



**SCHOOL  
NUTRITION  
ASSOCIATION  
OF MICHIGAN**

# **Bylaws**

November 2019

1                                   **SCHOOL NUTRITION ASSOCIATION OF MICHIGAN**

2  
3                                   **BYLAWS**

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6                                   **Article I – Name**

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8     The name of this association shall be the School Nutrition Association of Michigan, also  
9     referred to as the association or SNAM, a 501(c)(6) corporation chartered in the State of  
10    Michigan. SNAM is a chartered affiliate of the School Nutrition Association, Inc. (SNA)  
11    and bound by the SNA state affiliate agreement and the SNA bylaws.

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14                                   **Article II – Mission and Purpose**

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16     Section 1. Mission

17     The mission of SNAM is to be the primary resource that empowers our members to  
18     advance good nutrition and promote healthy lifestyles for Michigan children, and to  
19     support the mission and values of the School Nutrition Association, Inc.

20  
21     Section 2. Purpose

22     The purpose of the association is to promote:

- 23         • The optimal health, nutrition and education of all children, and support  
24            nutritionally adequate and educationally sound, financially accountable, nonprofit  
25            child nutrition and school community nutrition programs;
- 26         • High standards for child nutrition and school community nutrition with emphasis  
27            on nutritionally adequate meals which are appealing to children;
- 28         • United efforts between school personnel, allied organizations, industry and the  
29            public to assure every child an opportunity to receive the benefits of the child  
30            nutrition and nutrition education programs;
- 31         • High standards by providing appropriate educational programs, incentives and  
32            recognition for professional development of child nutrition personnel;
- 33         • Research and development in child nutrition programs;
- 34         • The establishment of a national nutrition policy and legislation which provides  
35            optimal nutrition and nutritional education for children;
- 36         • The involvement of students and the school community in child nutrition  
37            programs; and
- 38         • Membership and provide services to members.

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41                                   **Article III – Members**

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43     Section 1. Membership Categories

44     A. There shall be the following membership categories: school nutrition members,  
45     affiliate members, and associate members, which shall include retired, industry, and  
46     student. Each member shall receive a copy of *The First Hand News*, the official

- 47 journal of the association.  
48
- 49 B. School Nutrition Members – School nutrition members shall consist of employees,  
50 managers, supervisors/directors and specialists, and educators, in eligible fields as  
51 defined by SNA. A school nutrition member who ceases to be employed in school  
52 food service work may continue as a school nutrition member until his or her renewal  
53 date. Eligible persons may become members by completing an application and  
54 paying the applicable dues.  
55
- 56 C. Affiliate members – Affiliate members are members who choose the option of being  
57 nonvoting supporter members. Affiliate members may be school nutrition employees  
58 working less than four hours per day or retired school nutrition members. Affiliate  
59 members shall not be eligible for nomination to elected office.  
60
- 61 D. Associate members – Associate member categories shall consist of retired  
62 members, students enrolled in post-secondary food, nutrition, health or other food  
63 related programs, industry consultants, corporations, international child nutrition  
64 individuals and other individuals and nongovernment organizations committed to  
65 furthering the goals of the association. Associate members may serve as directors,  
66 but may not serve as officers.  
67
- 68 E. Retired Membership – Retired membership is open to any person who, having  
69 previously qualified as an active member, ceases to be engaged in non-profit school  
70 food service work, provided such member does not become employed in a non-  
71 eligible field.  
72
- 73 F. Industry Membership – Industry membership shall be open to individuals or  
74 organizations interested in furthering the programs of the association and who have  
75 met the membership qualifications as established by the executive board. Industry  
76 members may only serve on the board of directors in an industry representative  
77 position.  
78
- 79 G. Student Membership – Student members shall be individuals who are not currently  
80 employed in school food service and are enrolled in an education program with  
81 curriculum emphasis on food service management, dietetics, nutrition or other  
82 related area of study. Student members may not vote and are not eligible for  
83 nomination to national elective office.  
84
- 85 H. Honorary – Honorary membership is not a membership designation, but a  
86 recognition that may be conferred on individuals who have contributed to the  
87 advancement of school food service or have rendered outstanding service to the  
88 association. The executive board shall establish the criteria for and approve such  
89 memberships. Honorary members shall not have the right to vote, hold office, or  
90 serve as delegates.  
91
- 92 I. Ownership of membership may be by the individual or by an institution. An individual

93 whose membership is owned by an institution shall have all rights and privileges of  
94 that membership category until such employment ceases.

