

**AMENDED  
CERTIFICATE OF INCORPORATION  
OF  
IDAHO SCHOOL NUTRITION ASSOCIATION**

Pursuant to the Certificate of Incorporation of the Idaho School Nutrition Association as Heretofore amended, this instrument shall constitute the Amended Certificate of Incorporation of the forenamed not for Profit Corporation.

**ARTICLE I – NAME**

The name of this organization shall be the “IDAHO SCHOOL NUTRITION ASSOCIATION”. Which is an incorporated association, (hereinafter referred to as the Association).

**ARTICLE II – PURPOSES**

The objects and purposes for which this Corporation is formed are 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. Students receive consistent nutrition messages throughout the school, classroom, cafeteria, home, community and media.
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 (to include but not limited to superintendents, building and program administrators, school nurses, teachers, and support staff) allied organizations, industry, parents, and the general 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 national nutrition policy and legislation which provides 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. Take any and all actions authorized to corporations organized not for profit under the laws of the State of Idaho and the aforementioned section of the Internal Revenue Code to carry out the foregoing objects and purposes.

### **ARTICLE III – TERM**

This Corporation shall have perpetual existence.

### **ARTICLE IV – MEMBERSHIP**

Members shall comprise persons presently or previously employed in, teaching or administering food and nutrition service programs in schools, colleges, and universities at every level; persons employed by the Corporation itself or by any level of government dealing with such food and nutrition service programs. Membership in the corporation shall be further governed by criteria established within the Bylaws of the Corporation; the kinds and classes of members and rights and privileges of each shall be set forth in the Bylaws.

### **ARTICLE V – MANAGEMENT**

The Corporation shall be managed by an executive board. The president will be appointed by the membership as provided in the Bylaws of the Corporation. The executive board shall consist of those persons filling offices designated by the Bylaws of this Corporation and subject to the terms and conditions therein set forth.

The House of Delegates shall be the legislative and governing body of the Association. It shall formulate goals and policies under which the executive board manages the affairs of the Association. Membership of the House of Delegates shall be provided for in the bylaws.

### **ARTICLE VI – REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is Idaho School Nutrition Association, P.O. Box 83720, Boise, Idaho 83720-0027. The name and initial registered agent of the Corporation is the current president of the Association.

### **ARTICLE VII – INITIAL DIRECTOR**

The name and address of the president of the Corporation is the current president of the Association, P.O. Box 83720, Boise, Idaho 83720-0027.

### **ARTICLE VIII– TAX-EXEMPT STATUS**

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(4) of the Code, or cause it to lose such exempt status. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

### **ARTICLE IX – DISSOLUTION**

In the event of the dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the

payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(4) of the Code as the executive board shall determine. In no event shall any of such assets or property be distributed to any member, or officer, or any private individual.

#### **ARTICLE X – LIMITATION OF LIABILITY**

To the fullest extent permitted by the Idaho Non-stock Corporation Act, as now in effect or as may hereafter be amended, no Officer of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an Officer of the Corporation.

**BY-LAWS**  
**Of**  
**THE IDAHO SCHOOL NUTRITION ASSOCIATION**  
**(Hereinafter, referred to as “Association” and/or ISNA)**

**ARTICLE I**  
**MEMBERSHIP**

**SECTION A: MEMBERSHIP CATEGORIES**

There shall be the following categories of membership: school nutrition members, affiliate members and associate members. When chartered affiliates exist, school nutrition, retired and student members shall also be members of the state affiliate. All members shall be eligible to attend the meetings of the delegate assembly as observers.

1. **School nutrition members** – School nutrition members shall consist of employees, managers, supervisors/directors and specialists, and educators in eligible fields.

Eligible fields shall be defined as:

- a) Persons employed at the preschool, school, school district, college, state, or federal levels in a food and nutrition program which serves meals;
- b) Persons engaged in teaching or administration at the aforementioned levels;
- c) Persons engaged in teaching present or potential school nutrition personnel;
- d) Persons engaged in community nutrition programs; OR
- e) Persons employed by the association or a state affiliate.

