

AMENDED AND RESTATED
Articles of Incorporation

The Missouri School Nutrition Association
A Non-Profit Organization

We, the undersigned natural persons of the age of twenty-one years or more, acting on behalf of the membership of the Missouri School Nutrition Association for the purpose of Amending and Restating the Articles of Incorporation for this general public benefit non-profit association under the laws of the State of Missouri, contained in Chapter 55A of the General Statutes of Missouri, entitled, "Non-Profit Corporation Act," section 501 (c) (3) of the Internal Revenue Code 1986, and the several amendments thereto, do hereby set forth:

Article I – Name

The name of this association shall be the "Missouri School Nutrition Association," a general public benefit incorporated membership organization, an affiliate of the School Nutrition Association.

Article II – Purpose

The purpose of the association shall be to:

1. Promote the optimal health, nutrition and education of all children by supporting nutritionally-adequate and educationally sound, financially accountable, non-profit child nutrition and school community nutrition programs;
2. Promote high standards for child nutrition and school community nutrition programs with emphasis on nutritionally-adequate meals that are appealing to children;
3. Promote united efforts among school personnel, allied organizations, industry and the public to assure every child an opportunity to receive the benefits of the child nutrition and nutrition education programs;
4. Promote high standards and provide appropriate educational program incentives and recognition for professional development of child nutrition personnel;
5. Promote research and development in child nutrition programs;
6. Promote the establishment of a national nutrition policy and legislation which provides optimal nutrition and nutrition education for children;
7. Promote the involvement of students and the school community in child nutrition programs;
8. Promote membership and provide services to members; and
9. Take any and all actions authorized to corporations organized not-for-profit under the laws of the State of Missouri and the aforementioned section of the Internal Revenue Code to carry out the foregoing objects and purposes.

Article III – Term

The corporation shall have perpetual existence.

Article IV – Membership

Membership shall comprise persons presently or previously employed in, teaching, or administering food and nutrition service programs in schools, colleges and universities at every level; persons employed by the corporation itself or by any level of government dealing with such food and nutrition service programs, and those further persons upon whom the corporation may confer honorary membership. Membership in this corporation shall be further governed by criteria established within the bylaws of this corporation; the kinds and classes of members and rights and privileges of each shall be set forth in the bylaws.

Article V – Management

The corporation shall be managed by a board of directors, the members of which shall constitute the directors of this corporation. The directors shall be elected by the membership of the corporation as provided in the bylaws of the corporation.

The officers of the corporation shall consist of those persons filling offices designated by the bylaws of this corporation and subject to the terms and conditions therein set forth.

The annual general membership meeting shall be the legislative body of the association. It shall formulate goals and policies under which the board of directors manages the affairs of the association.

Article VI – Tax-Exempt Status

Notwithstanding any other provisions of these articles of incorporation, the corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501 (C) (3) of the code, or cause it to lose such exempt status.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, or officer of the corporation, or any other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

The corporation formed hereby shall have no capital stock. It shall be composed of members rather than shareholders.

The corporation is not organized for pecuniary profit and shall have no power to declare dividends. The balance, if any, of all money received by the corporation from its operation, after the payment in full of all operating expenses, debts and obligations of the corporation, of whatsoever kind and nature as they become due, shall be used to make advance payments on any loans owned by the corporation, or for some other related purpose.

Article VII – Dissolution

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all the business property and assets of the corporation shall go and be distributed pursuant to a lawful plan of distribution, to one or more such non-profit corporations or municipal corporations that are exempt from Federal income tax as may be selected by the board of directors of this corporation. In no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, either for reimbursement of any sum subscribed, donated, or contributed by such members, or for any other purpose, provided that nothing herein shall prohibit the corporation from paying its just debts.

Article VIII – Limitation of Liability

No officer or director of the corporation shall be personally liable for damages in any proceeding brought by or in the right of the corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the corporation.

As an incorporated association, any acts of any officer or director within the scope of business of the association, be personally indemnified for any lawsuit.

Article IX – Seal

The corporation hereby adopts a corporate seal with the words “The Missouri School Nutrition Association” written in a circle around the seal.

Bylaws

Missouri School Nutrition Association

Article I

Affiliation

The Missouri School Nutrition Association (MSNA) is a chartered affiliate of the School Nutrition Association, Inc. (SNA) and bound by the SNA state affiliate agreement and the SNA bylaws. MSNA shall support the mission and values of the School Nutrition Association, Inc.

Article II

Membership

Section A: Classes of Membership.

Section 1. Membership Categories

There shall be the following categories of membership: school nutrition members, affiliate members, associate members, life members, retired members and honorary members.

A. School nutrition members – School nutrition members shall consist of employees, managers, supervisors/directors and specialists, and educators in eligible fields as defined by SNA. School nutrition members who hold individual memberships and cease to be employed in an eligible field may continue their membership until their renewal date.

B. Affiliate members – Affiliate members are members who choose the option of being non-voting supporter members. Affiliate members may be school nutrition employees working less than four hours per day or retired members.

