

TENNESSEE SCHOOL NUTRITION ASSOCIATION

BYLAWS

As revised June 2018

ARTICLE I – Name

The name of this organization shall be the "TENNESSEE SCHOOL NUTRITION ASSOCIATION." Hereinafter referred to as the "Association". There may be certain Association publications that use the acronym TSNA also.

ARTICLE II – Purposes

The purposes of this Association shall be to:

- Section A. Promote the optimal health, nutrition and education of all children supporting nutritionally adequate and educationally sound, financially accountable, non-profit School Nutrition Programs and school community nutrition programs.
- Section B. Promote high standards for School Nutrition and school community programs with emphasis on nutritionally adequate meals that 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 nutrition education programs.
- Section D. Promote high standards, provide appropriate educational program incentives and recognition for professional development of School Nutrition personnel.
- Section E. Promote research and development in School Nutrition programs.
- Section F. Promote the establishment of a national nutrition policy and legislation that provide optimal nutrition and nutrition education for children.
- Section G. Promote the involvement of students and the school community child nutrition programs.
- Section H. Promote membership and provide services to members.

ARTICLE III – Membership

Section A. Types of Membership

1. Individual Membership – Owned by an individual; not transferable.
 - a. School Nutrition Program (SNP) members
 - b. Associate members
 - c. Affiliate members
2. Institutional Membership – Owned by a school district; transferable within listed categories.
 - a. Individual school building

- b. School District
- c. Other employees in eligible fields within their individual institution.

Section B. Classes of Membership

Membership shall consist of three classes of individual membership and one institutional membership category.

1. School Nutrition Employees – Owned by an individual
 - a. School Nutrition Program Members shall consist of: Employees of the SNP other than managers and supervisors/directors
 - b. Managers
 - c. Supervisors/Directors
 - d. Others employed in eligible fields
2. Associate Members include
 - a. Retired Members
 - b. Students enrolled in school programs
 - c. Industry individuals
 - d. Corporations
 - e. International child nutrition professionals/individuals
 - f. Others committed to furthering the goals of the Association.
3. Affiliate Members include
 - a. SNP employees working less than four hours per day who choose the option of being non-voting members
 - b. Retired members who choose the option of being non-voting members
4. Institutional Membership – Owned by the institution; transferable within: school buildings, district, or in eligible fields such as preschool, school, district, college, state, or federal food and nutrition programs. Also transferable for those engaged in teaching or administration at the above institutions, those teaching food service personnel, community nutrition programs, and those employed by the Association or a state affiliate.

Section C. Rights and Privileges of Members.

1. Individual Membership – All SNP members and associate retired members whose dues are paid as individuals will have the right to vote on any matter brought before the general membership.
 - a. Members who cease to be employed in an eligible field may continue their membership until their renewal date.
 - b. Affiliate, retired international members, and students shall not be eligible for nomination to an elective office or a seat on the Executive Board.
 - c. Student members, affiliate, international members, and Associate members in the "Other" category shall be non-voting members.
 - d. All members shall be eligible to attend the meetings of the House of Delegates as observers.
 - e. A person shall not hold both an individual and institutional membership concurrently.
 - f. State only membership will run from January 01 until December 31st regardless of when the member joins throughout the school year.
2. Institutional Membership

- a. Members who cease to be employed in an eligible field or in an institutional position relinquish membership on date of separation.
- b. Shall be eligible for nomination to an elective office or a seat on the board.
- c. All members shall be eligible to attend the meetings of the House of Delegate as observers.
- d. Reserve the right to change to an individual membership at any time.
- e. Shall not hold individual membership concurrently.

Section D. Dues

Memberships dues will be set by a two thirds (2/3) vote in the House of Delegates.

ARTICLE IV – Organizational Structure

The affairs of the Association shall be directed and conducted by the Executive Board pursuant to bylaws adopted by the House of Delegates. No member of the Executive Board or House of Delegates shall receive salaries for their service in such capacities unless they shall be separately employed under contract by the Association.

Section A. House of Delegates.

