

BYLAWS
WASHINGTON SCHOOL NUTRITION ASSOCIATION
August 2019

Article I

Name

The name of the association shall be the Washington School Nutrition Association, also referred to as the association or WSNA, a 501(c)(5) corporation chartered in the State of Washington. WSNA 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

Purpose and Mission

Purpose: Nourish and educate students in support of lifelong success.

Mission: Engage, educate and empower School Nutrition professionals to advance the accessibility, quality and integrity of school nutrition programs.

Article III
Membership

Section A. Classes of Membership.

Membership shall consist of three membership classes that define who is eligible to join the Association: School Food Service and Nutrition Members, Associate Members, and Affiliate Members. All membership classes refer to both individual members and district-owned members.

1. ***School Food Service and Nutrition Members:*** Includes employees, managers, supervisors/directors and educators employed in an eligible field as defined by SNA.
2. ***Associate Members:*** Consists of retired members, students enrolled in post-secondary school food service programs, industry, and others committed to furthering the goals of the Association.
3. ***Affiliate Members:*** This classification is optional for retired members and school food service employees working less than four hours per day who want to be supporter members. They will not receive the School Nutrition magazine. They will receive the Washington Apple Press. Affiliate members will continue to be entitled to discounts to meetings, the Emporium, and membership rates for certification.

Section B. Rights and Privileges of Members.

All active School Food Service and Nutrition and Associate retired members whose dues, if any, are currently paid, shall be entitled to vote for the election of officers for the coming year and to vote by mail upon any matter submitted to the voting membership.

1. School Food Service and Nutrition members who cease to be employed in an eligible field may continue as active members until their membership renewal date.
2. Affiliate members shall have the rights and privileges of active members except they shall not be eligible for nomination to elective office.
3. All members shall be eligible to attend the Delegate Assembly.

Section C. Membership Expulsion

Suspension or Revocation of Membership or Privileges of Membership for Cause: In accordance with the mission and vision of WSNA and its responsibilities to its members and the public, the Board may suspend, revoke or terminate any membership, any privilege of membership or any participation in WSNA programs or activities for conduct which is contrary to the purposes of the Association, or in conflict with its policies. Any proceeding for suspension, revocation or termination of membership, privileges of membership or participation in WSNA activities shall be conducted in good faith and in a fair, nondiscriminatory and reasonable manner, consistent with applicable law and regulatory requirements for non-profit corporations and the bylaws. In taking any action authorized by this provision, the officers and directors shall be entitled to rely on competent expert advice, facts disclosed by investigation, admissions or any other reasonable evidence, but shall not be required to observe particular federal or state rules of evidence or judicial procedures.

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1 **Section D. Dues**

- 2 1. Dues for School Food Service and Nutrition members shall be established by a two-thirds vote of members in
3 attendance at the Delegate Assembly.
4 2. Dues for associate and affiliate members shall be established by the Board.
5 3. Dues for WSNA and SNA shall be remitted to SNA.
6 4. The Board may approve a discount of member dues for the purpose of promoting membership.
7 5. All rights and privileges of membership shall be terminated for nonpayment of dues.
8

9 **Section E. Chapter affiliates.**

10 Each chapter affiliate shall be chartered by the Board.

11 Each chapter affiliate shall be entitled to representation in WSNA, provided the following conditions are met:

- 12 1. A Chapter affiliate may establish separate membership dues so long as such dues do not exceed a sum equal to the
13 state dues for such member's class of membership.
14 2. Chapter Affiliate Constitution and/or Bylaws shall not conflict with the WSNA Bylaws or standing Rules.
15 3. Only School Food Service and Nutrition members regularly employed in an eligible field as defined by SNA shall
16 be eligible to serve as officers of Chapter affiliates.
17 4. Each Chapter shall support WSNA's Plan of Action.
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19 **Article IV**
20 **Officers**

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22 **Section A. Elected Officers.** The elected officers shall be: President, President-elect, Vice President, and
23 Secretary/Treasurer.
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25 **Section B. Eligibility and Terms of Office:** All officers shall hold office until the installation of new officers at
26 Annual State Conference. Candidates for State office shall have held membership in SNA, WSNA, or SNA State
27 Affiliate for at least five years for Vice-President and Secretary-Treasurer. The candidate shall:

