

Articles of Incorporation

Article I Name

The name of this corporation shall be the School Nutrition Association of South Carolina. It shall be affiliated with the School Nutrition Association.

Article II Purposes

The purpose of this association shall be to:

1. Promote the optimal health, nutrition, and education of all children by supporting nutritionally adequate and educationally sound, financially accountable, non-profit child nutrition and school community programs.
2. Promote high standards for child nutrition and school community programs with emphasis on nutritionally adequate meals which 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 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.

Article III Term

This corporation shall have perpetual existence.

Article IV Membership

Membership shall be comprised of persons presently or previously employed in teaching, 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 programs; and those further persons upon whom the corporation may confer honorary membership. Membership in this corporation shall be further governed by criteria established within the bylaws of this corporation; the kinds and classes of members and rights and privileges of each shall be set forth in the bylaws.

Article V Directors - Executive Board Officers

1. Directors – Executive Board
An Executive Board, the members of which shall constitute the directors of this corporation, shall manage the Association. The other terms and conditions of office of director and the manner of their selection or election shall be as set forth in the Bylaws of the corporation.
2. Officers
The officers of the corporation shall consist of those persons filling offices designated by the Bylaws of this corporation and subject to the terms and conditions therein set forth.

Article VI Principal Office

The principal office of the corporation shall be maintained in the city and county of the Executive Director, State of South Carolina; provided, however, other offices may be established where the Executive Board deems may be necessary or in the best interest of the corporation.

Article VII Agent

The current agent for the service of process for the corporation shall be as designated from time to time by the Executive Board; name and address of whom shall be filed with the Secretary of the State of South Carolina.

Article VIII Seal

The fiscal year of the Association shall be from August 1 through July 31.



Feeding Bodies. Fueling Minds.™

Bylaws

Article I Name

The name of this association shall be the School Nutrition Association of South Carolina, [also referred to as the Association a 501(c)(6) corporation chartered in the State of South Carolina. The School Nutrition Association of South Carolina is a chartered affiliate of the School Nutrition Association, Inc. (SNA) and bound by the SNA state affiliate agreement and the SNA bylaws.

Article II Mission

Members of the School Nutrition Association of South Carolina (SNA of SC) are the primary advocates for quality school nutrition programs in the State. While working towards goals to insure children have access to nutritious meals during the course of the school day, the Association also serves the membership by providing the following services: Training/education, most current information, professional standards, networking opportunities, scholarships.

In addition, the Association reaches beyond the school-age child to benefit parents, teachers, administrators and the general public.

To support the mission and value of the School Nutrition Association, Inc.

Article III Membership

Membership in the School Nutrition Association shall be a prerequisite to membership in the *School Nutrition Association of South Carolina*, except sustaining members.

Section A. Classes of Membership

Section 1. Membership Categories

There shall be the following categories of membership: school nutrition members, affiliate members and associate members.

- A. School nutrition members – School nutrition members shall consist of employees, managers, supervisors/directors and specialists, and educators in eligible fields as defined by SNA. School nutrition members who hold individual memberships and cease to be employed in an eligible fields as defined by SNA may continue their membership until their renewal date.
- B. Affiliate members – Affiliate members are members who choose the option of being nonvoting supporter members. Affiliate members may be school nutrition employees working less than four hours per day or retired members.

- C. Associate members – Associate member categories shall consist of retired members, students enrolled in post-secondary 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.
- D. Retired Members. A school nutrition member who retires from eligible employment may become a retired member provided he or she does not become employed in a non-eligible field. Periodic employment less than six (6) months within each school year will not alter retired status. Retired members shall have the rights and privileges of school nutrition members, except they shall not hold state elective office.
- E. Life Members. Any school nutrition member may become a life member of SNA of SC after ten (10) years of membership. A life member who becomes employed in a non-eligible field shall forfeit the right to life membership and shall become an honorary member.
- F. Honorary Members. Individuals who have contributed to the advancement of food and nutrition programs or have rendered outstanding service to the Association may have conferred upon them the title of Honorary Member of SNA of SC.
- G. 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 as defined by SNA.