1. Composition.
 - a. The voting delegates shall include members of the Executive Board and two elected delegates from each chapter or one TSNA liaison from the School Food Authority.
 - b. Each voting delegate of the House of Delegates must be an active (defined as being in good standing with TSNA and membership dues are current), retired or life member of the association except for the Industry Advisory Board Representative to the Executive Board. This representative shall be a voting member of the House of Delegates.
 - c. The Executive Director of the Association is a non-voting member.
2. Responsibilities.
 - a. Debates and reviews matters of professional interest to the Association.
 - b. Makes general and specific recommendations to the Executive Board.
 - c. Stays informed about the Plan of Action for the Association.
 - d. Reviews reports of the Executive Board Members, the Executive Director, committees, and advisory boards.
 - e. Takes action on proposed resolutions and amendments to the Bylaws at the annual meeting.
 - f. Approves membership dues for all member categories at the annual meeting.
3. Voting.
 - a. Each delegate may cast only one vote. All votes must be cast in person.
 - b. Only voting and non-voting delegates will be seated on the floor of the House of Delegates.
 - c. One half of the total voting House of Delegates in attendance shall constitute a quorum.
 - d. Only the House of Delegates can amend the bylaws of the Association and change the membership dues.
 - e. A two thirds (2/3) vote of the members present at the meeting is needed to adopt (pass) a vote or proposal.

4. House of Delegates Representation by Chapters and SFA Liaisons:
 - a. The official date for determining eligible affiliated chapters shall be on the April 30 date preceding the state annual conference.
 - b. The number of voting delegates shall be determined by the number of official affiliated chapters and/or by the School Food Authority registered liaison. If an SFA has an active Affiliate Chapter, there will not be a liaison for that SFA.

Section B. Executive Board

The Executive Board shall formulate policies between meetings of the House of Delegates; 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 by the Articles of Incorporation or Bylaws.

1. Composition:

Voting members of the Executive Board shall consist of the Immediate Past President, President, President-elect, Secretary, Treasurer, District Representatives, Standing Committee Chairs, Industry Advisory Board Chairperson, Industry Advisory Board Member Representative, 1 (one) other Past President and 3 (three) representatives from the State Department of Education SNP.

One representative will be selected from the active (defined as being in good standing with TSNA and dues are current) Past Presidents to serve on the Executive Board. It is recommended that Past Presidents meet prior to House of Delegates to discuss any agenda items. The Past President Chair should be willing to communicate as needed with all past presidents.

Three representatives from the State Department of Education will serve as voting members of the Executive Board. The State Director, one staff member from the administrative office and one field consultant will serve on the Board each year. The State Director of the School Nutrition Program will ensure that these Board positions are filled.

Executive Board Members must attend 50% of the meetings annually in order to maintain their position on the board. The TSNA secretary will track the attendance beginning with the first meeting of the new year.

The Executive Director of TSNA will serve as a member, but has no voting rights.

2. Responsibilities

- a. Directs the affairs of the Association in accordance with the bylaws 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. Establishes the location of the Association's principal office.
 - f. Adopts the annual budget for the Association including, but not limited to, budgets for all meetings of the Association.
 - g. Manages and directs the financial affairs of the Association and adopts the audit.
 - h. Authorizes persons to sign checks, contracts, and other documents on behalf of the Association.
 - i. Approves organizational structure, job descriptions and salary ranges for the employees of the Association.
 - j. Approves all committee and Industry Advisory Board appointments.
 - k. Fills vacancies of unexpired terms of Executive Board members, unless otherwise specified.
 - l. Reviews and approves the programs for annual conferences and seminars.
 - m. Approves Plan of Action of the Association for the ensuing year.
 - n. Recommends bylaws additions and changes to the House of Delegates.
3. Meetings
- a. The Executive Board shall meet immediately before and during the annual conference, and conduct one meeting in the fall and one in the spring.
 - b. Special meetings of the Board may be called by the President as needed, and shall be called by the President upon request of one-half ($\frac{1}{2}$) of the voting members of the Board. These meetings can be by conference call or digital media with real time voting by email or other electronic means.
 - c. A majority of voting members shall constitute a quorum.
4. Voting
- a. The Executive Director of TSNA will serve as a member, but has no voting rights.
 - b. A two thirds ($\frac{2}{3}$) majority of voting members present after a quorum has been established will be necessary to pass any proposed action(s).