- 28 1. Have demonstrated leadership ability by serving on the Executive Board of a Chapter affiliate or by serving on a
29 State committee or advisory board.
30 2. Be regularly employed in an eligible field as defined by SNA.
31 3. Be elected for a specified term and shall retain active membership at the time of nomination, election, and
32 throughout their term of office.
33 4. Shall be SNA certified and/or credentialed members.
34 5. Shall serve no more than two terms per elected office.
35 a. **President:** The President shall be the chief elected officer and shall serve one term and shall perform all
36 duties as listed in the job description. The president shall be actively working and involved in the school
37 nutrition profession throughout the term.
38 1. Provide leadership to ensure the strategic direction and values of the association are maintained;
39 2. Represent the association before the public as the official representative of the association;
40 3. Preside over all meetings of the board and the membership;
41 4. Serve and make appointments as required by these bylaws and other governing documents, including
42 serving as ex-officio on all committees and advisory councils except the leadership development
43 committee; and
44 5. Perform other duties incident to the office of president, whether assigned by the board or association
45 governing documents.
46 b. **President-Elect:** The President-elect shall serve for one year and shall perform all duties as listed in the job
47 description.
48 1. Perform the duties of president in case of temporary absence or temporary inability to serve;
49 2. Preside over the delegate assembly;
50 3. Serve and make appointments as required by these bylaws and other governing documents including
51 recommending for board approval the appointment of incoming members of committees and advisory
52 councils to fill applicable expiring terms; and
53 4. Perform other duties incident to the office of president-elect as assigned by the president, the board, or
54 association governing documents.

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- 1 c. **Vice President:** Shall be elected annually, serve for one year, and shall perform all duties as listed in the job
2 description. To be eligible for this office, a candidate shall: (1) have had previous service on the Board, (2)
3 have served on a standing committee or advisory board within the past five years, and (3) have attended one
4 of the last three State Conferences. The vice president shall be actively working and involved in the school
5 nutrition profession throughout the term.
6 1. Perform the duties of the president-elect in the president-elect's temporary absence;
7 2. Serve as required by these bylaws and other association governing documents; and
8 3. Perform other duties incident to the office of vice president as assigned by the president, the board or
9 association governing documents
- 10 d. **Secretary/Treasurer:** The secretary/treasurer shall be elected in even numbered years, shall serve for two
11 years, and shall perform all duties as listed in the job description.
12 1. Ensure the accurate recording of the minutes of the delegate assembly, the board, the executive committee
13 and the finance committee;
14 2. Serve as chair of the Executive Finance committee;
15 3. Monitor the association funds, investments and securities and give an unaudited financial report annually
16 to the delegate assembly;
17 4. Submit an annual budget to the board; and
18 5. Perform other duties incident to the office of secretary/treasurer as assigned by the president, the board or
19 association governing documents.
- 20 e. **Executive Director:** The Executive Director shall:
21 1. Manage the association under the direction of the board;
22 2. Implement policies under the direction of the board;
23 3. Perform other duties incident to the office of Executive Director, as assigned by the president, the board,
24 or association governing documents; and
25 4. Be retained under a contract with the board.
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28 **Section C: Elections.** Elections shall be held at The Annual State Conference. WSNA members in good standing
29 and not planning to attend the ASC can vote by completing the request form for absentee ballots published in the
30 summer edition of the WSNA *Apple Press*. The Board shall determine time lines for balloting procedures and
31 notification of candidates.
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33 **Section D. Executive Committee**

34 Shall consist of President, President-Elect, Vice President, Secretary/Treasurer, Leadership Development Chair and
35 one Member at Large to be appointed by the President. The WSNA Executive Director shall be a non-voting
36 member.
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38 **Section E. Vacancy and Removal**

39 A vacancy in the office of president shall be filled by the president-elect, followed by a full term as president. A
40 vacancy in the office of president-elect shall be filled by the vice president, followed by a full term as president-elect.
41 A vacancy in any other office shall be filled by the Board of Directors for the remainder of the term.
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43 An officer may be removed by a two-thirds vote of the remaining members of the executive board, provided that
44 there must be a hearing at which the charges are heard and the officer has the opportunity to appear and present a
45 defense.
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49 **Article V**
50 **Meetings**
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52 **Section A. Type of Meeting**

- 53 1. **Annual State Conference (ASC):** There shall be an Annual State Conference, the date and place determined by
54 the Board.

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- 1 2. **Delegate Assembly:** There may be a Delegate Assembly called by the President and held at the Annual State
2 Conference, when recommended by the Bylaws Committee or the Board of Directors. Such meeting may be
3 held by electronic means as allowed by law.
- 4 3. **Board of Directors:** There shall be four Board of Directors Meetings: one immediately before and one during
5 or immediately after the Annual State Conference, one to be called by the President in the fall and one to be
6 called by the President in the spring. Additional meetings may be scheduled as needed and may be held by
7 telephone conference call or as otherwise allowed by law.
- 8 4. **Executive Committee:** The Executive Committee shall meet on call of the President or at the request of the
9 members of the Executive Committee. The Executive Committee shall convene prior to any Board meeting to
10 review issues, budgets, and budget reports, and make recommendations to the Board of Directors.
- 11 5. **Legislative Conference:** A legislative conference may be held annually to evaluate legislative needs and plan
12 strategies for legislative activities.
- 13 6. **Industry Seminar:** An Industry Seminar may be held annually to provide dialogue between WSNA and
14 industry to project program needs and share technical assistance and expertise.
- 15 7. **Leadership Seminars:** Leadership Seminars may be held annually. The purpose of the seminar is to develop
16 leadership and present WSNA's Plan of Action for the ensuing year.
- 17 8. **Fall Workshops:** Workshops to provide educational opportunities will be held in regions of the state.
- 18 9. **Spring Workshop(s):** Workshop(s) to provide educational opportunities in a region of the state.
- 19 10. **Special Meetings:** Special meetings and seminars may be called or approved by the Board.
- 20 11. **Notice of Meetings:** Notice of meetings may be sent electronically as allowed by law.

