

# BYLAWS

## INDIANA SCHOOL NUTRITION ASSOCIATION

### ARTICLE I NAME

The name of this organization shall be "INDIANA SCHOOL NUTRITION ASSOCIATION," (hereinafter referred to as the "Association" or ISNA), a 501 (c)(3) corporation chartered in the state of Indiana. The Association is an affiliate of the national "SCHOOL NUTRITION ASSOCIATION" (SNA) and bound by the SNA state affiliate agreement and the SNA bylaws.

### ARTICLE II MISSION STATEMENT

The mission of the Indiana School Nutrition Association is to provide education, programs and services for members which promote quality child nutrition and to support the mission and values of the School Nutrition Association, Inc.

### ARTICLE III MEMBERSHIP

#### A. CLASSES OF MEMBERSHIP

Membership shall consist of three classes: Individual, School District/Organization Owned and Associate Membership. Individuals shall belong to the state and national association and pay appropriate dues for both. The Board shall set individual and other membership dues annually, and dues for ISNA and SNA shall be remitted directly to SNA.

**1. Individual Membership:** Owned by an individual and not transferable.

- a. School Nutrition Members
  - i. Employees
  - ii. Managers
  - iii. Supervisors/directors/specialists
  - iv. Educators employed in eligible fields.
- b. Affiliate Members are by their own choice, non-voting support members and include:
  - i. School nutrition employees working less than four hours per day
  - ii. Retired members

**2. School District/Organization Owned Membership:** Owned by a school district or organization in eligible fields and transferable within the listed membership categories.

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

**3. Associate Membership:** Categories consisting of:

- a. Retired members
- b. Students enrolled in postsecondary food, nutrition, health or other food related programs.
- c. Industry consultants
- d. Corporations
- e. International child nutrition individuals
- f. Other individuals and nongovernment organizations committed to furthering the goals of the Association.

#### B. ELIGIBLE FIELD:

Eligible fields shall be as defined by SNA as:

1. Persons employed at the preschool, school, school district, college, state, or federal levels in a food and nutrition program which serves meals.
2. Persons engaged in teaching or administration at the aforementioned levels.
3. Persons engaged in teaching present or potential school nutrition personnel.

Effective 7/1/2025

4. Persons engaged in community nutrition programs.
5. Persons employed by the Association or a state affiliate.

### **C. RIGHTS AND PRIVILEGES OF MEMBERSHIP:**

1. All Individual, School District/Organization Owned and associate retired members, whose dues are current, shall be entitled to vote for the election of officers and to vote on any matter submitted to the voting membership, and shall be eligible for nomination/appointment to office.
2. All members shall be eligible to attend the Annual Business Meeting as observers.
3. A person shall not hold both an Individual and School District/Organization Owned membership concurrently.
4. Exceptions by Class
  - a. **Individual Membership:**
    - i. Members who cease to be employed in an eligible field may continue their membership until their renewal date.
    - ii. Affiliate members shall not be eligible for nomination to elective office.
    - iii. Affiliate members shall be non-voting members.
  - b. **School District/Organization Owned Membership:** Such members may reserve the right to change to an individual membership at any time, and shall not hold individual membership concurrently.
  - c. **Associate Membership:**
    - i. Associate members in the student, retired, international and "Other" categories shall not be eligible for nomination to elective office.
    - ii. Associate members in the student, international and "Other" categories shall be non-voting members.

## **ARTICLE IV ORGANIZATIONAL STRUCTURE**

### **A. BOARD OF DIRECTORS**

The Board of Directors shall consist of the President, President Elect, Vice President, Secretary/Treasurer, Region Representative Chairperson, Professional Development Chairpersons (2), Bylaws and Policy Chairperson, Public Policy and Legislative Chairperson, Membership and Public Relations Chairperson, and the Executive Director. The Executive Director shall be a nonvoting member. The Board of Directors may also invite the Industry Advisory Chairperson and a State Agency Representative to serve as nonvoting members. The individuals holding these positions shall in all cases act as a Board, regularly convene and, in the transaction of business, act with the vote of a majority of the Board, provided a quorum is present. The Board may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they may deem proper, but such rules and regulations must not be inconsistent with law or these by-laws.