School nutrition members who hold individual memberships and cease to be employed in an eligible field may continue their membership until their renewal date.

School nutrition members whose dues are currently paid as of November shall be entitled to vote for the election of officers and to vote on any matter submitted to the voting membership, shall be eligible to serve on committees subject to any additional restrictions in these bylaws, and shall be eligible for nomination to national elected office as allowed by these bylaws.

2. **Affiliate members** – Affiliate members are members who choose the option of being non-voting supporter members. Affiliate members may be school nutrition employees working less than four hours per day or retired members. Affiliate members shall not be eligible for nomination to national elective office.
3. **Associate members** – Associate member categories shall consist of retired members, students enrolled in postsecondary food, nutrition, health or other food related programs, industry consultants, corporations, international child nutrition individuals and other individuals and nongovernment organizations committed to furthering the goals of the association.

Associate retired members whose dues are currently paid as of November 30 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 to serve on committees subject to any additional restrictions in these bylaws.

Associate members in the student, international and “other” categories shall be non-voting members, and are not eligible for nomination to national elective office.

Industry consultant members and the two designated representatives of each corporate member shall be entitled to vote for the election of the industry chair of the industry advisory council.

### **SECTION B: DUES:**

Dues for members shall be established by a majority vote of the members voting in the House of Delegates.

### **SECTION C: CHAPTER AFFILIATES:**

Each chapter shall have one school food service and nutrition association chartered by the board which shall constitute the chapter affiliate. Each chapter shall be entitled to representation in the house, provided the following conditions are met:

1. A chapter may establish separate membership dues so long as such dues do not exceed a sum equal to the national dues for such member’s class of membership.
2. Chapter affiliate Articles of Incorporation, and/or constitution and/or Bylaws shall not conflict with the State or National Articles of Incorporation, Bylaws, or standing rules.
3. Only active members regularly employed in an eligible field, and life members for whom no conflict of interest exists, shall be eligible to serve as officers of chapter affiliates.
4. Each chapter affiliate shall adopt a Plan of Action consistent with the State Plan of Action.

## **ARTICLE II OFFICERS**

### **SECTION A: OFFICERS:**

The officers shall be: president, president-elect, vice president, secretary, treasurer, and area representatives.

### **SECTION B: ELIGIBILITY AND TERMS OF OFFICE:**

All officers shall hold office until the end of the Annual National Conference. Candidates for any State office shall have held membership in the Association for at least three years immediately preceding the nomination. A candidate for office shall:

1. Be regularly employed in an eligible field but may not be employed as a supervisor, regional manager or corporate officer of a for-profit organization.

2. Be elected for a specified term and shall maintain membership at the time of nomination and election. If a change in status occurs they shall complete their term of office provided one half of their term has been completed.
3. Shall be a SNA member.
  - a. **President.** The president shall be the chief elected officer and shall serve one year.
  - b. **President-elect.** The president-elect shall serve for one year, *becoming the president the consecutive year.*
  - c. **Vice president.** The vice president shall be elected annually and serve for one year, *becoming the president-elect the consecutive year.*
  - d. **Secretary.** The secretary shall be elected in even numbered years and shall serve for two years.
  - e. **Treasurer.** The treasurer shall be elected in odd numbered years and shall serve for two years.
  - f. **Area representatives.** Area representatives shall be elected for a two-year term; their place of employment shall be in the respective region at the time of nomination and election. Election shall be on the following schedule:

Odd Years	Even Years
Area 1	Area 2
Area 3	Area 4
Area 5	Area 6
Area 7	Area 8

### **SECTION C: ELECTION:**

Election of Association officers: vice president, secretary, Treasurer, and area representatives shall be conducted in a cost effective and efficient manner. The board shall determine the methodology and timelines for balloting procedures and notification of candidates.

