

BYLAWS
OF THE
FLORIDA
SCHOOL NUTRITION
ASSOCIATION



Revised October 22, 2022

**BYLAWS
OF
THE FLORIDA SCHOOL NUTRITION ASSOCIATION, INC.**

**Article I
NAME**

The name of this organization shall be "**THE FLORIDA SCHOOL NUTRITION ASSOCIATION**" hereinafter referred to as the "Association." It may be affiliated with the School Nutrition Association.

**Article II
OBJECTS AND PURPOSES**

The purpose of this Association shall be to:

Section A. 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.

Section B. Promote high standards for child nutrition and school community nutrition programs with emphasis on nutritionally adequate meals which are appealing to children.

Section C. 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.

Section D. Promote high standards; provide appropriate educational programs, incentives, and recognition for professional development of child nutrition personnel.

Section E. Promote research and development in child nutrition programs.

Section F. Promote the establishment of a national nutrition policy and legislation which provide optimal nutrition and nutrition education for children.

Section G. Promote the involvement of students and the school community in child nutrition programs.

Section H. Promote membership and provide services to members.

Article III MEMBERSHIP

Section A. Classes of Membership. Membership in the Association shall consist of four classes: School Foodservice and Nutrition, Affiliate, Associate, and Sustaining Industry Partner (SIP).

Eligibility criteria for Sustaining Industry Partners (SIPs) shall be set exclusively by the Association's Board.

1. School Foodservice and Nutrition Members. School Foodservice and Nutrition member category shall consist of employees, managers, supervisory/directors, state level staff, and educators employed in eligible fields.
2. Affiliate Members. Affiliate members shall consist of school foodservice employees working less than four hours per day.
3. Associate Members. Associate member category shall consist of retired members who have not become employed in a non-eligible field and students enrolled in post-secondary school nutrition programs.
4. Sustaining Industry Partner (SIP). A Sustaining Industry Partner (SIP) of the Association shall be an industry, business, or organization that does not qualify for other types of membership and is interested in furthering the programs of the Association.

Section B. Rights and Privileges of Members.

1. All School Foodservice and Nutrition, Affiliate, and Associate members whose dues, if any, are paid shall be entitled to cast one vote for the election of officers for the coming year and to cast one vote upon any matter submitted to a vote of the voting membership of the Association.
2. Sustaining Industry Partners (SIPs) shall have the right to identify their membership in their advertising or on exhibits at Association events. Members who cease to be employed in an eligible field may continue their membership until their renewal date.
3. Sustaining Industry Partners (SIPs) shall be entitled to vote for the election of the Sustaining Industry Partner (SIP) Representative-Elect to the Board.
4. Associate members shall have all the rights and privileges of School Foodservice and Nutrition members except they shall not be a candidate for elective office.
5. All members of the Association shall be eligible to attend the meetings of the House of Delegates as observers but shall not have the right to participate in floor debate.
6. The official publication of the Association shall be distributed to all members.

Section C. Dues. Dues for each class of membership, except Sustaining Industry Partners (SIPs), may be changed by a fifty-one percent (51%) affirmative vote of the delegates present at the House of Delegates. Dues for Sustaining Industry Partners (SIPs) shall be established by the Board. Membership in the Association and all rights and privileges thereof shall be terminated if at any time a member's dues are unpaid.

1. Collection Procedures.

- a. State and National Dues (Dual Membership). When paying both state and national dues, payment should be submitted directly to the National School Nutrition Association.
- b. State Dues Only (State Only Membership). Payment should be submitted to the state Association.
- c. Sustaining Industry Partners (SIPs) shall remit dues directly to the state Association.

Article IV
ORGANIZATIONAL STRUCTURE

The affairs of the Association shall be directed and conducted by the Board pursuant to policies adopted by the House of Delegates. No member of the Board, House of Delegates, Committee Chairs, or Advisory Board Chairs shall receive compensation for service in such capacities unless separately employed under contract by the Association.

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, 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 members of the Board, past state presidents, standing committee chairs, advisory board chair(s), and assigned delegates or alternates from counties with FSNA members.
- b. Each voting delegate of the House of Delegates must be a School Foodservice and Nutrition, Affiliate, or Associate member of the state Association.
- c. The Executive Director of the Association and the Association Advisor shall be a non-voting member of the House of Delegates.