Section C. Executive Committee.

1. Composition.
- a. The voting members of the Executive Committee shall consist of the Immediate Past President, the sitting President (who shall act as Chair), President-elect, Secretary, and Treasurer.
 - b. The Executive Director shall be a non-voting member.
2. Responsibilities.
- a. Proposes to the Executive Board the administrative and management policies of the business of the Association consistent with the actions and policies established by the Executive Board and the House of Delegates.
 - b. Considers all business referred to it by the Executive Board.
 - c. Acts in emergencies when time does not practically permit a meeting of the entire Executive Board, as determined by the President. Action taken shall not be in conflict with Executive Board policies and Bylaws of the Association.
 - d. Reviews the financial status of the Association.
 - e. Analyzes reports.
 - f. Employs certified public accountants that shall annually, at a minimum, audit the Association's account.
 - g. Approves an annual, independently audited financial statement from the previous fiscal year. Said audit shall be published in the Association's conference handbook/publication and on the TSNA website.
 - h. Reports all actions taken to the Executive Board.

- i. The voting members of the Executive Committee prepare and administer the Executive Director's evaluation each year prior to the fall meeting.
- 3. Quorum and Voting
 - a. A majority of members constitute a quorum. A two thirds (2/3) majority of voting members present after a quorum has been established will be necessary to pass any proposed action(s).

Section D. Affiliates.

- 1. Regions. The District Representative shall be responsible for regional development and regional activities.
- 2. Districts. Districts for the Association shall be First Tennessee, East Tennessee, Southeast, Upper Cumberland, Mid Cumberland, South Central, Northwest, Southwest, Memphis/Shelby County. Each district shall have a District Representative elected as herein provided. The District Representative shall organize and assist the Affiliated Chapters, School Food Authorities' Liaisons, and shall serve as the communication link between the Affiliated Chapters, School Food Authorities' Liaisons and the Executive Board in the district they represent.
- 3. Affiliated Chapters. All School Nutrition Program Chapters shall be eligible for affiliation with the Association by written or electronic application on or before April 30. The affiliations shall consist of a list of officers and a copy of by-laws only if the by-laws have changed from the previous year.
 - a. Dues. Dues for the fiscal year shall be set by the local chapter. The fiscal year shall be the same as that of the Association.
 - b. Constitution. A constitution in harmony with the Bylaws of the Association shall be adopted. The purposes and program of work of the Affiliated Chapter will be in harmony with the purposes and program of work of the Association. Each Affiliated Chapter will submit a copy of its Bylaws at the time of applying for affiliation. Amendments may be made as needed, but must be made according to the amendment procedures of the Association Bylaws.
 - c. House of Delegates. Each Affiliated Chapter will be represented in the House of Delegates on the following basis: Two delegates from each Affiliated Chapter will be seated in the House of Delegates with one vote each. The representatives shall be the incoming president or elected delegates or alternates. All delegates must be members of the School Nutrition Association.
 - d. School Food Authority Liaison. The School Food Authority Liaison communicates with and disperses any SNA/TSNA communications received from the officers, Executive Director and respective district representative. All School Food Authorities shall be eligible to submit a representative liaison by written or electronic application on or before April 30. All liaisons must be members of the Tennessee School Nutrition Association. If the SFA has an Affiliate Chapter, the SFA will not have a SFA Liaison.

Section E. Committees

- 1. Organization. Members shall be appointed by the Committee Chairperson for a three (3) year term unless otherwise specified. Chairs shall be appointed by the President to serve for one (1) year unless otherwise stated. An individual may

serve as chair no more than three (3) consecutive years on any standing committee, unless otherwise noted in the By-laws. Chairs must attend fifty (50) percent of meetings annually in order to maintain their position of chair.