### **SECTION D: RESPONSIBILITIES OF ELECTED OFFICERS:**

#### **1. President**

##### **The president shall:**

- a. Provide leadership to ensure the strategic direction and values of the Association are maintained;
- b. Represent the Association before the public as the official representative of the Association;
- c. Preside over all meetings of the board and the membership;
- d. Serve and make appointments as required by these bylaws and other governing documents, including serving as ex-officio on all committees, and
- e. Perform other duties incident to the office of president, whether assigned by the board or the Association governing documents.

## **2. President-elect**

### **The president-elect shall:**

- a. Perform the duties of president in case of temporary absence or temporary inability to serve;
- b. Preside over the delegate assembly;
- c. Serve and make appointments as required by these bylaws and other governing documents including recommending, for board approval, the appointment of incoming members of committees and advisory councils to fill applicable expiring terms; and
- d. Perform other duties incident to the office of president-elect as assigned by the president, the board or Association governing documents.

## **3. Vice president**

### **The vice president shall:**

- a. Perform the duties of the president-elect in the president-elect's temporary absence;
- b. Serve as required by these bylaws and other association governing documents; and
- c. Perform other duties incident to the office of vice president as assigned by the president, the board or Association governing documents.

## **4. Secretary**

### **The secretary shall:**

- a. Ensure the accurate recording of the minutes of the delegate assembly, the board, the executive board;
- b. Perform other duties incident to the office of secretary as assigned by the president, the board or Association governing documents.

## **5. Treasurer**

### **The treasure shall:**

- a. Monitor the association funds, investments and securities and give an unaudited financial report annually to the delegate assembly;
- b. Submit an annual budget to the board; and
- c. Perform other duties incident to the office of treasurer as assigned by the president, the board or Association governing documents.

## **6. Area representatives:**

### **The area representatives shall:**

- a. Promotes the Association's Plan of Action.
- b. Expresses the views of the chapter affiliates.
- c. Provides liaison between chapter affiliates and board.
- d. Communicates with and assists chapter affiliates.
- e. Perform other duties as assigned by the president, the board or Association governing documents.

#### **SECTION F: ELECTION:**

Election of the Association Officers shall be by ballot. A plurality vote shall be required for election. Persons elected and the executive board shall be notified of the election within one week of the election.

#### **SECTION G: REMOVAL FROM OFFICE:**

Any officer 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, upon receipt of charges, shall investigate the charges, hold a hearing, and render a decision.

### **ARTICLE III MEETINGS**

#### **SECTION A: TYPE OF MEETINGS:**

1. **State Conference.** There shall be an annual meeting of the Association, the date and place of which shall be determined by the board. Notice of this meeting including date, place, and time shall be sent to each member of the Association via email or the official Association website no less than forty-five (45) days prior to the Conference.
2. **House of Delegates.** There shall be a meeting of the house of delegates held at the time of the Annual State Conference, called by the chairman of the house of delegates who shall be the president-elect of the Association.
3. **Executive board.** The executive board shall meet at the call of the president, or upon the request of a majority of members of the board.
4. **Leadership Training.** Leadership Training shall be held annually. The dates, number of meetings and locations shall be approved by the executive board. Association members shall be invited to attend. The purpose of the seminar is to develop leadership and present the Association's Plan of Action for the ensuing year.
5. **Special Meeting.** Special meetings and seminars of the Association may be called or approved by the executive board.

#### **SECTION B: EXPENSES:**

The Association shall set limits within budgetary restraints for reimbursements of, and procedures for, expenditures by the Association staff and members who travel on official business.

1. **Executive board.** The expenses incurred by the executive board members in attending meetings of the executive board including pre and post convention board Meetings may be reimbursed by the Association at the current approved rates. No lodging or per diem expenses will be reimbursed for days during the Annual Conference.