2. Responsibilities.

- a. Establishes the policies of the Association.
- b. Debates and reviews matters of professional interest to the Association.
- c. Makes general and specific recommendations to the Board.
- d. Makes recommendations for the annual Initiatives.
- e. Receives reports of Local chapter's, Board members, the state Association, and advisory board(s).
- f. Takes action on proposed resolutions and amendments to the *Bylaws*.

3. Voting.

- a. Each delegate may cast only one vote. All votes can be cast in person or electronically.
- b. When meeting in person, only voting and non-voting delegates will be seated on the floor of the House of Delegates.
- c. Fifty-one percent (51%) of the voting delegates who have confirmed in advance they will attend shall constitute a quorum at the House of Delegates meeting.
- d. A fifty-one percent (51%) vote of the voting delegates present at the meeting of the House of Delegates is required to amend the *Bylaws* of the Association, change the Association's membership dues, remove an elected Association officer from office, or change the location of the Association's state office.

4. County Delegates Representation. Official membership data shall be determined by the state office thirty (30) days preceding the FSNA Annual Event. The number of voting delegates for each County shall be calculated on the following basis:

Counties with 50 members or below – one (1) delegate; Counties with 51 – 100 members – two (2) delegates; Counties with 101 – 200 members – three (3) delegates; Counties with 201 members or more – four (4) delegates.

Section B. Board of Directors. The Board of Directors ("Board") shall be the executive body of the Association. The Board shall formulate policies between meetings of the House, adopt the annual budget, receive and/or act on reports and 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 of the Association not specifically delegated to other agents or agencies by the *Articles of Incorporation* or *Bylaws*.

1. Composition.

- a. Voting members of the Board shall consist of the elected officers: President, President-Elect, Secretary/Treasurer, Region Directors, Section Chairs, and the Sustaining Industry Partner (SIP) Representative of the Association.
- b. The Executive Director, Elects, and Association Advisor shall be non-voting members.

2. Responsibilities.

- a. Directs the affairs of the Association in accordance with the policies adopted by the House of Delegates. No action shall be taken which conflicts with actions of the House of Delegates or *Bylaws* of the Association.
- b. Considers general and specific recommendations made by the House of Delegates.
- c. Employs the Executive Director of the Association.

- d. Appoints persons to act on behalf of the Association and defines their specific responsibilities.
- e. Adopts the annual budget for the Association including, but not limited to, budgets for all state meetings of the Association.
- f. Manages and directs the financial affairs of the Association.
- g. Employs certified public accountant(s) who shall annually, or as needed, audit the Association's accounts.
- h. Verifies the annual, audited financial statement of the Association which is open for public records.
- i. Authorizes persons to sign checks, contracts, and other documents on behalf of the Association.
- j. Provides guidance to the Executive Director regarding organizational structure, job descriptions, and approves the budget line item for salaries of employees of the Association.
- k. Approves all committee and advisory board appointments.
- l. Receives and analyzes reports.
- m. Fills vacancies of unexpired terms of Board members, unless otherwise specified.
- n. Creates all awards offered by the Association and approves all scholarships awarded and disbursements made from the Florida School Food Service Foundation.
- o. Approves Initiatives for the Association, Committees, and Advisory Boards for the ensuing year.
- p. Recommends positions and policies to the House of Delegates.
- q. Provides leadership in working with allied associations and groups which share a similar purpose.

3. Quorum. A majority of voting members shall constitute a quorum.

4. Manner of Acting. The Board may transact business at official Board meetings, by mail, by conference call, and/or by electronically. Issues or concerns must be submitted to the Board in writing for vote. The decision shall be determined by the majority of the votes received within two (2) weeks or less after such submission to the Board, provided that votes of at least a majority of the voting members of the Board shall be received. May remove a Board member from office for just cause upon petition of ten (10) members of the Board or fifty-one percent (51%) of the House of Delegates. Upon receipt of the petition the Board shall investigate the charges, hold a hearing and render a decision.

Section C. Executive Committee.

1. Composition.

- a. The voting members shall consist of the President, as Chair, President-Elect, Secretary/Treasurer, Section Chairs, Chair of Region Directors, and the Sustaining Industry Partner (SIP) Representative.
- b. The Executive Director shall be a non-voting member.

2. Responsibilities.

- a. Drafts and proposes annual budget.
- b. Reviews the financial status.
- c. Conducts all business when time does not practically permit a meeting of the entire Board, as determined by the President, and reports all actions to the Board.
- d. Reviews personnel or other sensitive issues and reports to the full Board.
- e. Analyzes reports.