Section B. Rights and Privileges of Members

All School Nutrition, Affiliate, Associate, or Retired Members whose dues, if any, are currently paid, shall be entitled to vote for the election of officers for the coming year. All members shall be eligible to attend meetings of the House of Delegates as observers.

Eligibility criteria for Honorary Members shall be set exclusively by the board.

- A. Past Presidents who are retired
- B. Past Executive Directors who are retired
- C. Past State Directors who are retired
- D. Any member who meets the description in Section A. Item F above.

Section C. Dues

1. All eligible members shall pay annual South Carolina membership dues as established by the Executive Board plus the current annual national membership dues according to the categories as defined in the Bylaws of the School Nutrition Association.
2. Collection Procedures.
 - a. The membership year shall be concurrent with the School Nutrition Association.
 - b. Annual membership dues and any special assessments for the School Nutrition Association shall be sent to the School Nutrition Association.

- c. The Executive Board shall establish dues for any life member not conferred by the Association.
- d. Honorary members shall not be required to pay School Nutrition Association of South Carolina dues.
- e. The Executive Board may approve a discount of member dues for the purpose of promoting membership, provided objective criteria is established for the discounting and a specific period of time for discounting is indicated.

Article IV Organizational Structure

Section A. House of Delegates

The House of Delegates (“House”) shall be the legislative body of the Association. The House shall adopt policies, receive and/or act on reports, approve resolutions, articles of incorporation, and Bylaws amendments, 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, Chapter Affiliated Presidents, Chapter Affiliated Presidents-Elect, or Chapter qualified alternates.
- b. Voting delegates of the House must be School Nutrition, Associate, Retired, or Life members.
- c. The Executive Director, Treasurer, Parliamentarian, and State Agency Director for USDA Child Nutrition Programs shall be non-voting members.

2. Responsibilities

- a. Formulates the philosophies and goals.
- b. Debates and reviews of professional interest.
- c. Makes general and specific recommendations to the Board.
- d. Makes recommendations for the School Nutrition Association of South Carolina Annual Plan of Work.
- e. Reviews reports of Chapter Affiliates, Board members, and State Committees.
- f. Takes action on proposed resolutions and amendments to the Bylaws.

3. Voting

- a. Each delegate is entitled to one vote.
- b. Two-thirds of the voting delegates shall constitute a quorum.

Section B. Executive Board

The Executive Board (“Board”) shall be the governing body of the Association. The Board shall formulate policies between meetings of the House; adopt the annual budget; receive and/or act on reports; approve resolutions; conduct the business affairs and have all other powers 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 Articles of Incorporation or Bylaws.

1. Composition

- a. Elected members shall consist of the President, President-Elect, Vice President, Secretary, Area Representatives, and Section Chairs.
- b. The State Agency Director for USDA child nutrition programs, the Executive Director, the Parliamentarian, and the Treasurer shall be non-voting members.
- c. Chairs of Standing Committees and the immediate Past President may be ex-officio members.

2. Responsibilities

- a. Directs Association affairs in accordance with the philosophies, general policies, and goals adopted by the House.
- b. Considers general and specific recommendations made by the House.
- c. Employs the Executive Director and Treasurer.
- d. Appoints persons to act for the Association and defines their specific responsibilities.
- e. Adopts the annual budget including but not limited to the budgets of all state meetings.
- f. Manages and directs all financial affairs.
- g. Adopts the audit of Association books.
- h. Authorizes persons to sign checks, contracts, and other documents for the Association.
- i. Approves organizational structure, job descriptions, and salary ranges for employees.
- j. Approves all committee appointments.
- k. Fills vacancies of unexpired terms of Board members by majority vote unless otherwise specified.
- l. Reviews the program for all state conferences and seminars.
- m. Adopts a Plan of Action for the ensuing year prior to the Annual Conference.
- n. Recommends positions and procedures to the House.
- o. Provides leadership in working with allied associations and groups that share a similar purpose.
- p. Executive Board members must attend 2/3 of scheduled or called meetings.
- q. Members failing to meet commitment will be removed from the position. The president will appoint a replacement to fulfill the term.
- r. Reviews the financial status.
- s. Analyzes reports.
- t. Employs a Certified Public Accountant who shall annually, or as needed, audit the Association's accounts.

