via the

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ROADRUNNER Publication, Association website and/or by e-mail once they are voted on and approved by the ~~Executive~~ ^{NMSNA} Board. Detailed copies of proposed amendments may be obtained from the Resolutions and Bylaw Chair.

- E. Amendments to Bylaws shall require a two-thirds (2/3) ^{→ of the present members} vote at the Annual Meeting of the Association. Voting can be either in-person or via electronic / virtual communication as decided by the NMSNA ~~Executive~~ Board. ^{Electronic} votes will pass based on the majority of votes cast.

ARTICLE XI - DISSOLUTION

Should dissolution of the Association become necessary, it shall be dissolved in accordance with Article VII of the Articles of Incorporation.