

MSNA Bylaws

Provisions Recommended for Amendment

Key: ~~Language with a line through it is intended to be eliminated.~~
Bold and underlined language is intended to be added.

1. **Amend Article II – Membership – Section A: Classes of Membership** - by removing the reference to chapter members.

Current Wording	Proposed Wording
<p>Section A: Classes of Membership. Section 1. Membership Categories There shall be the following categories of membership: school nutrition members, affiliate members, associate members, chapter life members, retired members and honorary members.</p>	<p>Section A: Classes of Membership. Section 1. Membership Categories There shall be the following categories of membership: school nutrition members, affiliate members, associate members, <u>life</u> members, retired members and honorary members.</p>

Rationale: The Board of Directors has proposed this change because of the direct relation to dissolving MSNA Chapters.

Board of Directors Recommendation: The Board of Directors recommends adoption of the Bylaw Amendment.

**2. Amend Article II – Membership – Section A: Classes of Membership –
E. Chapter Life Members - by removing the reference to chapter members.**

Current Wording	Proposed Wording
<p>E. Chapter Life Members - Any school nutrition member may become a chapter life member after ten (10) years of active membership. Chapter Life dues are based according to current dues structure as defined in Policies and Procedures. Chapter Life membership shall be conferred on the president upon completion of office.</p>	<p>E. Life Members - Life dues are based according to current dues structure as defined in Policies and Procedures. Life membership shall be conferred on the president upon completion of office.</p>

Rationale: The Board of Directors has proposed this change because of the direct relation to dissolving MSNA Chapters.

Board of Directors Recommendation: *The Board of Directors recommends adoption of the Bylaw Amendment.*

3. Amend Article II – Membership – Section B: Rights and Privileges of Members - by removing the reference to chapter members.

Current Wording	Proposed Wording
<p>Section B: Rights and Privileges of Members. All school nutrition and chapter life members whose dues, if any, are currently paid, shall be entitled to vote for the election of officers for the coming year and to vote by mail or email upon any matter submitted to the voting membership.</p>	<p>Section B: Rights and Privileges of Members. All school nutrition members whose dues, if any, are currently paid, shall be entitled to vote for the election of officers for the coming year and to vote by mail or email upon any matter submitted to the voting membership.</p>

Rationale: The Board of Directors has proposed this change because of the direct relation to dissolving MSNA Chapters.

Board of Directors Recommendation: The Board of Directors recommends adoption of the Bylaw Amendment.

4. Amend Article II – Membership – Section B: Rights and Privileges of Members – 2. by removing the reference to chapter members.

Current Wording	Proposed Wording
<p>Section B: Rights and Privileges of Members. 2. Chapter Life members shall have all the rights and privileges of school nutrition members. A life member who becomes employed in a non-eligible field shall forfeit the right to chapter life membership and shall become an honorary member.</p>	<p>Section B: Rights and Privileges of Members. 2. Life members shall have all the rights and privileges of school nutrition members. A life member who becomes employed in a non-eligible field shall forfeit the right to life membership and shall become an honorary member.</p>

Rationale: The Board of Directors has proposed this change because of the direct relation to dissolving MSNA Chapters.

Board of Directors Recommendation: *The Board of Directors recommends adoption of the Bylaw Amendment.*

5. **Amend Article II – Membership – Section D: Chapter Affiliates** - by removing the entire section referencing affiliate chapters.

Current Wording	Proposed Wording
<p>Section D: Chapter Affiliates. Any group of members of the Missouri School Nutrition Association on written application to the MSNA Membership Chairman may become an affiliate chapter of the Missouri School Nutrition Association on the following basis:</p> <ol style="list-style-type: none"> 1. <u>Bylaws:</u> The Bylaws and purposes of the local School Nutrition Chapter shall be in harmony with the bylaws and purposes of the Missouri School Nutrition Association. A copy of the local bylaws shall be submitted with the application for affiliation. 2. <u>Affiliation:</u> Affiliation applications shall be submitted to the executive secretary who will distribute them to the membership committee. This committee shall provide a recommendation for approval or disapproval to the board of directors for a final decision. 3. <u>Dues:</u> A chapter may establish separate membership dues so long as such dues do not exceed a sum equal to the state dues for such member's class of membership. 4. <u>Name:</u> Each chapter shall be known as School Nutrition Association with its local name preceding the title. 5. <u>Elected Officers:</u> A list of newly elected officers, with mailing addresses, shall be sent to the state President Elect and Executive Secretary within fifteen (15) days after the election. 6. Only school nutrition members, regularly employed in an eligible field, shall be eligible to serve as officers of affiliated chapters. 7. Each chapter shall adopt a plan of action consistent with the state plan of action. 	