2. Eligibility. Members of a committee will have expertise in the subject area of the committee on which they serve. All committee members must be members of the state Association.
3. Activities. The committees shall develop and support plans and activities that will assist in the implementation of the plan of action adopted by the Association. Actions of the committees shall not be in conflict with the policies, positions, and bylaws of the Association. They shall meet at the time of the annual conference and at other times as needed.
4. Standing Committees. The following standing committees will be composed of members representing each of the three grand divisions of the Association. 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 committee chairperson will appoint a replacement from the respective region to fill the unexpired term.
 - a. Nominating Committee. This committee consists of the immediate Past President, who acts as chair of the committee. This committee shall include at a minimum three (3) additional Past Presidents and three members at large.
 - (1) Develop a slate from all interested candidates.
 - (2) Verifies eligibility of candidates.
 - (3) Finalizes slate of officers which will be emailed to all members of the association and posted on the TSNA website by December 31.
 - b. Public Policy and Legislative Committee: The chair of this committee will be appointed by the President-Elect and shall serve a two (2) year term.
 - (1) Federal Legislation. This committee shall be responsible for evaluating and interpreting Federal Legislative Programs, and serve as a clearing house in all Federal legislative matters.
 - (a) Coordinates legislative office visits during the SNA Legislative Action Conference and schedules activities for delegates to the Legislative Action Conference.
 - (b) Furnishes items of importance to the Association Publication for publication, including positions papers by the SNA.
 - (c) Furnishes reports regarding the status of current legislation to all members through the Legislative Chairperson of all Affiliated Chapters.
 - (2) State Legislation. This is also a function of the Public Policy committee

and

includes all matters pertaining to Tennessee Legislation. It shall recommend to the Executive Board any program needs, and keep the membership informed of all developments relating to the child nutrition programs. This committee will maintain liaisons with the State Legislature and other appropriate agencies and work with the legislative chairs of local chapters.

- c. Professional Development Committee. This committee shall be responsible for the certification and credentialing programs offered to members by the TSNA.

Responsibilities:

- (1) The chair of this committee will serve at minimum for three (3) years and may continue for an extended period if agreeable by both parties.
- (2) This committee shall be responsible for promoting interest in and developing educational materials for professional growth.
- (3) Evaluates and interprets trends and developments.
- (4) Informs members about and suggests developments related to nutritional aspects of school nutrition programs
- (5) The vice chair for this committee will determine needs and interests for training of TSNA members and will assist in conference planning and scheduling for professional development.
- (6) The vice chair for this committee will advise/assist the TSNA board and the State SNP on the training calendar each year and will align it with current local, state, and federal requirements for school nutrition programs.

d. Resolutions and Bylaws Committee.

Responsibilities:

The chair of this committee will serve at minimum for three (3) years and may continue for an extended period if agreeable by both parties.

- (1) Reviews all resolutions for format and for consistency with the Bylaws.
- (2) Reviews Bylaw amendments proposed for the House of Delegates consideration.
- (3) Advises the House of Delegates of its recommendations.
- (4) Reviews the Bylaws annually to ensure they are consistent with current philosophy and recommends changes.
- (5) Encourages chapters to participate in formulating policies of the Association by submitting resolutions and Bylaw amendments for consideration.
- (6) Makes available to delegates all proposed resolutions at least four (4) weeks before action is scheduled thereon.
- (7) Requires proposed resolutions be in the hands of the President eight weeks prior to scheduled action.

e. Membership Committee.

Responsibilities:

The chair of this committee will serve at minimum for three (3) years and may continue for an extended period if agreeable by both parties.

- (1) Recommends to the Executive Board policies and procedures pertaining to the implementation of a membership program.
- (2) Promotes membership through local chapter chairs and assists chapters in developing membership drives.
- (3) Analyzes membership trends and recommends appropriate action.

- (4) Serves as the contact person for all SNA membership drives.
- (5) Coordinates 100% membership awards at the Annual conference.

f. Scholarships and Awards Committee.

Responsibilities:

The chair of this committee will serve at minimum for three (3) years and may continue for an extended period if agreeable by both parties.

Responsible for the selection of recipients of TSNA Scholarships, the Heart of the Program Award and Helen B. Smith Spirit Award.