95  
96 J. Membership Definitions.

97 District directors and supervisors shall be school food and/or nutrition personnel who  
98 are responsible for administration and/or supervision of food and nutrition programs  
99 in more than one school within the city, county or district.

100  
101 State directors, supervisors and specialists shall be state level administrative  
102 supervisory personnel, including persons engaged in both school food and/or  
103 nutrition service and/or food distribution. State directors, supervisors or specialists  
104 may act independently on matters relating to federal and state policy and establish  
105 regulations affecting administration of state school food service and nutrition  
106 education programs; such policies or actions of this group may be implemented  
107 directly without action of the board.

108  
109 College personnel shall be nutrition, dietetics and food service-related faculty in  
110 vocational-technical schools, community colleges, four-year colleges or universities,  
111 or internship programs or those who are responsible for college food service  
112 programs.

113  
114 Section 2. Dues

115 Dues for SNAM and SNA shall be paid directly to SNA. SNAM dues for school nutrition,  
116 affiliate, and associate members shall be set by the executive board, provided that dues  
117 may not be increased by more than \$2.00 within any two-year timeframe without  
118 membership approval. Dues for retired and student members shall be the same as  
119 those for active members employed for less than four hours daily. The executive board  
120 may establish dues discounts only for state dues to promote membership, provided that  
121 objective criteria are established, including a specific time period for such discounts.

122  
123 Section 3. Affiliate Chapters

124 A. Any group of persons, at least ten of whom are active members of the association,  
125 may become an affiliated chapter of the association upon approval of their written  
126 application and payment of a charter fee. The application for affiliation shall include  
127 the following: (1) The chapter's chosen name preceding the title "School Nutrition  
128 Association"; (2) A copy of adopted bylaws that are in not in conflict with those of  
129 SNAM; (3) A list of elected officers and appointed committee chairs, of whom the  
130 president and president-elect must be members of SNA; and (4) A list of all chapter  
131 members, including the addresses and SNA membership numbers.

132  
133 B. The application for affiliation shall be sent to the chair of the member services  
134 committee, who shall have thirty days in which to take action. Final approval shall be  
135 considered by the executive board at its next scheduled meeting. Charters shall be  
136 presented at the annual meeting.

137  
138 C. To retain affiliate chapter status, a chapter must submit to their area representative

139 and to the member services committee chair a list of members submitted on or  
140 before December 1 of each year; and a list of officers and committee chairs and their  
141 addresses submitted on or before June 1 of each year.

142  
143 D. The president shall give chapters that fail to meet the above requirements ninety  
144 days' notice of potential suspension. Suspended chapters must follow the procedure  
145 for new affiliates to regain affiliate status.

146  
147 Section 4. Areas

148 A. There shall be thirteen areas, as follows:

- 149
- 1 Wayne, Monroe
  - 2 Oakland
  - 3 Macomb, St. Clair, Sanilac
  - 4 Arenac, Bay, Clare, Gladwin, Gratiot, Huron, Isabella, Midland, Saginaw,  
Tuscola
  - 5 Clinton, Eaton, Genesee, Ingham, Lapeer, Shiawassee
  - 6 Allegan, Barry, Berrien, Cass, Kalamazoo, St. Joseph, VanBuren
  - 7 Ionia, Kent, Montcalm, Muskegon, Newaygo (southern), Ottawa
  - 8 Antrim, Benzie, Charlevoix, Emmet, Grand Traverse, Kalkaska, Leelanau
  - 9 Alcona, Alpena, Cheboygan, Crawford, Iosco, Montmorency, Ogemaw,  
Oscoda, Otsego, Presque Isle, Roscommon
  - 10 Branch, Calhoun, Hillsdale, Jackson, Lenawee, Livingston, Washtenaw
  - 11 Lake, Manistee, Mason, Mecosta, Missaukee, Oceana, Newaygo  
(northern), Osceola, Wexford
  - 12 Chippewa, Luce, Mackinaw
  - 13 Alger, Baraga, Delta, Dickinson, Gogebic, Houghton, Iron, Keweenaw,  
Marquette, Menominee, Ontonagon, Schoolcraft

150  
151 B. Each area shall be entitled to one area representative. A chair of area  
152 representatives shall be appointed by the president from the current area  
153 representatives.