Rationale: The Board of Directors has proposed this change because of the direct relation to dissolving MSNA Chapters.

Board of Directors Recommendation: The Board of Directors recommends adoption of the Bylaw Amendment.

6. **Amend Article III – Officers – Section B: Eligibility – 1.** by removing the reference to chapter leadership.

Current Wording	Proposed Wording
<p>Section B: Eligibility. 1. have demonstrated leadership ability by serving on the board of directors; or by serving on a state committee, or in regional chapter leadership positions; and</p>	<p>Section B: Eligibility 1. have demonstrated leadership ability by serving on the board of directors or by serving on a state committee; and</p>

Rationale: The Board of Directors has proposed this change because of the direct relation to dissolving MSNA Chapters.

Board of Directors Recommendation: *The Board of Directors recommends adoption of the Bylaw Amendment.*

7. **Amend Article III – Officers – Section C: Term of Office – d.** by changing the term of the treasurer.

Current Wording	Proposed Wording
<p>Section C: Term of Office. d) Treasurer: The treasurer shall be elected and shall serve for two (2) years one (1) year or until a successor is elected and must have previous board experience.</p>	<p>Section C: Term of Office. d) Treasurer: The treasurer shall be elected and shall serve for one (1) year or until a successor is elected and must have had previous board experience.</p>

Rationale: The Board of Directors has proposed this change to bring the treasurer’s term into alignment with the other elected officers.

Board of Directors Recommendation: *The Board of Directors recommends adoption of the Bylaw Amendment.*

8. Amend Article IV – Meetings – Section A: Type of Meeting. – 5. by removing the reference to Chapter Leadership Meeting.

Current Wording	Proposed Wording
<p>Section A: Type of Meeting. 5. Chapter Leadership Meeting. A chapter leadership meeting should be held annually. The purpose of the meeting is to develop leadership and present the association’s plan of action for the ensuing year.</p>	<p>.</p>

Rationale: The Board of Directors has proposed this change because of the direct relation to dissolving MSNA Chapters.

Board of Directors Recommendation: *The Board of Directors recommends adoption of the Bylaw Amendment.*

9. Amend Article V – Board of Directors – 1. Composition – a) by removing the reference to industry representatives.

Current Wording	Proposed Wording
<p>a) The voting members of the board shall be the president, president-elect, vice president, treasurer, regional directors, and the chairmen of standing committee, and three (3) industry representatives.</p>	<p>a) The voting members of the board shall be the president, president-elect, vice president, treasurer, regional directors, and the chairmen of standing committees.</p>

Rationale: The Board of Directors has proposed this change as a direct result of proposed governance restructure.

Board of Directors Recommendation: *The Board of Directors recommends adoption of the Bylaw Amendment.*

10. Amend Article V – Board of Directors – 1. Composition – b) by removing the reference to advisors.

Current Wording	Proposed Wording
b) The non-voting members of the board of directors shall be the executive secretary, the immediate past president, honorary board members, advisors appointed by the president, national officers residing in the state, and the coordinator of child nutrition services for the Missouri Department of Elementary and Secondary Education, Food and Nutrition Services.	b) The non-voting members of the board of directors shall be the executive secretary, the immediate past president, honorary board members, national officers residing in the state, and the coordinator of child nutrition services for the Missouri Department of Elementary and Secondary Education, Food and Nutrition Services.

Rationale: The Board of Directors has proposed this change as a direct result of proposed governance restructure.