- (1) Advises the Executive Board of the number, kind and value of each scholarship and award being offered.
- (2) Informs the membership and searches for candidates from across the state to best meet the criteria of each award offered.
- (3) Insures that all recipients abide by the regulations pertaining to the specific award received.
- (4) Administers the Health Now/Wellness Award(s).

g. Marketing Committee.

Responsibilities:

The chair of this committee will serve at minimum for three (3) years and may continue for an extended period if agreeable by both parties.

This committee works with other organizations to promote the professional image and mission of School Nutrition Programs.

- (1) Promotes an interest in observing National School Lunch and School Breakfast Week.
- (2) Develops materials for NSLW and SBW
- (3) Furnishes local chapters with information and promotional materials to implement NSLW and SBW
- (4) Secures signature of Governor on Proclamations
- (5) Provides State Director of the School Nutrition Program with information for a news release in adequate time for publication.
- (6) Works with the Executive Board to promote the TSNA and all the programs supported by the TSNA.
- (7) Applies for membership with other allied organizations for TSNA to help promote the School Nutrition Program.
- (8) Attends meetings at the state and federal levels that are preapproved by the TSNA board.

h. Emporium Committee.

Responsibilities:

The chair of this committee will serve at minimum for three (3) years and may continue for an extended period if agreeable by both parties.

Works with the Marketing Director to plan the annual conference.

- (1) Investigates, locates and selects items to be ordered to stock the TSNA Emporium.
- (2) Maintains current inventory of TSNA Emporium items with the assistance of the TSNA Executive Director. The TSNA Executive Director will secure and store items in the designated director/marketing office.
- (3) Promotes TSNA Emporium items available for sale in TSNA publications and through other avenues.
- (4) Sets up and staffs the TSNA Emporium Booth during TSNA Annual Conference.

i. Leadership Academy Steering Committee

Responsibilities:

- (1) The chair of this committee will serve an initial term of three (3) years and may continue for an extended period if agreeable by both parties.
- (2) Set up criteria for choosing participants.
- (3) Review participant applications and choose participants. Alternates should be chosen in case someone cannot participate.
- (4) Develop "tool kit" of skills to be learned and practiced.
- (5) Identify an experienced leader in TSNA for each participant to partner with for one year. These leaders would serve as mentors.
- (6) Review evaluations and feedback after each session to determine needs for next session.
- (7) Evaluate program for revisions and program improvement.
- (8) Evaluate the program budget annually and make recommendations for revisions as needed.
- (9) Coordinate the Leadership Academy exercises into the annual conference.

j. Exhibit Committee.

Responsibilities:

- (1) The chair of this committee will serve at minimum for three (3) years and may continue for an extended period if agreeable by both parties.
- (2) Review Industry evaluations when planning future conferences.
- (3) Develop Industry prospectus and revise each year as information changes.
- (4) Provide a clear communication channel for all industry partners interested in exhibiting at conference.
- (5) Secure volunteers to work in the exhibit hall and take care of exhibitor needs during conference.

k. Advisory Board and Other Committees.

Responsibilities:

The following advisory Board is appointed by the President and approved by the Executive Board. Ad Hoc committees may be appointed for one year as determined by the Executive Board.

- (1) Industry Advisory Board. This committee shall consist of nine members appointed from TSNA Industry members. Appointments are made by the President-Elect. Each Industry Advisory Board member serves 3 years with no more than three representatives being replaced each year.
 - (a) The representative on the Executive Board shall be elected annually by the Industry Advisory Board.
 - (b) The Industry Chairperson from TSNA is appointed by the President-Elect in even years for a two-year term. The Industry Conference will be planned during the second year of the term. The current President, President-Elect and Immediate Past President may attend all meetings of this Board
 - (c) A member of the State School Nutrition Program Staff serves on this Board as an advisor.

Responsibilities:

 - i. Assist the conference chair in preparing for the annual conference
 - ii. Plans for and implements the Industry Conference in odd numbered years.
 - iii. Advises the Executive Board on all matters relative to the Association concerning product availability.
 - iv. The representative on the Executive Board will serve as a voting member of the House of Delegates.