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

Section D. Affiliated Chapters Each county is eligible for a Chapter affiliation with FSNA. The chapter must sign an affiliated agreement and comply with said agreement.

Section E. Regions. A Chair of the Region Directors shall be elected from the senior members of the Region Directors elected as herein provided.

The state shall be divided into 4 Regions and have two at large positions from counties other than current regional elect. The At Large terms are Region Director At Large 1 starts on odd years, and the At Large 2 starts on even years.

The 4 regions are divided as follows:

Region I: Bay, Calhoun, Escambia, Franklin, Gulf, Holmes, Jackson, Liberty, Okaloosa, Santa Rosa, Walton, Columbia, Dixie, Gadsden, Gilchrist, Hamilton, Jefferson, Lafayette, Leon, Madison, Suwannee, Taylor, Wakulla and Washington.

Region II: Alachua, Levy, Baker, Bradford, Clay, Duval, Flagler, Marion, Nassau, Putnam, St. Johns, Union, and Volusia.

Region III: Brevard, Indian River, Lake, Orange, Osceola, Polk, Citrus, Hernando, Hillsborough, Pasco, Pinellas, Okeechobee, Hardee, Highlands, Sumter and Seminole.

Region IV: Manatee, Charlotte, Desoto, Glades, Martin, Palm Beach, Sarasota, St. Lucie, Broward, Collier, Hendry, Lee, Miami-Dade, and Monroe.

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 a chair elected as herein provided.

1. Foodservice Employee/Manager Section Chair. Defined as school nutrition personnel assigned to one school, and/or personnel who have responsibilities in a central kitchen that serves more than one school, and/or personnel who have responsibility in more than one school, but who are not employed on a system-wide basis.

2. Administrator/ Supervisor Section Chair. Defined as personnel who are responsible for administration and/or supervision of nutrition programs in more than one school within the district or state. Also includes personnel who are responsible for college nutrition programs or who operate nutrition, dietetics, or foodservice related faculty in vocational-technical schools, community colleges, four year colleges or universities, or internship programs.

3. District Director Section Chair. Defined as the director of the school nutrition program in a county, territory or other region as defined by the State.

Section G. Committees and Advisory Boards.

1. Organization. Members shall be appointed by the President, subject to Board approval, for a three (3) year term unless otherwise specified. A standing committee or advisory board member shall not serve on more than one (1) standing committee or advisory board at the same time, with the exception of the Nominating Committee and the Past Presidents' Advisory Board. Chairs shall be appointed by the President to serve for one (1) year. An individual may serve as chair for no more than three (3) consecutive years on any standing committee or advisory board. Under extenuating circumstances, an individual may be appointed chair of a standing committee or advisory board for one (1) additional year with Board approval.

2. Eligibility. Members of a committee or advisory board shall have expertise in the subject area of the committee or advisory board on which they serve. All committee and advisory board members must be School Foodservice and Nutrition, Affiliate, or Associate members of the state Association.

3. Activities. Each committee shall develop Initiatives in keeping with the state Initiatives, which shall be subject to the approval of the Board. Actions of the committees and advisory board(s) shall not be in conflict with the *Policies & Procedures Manual* and *Bylaws* of the Association.

4. Standing Committees. There may be the following standing committees, composed of no more than seven (7) members and including representation from all four (4) regions, when feasible. For the PP & L Committee FSNA will use the original 7 Region Map Appendix A.

No more than one-third (1/3) of the members of the committee shall be appointed in any one year except to fill vacancies as herein provided. Should a vacancy occur, the President shall appoint a replacement to fill the unexpired term.

- a. Nominating Committee. This committee shall consist of the Section Chairs, the Nominating Committee Chair, appointed by the President, and up to three (3) other members also appointed by the President. Members of the Nominating Committee shall not be eligible for nomination for state office during their first year on the Nominating Committee.

Responsibilities:

- 1) Selects no more than two candidates for each office, except for the Sustaining Industry Partner (SIP) Representative, for which there can be up to five (5) candidates, to be placed on the ballot in accordance with the *Bylaws*.
- 2) Verifies eligibility of candidates.
- 3) Surveys the membership for potential candidates.

b. Public Policy and Legislative Committee.

Responsibilities:

- 1) Evaluates, interprets, recommends, and responds to federal and state legislation and regulations.
- 2) Informs the membership of current legislation.
- 3) Develops legislative policy and positions for approval of the Board and acts on behalf of the Association on legislative matters.
- 4) Assists Members in the development of legislative strategies and Initiatives.

c. Professional Development and Nutrition Standards Committee. Consists of members who are certified or credentialed.