154  
155 C. Area representatives from even numbered areas shall be elected in even numbered  
156 years and area representatives from odd numbered areas shall be elected in odd  
157 numbered years. Area representatives shall serve a two-year term, commencing at  
158 the end of the annual meeting and ending at the end of the annual meeting two  
159 years hence.

160  
161 Area representatives shall:

- 162
- Promote the association's annual plan of action;
  - Provide leadership, support, technical assistance, resource lists, and materials to  
163 affiliate chapters;
- 164

- 165       • Express the views of the respective areas to the board; and  
166       • Provide recommendations to the president, standing committees and the  
167       nominating committee on appointments and nominations.  
168

169 Section 5. Leadership Assembly

170 There shall be a leadership assembly composed of the board of directors and area  
171 representatives, who shall convene annually, at the call of the board, or at the call of at  
172 least ten members of the leadership assembly. The location shall be as determined by  
173 the president. A quorum of the leadership assembly shall be a majority of its members,  
174 provided that the president or president-elect is in attendance. The leadership  
175 assembly shall serve as a strategic planning committee and shall have the authority to  
176 amend these bylaws.  
177

178  
179 **Article IV – Officers**  
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181 Section 1. Officers

182 There shall be the following officers: president, president-elect, vice president, and  
183 secretary/treasurer.  
184

185 Section 2. Term of Office

186 The president, president-elect, and vice president shall serve a term of one year,  
187 commencing with the final day of the annual conference and ending on the final day of  
188 the annual conference one year hence. The secretary/treasurer shall serve a term of  
189 two years, commencing with the final day of the annual conference and ending on the  
190 final day of the annual conference two years hence.  
191

192 Section 3. Duties

- 193 A. President - The president shall be the chief elected officer and shall:
- 194       1. Represent the association in policy matters;
  - 195       2. Serve as chair of the board, executive committee, and annual meeting;
  - 196       3. Prepare the agendas for board, executive committee, and annual meetings;
  - 197       4. Serve as an ex-officio member of all committees and advisory boards, except the  
198       nominating committee;
  - 199       5. Appoint, with the approval of the board, chairs for standing committees until the  
200       appropriate election, special committees, a chair of area representatives,  
201       historian, parliamentarian, and candidates to fill vacancies;
  - 202       6. Implement action taken by the general membership and the board;
  - 203       7. Propose and implement the plan of action;
  - 204       8. Direct the secretary/treasurer to notify special committee chairs and or members  
205       of board meetings;
  - 206       9. Notify nominees of the results of the election;
  - 207       10. Serve as a voting delegate to the house of delegates at the annual meeting of  
208       SNA, at association expense; and
  - 209       11. Represent the association at the annual SNA Leadership Conference at  
210       association expense; and