I. Culinary Academy Steering Committee

Responsibilities:

1. The chair of this committee will serve an initial term of three (3) years and may continue for an extended period.
2. Set up criteria for choosing participants.
3. Review participant applications and choose participants. Alternate should be chosen in case someone cannot participate.
4. Develop the curriculum and manual of skills to be learned by each participant.
5. Identify qualified trainers to teach the skill set determined in (4).
6. Review evaluations after each session to determine the next year's curriculum and manual.
7. Evaluate program and trainers annually.
8. Evaluate the program budget annually and make recommendations for revisions as needed.
9. Coordinate the Culinary Academy recognition and participation in the annual state conference.

m. Budget Committee-

Responsibilities:

1. The chair of this committee will serve for three (3) years.

2. The budget committee will consist of the Executive Committee, the Marketing, Culinary , Leadership, Industry, and Scholarships and Awards chairs. The Executive Director is a member of the committee but has no voting rights.
 3. The budget committee will meet to prepare a draft budget at the spring meeting, followed by the presentation of the budget for approval at the fall meeting.
 4. The budget committee will approve the annual audit at annual conference.
- n. Other committees can be created as determined by the President and approved by the Executive Board.

ARTICLE V – Officers and Other Appointed Positions

Section A. All officers shall hold office until the end of the annual conference at which their successors are installed. To be eligible for an office, a member must be an active (defined as being in good standing with TSNA and dues are current) member of TSNA and SNA, and have held a TSNA office or have been a committee chairman at least one year prior to the election. This officer must be regularly employed by a non-profit organization in an eligible field.

1. Immediate Past President (IPP) shall serve for one year. The responsibilities of the office are as follows:
 - a. Serves as Chairperson of the Annual Conference, leading the conference planning through committees.
 - b. Performs the duties of the President in the absence of the President and President-Elect.
2. President. The President shall be the chief elected officer of the Association and shall serve one year. The responsibilities of the President are as follows:
 - a. Represents the Association in policy matters.
 - b. Becomes familiar with the responsibilities and duties of the Immediate Past President at the end of the annual conference.
 - c. Serves as Chair of the Executive Board and the Executive Committee.
 - d. Presides at meetings of the Association.
 - e. Serves as an ex officio member of all committees and advisory Boards, except the Nominating Committee.
 - f. Prepares the agenda for Executive Board and Executive Committee meetings.
 - g. Appoints chairs of all committees and advisory Boards subject to Executive Board approval.
 - h. Follows up on the action taken by the House of Delegates and the Executive Board.
 - i. Establishes time schedules for meetings of the Association.
 - j. Implements annual Plan of Action.
 - k. All other powers of supervisory and active management usually vested in the office of President.

3. President-Elect. The President-Elect shall serve for one year. At the close of the one-year term of office shall automatically become President of the Association. The responsibilities of the President-Elect are as follows:
 - a. Attends National Leadership Conference.
 - b. Serves as chair at the House of Delegates meeting at annual conference.
 - c. Serves as Chairperson of the State Leadership Conference.
 - d. Prepares a Plan of Action for the ensuing year.
 - e. Assists the Executive Director in the development and production of the annual TSNA member Handbook.
 - f. Represents the Association at the request of the President.
 - g. Performs the duties of the President in the absence of the President.
 - h. Becomes familiar with the responsibilities and duties of the President and Immediate Past President and other members of the Executive Board, committees, advisory boards and affiliated chapters.
 - i. Succeeds to the office of President at the end of the second annual conference following election, or in the event of the death, resignation, or removal from office of the President.
 - j. Fills all committee chairperson vacancies and Industry Advisory Board vacancies prior to being installed as President of the Association.
4. Secretary.
The Secretary shall serve two (2) years and shall be elected in odd numbered years. The responsibilities of the Secretary are as follows:
 - a. Making and keeping a record of all Association meetings and attendance at those meetings
 - b. Send minutes of the meetings to the Executive Board and the House of Delegates within three (3) weeks of the close of said meeting. Publishes those minutes on the TSNA website.
 - c. Conduct such correspondence, as the Association, the Executive Board, and the House of Delegates shall direct.
5. Treasurer.
The Treasurer shall serve for two (2) years and shall be elected in the even numbered years. The Treasurer shall be bonded by a recognized security company for an amount consistent with the funds handled. The responsibilities of the Treasurer are as follows:
 - a. Supervises and monitors the funds, investments, and securities of the Association.
 - b. Monitors expenditures against budget and notifies the appropriate persons of the status.
 - c. Drafts checks to be co-signed by the Executive Director.
 - d. Reports the financial condition of the Association via a written financial report at each meeting of the Association, the Board and the Executive Committee and at any other time upon the request of the President.
 - e. Makes available all financial data needed for an independent audit. The treasurer will assure that all IRS reports/filings are accomplished by the Executive Director and will publish all reports/filings.