2. **Committees.** E-meeting and conference calls are encouraged as expenses will not be reimbursed for these meetings.
3. **Annual National Conference.** The transportation, lodging, or per diem costs shall not be reimbursed for any member of the Association except as herein provided in this section. Such members shall not be eligible for any honorariums or any other reimbursements. Money shall be budgeted to defray expenses of the president, president-elect, vice president, or alternates to the National Convention.
4. **Annual State Conference.** The transportation, lodging, or per diem costs shall not be reimbursed for any member of the Association except as herein provided in this section. Such members shall not be eligible for any honorariums or any other reimbursements. Money shall be budgeted to defray expenses of the president, president-elect, vendor chair, and conference chair.
5. **Leadership Conference.** Money shall be budgeted to defray expenses of the president-elect and the vice president to attend the Leadership Conference. Expenses may be defrayed, if funds are available, for one additional board member and one additional member to attend Future Leader's Conference.

#### **ARTICLE IV HOUSE OF DELEGATES**

The House of Delegates shall be the legislative and governing body of the Association. It shall formulate the philosophies and goals under which the executive board manages the affairs of the Association. The House shall adopt amendments to the Articles of Incorporation, Bylaws, and standing rules; and have all other powers and duties specifically provided to it by the Articles of Incorporation and Bylaws.

1. **Composition.**
  - a. The voting delegates shall include the board, past state presidents, standing committee chairs, elected chapter presidents and president-elects, or alternates.
  - b. Voting delegates of the House shall be active, members-at-large, life or retired.
  - c. The State Director of Child Nutrition Programs shall be a nonvoting member.
2. **Responsibilities.**
  - a. Formulates the philosophies and goals.
  - b. Debates and reviews matters of professional interest.
  - c. Make general and specific recommendations to the board.
  - d. Makes recommendations for the State Plan of Action.
  - e. Take action on proposed resolutions and amendments to the Bylaws.
3. **Voting.** Each delegate is entitled to one vote.
4. **Quorum.** One-third of the voting delegates shall constitute a quorum.

5. **Chapter Delegate Representation.** Official membership data shall be to the executive board member, chapter presidents and president-elects preceding the State Conference.

## **ARTICLE V EXECUTIVE BOARD**

The executive board shall be the policy making body of the Association, with full accountability and oversight for legal compliance, good name, and financial well being of ISNA. The executive board shall formulate policies and procedures, adopt the annual budget; review reports and resolutions; conduct and manage the affairs and have all other power and duties specifically provided to it by the Articles of Incorporation and Bylaws which are necessary to achieve the objectives not specifically delegated to other agents or agencies by the Bylaws. The board shall meet no less than three times a year to direct the business of the Association.

1. **Composition.**

Members shall consist of the president, president-elect, vice president, secretary, treasurer.

2. **Responsibilities.**

- a. Directs Association affairs in accordance with the Bylaws and the approved Plan of Action.
- b. Considers general and specific recommendations made by the House of Delegates.
- c. Adopts an annual budget for the Association.
- d. Manages and directs all financial affairs.
- e. Adopts the audit of Association books.
- f. Authorizes persons to sign checks, contracts, and other documents for the Association.
- g. Approves all committee and advisory board appointments.
- h. Fills vacancies of unexpired terms of board members, unless otherwise specified.
- i. Reviews the program for all State Conferences and seminars
- j. Provides leadership in working with allied associations and groups which share a similar purpose.
- k. Fills vacancies occurring in office by a majority vote.

3. **Quorum.** A majority of the members shall constitute a quorum.

## **ARTICLE VI BOARD**

### **1. Composition.**

- a. Elected members shall consist of the president, as chair, president-elect, vice president, secretary, treasurer, area representatives, and appointed members.
- b. The State Director of Child Nutrition Programs shall be a nonvoting member.