C. Associate members – Associate member categories shall consist of students enrolled in postsecondary food, nutrition, health or other food related programs, industry consultants, corporations, international child nutrition individuals and other individuals and nongovernment organizations committed to furthering the goals of the association.

D. Ownership – School nutrition memberships may be held by an individual or be school district/organization owned. A person shall not concurrently hold both an individual and school district/organization membership. Individual membership is owned by an individual and is not transferable. School district/organization owned members may reserve the right to change to an individual membership at any time if otherwise eligible. School district/organization owned members may be transferred within the following membership categories: employees, managers, supervisors/ directors/specialists, or educators employed in eligible fields as defined by SNA.

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.

F. Retired Members. A school nutrition member who retires from eligible employment may become a retired member.

G. Honorary Members. Honorary members shall consist of persons recognized by the Board for outstanding service to the association.

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.

1. Retired school nutrition members shall have the rights and privileges of school nutrition members except they shall not be eligible for nomination to state elective office.
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.
3. Affiliate, associate and retired members shall be non-voting members.
4. All members shall be eligible to attend the Annual General Membership Meeting.

Section C: Dues

1. All members shall pay annual state and national membership dues directly to SNA.
2. Membership shall be available at any time and shall extend for one year after the membership processor receives the application and payment of dues.
3. Dues for each class of membership may be changed by a two-thirds (2/3rds) vote of the Board of Directors and reviewed every two years with no more than a 10% increase.
4. All rights and privileges of membership shall be terminated for non-payment of dues.

Article III

Officers

Section A: Elected Officers. The officers of the association shall be a president, a president-elect, a vice president, and a treasurer.

Section B: Eligibility. All officers shall hold office until the end of the annual state conference. Candidates for state office shall have held membership in the state association for at least two (2) years immediately preceding the nomination and two (2) years in SNA. Immediately preceding the nomination, the candidate shall:

1. have demonstrated leadership ability by serving on the board of directors or by serving on a state committee; and
2. be SNA and MSNA members.

Section C. Term of Office.

- a) President: The president shall serve for one (1) year or until a successor is elected.
- b) President-elect: The president-elect shall serve for one (1) year or until a successor is elected, then shall automatically succeed to the office of president.
- c) Vice President. The vice president shall be elected annually and serve for one (1) year or until a successor is elected, then automatically succeed to the office of president-elect. To be eligible for this office the vice president, a candidate shall have had previous regional board experience within the past three years and attended at least two state conferences.
- 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.

Section D: Continuation in Office. If a change in status occurs an officer shall be allowed to complete their term of office, except that the president, president-elect, and vice president must be active school nutrition members, not retired, for the entire term.

Section E: Election. Election of association officers shall be by vote by the association membership by electronic ballot at a time designated by the board of directors.

Section F: Responsibilities of Elected Officers.

- 1. The duties and responsibilities of the president shall be to:
 - a) serve as the chief elected officer of the association and other duties as outlined in the MSNA Policy and Procedure Manual.
- 2. The duties and responsibilities of the president-elect shall be to:
 - a) study the duties and responsibilities of the president, other members of the board and committees approved by the board and other duties as outlined in the MSNA Policy and Procedure Manual.
- 3. The duties and responsibilities of the vice president shall be to:
 - a) study the duties and responsibilities of the president, president-elect and other members of the board and committees and other duties as outlined in the MSNA Policy and Procedure Manual.
- 4. The duties and responsibilities of the treasurer shall be to:
 - a) supervise and monitor association funds, investments and securities and other duties as outlined in the MSNA Policy and Procedure Manual.

Section G: Vacancies. A vacancy in the office of president shall be filled by the president-elect. A vacancy in the office of president-elect shall be filled by the vice president. If a vacancy occurs in the office of vice president, the board shall elect a successor. Any officer succeeding to a partial term shall be allowed to fill their regular term as well. If a vacancy occurs in the office of treasurer, the board shall elect a successor for the remainder of the term. If a vacancy occurs in regional director, the president shall appoint a successor for the remainder of the term.

Section H. Removal from Office. Any elected officer who is found in violation of conditions required for election, a breach of fundamental principles or rules of the association or failing to work under the framework of the association may be removed from office. The Board upon receipt of the charges shall investigate the charges; hold a hearing at which the accused officer has the right to appear and speak in his or her defense before the board renders a decision.

Article IV

Meetings

Section A. Type of Meeting.

1. **Annual General Membership Meeting (State Conference)**. There shall be an annual general membership meeting, the date and place of which shall be determined by the board. The quorum for this meeting shall be those members who attend.
2. **Board of Directors**. The board shall meet immediately before and after the annual state conference and at the call of the president, or upon the request of a majority of the members of the Board. There must be a minimum of four meetings annually, one of which shall be designated as the annual meeting.
3. **Executive Committee**. The executive committee shall meet on call of the president or at the request of four members of the executive committee. The executive committee may convene at each board meeting to review matters and make recommendations.
4. **Regional Meetings**. Regional meetings should be held at least once every two years within the regions to provide training for single unit personnel.
5. **Special Meeting**. Special meetings of the membership may be called or approved by the board.
6. **Notice**. Notice of meetings may be electronic as allowed by law.