### **B. VOTING**

- a. Board of Directors
  - i. A total of one half (1/2) plus one (1) of the members are required to constitute a quorum. .

### **C. OFFICERS**

#### **a. PRESIDENT**

*Term of office – one (1) year immediately following the term as President Elect*

#### **b. PRESIDENT ELECT**

*Term of office – one (1) year immediately following the term as Vice President*

#### **c. VICE PRESIDENT**

*Term of office – one (1) year*

#### **d. SECRETARY/TREASURER**

**Effective 7/1/2025**

*Term of office – two (2) years*

*The Secretary/ / Treasurer shall be elected in odd numbered years*

**e. EXECUTIVE DIRECTOR**

**D. VACANCIES AND REMOVALS:**

- a. Absence of a member from two (2) meetings of the Board of Directors within one (1) year shall constitute a resignation.
- b. In case of death, resignation or removal of the President, the President-elect shall succeed to the office of President for the remainder of the term, followed by the President-elect's original term had the vacancy not occurred.
- c. In the case of death, resignation or removal of the President-elect, the Vice President shall succeed to the Office of President-elect for the remainder of the term, followed by the Vice President's original term had the vacancy not occurred.
- d. In the case of death, resignation or removal of any other officer or director, the President shall appoint a replacement or combine positions to fill an unexpired term, with Board of Director's approval

**E. ELECTIONS:**

The membership shall elect all ISNA Board of Directors and Region Representatives by vote which may include electronic voting. Voting instructions shall be communicated to all members eligible to vote a minimum of thirty (30) days prior to the opening of the called vote. A majority of votes returned by the designated date shall constitute an election. Persons elected shall be notified of their election immediately following the election results. In case of a tie vote in an election, the tie shall be broken by lot.

**F. MEETINGS:**

All meetings of the board of directors may be held virtually, provided all persons participating in the meeting can hear and speak to each other at the same time. Actions taken at such meetings shall be of the same force and effect as at a regular meeting authorized by these bylaws.

**ARTICLE V OTHER POSITIONS**

**A. IMMEDIATE PAST PRESIDENT**

The Immediate Past President will serve in an advisory role for the Board of Directors for the term of one (1) year immediately following their term as President.

**B. STANDING COMMITTEES**

There shall be the following standing committees for a one (1) year term, unless otherwise specified.

**a. REGION REPRESENTATIVES - two (2) year term**

- i. Chairperson
- ii. Northeast Region Representative
- iii. Northwest Region Representative
- iv. Central Region Representative
- v. Southeast Region Representative
- vi. Southwest Region Representative

**b. PROFESSIONAL DEVELOPMENT**

- i. Two (2) CoChairpersons

**c. BYLAWS AND POLICY**

- i. Chairperson

**d. MEMBERSHIP AND PUBLIC RELATIONS**

**Effective 7/1/2025**

- i. Chairperson
- e. **PUBLIC POLICY AND LEGISLATIVE**
- i. Chairperson

#### **C. AD HOC / ADVISORY COUNCILS**

The designation of such Ad Hoc/Advisory Councils shall be made by the President (or designee) with Board of Director's approval. In these stated positions, they will have no voting rights at the Board of Directors meetings.

#### **D. CONTRACTED POSITIONS**

The designation of Contracted Positions shall be made by the President (or designee) with Board of Director's approval. In these stated positions, they will have no voting rights at the Board of Directors meetings.

#### **E. REPRESENTATIVES**

There shall be the following representatives: with the Chairperson(s) appointed by the President and approved by the Board of Directors.

- a. **INDUSTRY ADVISORY REPRESENTATIVE.** An Industry Advisory Representative shall serve for (2) years, the first year as the Assistant Chair and second year as the Chairperson serving on the Board of Directors as a nonvoting member.
- b. **STATE AGENCY REPRESENTATIVE.** A State Agency Representative shall serve for one (1) year on the Board of Directors as a nonvoting member.