### **2. Responsibilities.**

- a. Proposes to the executive board the administrative and management policies of Association business.
- b. Conducts all business referred to it by the board.
- c. Acts when time does not practically permit a meeting of the entire board, as determined by the president.
- d. Reviews the annual budget of the Association.
- e. Reviews the financial status of the Association.
- f. Analyzes reports submitted to the board.
- g. Employs a Financial Professional who shall annually, or as needed, audit the Association's accounts.
- h. Publishes an annually audited financial statement available to all members.
- i. Report all actions taken to the board.

### **3. Quorum.** A majority of the members shall constitute a quorum.

## **ARTICLE VII LOCAL CHAPTER AFFILIATES**

The local school food service association hereinafter referred to as chapters, shall be eligible for affiliation with the Association on written application provided the following conditions are met:

1. A chapter Affiliate of the Association may establish separate membership.
2. Each chapter Affiliate shall adopt Bylaws which are not in conflict with the Bylaws of the Association.
3. Only active, retired and life members of the Association shall be eligible to serve as officers of chapter Affiliates.
4. Each chapter Affiliate may adopt a Plan of Action of the Association.

**SECTION A: AREAS:** The State of Idaho shall be divided into areas as follows:

**Area 1:** Counties of Boundary, Bonner, Kootenai, Benewah and Shoshone.

**Area 2:** Counties of Latah, Nezperce, Lewis, Clearwater and Idaho.

**Area 3:** Counties of Adams, Valley, Washington, Payette and Gem.

**Area 4:** Counties of Canyon and Owyhee.

**Area 5:** Counties of Ada, Boise and Elmore.

**Area 6:** Counties of Twin Falls, Cassia, Jerome, Minidoka, Camas, Blaine, Gooding and Lincoln.

**Area 7** – Counties of Power, Oneida, Bannock, Bear Lake, Franklin, Caribou, and the Southwestern tip of Bingham.

**Area 8** – Counties of Jefferson, Fremont, Madison, Teton, Bonneville, Lemhi, Custer, Butte, Clark and all of Bingham, except the Southwestern tip.

Each Area shall have a representative, elected as herein provided, who shall be a member of the board.

## **ARTICLE VIII APPOINTED COMMITTEE CHAIRS**

There may be, but not limited to, the following appointed Representatives: Public Policy and Legislation, Conference Vendor, Leadership Development, Membership and Certification, Conference Chair and assistant, all appointed representative's report to the board.

1. **Organization:** Members shall be appointed by the president, subject to executive board approval. Executive board members shall not hold more than one position at any one time. Other board members may hold more than one position with the approval of the executive board. Committee chairs shall be appointed by the president to serve one (1) year with exception to the Public Policy and Legislation Chair and Vendor Chair which shall serve three (3) years; and the conference positions which shall serve one (1) year as the assistant and one (1) year as the chair.
2. **Eligibility:** All appointed committee chairs shall be members of the Association.
3. **Activities:** The activities of the Association shall be conducted by the executive board, the House of Delegates and the appointed committee chairs.
4. **Appointed committee chairs:** **All** committee chairs shall have representation from the various geographical regions where possible. There shall be the following appointed committee chairs:
  - a. **Leadership development:** The leadership development committee chair shall be the immediate past president of the Association and shall assume office immediately following his/her term of office.

**Responsibilities:**

    1. Recruits nominees for open positions on the board.
    2. Assures nominees meet requires of the position and confirms consent of nominees if not self-nominated.
    3. The leadership development committee is a standing committee and the chair shall be a voting member.
  - b. **Public policy and legislation chair:** The public policy and legislation committee chair shall be appointed by the president.

**Responsibilities:**

    1. Evaluates, interprets, recommends and responds to federal legislation and regulations.

2. Informs the membership of current legislation.
3. Develops legislative policy and positions for approval of the executive board and acts on behalf of the Association on legislative matters.
4. Assists chapter affiliates in the development of legislative strategies and plans of action.
5. The public policy and legislation committee is a standing committee and the chair shall be a voting member.