Board of Directors Recommendation: *The Board of Directors recommends adoption of the Bylaw Amendment.*

11. Amend Article V – Board of Directors – 1. Composition – c) by adding the election procedures for regional directors.

Current Wording	Proposed Wording
<p>c) Regional directors: Regional directors shall be elected for a three-year term. <u>Election of regional directors shall be by vote of the association membership by electronic ballot at a time designated by the board of directors.</u> Their place of employment shall be in a respective region at the time of nomination and election. If a change in district of employment occurs, they shall complete their term of office provided one (1) year of their term has been completed. If candidates are not found for all regions, experienced regional directors will cover additional regions, as assigned by the president until candidates can be found.</p>	<p>c) Regional directors shall be elected for a three-year term. Election of regional directors shall be by vote of the association membership by electronic ballot at a time designated by the board of directors. Their place of employment shall be in a respective region at the time of nomination and election. If a change in district of employment occurs, they shall complete their term of office provided one (1) year of their term has been completed. If candidates are not found for all regions, experienced regional directors will cover additional regions, as assigned by the president until candidates can be found.</p>

Rationale: The Board of Directors has proposed this change to define the election of the regional directors.

Board of Directors Recommendation: *The Board of Directors recommends adoption of the Bylaw Amendment.*

12. Amend Article V – Board of Directors – 2. Selection of Industry Representatives – by removing the section referencing industry representatives.

Current Wording	Proposed Wording
2. Selection of Industry Representatives. The three (3) industry representatives shall be appointed by the president and approved by the board of directors.	

Rationale: The Board of Directors has proposed this change as a direct result of proposed governance restructure.

Board of Directors Recommendation: The Board of Directors recommends adoption of the Bylaw Amendment.

13. Amend Article V – Board of Directors – 4. by removing references to the chapter affiliates.

Current Wording	Proposed Wording
<p>4. The duties and responsibilities of regional directors shall be to:</p> <ul style="list-style-type: none"> a) promote MSNA’s plan of action; b) express the views of chapter affiliates; e) provide liaison between chapter affiliates and the board; communicate with and assist affiliates and chapters; e) b) promote membership and help organize new chapters; f) share ideas for professional growth with chapter affiliates; g) c) be responsible for coordinating and presiding at a regional meeting; and h) d) fulfill other duties as assigned by the board of directors. 	<p>4. The duties and responsibilities of regional directors shall be to:</p> <ul style="list-style-type: none"> a) promote MSNA’s plan of action; b) promote membership; c) be responsible for coordinating and presiding at a regional meeting; and d) fulfill other duties as assigned by the board of directors.

Rationale: The Board of Directors has proposed this change because of the direct relation to dissolving MSNA Chapters.

Board of Directors Recommendation: *The Board of Directors recommends adoption of the Bylaw Amendment.*

14. Amend Article VI – Executive Committee – 2. Duties. by adding reference to the appointment of the chairmen of standing committees.

Current Wording	Proposed Wording
<p>2. <u>Duties.</u> f) Analyze reports and make recommendation to the board;and <u>g) Approve the appointment of the chairmen of standing committees; and</u></p>	<p>2. <u>Duties.</u> f) Analyze reports and make recommendation to the board; g) Approve the appointment of the chairmen of standing committees; and</p>

Rationale: The Board of Directors has proposed this change as a direct result of proposed governance restructure and oversight.

Board of Directors Recommendation: *The Board of Directors recommends adoption of the Bylaw*

15. Amend Article VII – Regions – by designating that the MSNA regions will be the same with the DESE Food and Nutrition services regions.

Current Wording	Proposed Wording
Missouri shall be divided into regions. <u>The regions shall be contiguous with the boundaries of the Missouri Food & Nutrition Services regions as determined by the Missouri Department of Elementary and Secondary Education.</u>	Missouri shall be divided into regions. The regions shall be contiguous with the boundaries of the Missouri Food & Nutrition Services regions as determined by the Missouri Department of Elementary and Secondary Education.

Rationale: The Board of Directors has proposed this change as a direct result of proposed governance restructure.

Board of Directors Recommendation: The Board of Directors recommends adoption of the Bylaw

16. Amend Article VIII – Committees – Section A: Standing Committees
 – to clarify who appoints the members of standing committees.