Responsibilities:

- 1) Promotes and assists with programs and activities to improve school nutrition personnel standards and welfare.
- 2) Develops ideas for plans for professional growth of the membership, subject to the approval of the Board.
- 3) Informs and makes available to members an annual summary of developments relating to school nutrition certification efforts.
- 4) Maintains liaison with appropriate state and federal agencies and professional associations and organizations.
- 5) Evaluates and interprets nutrition trends and developments.
- 6) Recommends nutrition standards for child nutrition programs.
- 7) Promotes nutrition education.
- 8) Informs and makes available to members an annual summary of developments relating to nutritional aspects of school nutrition programs.

d. Resolutions and Bylaws Committee.

Responsibilities:

- 1) Reviews the *Bylaws* annually to ensure they are consistent with current philosophy and recommends changes.
- 2) Reviews all resolutions for format and for consistency with the *Bylaws*.
- 3) Reviews bylaw amendments proposed for consideration by the House of Delegates.
- 4) Advises the House of Delegates of its recommendations.

e. Membership and Marketing Committee.

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.
- 4) Recommends to the Board standards, policies, and procedures pertaining to the implementation of the Association's public information program.
- 5) Works toward creating a positive image for the Association and school nutrition programs.
- 6) Creates a calendar of special events for promoting marketing activities.
- 7) Establishes priorities for types of information that will be disseminated and identifies channels through which messages can be communicated.

f. Scholarships and Awards Committee.

Responsibilities:

- 1) Reviews and selects recipients of awards that have been created and approved by the Board.
- 2) Reviews and makes recommendations to the Board as to the number and amount of scholarships that are to be distributed to members who have applied, on an ongoing basis.
- 3) Makes recommendations to the Board as to changes in the specific requirements of particular awards and/or proposes the creation of new awards.

- g. Finance Committee. This committee shall be chaired by the Secretary/Treasurer and will consist of members of the Executive Committee.

Responsibilities:

- 1) Provide the Board with assurance that the financial policies and financial condition of the Association will enable it to achieve its goals and remain solvent.
- 2) Oversee financial planning and management of the organization by ensuring that all fiscal aspects of operations are in order.
- 3) Assist in the control and supervision of the Association's finances, including checking accounts and credit card receipts.
- 4) Oversee the investment and safekeeping of Association funds.
- 5) Ensure the financial stability of the Association through the ongoing assessment and monitoring of the annual operating budget, investment portfolio, revenue, expenditures, and audit reports.
- 6) Monitor and designate reserve funds.
- 7) Recommend transfer of funds from Foundation to Association and vice versa.
- 8) Advise the Executive Director and staff in developing the annual operating budget.
- 9) Advise on mid-year budget revision.
- 10) Review proposed budget prior to board presentation. Recommend budget to the Board.
- 11) Review and recommend procedures for conducting annual audit of financial record. Review audit reports.
- 12) Review and approve major unexpected/unbudgeted expenditures that arise.
- 13) Formulate investment policies and procedures, monitor investments on a regular basis and recommend appropriate changes.
- 14) Establish and monitor specific long term and annual financial performance benchmarks with regard to investments, revenue, annual operating budgets, etc.
- 15) Review and recommend financial and accounting policies.
- 16) Retain consultants, auditors, or outside advisors to assist or monitor the Association's finances.

5. Advisory Board(s). There may be the following advisory board(s) which shall consist of three (3) to seven (7) members unless otherwise noted.

- a. Past President & Silver Circle Advisory Board. Consists of members who have twenty-five

(25) years or more in school nutrition and/or who are retired and remain members of the Association and consists of past presidents of the Association.

Responsibilities:

- 1) Serves as liaison between retirees and the Association and works to achieve common goals.
 - 2) Serves as advisors to the President, Board, Committees and other Advisory Boards.
 - 3) Performs special tasks as requested.
- b. Sustaining Industry Partner (SIP) Advisory Board. Consists of members who represent technology, food manufacturing, equipment, food brokerage, and non-food supplies. The Sustaining Industry Partner (SIP) Representative will chair the Sustaining Industry Partner (SIP) Advisory Board.

6. Special Committees and/or Special Advisory Boards. The designation of such special committees and/or advisory boards shall be made by the President with the approval of the Board.