- c. **Membership and Certification Chair: Membership and certification committee chair shall be appointed by the president.**

**Responsibilities:**

1. Recommends to the executive board standards, policies and procedures pertaining to implementation of the Association's certifications program, evaluating and interpreting Association certification efforts and serving as a clearinghouse for certification information.
2. Keeps members informed and make available to members an annual summary of developments relating to school food service certification efforts, maintain liaison with appropriate state and federal agencies, professional association and organizations and work with membership committee chairs of local chapters.
3. Recommends to the executive board policies and procedures pertaining to the implementation of a membership program.
4. Promotes membership through chapter membership committee chairs and assists chapters in developing membership drives. Analyzes membership trends and recommends appropriate action.
5. The membership committee is a standing committee and the chair shall be a voting member.

- d. **Conference chair and assistant chair:** The conference assistant committee chair will be appointed by the president-Elect and shall act as the Assistant to the standing conference chair for one (1) year. The consecutive year, the assistant will become the conference chair.

**Responsibilities:**

1. Plan and coordinate the annual conference.
2. Establish dates and location for conferences a minimum of three years in advance with approval of board.
3. Work closely with the vendor committee and State Department Child Nutrition Program to schedule pre-conferences, exhibitor's show and speakers for the conference.
4. Coordinates all entertainment and meals affiliated with the conference

- e. **Conference vendor chair:** The conference vendor committee chair will be appointed by the president.

**Responsibilities:**

1. Contact vendors to solicit participation in conference vendors show.
2. Collect registration fees and assign booth locations.
3. Provide support to vendors during the show.

- f. **AD HOC:** These committee chairs (i.e communication, nutrition, professional standards & training,) designed to expedite the Association program of work, shall be named as needed by the president with the approval of the executive board. The tenure of each committee chair shall be at the discretion of the executive board.

## **ARTICLE IX PUBLICATIONS**

**Section A:** Association website will be updated with current information monthly.

**Section B:** Other publications. The executive board shall authorize and establish procedures for other publication as needed.

## **ARTICLE X PARLIAMENTARY AUTHORITY**

The current edition of Robert's Rules of Order governs this Association in all parliamentary situations that are not otherwise provided for in the law, the Articles of Incorporation, Bylaws or adopted rules.

## **ARTICLE XI AMENDMENTS**

**Section A:** Method of proposal. Amendments to these Bylaws and the standing rules shall be proposed in writing no later than 30 days prior to the House of Delegates in any of the following ways:

1. By an official request of a chapter affiliate
2. By majority vote of the board
3. By an official request of Association committees or advisory boards.
4. By written petition signed by one-percent (1%) of the members of the Association.

**Section B:** Procedures for amending Bylaws and standing rules. Amendments to Bylaws shall be adopted by a two-thirds vote at the annual meeting of the House or by a two-thirds mail vote returned, amendments to standing rules shall be adopted by a majority vote at the annual meeting of the House of Delegates or a majority mail vote returned:

1. Provided the vice president receives the amendments in writing postmarked 60 days prior to the House of Delegates to be considered at the next annual House of Delegates State Conference.
2. Provided copies of the proposed amendments have been mailed to all members of the House of Delegates by email at least thirty (30) days prior to the meeting of the House of Delegates.

**ARTICLE XII  
RESOLUTIONS**

1. All proposed resolutions to be considered at the Annual State Conference shall be submitted to the vice president in writing, postmarked no later than 60 days prior to the House of Delegates. Upon consent of a majority of the delegates a written resolutions may be submitted from the floor of the House of Delegates.
2. Proposed resolutions submitted by 60 day prior to the House of Delegates shall be emailed to all members of the House thirty days prior to the House of Delegates.
3. Adoption of proposed resolutions shall require a majority vote.
4. Resolutions which are in conflict with the Bylaws shall not be presented to the House.

**ARTICLE XIII  
DISSOLUTION**

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

Revised: June 14, 2005, August 8, 2006, August 19, 2014, August 2016, July 2017