3. Quorum and Proxies

A majority of members shall constitute a quorum.

4. Manner of Acting

The Executive Board may transact business in person, as well as telephone and/or conferencing services.

Section C. Executive Committee

1. Composition

- a. Elected members shall consist of the President, President-Elect, Vice-President, Secretary, and Section Chairs.

- b. The State Agency Director for USDA child nutrition programs, the Executive Director, the Parliamentarian, and the Treasurer shall be nonvoting members.
- 2. **Responsibilities**
 - a. Conducts all business referred to it by the Board.
 - b. Acts in emergencies when time does not practically permit a meeting of the entire Board, as determined by the President.
 - c. Reports all actions taken to the Board.
- 3. **Quorum and Proxies**
A majority of the members shall constitute a quorum.
- 4. **Manner of Acting**
The Executive Committee may transact business in person, as well as, telephone and/or conferencing services.

Section D. Chapter Affiliates

Each district may have one School Nutrition Association chartered by the Board and shall constitute the Chapter Affiliate. For the purposes of this provision, other school districts as administered by the Office of Health and Nutrition, South Carolina Department of Education shall be considered a district. Each affiliate shall be entitled to representation in the House, provided the following conditions are met:

1. A Chapter Affiliate may establish separate chapter 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 Bylaws shall not conflict with The Articles of Incorporation or Bylaws of the State and National Association.
3. Only school nutrition members, retired or life members for whom no conflict of interest exists shall be eligible to serve as officers.
4. Each Chapter wishing to affiliate with the State Association or wishing to amend their Bylaws shall submit their Bylaws or proposed changes to the Executive Director.
5. Chapter Affiliates shall be responsible for the collection of dues, disbursements of funds, and all financial matters pertaining to Chapter Associations. The State Association shall not be liable for the programs, activities, finances, or any other type of activity of the Chapter Affiliate.

Section E. Areas

South Carolina shall be divided into three areas as follows:

1. ***Coastal-Columbia:*** Allendale, Bamberg, Barnwell, Beaufort, Berkeley, Calhoun, Charleston, Clarendon, Colleton, Dorchester, Hampton, Jasper, Lexington, Orangeburg, Richland and Sumter.
2. ***Piedmont:*** Abbeville, Anderson, Aiken, Cherokee, Edgefield, Greenville, Greenwood, Laurens, McCormick, Newberry, Oconee, Pickens, Saluda, Spartanburg, and Union.
3. ***Pee Dee-Sand Hills:*** Chester, Chesterfield, Darlington, Dillon, Fairfield, Florence, Georgetown, Horry, Kershaw, Lancaster, Lee, Marlboro, Marion, Williamsburg, and York.

Section F. Sections

The Association shall consist of Sections according to the special type of food and/or nutrition activities in which members are engaged. Each Section shall have an elected Chair. Sections are: Single Unit Personnel and Supervisors/Directors.

Section G. Committees

1. Terms

Committee Chairs shall be appointed by the President with Board approval for a one-year term and may be reappointed by succeeding Presidents with the exception of the Nominating Committee, and Public Policy and Legislation Committee. The Nominating Committee Chairs will serve two-year terms. The President shall recommend the Chair of the Public Policy and Legislation committee for a three-year term to be approved by the Executive Board.

2. Eligibility

All committee members must be members of the Association.

3. Standing Committees

All Standing Committees shall report to the Board. There shall be the following Standing Committees:

a. Industry Advisory Committee

Will work directly with the Executive Director to oversee the annual expo at State Conference.

b. Membership

This Committee helps promote membership at the state and local levels.