Article V OFFICERS

Section A. Elected Officers. All officers shall hold office until July 31st, the end of the fiscal year. To be eligible for any state office, a member shall have held membership in the state Association for at least two (2) years immediately preceding the nomination and may have demonstrated leadership ability by participating in a chapter affiliate, participating at a state conference, or by serving on a state committee, taskforce, or advisory board. Potential officers shall have demonstrated interest in and knowledge of Association affairs. They shall be regularly employed by an organization in an eligible field, but may not be employed as a supervisor, region manager, or corporate officer of a for-profit organization above the school district level. If they retire they may serve their term if they were elected to the position before retiring, or being terminated without cause, and they have not accepted employment in non-eligible field. Except as herein provided, the Board shall fill vacancies occurring in offices by a two-thirds (2/3) vote. The primary responsibilities of each officer are as listed below, but shall not be limited to those duties only.

1. President. The President shall be the chief elected officer of the Association and shall serve one year. Upon completion of the term of office, the President shall become a Past President of the Association, with all future FSNA dues being waived for life. The responsibilities of the President are as follows:

- a. Represents the Association in policy matters.
- b. Serves as Chair of the Board and the Executive Committee.
- c. Presides at meetings of the Association.
- d. Serves as an ex-officio member of all committees and advisory boards and coordinates the activities of same, except for the Nominating Committee.

- e. Prepares the agenda for Board Meetings.
- f. Appoints, with the approval of the Board, members of committees and advisory boards, except the members of the Nominating Committee.
- g. Appoints chairs of all committees and advisory board(s) subject to Board approval.
- h. Follows up on the action taken by the House of Delegates and the Board.
- i. Establishes time schedules for meetings of the Association.
- j. Presents the program for the FSNA Annual Event to the Board.
- k. Develops the state Initiatives based on the national Initiatives for approval by the Board.
- l. Follows up on the implementation of the Initiatives based on the national Initiatives.
- m. Coordinates activities of the Board with the Association office.
- n. Attends four (4) Region Seminars to present the state Initiatives to the membership.

2. President-Elect. The President-Elect shall be elected annually, shall serve for one year, shall have had previous Board or FSNA Committee Chair experience, and shall have attended three (3) of the last seven (7) state conferences and one (1) of the last seven (7) national conferences. The responsibilities of the President-Elect are as follows:

- a. Studies the duties and responsibilities of the President, other members of the Board, committees, advisory board(s).
- b. Serves as chair of and presides at the House of Delegates.
- c. Serves as advisor to the Region Directors.
- d. Represents the Association at the request of the President.
- e. Performs the duties of the President in the absence of the President.
- f. Succeeds to the office of the President on the first of August at the beginning of our fiscal year or before in the event of the death, resignation, or removal from office of the President.
- g. Attends three (3) Region Seminars to present the state Initiatives to the membership.

3. Secretary/Treasurer. The Secretary/Treasurer shall be elected in even numbered years and shall serve for two (2) years. The responsibilities of the Secretary/Treasurer are as follows:

- a. Accurately records and submits in a timely manner all minutes of the Board and the House of Delegates.
- b. Directs the Executive Director to send appropriate notices and copies of the minutes to the

Board and the House of Delegates.

- c. Supervises and monitors Association funds, investments, and securities.
- d. Submits a financial report at FSNA Annual Event.
- e. Drafts a proposed annual budget in collaboration with the President, President-Elect, and the Executive Director.
- f. Submits budget to the Board for adoption.
- g. Notifies officers and the chairs of each committee and advisory board(s) of budgeted funds.
- h. Reports expenditures against budget.

4. Region Directors. The Region Directors shall serve for two (2) years. The responsibilities of the Region Director are as follows:

- a. Promotes the Association's Initiatives.
- b. Expresses the views of affiliated chapter when evaluating or voting on issues.
- c. Acts as liaison between affiliated chapter and Board.
- d. Assists affiliated chapters.
- e. Communicates with affiliated chapters on a regular basis.
- f. Promotes membership in the Association.
- g. Shares ideas for professional growth with affiliated chapters.
- h. Coordinates plans for Region Seminars.
- i. Surveys chapters and provides recommendations to President-Elect on appointments to committees and advisory boards.
- j. Surveys chapters and provides recommendations to Nominating Committee for ballot.
- k. Attends a meeting of each affiliated chapter within region at least once during the two-year term.