- 211 11. Represent the association at the annual SNA Legislative Action Conference in  
212 Washington, DC at association expense.  
213
- 214 B. President-elect - The president-elect shall:
- 215 1. Study the duties and responsibilities of the president, other members of the  
216 board, committees, advisory boards, and affiliate chapters;
  - 217 2. Assist the president in developing a plan of action and perform other duties as  
218 assigned by the president;
  - 219 3. Serve as chair of the annual conference;
  - 220 4. Serve as a voting delegate to the house of delegates at the annual meeting of  
221 SNA, at association expense;
  - 222 5. Serve as a member of the legislative committee and represent the association at  
223 the annual SNA Legislative Action Conference in Washington, DC at association  
224 expense;
  - 225 6. Represent the association at the annual SNA Leadership Conference at  
226 association expense; and
  - 227 7. Succeed to the office of president at the end of the term as president-elect or in  
228 the event of the president's death, resignation, or removal from office.  
229
- 230 C. Vice President - The vice president shall:
- 231 1. Study the duties and responsibilities of the president, president-elect, other  
232 members of the board committees and affiliate chapters;
  - 233 2. Serve as the first alternate voting delegate or the third voting delegate, as  
234 applicable, to the house of delegates at the annual meeting of SNA at the  
235 expense of the association;
  - 236 3. Represent the association at the annual SNA Leadership Conference at  
237 association expense;
  - 238 4. Serve as the first alternate to represent the association at the annual SNA  
239 Legislative Action Conference in Washington D.C., at association expense;
  - 240 5. Succeed to the office of president-elect at the end of the term as vice president  
241 or in the event of a vacancy in the office of president-elect;
  - 242 6. Serve as chair of the bylaws, resolutions, policy and procedures committee;
  - 243 7. Serve as the chair of the strategic planning committee; and
  - 244 8. Maintain and update the policies and procedures manual with the assistance of  
245 the SNAM office staff.  
246
- 247 D. Secretary/Treasurer – The secretary/treasurer shall:
- 248 1. Accurately record all minutes of the annual meeting, the board, and executive  
249 committee;
  - 250 2. Send and post on the association web site the meeting notices to executive  
251 board members and others as directed by the president;
  - 252 3. Send and post on the association web site the executive board minutes to  
253 members of the board, special committee chairs, and Mideast regional director  
254 within ten days of a board meeting;
  - 255 4. Compile motions for the year of the executive board and retain a copy, provides  
256 one copy for the SNA office and one for the historian for the annual report;

- 257 5. Handle correspondence as directed by the president; and  
258 6. Supervise and monitor association funds, investments and securities of the  
259 association;  
260 7. Act as chair of the budget committee;  
261 8. Submit the budget to the board for adoption;  
262 9. Report expenditures against the budget at each annual meeting;  
263 10. Submit the association's financial records to a certified public accountant for a  
264 review within thirty days after the close of the fiscal year at the end of the term of  
265 office; and  
266 11. Serve as second alternate delegate to the house of delegates at the annual  
267 meeting of SNA, at association expense.  
268

269 Section 4. Eligibility

- 270 A. To be eligible for any association office a member shall have: (1) held membership  
271 for at least two years immediately preceding nomination; (2) demonstrated interest  
272 by serving as a chapter officer, on an association committee, or as a conference  
273 participant; (3) attended one of the immediately previous three annual association  
274 meetings; and (4) maintain membership at the time of nomination and election. If a  
275 change in professional status occurs, the term may be finished if one year of the  
276 term has been completed.  
277  
278 B. To be eligible for vice president, in addition to the above criteria, a candidate must  
279 have a certificate in school nutrition or have earned the School Nutrition Specialist  
280 (SNS) credential in an SNA program, and shall have served on the executive board  
281 of the association.  
282  
283 C. The president, president-elect, and vice president must maintain eligibility for school  
284 nutrition members for their entire tenure in those positions.  
285  
286

287 **Article V – Meetings**

288  
289 Section 1. Annual Meeting

- 290 A. There shall be an annual meeting of the association held in conjunction with the  
291 annual state conference, at a date and place determined by the executive board.  
292 Notice shall be sent to each member no less than thirty days prior to the conference.  
293  
294 B. All resolutions to be considered by the general membership shall be submitted to the  
295 chair of the bylaws, resolutions, policies and procedures committee in writing.  
296 Proposed resolutions submitted by the deadline shall be mailed to all members thirty  
297 days prior to the deadline for casting a vote, except that resolutions that conflict with  
298 these bylaws shall not be presented. Adoption of proposed resolutions shall require  
299 a majority vote.  
300

301 Section 2. Notice.

302 Notice may be sent by mail or electronic means as allowed by state law.



303  
304 Section 3. Area Workshops  
305 Area workshops shall be held annually in each area, at a date and location determined  
306 by the area representative, to provide training for affiliate chapter members.

307  
308 Section 4. Special Meetings  
309 Special meetings and seminars may be called or approved by the board.