- (1) The President Elect shall serve as the Chair.
- (2) Members shall consist of area representatives and others as appointed by the Chair

Responsibilities:

- (1) Recommends to the Board policies and procedures pertaining to the implementation of a membership program.
- (2) Promotes membership through Chapter Membership Chairs and assists Chapters in developing membership drives.
- (3) Analyzes membership trends and recommends appropriate action.

c. Nominating

This committee shall consist of current Area Representatives and Section Chairs. Co-Chairs shall be the Supervisor/Director Chair and Single Unit Chair.

Responsibilities:

- (1) Surveys Chapter and Board for potential candidates.
- (2) Verifies eligibility of candidates.
- (3) Selects candidates and/or alternate for each office to be filled on the ballot in accordance with the Bylaws.
- (4) Submits slate of officers to the Board for approval prior to publishing the ballot online.
- (5) Nominating Committee members shall not be nominated for the office they are presently holding.

d. Public Policy and Legislation

The Chair appoints members for one-year terms.

Responsibilities:

- (1) Evaluates, interprets, recommends, and responds to Federal legislation and regulations.

- (2) Informs the membership of current legislation.
- (3) Develops legislative policy and position papers for approval by the Board.
- (4) Assists Chapter Affiliates in the development of legislative strategies and plans of action.

e. Resolution and Bylaws

The Resolutions and Bylaws Committee reviews SNA of SC's current Governing Rules annually to ensure the Association is in compliance with association laws and regulations and recommends modifications to the governing Rules as needed.

- (1) Reviews all resolutions for format and for consistency with the Bylaws.
- (2) Recommends Bylaw amendments proposed for membership consideration.
- (3) Recommends Bylaw amendments to the House.
- (4) Reviews Bylaws annually to ensure consistency with current philosophy.
- (5) Assists Chapter Affiliates in developing resolution and bylaw amendments.
- (6) Reviews annually current Bylaws and/or Constitutions from Chapter Affiliates to ensure compliance with Association Bylaws. Chapters identified as needing assistance for compliance will be notified and provided guidance by a representative of the resolutions and bylaws committee.

f. Scholarship and Awards

The committee shall be a trusteeship composed of five members, a representative from each section of the state. The Board shall appoint the committee. The President shall select the Chair.

Responsibilities:

- (1) Shall promote interest for continuing education for the members.
- (2) Shall approve methods and sources of funding scholarships.
- (3) Shall be responsible for recommending to the Board the number, kinds, and value of each scholarship and each recipient.
- (5) Shall promote SNA Awards to the members to increase submissions.
- (6) Be responsible for ensuring SNA Awards documents are submit in accordance to deadlines.

g. Public Communication

This committee shall promote Association activities and events to the membership and public.

- (1) Utilize the Association's social media accounts to publicize activities, events, and news regarding child nutrition programs.
- (2) Work with the Executive Director to determine items to include on the Association's webpage.

h. Nutrition Education

- (1) Share information on nutrition trends and developments in child nutrition programs.
- (2) Promotes nutrition education resources to directors/supervisors.
- (3) Promote National School Lunch Week and National School Breakfast Week toolkit material provided by SNA.

i. Annual State Conference Planning

Serves as the steering committee to plan the Annual State Conference.

- (1) Coordinate with Vice-President to develop theme for the Annual State Conference.

- (2) Develop working sub-committees to include by limited to: keynote speakers, sessions, special activities, meals, etc.

j. Fundraising

This committee will be responsible for coordinating fundraising activities for the Board and committees.

- (1) Work with Annual State Conference Planning Committee to develop fundraising activities to sponsors functions at the Annual State Conference.
- (2) Assist the Board and committees on fundraising activities, upon request.
- (3) Ensure the Association is in compliance with all local, state, and federal laws pertaining to non-profits sponsoring certain fundraising activities.

k. Professional Development

The Leadership Development Committee supports SNA of SC's mission and vision by identifying and recruiting potential members eligible to run for state leadership positions. The responsibility of the committee is to manage the national nominations and election process for the SNA Board of Directors and the Leadership Development Committee and to expand their role in recruitment of leadership talent for those national elected positions.