Section B. Election of Officers.

Presentation of Slate of Officers. A slate of officers will be developed by the Nominating Committee for approval by the Executive Board. These officers will take office at the Annual Conference.

Section C. Eventualities - Officers.

In the event an Officer is unable to complete their term of office and/or no longer meets Article III-Membership, Section B. 1. a. School Foodservice and Nutrition Members or Section C. Eligible Field. The following is authorized:

1. If the President resigns, the President-Elect will assume those duties.
2. If the President-Elect resigns also, the Executive Board will appoint the successor.
3. If the Immediate Past President resigns, the most current Immediate Past President preceding the IPP would assume the office for the remainder of the term.
4. The President will appoint all other offices for the remainder of the term.
5. Any board member, elected or appointed, may be removed from the board by a majority simple vote by the board members at a regular meeting or special called meeting by the President. In the event it becomes necessary to remove the President, the President Elect shall have the authority to call a special meeting of the board to take any necessary action. Removal may be with or without cause. The person under consideration shall be given an opportunity to be heard at the meeting with sufficient notice of the proposed removal. The person under consideration shall not be counted in determining the presence of a quorum or whether the required majority simple vote has been obtained. If the vote is to remove the President and is confirmed by board vote as outlined, the President Elect will then assume the duties of President. The President shall then nominate a replacement of the vacant position at that time to be voted on by the Executive Board at the meeting.

Section D. Other Appointed Positions

1. District Representatives: District Representatives shall serve for three (3) years and shall be appointed by the President-Elect. The responsibilities of the District Representatives are as follows:
 - a. Promotes the Association's Plan of Action and/or Strategic Plan.
 - b. Serves as liaison between the chapters, school districts and Executive Board
 - c. Promotes membership and professional growth.
 - d. Coordinates plans for Leadership workshops with the President-Elect
 - e. Plans regional program for annual conference with program chair.
2. Employee/Manager Representative

An employee or manager from a single unit (school) appointed to represent the majority of the membership. This person shall have his/her Executive Board travel expenses paid by the Association if they are not covered by his/her school district.

Responsibilities:

 - a. Assists in the selection of the Louise Sublette Award recipient as requested by the President.
 - b. Represents the single unit membership on the Executive Board.
 - c. Promotes single unit personnel to enter all award competitions.

3. Executive Director. Serves as the Chief Executive Officer, responsible to the Executive Board for the effective conduct of the affairs of TSNA. Recommends and participates in Board formulation of Association mission, goals, and objectives and related policies. Within that framework, plans, organizes, coordinates, and assists in directing the programs and activities of TSNA and SNA. The Executive Director shall be employed under contract by the Board for an initial two-year period. Prior to the fall Executive Board meeting each year a formal evaluation will be conducted. Upon recommendation of the Executive Committee, a one-year contract extension may be offered. The responsibilities of the Executive Director are as follows:
 - a. Establishes and maintains the headquarters office through effective managerial and leadership abilities.
 - b. Manages the Budgets of the Association including the preparation and monitoring of the annual budget and long-range forecast of needs.
 - c. Ensures all IRS regulations and filings/record retentions are followed.
 - d. Ensures the legal integrity of the Association. Archives and stores association records.
 - e. Maintains an effective program of membership development and services including certification.
 - f. Coordinates annual conference of the Association and other meetings and seminars approved by the Executive Board.
 - g. Serves as Chief Executive Officer with no voting power.
 - h. Develops and maintains a sound working relationship with the Executive Committee, Executive Board, and House of Delegates, and maintains effective contact with membership through local and district meetings.
 - i. Supports achievement of Association's goals.
 - j. Engages in a program to improve knowledge and skills through continuing education and Association involvement.
 - k. Responsible for development, production and distribution of the annual TSNA member handbook with assistance from the Marketing Committee.