Current Wording	Proposed Wording
<p>Section A: Standing Committees. 2. Legislative: The legislative committee shall be appointed by the president. This committee shall be responsible to the board of directors for evaluating and interpreting federal and state legislative programs, recommending needed federal and state legislation and appropriation consistent with program needs and serve as a clearing house in all legislative matters. It shall keep members informed and make available to members an annual summary of all federal education developments relating to the nutrition education and food service program, maintain liaison with all appropriate federal and state agencies, professional associations and organizations, and work with the legislative chair of the national association. The legislative chair arranges the “On the Hill” program of actions with MSNA members who attend the SNA legislative action conference.</p>	<p>Section A: Standing Committees. 2. Legislative: This committee shall be responsible to the board of directors for evaluating and interpreting federal and state legislative programs, recommending needed federal and state legislation and appropriation consistent with program needs and serve as a clearing house in all legislative matters. It shall keep members informed and make available to members an annual summary of all federal education developments relating to the nutrition education and food service program, maintain liaison with all appropriate federal and state agencies, professional associations and organizations, and work with the legislative chair of the national association. The legislative chair arranges the “On the Hill” program of actions with MSNA members who attend the SNA legislative action conference.</p>

Rationale: The Board of Directors has proposed this change as a direct result of proposed governance restructure and oversight.

Board of Directors Recommendation: The Board of Directors recommends adoption of the Bylaw

17. Amend Article VIII – Committees – Section A: Standing Committees
 – to clarify who appoints the members of standing committees.

Current Wording	Proposed Wording
<p>3. Nutrition Education: This committee shall be appointed by the president. The committee shall be responsible to the board of directors for evaluating and interpreting nutrition trends and developments, recommending association action consistent with program needs and serve as a clearing house on all nutritional matters. It shall keep members informed and make available to members an annual summary of developments relating to nutrition aspects of school food service programs, maintain liaison with all appropriate state agencies, professional associations and organizations in the state and work with the nutrition chair of the national association.</p>	<p>3. Nutrition Education: The committee shall be responsible to the board of directors for evaluating and interpreting nutrition trends and developments, recommending association action consistent with program needs and serve as a clearing house on all nutritional matters. It shall keep members informed and make available to members an annual summary of developments relating to nutrition aspects of school food service programs, maintain liaison with all appropriate state agencies, professional associations and organizations in the state and work with the nutrition chair of the national association.</p>

Rationale: The Board of Directors has proposed this change as a direct result of proposed governance restructure and oversight.

Board of Directors Recommendation: The Board of Directors recommends adoption of the Bylaw

18. Amend Article VIII – Committees – Section A: Standing Committees
 – to clarify who appoints the members of standing committees.

Current Wording	Proposed Wording
<p>4. <u>Professional Development/Certification:</u> This committee shall be appointed by the president. This committee shall be responsible to actively promote professional development and certification among members; maintain, promote and review scholarships; and to encourage school districts to assist members with or reward members in their professional development efforts.</p>	<p>4. <u>Professional Development/Certification:</u> This committee shall be responsible to actively promote professional development and certification among members; maintain, promote and review scholarships; and to encourage school districts to assist members with or reward members in their professional development efforts.</p>

Rationale: The Board of Directors has proposed this change as a direct result of proposed governance restructure and oversight.

Board of Directors Recommendation: The Board of Directors recommends adoption of the Bylaw

19. Amend Article VIII – Committees – Section A: Standing Committees
 – to clarify who appoints the members of standing committees.

Current Wording	Proposed Wording
<p>5. <u>Marketing and Membership:</u> This committee shall be appointed by the president. This committee shall be responsible to actively promote and recruit members into the association; maintain, promote, and review member awards (i.e., Employee of the Year, Manager of the Year and Director of the Year); and develop and/or distribute membership materials.</p>	<p>5. <u>Marketing and Membership:</u> This committee shall be responsible to actively promote and recruit members into the association; maintain, promote, and review member awards (i.e., Employee of the Year, Manager of the Year and Director of the Year); and develop and/or distribute membership materials.</p>

Rationale: The Board of Directors has proposed this change as a direct result of proposed governance restructure and oversight.

Board of Directors Recommendation: *The Board of Directors recommends adoption of the Bylaw*

20. Amend Article VIII – Committees – Section A: Standing Committees
 – to clarify who appoints the members of standing committees.

Current Wording	Proposed Wording
<p>6. <u>Local Arrangements:</u> This committee shall be appointed by the president on the recommendation of the president-elect. This committee shall be responsible for assisting the president-elect with local arrangements for the annual conference.</p>	<p>6. <u>Local Arrangements:</u> This committee shall be responsible for assisting the president-elect with local arrangements for the annual conference.</p>

Rationale: The Board of Directors has proposed this change as a direct result of proposed governance restructure and oversight.