5. Region Directors-Elect. Region Directors-Elect shall be elected for a one-year term. Their principal place of employment shall be in their respective region. Voting for the office of Region Director-Elect shall be limited to the membership of the region concerned. Elections shall be on the following schedule:

Odd Even years: I, III, At large 1

Even years: II, IV, At large 2

The responsibilities of the Region Director-Elect are as follows:

- a. Studies the duties and responsibilities of the Region Director.
- b. Assists the Region Director in promoting membership.

6. Section Chairs. Section Chairs shall serve for two (2) years and shall be members of their respective sections of the Association.

The responsibilities of Section Chairs are as follows:

- a. Promotes the Association's Initiatives.
- b. Initiates, implements, evaluates, and/or coordinates appropriate studies or projects with the Association office.
- c. Expresses views of the section when evaluating or voting on issues.
- d. Provides leadership, support, technical assistance, and resource lists and/or materials to members.
- e. Plans section meeting program for FSNA Annual Event in collaboration with President and Executive Director.
- f. Promotes membership in the Association within the Section.
- g. Provides recommendations to the President-Elect for appointments to committees and advisory board(s).
- h. Provides recommendations to the Nominating Committee for the ballot.

7. Section Chairs-Elect. Section Chairs-Elect shall be elected for a one (1) year term as non-voting members of the Board and shall be members of their respective sections of the Association. Voting for the office of Section Chair-Elect shall be limited to the membership of that Section. Following his/her term as Section Chair-Elect, the individual will move into the position of Section Chair. Elections shall be on the following schedule:

Even years: Foodservice Employee/Manager Section Chair-Elect and Director Section Chair-Elect.
Odd years: Administrative and Supervisory Section Chair-Elect.

The responsibilities of the Section Chairs-Elect are as follows:

- a. Studies the duties and responsibilities of the Section Chair of their membership Section.
- b. Assists the Section Chair in carrying out their responsibilities.

8. Sustaining Industry Partner (SIP) Representative. The Sustaining Industry Partner (SIP) Representative shall serve for a one (1) year term as a voting member of the Board. The responsibilities of the Sustaining Industry Partner (SIP) Representative are as follows:

- a. Serves as Chair of the Sustaining Industry Partner (SIP) Advisory Board.
- b. Promotes the Association's Initiatives.
- c. Initiates, implements, evaluates, and/or coordinates appropriate studies or projects with the Association office.
- d. Expresses the views of Industry.
- e. Provides leadership, support, technical assistance, and resource lists and/or materials to members.
- f. Participates in planning of any FSNA events in which Industry is involved.
- g. Initiate special meetings of Sustaining Industry Partners (SIPs), if needed, with approval of the Board and at no expense to the Association.
- h. Promotes SIP membership.
- i. Provides recommendations to the President-Elect for appointments to committees and advisory boards.
- j. Surveys SIP members and provides recommendations to the FSNA office to be voted on by current SIPs.
- k. Serves as Board advisor to the Membership and Marketing Committee.

9. Sustaining Industry Partner (SIP) Representative--Elect. The Sustaining Industry Partner (SIP) Representative--Elect shall serve for a one (1) year term as a non-voting member of the Board. Voting for the office of Sustaining Industry Partner Representative-Elect shall be limited to the current SIP members. Following his/her term as SIP Representative-Elect, the individual will move into the position of SIP Representative. The responsibilities of the Sustaining Industry Partner Representative-Elect are as follows:

- a. Studies the duties and responsibilities of the Sustaining Industry Partner Representative.
- b. Assists the Sustaining Industry Partner Representative in carrying out his/her responsibilities.

10. Resignation of Elected Officers. In the event that an elected officer is unable to fulfill the duties of office and resigns or is unable to accept the elected office, the President shall appoint an interim officer to complete the current year of the term. Elections for the position will occur in accordance with the current *Bylaws*. If the election does not coincide with the prescribed cycle for the position, the term will be limited to one year to allow the election process to conform to the cycle for the position. An interim officer is not precluded from being nominated for an elected position.

Section B. Appointed Offices.

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.

The primary functions of the Executive Director shall include, but not be limited to, the following:

- a. Conducts the affairs of the Association.
- b. Interprets and applies policies of the Association and the Board.
- c. Fulfills the duties set forth in the official position description within the limits of the *Articles of Incorporation*, the *Bylaws*, and the *Policies and Procedures Manual* of the Association.
- d. Prepares performance standards for programming and manages work, personnel, money, and materials for the Association with Board approval.

2. Others. Other personnel may be employed under contract and on behalf of the Association by the Board pursuant to such terms and conditions as established in the official job description.