Section E. Eventualities – Executive Director. In the event the Executive Director cannot function, and there is a time when the Association is without a person to fill this position, the following is authorized:

1. The President will co-sign checks.
2. The Membership Chair will assume all duties relative to membership.
3. The Professional Development Chairperson will assume those duties relative to continuing education.
4. A task force appointed by the President shall meet and assume and assign responsibilities in order for business of the Association to continue without interruptions.

ARTICLE VI – Meetings

Section A. Type of Meetings.

1. Annual conference. There shall be an annual meeting of the Association each fiscal year. The Executive Board shall determine the date and place of this meeting. Notice of annual conference, including date, place, and time shall be sent to each member of the Association through the website, email, and if current, the Association publication.

2. House of Delegates. There shall be a meeting of the House of Delegates held at the time of the Annual conference, called by the Chair of the House of Delegates, who shall be the President-Elect of the Association.
3. Executive Board. The Executive Board shall meet immediately before and during the Annual Conference and once in the fall and once in the spring.
4. Industry Conference. There shall be an Industry Conference every other year. This conference is planned by the Industry Advisory Board and the Executive Committee. Notice of this conference, including date, place and time shall be sent to each member of the Association through the website, email, and if current, the Association publication.
5. Other Meetings. Other meetings may be called and authorized by the Executive Board.

ARTICLE VII – Publications

Section A. The Volunteer Ventures. The Volunteer Ventures shall be the official publication of TSNA.

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

Section C. The TSNA website address is: <http://www.tnsna.com>

ARTICLE VIII – Fiscal Policies

Section A. Fiscal Year

The fiscal year of the Association shall be from January 1 through December 31.

Section B. Audit

The funds of the Association shall be audited annually by a certified public accountant.

Section C. Bonding

All agents and persons handling Association funds shall be bonded. The expense to secure bond will be the responsibility of the Association.

Section D. Recordkeeping

All recordkeeping will conform to recommended State of Tennessee and the Internal Revenue Codes. Any and all records pertaining to the operation of the Tennessee School Nutrition Association will be maintained in the office of the Executive Director in either written or electronic format to include all accounting records, bank statements, credit card invoices, and related supporting documents. In the event of a change in the leadership of this office, all electronic and written records will be

physically transferred to the organization's current President until such time as said records can be relocated with the replacement Executive Director.

Backup for all electronic data is to be performed monthly with a copy of all data submitted monthly to the current Treasurer.

The office of the Executive Director shall insure that all contracts of \$600.00 annually for outside services include the appropriate Tax Identification Number for the purposes of issuing a 1099, or in the event an individual is made an employee of the association, a W-2 form unless the contracted services is covered by incorporation. If tax returns must be filed for the Association, the Executive Director and Treasurer will assure that they are completed timely by a CPA.

ARTICLE IX – Parliamentary Authority

Section A. Robert's Rules of Order Newly Revised shall be the authority for all matters of procedure not specifically covered by the Bylaws or by special rules of procedure adopted by the Association.

ARTICLE X – Resolutions and Amendment

Section A. Method of Proposal. Resolutions and amendments to these Bylaws may be proposed in writing no later than eight weeks prior to scheduled action, or by majority vote of the Executive Board. All proposed resolutions must be presented to the delegates at least 4 (four) weeks before action is scheduled thereon.

Section B. Resolutions and Bylaws Committee can propose grammatical or typographical error changes in the Bylaws for approval by the Executive Board.

ARTICLE XI – Definitions

Section A. Non-eligible Field. Any field other than those defined in Section B, page 2.

Section B. Nonprofit. Any school 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) (3) Internal Revenue Code of 1954, as amended.