The President with the approval of the Board shall appoint special committee and advisory boards.

Article V Officers

Section A. Elected Officers

All officers shall hold office until the end of July of the year their term ends. To be eligible for any state office, a member must be a school nutrition member of SNA of SC and SNA and have held a SNA of SC office or have been a committee chairman at least one year prior to the election.

The member shall:

- (1) Have demonstrated leadership ability by serving on the Board, or serving on a Standing Committee, or serving as a voting member in the House of Delegates or serving as an officer or committee chair of their local chapter.
- (2) Be regularly employed by an organization in an eligible field as defined by SNA.
- (3) Officers are required to attend 2/3 of scheduled and called meetings. In the event this responsibility cannot be performed, the Executive Board will appoint a successor to complete the term.

1. President

The President shall be the Chief Elected Officer and shall serve for one year.

Responsibilities:

- a. Represents the Association in policy matters.
- b. Serve as Chair of the Board and Executive Committee.
- c. Presides at meetings.
- d. Serves as ex-officio member of all committees.

- e. Prepares the agenda for Board and Executive Committee meetings.
- f. Appoints, with the approval of the Board, the Chairs of all committees except Nominating.
- g. Complements action taken by the House and the Board.
- h. Establishes time schedule for meetings.
- i. Complements the implementation of the Plan of Action.
- j. Coordinates activities of the Board with the Executive Director.

2. President-Elect

The President-Elect shall serve for one year.

Responsibilities:

- a. Studies the duties and responsibilities of the President, other members of the Board, Committees, and Chapter Affiliates.
- b. Chairs the Committee to prepare a Plan of Action for the ensuing year.
- c. Presents the approved Plan of Action to Chapter Affiliates at the Annual State Conference prior to year as President.
- d. Represents the Association at the request of the President.
- e. Performs the duties of the President in the President's absence.
- f. Succeeds to the office of President:
 - (1) At the end of the second Annual National conference following election; or
 - (2) In the event the President cannot fulfill the duties of the office.
- g. Chairs Annual State Conference Committee
- h. Other duties as assigned

2. Vice-President

The Vice-President shall serve for one year.

Responsibilities:

- a. Oversees activities of Section Chairs
- b. Succeeds to the office of President-Elect.
 - (1) At the end of the second Annual National Conference following election; or
 - (2) In the event the President-Elect cannot fulfill the duties of the office.
- c. Presides at House of Delegates meeting.

3. Secretary

The Secretary shall be elected in odd numbered years and shall serve for two years.

Responsibilities:

- a. Accurately records all minutes of the House, the Board, and Executive Committee.
- b. Directs the Executive Director to send appropriate notices and copies of the minutes to the Board.

4. Area Representatives

The Area Representatives shall be elected for a two-year term; their principal place of employment shall be in their respective area. Elections shall be as follows: one Supervisor or Director (district level employee) from each area to represent the Supervisors/Directors Section of the Association (to be elected in even years) and one

Single Unit person (school level employee) from each area to represent the Single Unit Section of the Association (to be elected in odd years).

Responsibilities:

- 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. Assists Chapter Affiliates.
- e. Regularly communicates with Chapter Affiliates.
- f. Promotes membership.
- g. Shares ideas for professional growth with Chapter Affiliates.
- h. Plans an Annual Area Meeting.
- i. Serves on the Nominating Committee.
- j. Assist at the SIFT summer workshop in their region
- k. Assist the conference chairperson at the state conference

5. Section Chair

Section Chairs shall be elected for a two-year terms each, their employment and membership shall be in that section of the Association at the time of the nomination, election and term of office. Elections shall be as follows: Supervisor/Director Chair (district level employee) will be elected in even years. Single Unit Chair (school level employee) will be elected in odd years. Voting for the office of Section Chair shall be limited to the membership of that section.