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22 **Section B. Expenses.** The Board of Directors shall set limits within budgetary restraints for reimbursement of, and
23 procedures for, expenditures by WSNA officers and members who travel on official WSNA business.
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Article VI
Delegate Assembly

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28 The Delegate Assembly shall formulate the philosophies and goals under which the Board of Directors manages the
29 affairs of WSNA. The Delegate Assembly may hear committee and officers reports. The Delegate Assembly shall
30 take action on recommendations, resolutions, and amendments to the Articles of Incorporation and Bylaws, and have
31 all other powers and duties specifically provided to it by the Articles of Incorporation and Bylaws.

- 32 1. **Composition:**
 - 33 a. The voting members shall include the Board of Directors and all members in attendance.
 - 34 b. All members and the WSNA Executive Director have the right to speak at the Delegate Assembly.
 - 35 c. Delegate Assembly will be held during an Annual State Conference. The exact time and place will be
36 decided by the Board of Directors.
- 37 2. **Responsibilities:**
 - 38 a. Formulates the philosophies and goals.
 - 39 b. Debates and reviews matters of professional interest.
 - 40 c. Makes general and specific recommendations to the Board of Directors.
 - 41 d. Reviews the annual Plan of Action.
 - 42 e. May review reports of Chapter affiliates, Board members, State committees and Advisory boards.
 - 43 f. Takes action on proposed resolutions and amendments to the Bylaws.
- 44 3. **Voting:** Each member is entitled to one vote.
- 45 4. **Quorum:** One Tenth of WSNA membership shall constitute a quorum at the Delegate Assembly.

Article VII
Board of Directors

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51 The Board of Directors ("Board") shall be the policy-making and executive body of WSNA with full accountability
52 and oversight for legal compliance, good name, and the financial well-being of the Association. The Board shall
53 formulate policies between the meetings of the Delegate Assembly, adopt the annual budget; review reports and

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1 resolutions; conduct and manage the affairs and have all other powers and duties specifically provided to it by the
2 Articles of Incorporation and Bylaws, which are necessary to achieve the objectives not specifically, delegated to
3 other agents or agencies by the Articles of Incorporation or Bylaws.

4 1. **Composition**

- 5 a. Elected members shall consist of the President, President-Elect, Vice President, Secretary/Treasurer and
6 Regional Leads.
7 b. Regional Leads shall be elected for a two-year term and shall perform all duties as listed in the job
8 description; their place of employment shall be in the respective area at the time of nomination and election.
9 If a change in area of employment occurs, they shall complete their term of office provided one year of their
10 term has been completed. Elections shall be on the following schedule: even-numbered areas in even years
11 and odd-numbered areas in odd years.
12 c. Members appointed by the President shall be chairs of Standing Committees, Parliamentarian (who is also
13 the Bylaws Chair), Member at Large, Leadership Development Chair, and Industry Representative.
14 d. Non-voting members shall be an OSPI liaison, the WSNA Executive Director, and Parliamentarian.

15 2. **Responsibilities**

- 16 a. Directs WSNA affairs in accordance with the philosophies, general policies and goals adopted by the
17 House.
18 b. Considers general and specific recommendations made at the Delegate Assembly.
19 c. Appoints persons to act for WSNA and defines their specific responsibilities.
20 d. Adopts the annual budget including but not limited to, budgets for all state meetings.
21 e. Manages and directs all financial affairs.
22 f. Adopts the audit of WSNA books.
23 g. Authorizes persons to sign checks, contracts, and other documents for WSNA.
24 h. Approves all committee appointments.
25 i. Fills vacancies of unexpired terms of Board Members, unless otherwise specified.
26 j. Adopts a Plan of Action for the ensuing year prior to the ASC.
27 k. Recommends positions and policies to the Delegate Assembly.
28 l. Provides leadership in working with allied associations and groups which share a similar purpose.
29 m. Fills vacancies occurring in office by a majority vote.
30 n. Authority to make corrections to the bylaws: such as clerical, punctuation and grammar, without changing
31 the intent of the bylaws.