Section C. Association Advisor. The Director of the Florida Department of Agriculture and Consumer Services, Division of Food, Nutrition and Wellness or designee, may serve as Advisor to the Board and be a current non-dues paying member of the Association.

Section D. Ballots.

1. Election of the Association officers, Region Directors, and Section Chairs, shall be by secret ballot. School Food Service members in good standing shall receive instructions on how to cast their ballot in January and will have no less than 30 days to vote. A plurality vote shall be required for election. Candidates elected shall be notified prior to the FSNA Annual Leadership Training.

2. Election of the Sustaining Industry Partner (SIP) Representative-Elect shall be by secret ballot in even numbered years. Sustaining Industry Partners (SIPs) members in good standing shall receive instructions on how to cast their ballot in January and will have no less than 30 days to vote. A plurality vote shall be required for election. Candidates elected shall be notified prior to the FSNA Annual Leadership Training.

Article VI MEETINGS

Section A. Types of Meetings.

1. FSNA Annual Event. There shall be an annual meeting of the Association which may be known by different names as determined by the Board. The date and place of this meeting shall be determined by the Board. Notice of the event, including date, place, and time, shall be sent to each member of the Association through the official Association publication.

2. House of Delegates. There shall be an annual meeting of the House of Delegates called by the Chair of the House of Delegates, who shall be the President-Elect of the Association.

3. Board of Directors. The Board of Directors or “Board” may meet before the FSNA Annual Event and at the call of the President, or upon the request of sixty percent (60%) of the voting members of the Board. A majority of the voting members shall constitute a quorum.

4. FSNA Legislative Action Caucus. A FSNA Legislative Action Caucus may be held annually to evaluate legislative needs and to plan strategies for legislative activities. Members of the Association and non-members who have an interest in promoting school nutrition programs shall be invited to attend.

5. Region Seminars. A seminar may be held annually in each region. The purpose of the seminar is to provide professional growth activities and to promote fellowship among members.

6. FSNA Leadership Training. A FSNA Leadership Training may be held annually. The purpose of the training is to present the Association's Initiatives for the ensuing year, to provide professional growth activities, to promote fellowship among members, and to provide leadership training for incoming state and chapter officers and for incoming state committee chairs.

7. Special Meetings. Special meetings and seminars of the Association 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 of the Association who travel on official Association business.

1. Board of Directors. Expenses incurred by the Board members attending meetings of the Board, the meetings attended at the request of the President, and other meetings as specified in *Policies and Procedures Manual* of the Association, shall be reimbursed by the Association at the current approved rates.

2. Committees and Advisory Boards. Expenses incurred by committee and advisory board members in conducting the business of the committee or advisory board shall be reimbursed within limitations of the budget by the Association at the current approved rates.

3. FSNA Annual Event Program Participants-Members. The transportation and per diem costs shall not be reimbursed for any member of the Association to attend the FSNA Annual Event.

4. Annual National Conference. Expenses incurred by Association representatives shall be reimbursed within limitations of the budget by the Association at the current approved rates as specified in the *Policies and Procedures Manual* of the Association. Members who received expense reimbursement are expected to attend the House of Delegates meetings as a delegate or alternate, the State Awards Ceremony, the Florida state picture taking, and any other meetings called by the President or President-Elect.

Article VII PUBLICATIONS

Section A. *Tidbits* shall be the official publication of the Association.

Section B. Other Publications. The Board shall authorize and establish procedures for other publications as needed.

Article VIII FISCAL YEAR

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

Article IX
PARLIAMENTARY AUTHORITY

Subject to the final ruling of the presiding officer, the *Articles of Incorporation*, the *Bylaws*, and the meetings of the Association shall be governed by *Robert's Rules of Order* (latest revised edition).

Article X
RESOLUTIONS AND AMENDMENTS

Section A. Method of Proposal. Resolutions shall be proposed in writing no later than ninety (90) days prior to the House of Delegates meeting. Additionally, amendments to the *Bylaws* may be proposed in writing no later than one hundred fifty (150) days prior to the House of Delegates. Proposals may be made in any one of the following ways:

1. At the official request of an Affiliated chapter.
2. By majority vote of the Board.
3. At the official request of Association committees or advisory boards.
4. By written petition signed by seventy-five (75) members of the Association.