Responsibilities:

- a. Promotes the President's Plan of Action.
- b. Initiates, implements, evaluate, and/or coordinate appropriate studies or projects with the Board.
- c. Expresses views of their section.
- d. Provides leadership, support, technical assistance, and resource lists and/or materials to members.
- e. Plans Section Meeting programs for State Conferences and other meetings.
- f. Calls special meetings as appropriate and necessary.
- g. Promotes membership.
- h. Serves on the Nominating Committee.
- i. Works with Vice-President to coordinate annual activities

Section B. Appointed Officers

1. Executive Director

The Executive Director shall be employed under contract for and on behalf of the Association by the Board pursuant to such terms and conditions as established in the official position description.

Responsibilities:

- a. Conducts the affairs of the Association.
- b. Interprets and applies policies.
- c. Fulfills the duties set forth in the contract.
- d. Other duties as assigned.

e. Conducts the affairs of the Association's Annual Expo.

2. Treasurer

The Treasurer shall be employed under contract for and on behalf of the Association by the Board pursuant to such terms and conditions as established in the official position description.

Responsibilities:

- a. Supervises and monitors Association funds, investments, and securities
- b. Presents an audited financial report for the previous fiscal year at the House of Delegates meeting.
- c. Submits budget to the Board for adoption.
- d. Notifies officers and the Chairs of each Committee of budgeted funds.
- e. Reports expenditures against budget

3. Industry Members

Industry members nominated to serve on the Executive Board shall come from the membership of the Industry Advisory Committee, be recommended by the Industry Advisory Committee (IAC), and approved by the Executive Board. These positions shall be designated as the IAC Chair and IAC Chair-Elect.

The IAC Chair shall serve a two-year term on the Executive Board. In the first year of the term, the member shall serve as IAC Chair-Elect. In the second year of the term, the member shall serve as IAC Chair. For an IAC member to be considered for the IAC Chair-Elect position during their current three-year term, they must have already served on the IAC for one (1) year. Nominations for the IAC Chair-Elect position shall occur in the spring for subsequent approval by the Executive Board. IAC membership shall not exceed a maximum of three (3) consecutive years, at which point a member shall take a minimum of one-year break in IAC service before being considered for another term of service.

In the event that the IAC Chair cannot fulfill their term, the Chair-Elect shall become the Chair for the remainder of that term and will complete their role as the Chair the following year. At the next IAC meeting, the committee shall nominate a new Chair-Elect to be approved by the Executive Board to fulfill the remainder of the term.

Responsibilities of the IAC Chair and Chair-Elect:

1. Report to the Executive Board industry information and changes that would impact child nutrition programs and other items discussed during IAC meetings.
2. Inform the Executive Board of upcoming related events to child nutrition programs.
3. Add their expertise to Executive Board discussions.
4. Serves as a voting member of the Executive Board.

4. **Parliamentarian**

The Parliamentarian shall be appointed by the President for one year.

Responsibilities:

- a. Serve as a non-voting member of the Executive Board to ensure that meetings of the corporation are conducted in accordance with these bylaws, as well as applicable operating policies and parliamentary procedures.
- b. Serve as a non-voting member on the Resolution and Bylaws committee
- c. Other duties, as assigned.

Section C. Election

Election of Association officers, Area Representatives, and Section Chairs shall be online voting. Voting shall be conducted beginning March 1 for a two weeks duration. Persons elected shall be notified once the official results are confirmed and results shall be posted on the website.