## 311 Article VI – Executive Board

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313  
314 Section 1. Composition  
315 There shall be an executive board composed of the officers, the chair of the area  
316 representatives, the committee chairs of the communications, industry, legislation, and  
317 professional development, , directors at large, an industry member representative  
318 elected by and from the industry committee, and any current members currently serving  
319 on the SNA board of directors. The State Director of Child Nutrition Programs of the  
320 Michigan Department of Education or representative shall be a nonvoting ex-officio  
321 member of the board. In addition, a historian may be a nonvoting member, and the  
322 president may appoint the parliamentarian as a nonvoting member. A majority of the  
323 voting members shall constitute a quorum.

324  
325 Section 2. Authority  
326 The board shall handle the executive affairs of the association in accordance with the  
327 philosophies, general policies, and goals adopted by the general membership. With  
328 regard to association finances, the board shall manage and direct the financial affairs,  
329 approve an annual budget or when a new secretary/treasurer assumes office, receive  
330 and act on the audit and financial reports, and contract for services, make  
331 appointments, and authorize signatories as necessary to fulfill these responsibilities.  
332 With regard to governance, the board shall adopt a strategic plan and plan of action,  
333 approve all volunteer appointments, approve the filling of vacancies, and consider and  
334 act upon all questions of ethics affecting the association. With regard to management,  
335 the board shall approve the organizational structure, job descriptions and salary ranges  
336 for employees, and review and approve the programs for all state conferences,  
337 seminars, and workshops.

338  
339 Section 3. Meetings  
340 The board shall meet no fewer than four times per year, at times and places to be  
341 determined by the executive committee. The board may also conduct business by  
342 electronic means as allowed by state law. Ten days' notice shall be required for prior to  
343 board meetings.

344  
345 Section 4. Compensation and Reimbursement  
346 Members of the association serving in elected or appointed capacities shall receive  
347 no salaries for their services. The board shall set limits within budgetary restraints on  
348 reimbursement of expenses for association members who travel on official business.

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Section 5. Nomination and Election

- A. There shall be a nominating committee composed of five members: the three most recent past presidents and two additional members not on the board appointed by the president. If any of the three most recent past president decline to serve, the president shall appoint a non-board member, so the committee equals five members. If any of the three most recent past presidents are active executive board members in other positions, the president shall appoint non-board members in their place, so the committee equals five members. The chair shall be elected by and from the nominating committee.
- B. The nominating committee shall: (1) solicit candidates for leadership positions and provide the Board with a slate of no more than two candidates for each elected position at the last board meeting of the fiscal year; (2) provide the slate to the membership by May 1 and (3) oversee the association’s election procedures and provide recommendations to the board. Additional nominations may be made by petition of 50 signatures, provided the petition is received within ten days of the announcement of the slate. Signatures may be electronic.
- C. Elections shall be conducted at the annual meeting, except that in the case of an uncontested position, the candidate shall be declared elected without a ballot being taken. Three tellers shall be appointed by the president to validate and count ballots and report the results to the president. A majority vote shall elect, except when there are three or more candidates for any officer position, in which case election shall be by preferential vote. Election for director positions shall be by plurality vote. Candidates shall appear in random order on the ballot.
- D. One at large director, secretary/treasurer, industry and communications chair shall be elected in even numbered years, and two at large directors, and the legislative and professional development chairs shall be elected in odd numbered years. Each at large director shall serve a two-year term, commencing at the end of the annual meeting and ending at the end of the annual meeting two years hence.

Section 6. Resignation, Removal, and Fitness to Serve

- A. A voting board member who is absent from two consecutive meetings of the board for reasons that have not been determined valid by the board shall be considered to have resigned.
- B. A member of the executive board may be removed by a three fourths vote of remaining members of the board if found in violation of conditions required for election, a breach in fundamental principles or rules of the Association, or failing to work under the framework of the Association. Upon receipt of such charges, the board shall conduct an investigation, hold a hearing, and render a decision. The accused board member shall be provided with advanced written notice of the meeting at which the hearing is held, including reason for the proposed removal, an opportunity to contest the proposed removal in writing or in person at such meeting

395 of the board, and final written notice of board decision.