Section B. Procedures for *Bylaws* Amendments. Amendments to the *Bylaws* may be adopted by fifty-one percent (51%) vote of the members present at the annual meeting of the House of Delegates or by fifty-one percent (51%) vote of the membership:

1. Provided the Chair of the Resolutions and Bylaws Committee receives the proposed amendments no later than one hundred fifty (150) days in advance, to be considered at the next FSNA House of Delegates (HOD) Meeting.
2. Provided copies of the proposed amendments have been made available to all members of the Association through an Association's publication, by Electronic mail, and/or on the Association website at least thirty (30) days prior to the FSNA House of Delegates Meeting or deadline for casting a vote.

Section C. Procedures for Resolutions.

1. All proposed resolutions to be considered at the FSNA House of Delegates (HOD) meeting shall be submitted to the Chair of the Resolutions and Bylaws Committee in writing, no later than ninety (90) days prior to the House of Delegates (HOD) meeting. Upon unanimous consent of the delegates, a resolution may be submitted from the floor of the House of Delegates.
2. Proposed resolutions to be considered by the House of Delegates shall be made available to all members of the House of Delegates thirty (30) days prior to the FSNA House of Delegates (HOD) meeting.
3. Adoption of proposed resolutions shall require a simple majority vote of the House of Delegates with the exception of resolutions dealing with changes in membership dues, the removal of an officer, and changes in the location of the Association office.

4. Resolutions which are in conflict with the *Bylaws* of the Association will not be presented to the House of Delegates.

Section D. Resubmission of Resolutions and Bylaws Amendments. Similar resolutions and/or amendments that have been submitted and defeated for two (2) consecutive years in the House of Delegates must skip a year before being reintroduced.

Article XI DEFINITIONS

As used in these *Bylaws*, definitions of terms are as follows:

- **AD Hoc** – A committee created for a particular purpose (short-term).
- **Advisory Boards** – Groups of individuals appointed by the President with Board approval, charged with the responsibility of advising and responding to issues in the areas assigned to them in the *Bylaws* or as assigned by the Board.
- **Association Staff.** Individuals employed by the Association to assist the Executive Director at headquarters.
- **Bylaw** – A rule adopted by an organization chiefly for the government of its members and the regulation of its affairs.
- **Affiliated Chapter** – County or district school nutrition associations that has executed an affiliated agreement with FSNA.

- **Eligible Field** – Persons employed in a food and nutrition program (public or private) which serves meals to children at the preschool, school, school district levels; persons engaged in teaching or administration at the aforementioned levels; persons engaged in teaching present or potential school nutrition personnel; persons engaged in community nutrition programs; or persons employed by the Association.
- **Board of Directors or “Board”** – Policy making body of the Association consists of elected officers, Region Directors, Section Chairs, and Sustaining Industry Partner (SIP) Representative. The Association Advisor and Executive Director serve as non-voting members.
- **Executive Committee** – President, President-Elect, Secretary/Treasurer, Chair of Region Directors, FS Employee/Manager Section Chair, Administrative and Supervisory Section Chair, District Director Section Chair, Sustaining Industry Partner Representative (SIP), and Executive Director (non-voting).
- **Executive Director** – Person who conducts the daily operations of the Association.
- **Governing Rules** – *Articles of Incorporation, Bylaws, Standing Rules, and Definitions.*
- **Governance** – The act or process of governing.
- **House of Delegates** – The deliberative body that identifies trends, issues, and areas of concern for the Board.
- **Non-eligible Field** – Any field other than those listed under Eligible Field (see above).
- **Non-profit.** 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)(6) Internal Revenue Code of 1954, as amended.
- **Non-voting Member** – Any person who does not qualify to vote due to membership category.
- **Parliamentary Authority** – Robert’s Rules of Order (latest revised edition).
- **Quorum** – Number of members necessary to be present to hold a meeting, House = 51%, Board = Majority, Executive Committee = Majority.

- **Resolution** – A formal expression of opinion, will, or intent voted on by an official body or assembled group.
- **Sections** – Foodservice Employee/Manager, Administrative and Supervisory, and District Director.
- **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 Initiatives (ex. Membership and Marketing, Nomination, Professional Development and Nutrition Standards, Public Policy and Legislative, Resolutions and Bylaws, and Scholarships and Awards).
- **Standing Rules** – Rules of policies and procedures that add further detail to the *Bylaws*.

Article XII EFFECTIVE DATE/IMPLEMENTATION

These *Bylaws* shall be effective October 22, 2022

Previous revision effective July 21, 2021, October 6, 2018 and June 1, 2016.

For the PP & L Committee FSNA will use the original 7 Region Map
Appendix A