### **ARTICLE VI MEETINGS**

#### **A. TYPE OF MEETINGS**

- 1. STATE CONFERENCE** There shall be an annual meeting of the Association, which shall be known as the Annual State Conference. The date and place of this Annual State Conference shall be determined by the Board of Directors. Notice of the Annual State Conference, including date, place, and time, shall be sent to each member of the Association through the official publication of the Association no less than forty-five (45) days prior to the Annual State Conference. Notice may also be sent by mail or electronically as allowed by law. The Annual Business Meeting will be held as a general session during the Annual State Conference.
- 2. OFFICERS** The Officers shall meet at the call of the President or at the request of three (3) Officers (the latter by ten (10) days written notice to the Officers). The Officers may convene prior to any Board of Directors meeting to review matters and make recommendations to be considered by the Board of Directors.
- 3. BOARD OF DIRECTORS** The Board of Directors shall meet a minimum of two (2) times per year. Special meetings of the Board of Directors may be called by the President or upon request of sixty percent (60%) of the voting members of the Board of Directors provided members are notified seven (7) days prior to the date of the meeting. The board may not take action by electronic mail except as allowed by law.
- 4. STRATEGIC PLANNING** There shall be a meeting for the purpose of strategic planning.
- 5. SPECIAL MEETING** Special meetings and workshops of the Association may be called or approved by the Board of Directors.

### **ARTICLE VII EXPENSES**

The Board of Directors shall set limits within budgetary restraints for reimbursement of, and procedures for,

Effective 7/1/2025

expenditures by the Association officers and members who travel on official Association business

**1. BOARD OF DIRECTORS** Expenses incurred by the Board of Directors attending meetings at the request of the President, and other meetings as specified in policies and procedures of the Association shall be reimbursed by the Association at the current approved rates.

**2. COMMITTEES** Expenses incurred by committee members in conducting the business of the committee shall be reimbursed within limitations of the budget by the Association at the current approved rates.

## **ARTICLE VIII PARLIAMENTARY AUTHORITY**

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 referenced in the bylaws. Members shall be notified promptly after the change is made.

## **ARTICLE IX RESOLUTIONS AND AMENDMENTS**

### **A. METHOD OF PROPOSAL**

Resolutions and amendments or revisions to these Bylaws may be proposed in writing to the Board of Directors in any one (1) of the following ways:

1. By a majority vote of the Board of Directors
2. At the official request of an Association committee or advisory council
3. By written petition signed by one hundred (100) members of the Association

### **B. PROCEDURE: BYLAW AMENDMENTS**

Amendments or revisions to these Bylaws may be adopted by a two-thirds (2/3) vote of the members voting, electronically or otherwise, provided that:

1. The Board of Directors receives the proposed amendments or revisions in writing postmarked on or before sixty (60) days prior to the vote.
2. Copies of the proposed amendments or revisions have been communicated to members, electronically as allowed by law, or otherwise, at least thirty (30) days prior to the deadline for casting a vote.
3. Proposed amendments to these bylaws shall be sent to SNA in accordance with the SNA state affiliation agreement.

### **C. PROCEDURE: RESOLUTIONS**

Proposed resolutions may be adopted by a simple majority vote of the members voting, electronically or otherwise, with the exception of resolutions dealing with changes in membership dues and the removal of an officer which shall require a two-thirds (2/3) vote of the voting members

1. Proposed resolutions to be considered shall be submitted to the Board of Directors in writing, sixty (60) days prior to the vote.
2. Copies of the proposed resolution shall be communicated to members at least thirty (30) days prior to the deadline for casting a vote.
  - a. Only one (1) vote may be cast per person.
3. Upon consent of two-thirds (2/3) of the voting members present, a resolution may be submitted from the floor of the Annual Business Meeting.
4. Resolutions, which are in conflict with the Bylaws of the Association, will not be presented to the members.

**D. RESUBMISSION OF RESOLUTIONS OR BYLAW AMENDMENTS.**

A proposed resolution or amendment change that has been subject to a member vote and has been defeated in any 2 consecutive years shall not be proposed in writing to the Board of Directors for two (2) years beyond the date it was last defeated.

**ARTICLE X EFFECTIVE DATE/IMPLEMENTATION**

These Bylaws shall become effective when written approval by SNA is received, or at the conclusion of the day in which any amendments or resolutions are voted upon to enact change, whichever is later, with the effective date noted on the document itself.