396

397 C. The board may declare a newly elected, but not yet installed, board member unfit to  
398 serve if found guilty by a three fourths vote of violating any conditions required for  
399 election, a breach of fundamental principles or rules of the association, or failure to  
400 work under the framework of the association. The board shall, upon receipt of such  
401 charges, investigate, hold a hearing, and determine whether such charges have  
402 merit and if the board member is unfit to serve.

403

404 D. Any executive board member wishing to resign from the board must present a notice  
405 of resignation in writing to the executive director and president. Members no longer  
406 qualifying to retain their position on the board must present a notice of resignation  
407 within 30 calendar days of their change in eligibility status.

408

409 Section 6. Executive Committee

410 A. There shall be an executive committee composed of the president, president-elect,  
411 and vice president. The executive director shall serve as a nonvoting ex-officio  
412 member.

413

414 B. The executive committee shall meet at least four times per year, and at other times  
415 at the request of the members of the executive committee.

416

417 C. The executive committee shall conduct association business consistent with the  
418 actions and policies established by the board and general members and report its  
419 actions to the board. In addition, the executive committee shall administer contracts  
420 for services, employ certified public accountants to review the association's finances  
421 annually or as deemed necessary, assist the treasurer with the development of the  
422 annual budget, analyze reports, and monitor the strategic plan and the annual plan  
423 of action.

424

425 Section 7. Administration.

426 The executive board may contract for professional management services on behalf of  
427 the association and in accordance with association policies and the annual plan of  
428 action. Management services shall be secured through an RFP (request for proposal)  
429 process and through open bidding.

430

431

432

**Article VII – Leadership and Training**

433

434 Section 1. Leadership Training Workshop

435 A leadership training workshop shall be held annually following the installation of  
436 association and affiliate chapter officers at a date and location determined by the board,  
437 for the purpose of developing leadership and presenting the association's plan of action  
438 for the ensuing year. Association officers, standing committee chairs, area  
439 representatives, affiliate chapter officers, the executive director, and other association  
440 leaders shall be invited to attend.

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**Article VIII – Committees**

**Section 1. Committees.**

A. There shall be such standing and special committees and advisory boards as are named in these bylaws or authorized by the executive board. Individuals shall not chair more than one standing committee at the same time. Members of a committee shall be members in good standing recommended by the committee chair to the president and approved by the board and have expertise or interest in the subject area of the committee or board on which they serve.

**Section 2. Standing Committees**

- A. There shall be the following standing committees, who shall report to the executive board: communications, industry, legislative, and professional development. Committees shall have members as needed, and may form sub-committees, all of which are appointed by the president with the approval of the board. All standing committee chairs shall submit suggestions for their subcommittee chairs and vice chairs to the president before the last board meeting of the fiscal year for approval by the board at that meeting. Subcommittee chairs shall be nonvoting and shall be recommended by the president and approved by the board.
- B. Communications Committee – The communications committee shall be composed of an elected chair, committee members, and subcommittees as deemed necessary. The communications committee shall be responsible for developing a marketing plan promoting a professional image for the association and school food service and coordinate all member calls to action. Subcommittees shall include website management and liaisons to other professional organizations.
- C. Industry Committee – The industry committee shall be composed of an elected chair from the regular membership, the executive director, up to ten industry members, and the president-elect. Each industry representative shall be appointed for a three-year staggered term. Industry membership shall have a minimum of one and a maximum of three representatives from Michigan-based food brokers, food distributors, equipment suppliers, manufacturers, service organizations, and representatives at-large. The responsibilities of this committee shall be to promote industry involvement in association activities and plan industry related events.
- D. Legislative Committee – The legislative committee shall be composed of an elected chair, a vice-chair recommended by the president and approved by the board, the president, and president-elect. The responsibility of this committee shall be to monitor state and federal legislative activities pertaining to school food service and provide recommendations to the board for the association’s position on legislative issues. The chair of this committee shall coordinate the activities of the state’s delegation to the annual School Nutrition Association’s Legislative Action Conference in Washington D.C. and shall represent the association at association

487 expense. This committee shall also plan an annual state legislative activity.