Board of Directors Recommendation: *The Board of Directors recommends adoption of the Bylaw*

21. Amend Article VIII – Committees – Section A: Standing Committees
– to add an additional standing committee.

Current Wording	Proposed Wording
	<p><u>7. Industry Partners:</u> <u>This committee shall consist of equal numbers of industry representatives from the food service sector and the non-food service sector. This committee will be responsible to the board of directors to make recommendations on programs and services of benefit to the membership; and shall act as a liaison between school nutrition members and industry representative members of the association.</u></p>

Rationale: The Board of Directors has proposed the addition of this standing committee as a direct result of proposed governance restructure.

Board of Directors Recommendation: The Board of Directors recommends adoption of the Bylaw

22. Amend Article VIII – Committees – Section B: Standing Committee Terms – 1. – to clarify the terms of the committee members.

Current Wording	Proposed Wording
<p>Section B: Standing Committee Terms 1. <u>The president, with the approval of the executive committee, shall annually appoint the chairmen of all standing committees. Committee chairs shall serve for one year and may be reappointed to serve additional terms. Committee chairmen may appoint committee members from among eligible association members. Upon request, the executive secretary may assist committee chairmen in identifying eligible committee members.</u> Standing committee members shall have the same term of office as that of the officers. Committee members shall be appointed by the President, subject to the approval of the incoming board of directors. All members of any committee or advisory board shall be a member of MSNA and SNA.</p>	<p>Section B: Standing Committee Terms 1. The president, with the approval of the executive committee, shall annually appoint the chairmen of all standing committees. Committee chairs shall serve for one year and may be reappointed to serve additional terms. Committee chairmen may appoint committee members from among eligible association members. Upon request, the executive secretary may assist committee chairmen in identifying eligible committee members. All members of any committee or advisory board shall be a member of MSNA and SNA.</p>

Rationale: The Board of Directors has proposed the addition of this standing committee as a direct result of proposed governance restructure and oversight.

Board of Directors Recommendation: The Board of Directors recommends adoption of the Bylaw

23. Amend Article X – Amendments of Bylaws or Articles of Incorporation – Section A: Method of Proposal – by removing the reference to a chapter affiliate.

Current Wording	Proposed Wording
<p>Section A: Method of Proposal Amendments to the MSNA bylaws or the articles of incorporation shall be proposed in writing to the executive secretary postmarked at least sixty (60) days prior to the next annual general membership meeting in any one of the following ways:</p> <ol style="list-style-type: none"> 1. By an official request of a chapter affiliate; or 2. 1. By a majority vote of those board members present and voting; or 3. 2. By a written petition signed by 100 members of the association. 	<p>Section A; Method of Proposal Amendments to the MSNA bylaws or the articles of incorporation shall be proposed in writing to the executive secretary postmarked at least sixty (60) days prior to the next annual general membership meeting in any one of the following ways;</p> <ol style="list-style-type: none"> 1. By a majority vote of those board members present and voting; or 2. By a written petition signed by 100 members of the association.

Rationale: The Board of Directors has proposed this change because of the direct relation to dissolving MSNA Chapters.

Board of Directors Recommendation: *The Board of Directors recommends adoption of the Bylaw*

24. Amend Article XI – Resolutions– Section A: Notice for Resolutions. –
 by removing the reference to a chapter affiliate.

Current Wording	Proposed Wording
<p>Section A. Notice for Resolutions. All proposed resolutions to be considered at the annual general membership meeting shall be submitted by the board of directors; or a standing committee or a chapter affiliate to the executive secretary in writing, postmarked no less than sixty (60) days prior to the annual general membership meeting. Copies of the proposed resolution shall be posted on the association website for all members or through publication in the <i>Messenger</i> at least thirty (30) days prior to the annual general membership meeting or prior to the deadline established for casting an electronic vote.</p>	<p>Section A. Notice for Resolutions. All proposed resolutions to be considered at the annual general membership meeting shall be submitted by the board of directors or a standing committee to the executive secretary in writing, postmarked no less than sixty (60) days prior to the annual general membership meeting. Copies of the proposed resolution shall be posted on the association website for all members or through publication in the <i>Messenger</i> at least thirty (30) days prior to the annual general membership meeting or prior to the deadline established for casting an electronic vote.</p>

Rationale: The Board of Directors has proposed this change because of the direct relation to dissolving MSNA Chapters.

Board of Directors Recommendation: *The Board of Directors recommends adoption of the Bylaw*