**Article VI
Meetings**

Section A. Type of Meetings

1. State Conference
There shall be an Annual State Conference, the date and place of which shall be determined by the Board.
2. House of Delegates
There shall be a meeting of the House held at the Annual State Conference, called by the Vice President
3. Executive Board
The Board shall meet at least once per year, and at other times at the call of the President or upon request of a majority of the members of the Board.
4. Executive Committee
The Executive Committee shall meet on call of the President or at the request of four members of the Executive Committee.
5. Industry Conference
An Industry Conference, planned by the Supervisors/Directors Section Chair, may be held annually to provide dialogue between Association and industry; and share technical assistance and expertise. Members, industry personnel, and others who have an interest in promoting food and nutrition programs shall be invited to attend. All profits from the Industry Conference will be used for scholarships or as deemed necessary by the Board for another budget line item.
6. State Leadership Conference
State Leadership conference shall be held annually, the Board shall approve the dates and location. The purpose of the conference is to develop leadership.
7. Special Meetings
Special meetings and conference may be called or approved by the Board.

Section B. Expenses

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

Article VII Publications

Section A. Website

The association will have an official website – www.schoolnutritionsc.com.

Section B. Other Publications

The Board shall authorize and establish procedures for other publications as needed.

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

Article IX Resolutions and Bylaws

Section A. Procedures – Amendments to the Bylaws

1. A request to consider any proposed amendment(s) to the bylaws shall be initiated by the Executive Board or via written notice to the Executive Board by a Chapter Affiliate or a minimum of twenty-five (25) individual members.
2. Prior to the transmittal of any proposed amendment(s) to the House of Delegates and pursuant to requirements established by the School Nutrition Association, the Executive Board shall provide a copy of the proposed amendment(s) to the School Nutrition Association for review and approval, in accordance with the SNA State Affiliation Agreement.
3. After vetting by the School Nutrition Association, a meeting notice and a copy of the proposed amendment(s) shall be transmitted to all delegates of the House of Delegates no less than fifteen (15) business days in advance of a meeting for the purpose of voting on any amendment(s).

4. Any action taken pursuant to this section shall require approval by two-thirds of the House of Delegates membership in attendance at the meeting in which the vote is cast.
5. The Executive Board reserves the authority to make minor cures to the bylaws without the approval of the House of Delegates to address scrivener's errors and any changes mandated by the School Nutrition Association, as well as state or federal requirements governing non-profit organizations, provided those changes do not constitute a material change to these bylaws and/or create a material impact on the corporation and/or its membership.

Section B. Procedure - Resolutions

1. All proposed resolutions (that has previously been approved by board) to be considered at the Annual State Conference shall be submitted to the Chair of the Resolutions and Bylaws Committee in writing, postmarked no later than August 1.
2. Proposed resolutions submitted by August 1 shall be mailed to all members of the House thirty days prior to the Annual State Conference.
3. Adoption of proposed resolutions shall require a simple majority vote.
4. Resolutions, which are in conflict with the Bylaws, will not be presented to the House.

Article X Definitions

As used in these Bylaws, definition of terms is as follows:

Association Staff - Individuals employed by the Association.

Nonvoting Members - Individuals without voting privileges.

Chapter Affiliates - School Nutrition Associations organized within the individual districts and chartered by the Board.

Nonprofit - Any school food and nutrition program maintained by a school food authority for the benefit of children, all of the income from which is used solely for the operation or improvement of such service and exempt from income tax under 501(c)4 Internal Revenue Code of 1954, as amended.

Standing Committees - Groups of individuals appointed by the President, with Board approval charged with the responsibility of planning and implementing activities to promote their particular area of emphasis in the Association's Plan of Action.

Dissolution - In the event of dissolution or final liquidation of the Corporation, all the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all 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 Board of Directors shall determine. In no event shall

any of such assets or property be distributed to any member, director or officer, or any private individual.

Quorum - A quorum is the number of members who must be present at a meeting in order to transact business legally.

Majority Vote - More than one half of the votes cast of those present and voting or more than one half of the votes cast by mail.

Two-thirds Vote - Two thirds of the votes cast of those present and voting or two thirds of the votes cast by mail.

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*Note: This document reflects revisions made by SNA and accepted by SNA of SC August 2019.
This version of the Bylaws will be presented and voted on at the
House of Delegates in October 2019.*