488

489 E. Professional Development Committee – The professional development committee  
490 consists of an elected chair, an area representative, and additional member as  
491 needed. The professional development committee shall provide oversight for the  
492 professional development and certification activities of the association, manage  
493 award and scholarship programs, and make recommendations to the board.  
494 Certification, resources, statewide training, and scholarships and awards shall be  
495 subcommittees of this committee. The professional development committee shall  
496 design and deliver a professional development training program for school food  
497 service employees through a series of formal classes of varying length.

498

499 Section 3. Other Committees

500 A. Bylaws, Resolutions, Policy and Procedures Committee – The bylaws, resolutions,  
501 policy and procedures committee shall be appointed by the board, and its chair shall  
502 be the vice president. The bylaws committee shall consider proposed amendments  
503 and assist the proposers in developing and editing their proposals. The bylaws  
504 committee shall forward completed proposals to the board of directors for  
505 consideration by the leadership assembly. The board of directors may only withhold  
506 proposals from consideration and vote if they are in conflict with law, the articles of  
507 incorporation, bylaws, or the SNA affiliation agreement.

508

509 B. Conference Committee – The conference committee shall be composed of the  
510 president-elect as chair, the executive director, and additional subcommittee chairs  
511 and members. The conference committee shall plan the annual state conference.  
512 Subcommittees may include program, entertainment, decorations, marketing, local  
513 arrangements, emporium, exhibits, and registration.

514

515 C. Strategic Planning Committee – The strategic planning committee shall be  
516 composed of the vice president as chair, the executive committee, and all area  
517 representatives in the second year of their term. The strategic planning committee  
518 shall develop and update the strategic plan, work with the president on the annual  
519 plan of action, and plan the direction, stability, vision, and responsiveness to the  
520 changing environment of the association.

521

522 Section 4. Special Committees and Advisory Boards

523 Special committees or advisory boards may be appointed by the president with the  
524 approval of the board for special purposes and may exist no longer than the term of the  
525 president making the appointment.

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**Article IX – Parliamentary Authority**

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530 The eleventh edition of *Robert's Rules of Order Newly Revised* shall govern this  
531 association in all cases to which it is applicable and in which it is not inconsistent with  
532 these bylaws and any special rules of order the association may adopt. When a new

533 edition of the parliamentary authority is published, the board may, by majority vote and  
534 after ensuring that they have familiarized themselves with the changes in the new  
535 version, update the edition reference in the bylaws. Members shall be notified promptly  
536 after the change is made.

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## **Article X - Amendment**

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### **Section 1. Submission**

542 Amendments to these bylaws may be proposed in writing no later than thirty days prior  
543 to any executive board meeting by (1) request of an affiliate chapter; (2) majority vote of  
544 the board; (3) an association committee or advisory board; or (4) written petition of ten  
545 members. Bylaws amendments changes are to be presented by the bylaws,  
546 resolutions, policy and procedures committee for approval of the board before the  
547 required general membership approval.

548

### **Section 2. Amendment**

549 At least eighty days prior to the convening date of the leadership assembly, proposed  
550 amendments shall be made available electronically to all members, who shall be able  
551 to submit comments on the proposed amendments via electronic means for a period of  
552 30 days. A final draft of the proposed amendments shall be sent to SNA at least 45  
553 days prior to the convening of the leadership assembly, in accordance with the state  
554 affiliation agreement. Thirty days prior to the convening of the leadership assembly, a  
555 final draft of the proposed bylaws amendments shall be made available electronically to  
556 all members.

557

### **Section 3. Review**

559 The leadership assembly shall consider and vote on amendments to the bylaws. A two-  
560 thirds vote of those cast shall be required to amend these bylaws.

561

562

## **Article XI – Dissolution**

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564

565 In the event of dissolution or final liquidation of the association, all remaining assets and  
566 property of the association shall, after paying or making provision for the payment of all  
567 the liabilities and the obligations of the corporation and for the necessary expenses  
568 thereof, be distributed to such organizations organized and operated exclusively for  
569 purposes as shall at the time qualify as an exempt organization or organization under  
570 Section 501 (c) (3) or 501 (c) (4) of the Code as the executive board shall determine. In  
571 no event shall any of the assets or property be distributed to any member, officer or any  
572 private individual.



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