32 3. **Quorum:** A simple majority of the members shall constitute a quorum.
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34 **Article VIII**
35 **Voting**
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37 Any action taken without a meeting shall require such conditions as allowed by law.
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39 **Article IX**
40 **Committees**
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42 **Section A. Standing Committees:**

- 43 1. There shall be the following standing committees.
44 a. Executive (President, Pres Elect, Vice Pres, Sec/Treas, Member at Large, Leadership Development chair,
45 and Executive Director)
46 b. Leadership Development
47 (1) The Leadership Development Committee shall be composed of seven members: four elected Regional
48 Lead members elected by and from the WSNA regions and three members appointed by the president
49 and approved by the Board of Directors. The president will select one member from the committee to
50 serve as chair. The Regional Leads shall serve two-year staggered terms.
51 (2) The Leadership Development Committee shall identify and recruit eligible candidates based on their
52 leadership competencies and diversity.

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1 (3) If there is no eligible candidate for election to a region position on the Leadership Development
2 Committee by the beginning of WSNA's Annual State Conference, the president-elect shall make the
3 appointment with the approval of the Board of Directors.

4 (4) Members of the Leadership Development Committee shall:

5 (a) Be a member in good standing;

6 (b) Have an SNA certificate or be SNA credentialed;

7 (c) Have demonstrated leadership experience by serving on the Board of Directors of WSNA or
8 WSNA chapter or by serving on a state committee or task force; and

9 (d) Be regularly employed (a minimum of 130 days during the prior 12 months) in an eligible field.

10 c. Education

11 d. Membership/ Certification/ Credentialing

12 e. Marketing/ Communication

13 f. Industry Advisory

14 g. Public Policy and Legislation

15 h. Bylaws Committee. The chair is the Parliamentarian.

16 2. All standing committees report to the Board.

17 a. **Terms:** Members shall be appointed by the President, subject to Board approval, for a one year term unless
18 otherwise specified.

19 b. **Eligibility:** It is recommended members of a committee or advisory board shall be SNA certified and/or
20 credentialed with the exception of WSNA Industry members.

21 c. **Structure:** There may be a co-chair for the following standing committees: Leadership,
22 Membership/Certification/Credentialing and Public Policy & Legislation.

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24 **Section B. Special Committees:** Special committees and/or advisory boards shall be appointed by the President with
25 the approval of the Board.

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27 **Article X**
28 **Publications/Communications**

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30 **Section A. The Apple Press.** The Apple Press shall be the official publication of WSNA.

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32 **Section B. Other Publications.** The Board shall authorize other publications and establish such procedures as are
33 necessary.

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35 **Article XI**
36 **Removal from Office**

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38 Any elected officer who is found in violation of conditions required for election, a breach of fundamental principles
39 or rules of WSNA, or failing to work under the framework of WSNA may be removed from office. The Board, upon
40 receipt of charges shall investigate the charges, hold a hearing and render a decision.

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42 **Article XII**
43 **Parliamentary Authority**

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45 The eleventh edition of *Robert's Rules of Order Newly Revised* shall govern this association in all cases that are not
46 otherwise provided for in the law, the articles of incorporation, bylaws or adopted rules. When a new edition of the
47 parliamentary authority is published, the board may, by majority vote and after ensuring that they have familiarized
48 themselves with the changes in the new version, update the edition reference in the bylaws. Members shall be
49 notified promptly after the change is made.

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Article XIII
Amendments

Section A. Method of Proposal. Amendments to these Bylaws shall be proposed in writing no later than 120 days prior to ASC in any one 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 WSNA committees or advisory boards
4. By written petition signed by 25 members

Section B. Procedure for Amending Bylaws:

Proposed amendments to these bylaws shall be sent to SNA in accordance with the SNA state affiliation agreement. Amendments to bylaws shall be adopted by a two-thirds majority vote at the Delegate Assembly or by a majority mail vote if at least a majority of all members return ballots.

1. Provided the Chair of the Resolutions and Bylaws Committee receives the amendments in writing, postmarked 120 days prior to ASC to be considered at the next ASC.
2. Provided copies of the proposed amendments have been mailed to all members through publication in The Apple Press or posted on WSNA's website, or by direct mail at least twenty days prior to the Annual State Conference or deadline for casting a mail vote.

Article XIV
Resolutions

1. All proposed resolutions to be considered at the Annual State Conference shall be submitted to the Chair of Resolutions and Bylaws Committee in writing, postmarked no later than 90 days prior to ASC. Upon consent of a majority of the members present a written resolution may be submitted from the floor of the Delegate Assembly.
2. Proposed resolutions submitted by 90 days prior to ASC shall be mailed to all members through publication in The Apple Press or posted on WSNA's website, or by direct mail twenty days prior to the ASC.
3. Adoption of proposed resolutions shall require a majority vote.
4. Resolutions that are in conflict with the Bylaws shall not be presented to the Delegate Assembly.