Section B: Expenses and Fees

The expenses incurred by the board of directors' members and by committee members in attending committee meetings, except those at the time of the annual state conferences shall be reimbursed with a mileage allowance, meal costs and other expenses decided upon by the board. Other paid expenses for officers shall be as the board directs, on a per diem basis and shall be included in the minutes. A common per diem shall be established for each year and be decided at the first board meeting.

Article V

Board of Directors

The Board of Directors (board) shall be the executive body of the association. The board shall formulate policies between the annual general membership meetings, adopt the annual budget, review reports and resolutions, conduct and manage the affairs and have all other powers and duties specifically provided to it by the articles of incorporation or bylaws. No member of the board shall receive a salary for their service in such capacities unless they are employed under contract by the association.

1. Composition

- a) The voting members of the board shall be the president, president-elect, vice president, treasurer, regional directors, and the chairmen of standing committees.
- 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.
- 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 the 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.
- d) Members of the board of directors shall not serve more than two (2) consecutive terms in the same office or until a replacement can be found.

2. Responsibilities. The responsibilities of the board shall be to:

- a) direct the association affairs in accordance with the philosophies, general policies and goals adopted at the annual general membership meeting;
- b) consider general and specific recommendations made by members at the annual general membership meeting;
- c) select persons to act for the association and define their specific responsibilities;
- d) adopt the annual budget including, but not limited to, budgets for all state meetings;
- e) manage and direct all financial affairs of the association;
- f) approve organizational structure and job descriptions;
- g) approve all committee and advisory committee appointments;
- h) fill vacancies of unexpired terms of Board members, unless otherwise specified;
- i) review and approve the program for all state conferences and seminars;
- j) adopt a plan of action for each ensuing year;
- k) recommend positions and policies to the members at the annual general membership meeting;
- l) provide leadership in working with allied associations and groups, which share a similar purpose;

- m) fill vacancies occurring in the office of treasurer or vice president position with previous notice and a majority of those board members present and voting; and
 - n) establish the amount of annual dues and special assessments.
3. The duties and responsibilities of regional directors shall be to:
- 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.
4. **Quorum**. A majority of the voting members of the board of directors shall constitute a quorum.

Article VI

Executive Committee

1. **Composition**. Elected members of the executive committee shall consist of the president, as chairman, president-elect, vice president, treasurer with the executive secretary serving as an *ex officio* non-voting member and immediate past president as a non-voting member.
2. **Duties**. The duties of the executive committee shall be to:
- a) Propose to the Board administrative and management policies for association business consistent with the actions and policies established by the board of directors and by the annual general membership meeting;
 - b) Conduct all business referred to it by the board;
 - c) Act for the board when the president determines that time does not permit a meeting of the entire board;
 - d) Review the annual budget and make recommendations to the board for approval;
 - e) Review the financial status of the association on a regular basis and make recommendations for action to the board;
 - f) Analyze reports and make recommendations to the board;
 - g) Approve the appointment of the chairmen of standing committees; and
 - h) Report all actions taken to the board.
3. **Quorum**. A majority of the elected members of the executive committee shall constitute a quorum.

Article VII

Regions

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.

Each region shall have a regional director, elected as herein provided, who shall be a member of the board of directors.

Article VIII

Committees

Section A: Standing Committees. There shall be the following standing committees.

1. **Nominating.** The nominating committee shall consist of school nutrition members on the board. These members should be aware of the direction of the president and the needs of the organization. The nominating committee shall consist of the president-elect, vice president, past president and the legislative chair(s). The chair of the committee shall be the president-elect. The committee shall submit the candidates and a short biography to the president and executive secretary 120 days prior to the annual state conference.
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 appropriations 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.
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.
4. **Professional Development/Certification:** 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.
5. **Marketing and Membership:** 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.
6. **Local Arrangements:** This committee shall be responsible for assisting the president-elect with local arrangements for the annual conference.

7. **Industry Partners**: 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.

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 chairmen 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.
2. Committees and advisory boards shall develop annual strategies to implement the Plan of Action.

Section C: Special Committees. Special committees and/or advisory boards shall be appointed by the president with the approval of the board.

Article IX

Parliamentary Authority

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

Article X

Amendments of Bylaws or Articles of Incorporation

Section A: Method of Proposal

Amendments to the MSNA bylaws, articles of incorporation or the standing rules shall be proposed in writing to the executive secretary postmarked at least sixty (60) days prior at the next annual general membership meeting in any one of the following ways:

1. By a majority vote of those board members present and voting;
2. By a written petition signed by 100 members of the association.

Section B: Notice

Copies of the proposed amendments shall be posted on the association website for all members or through publication in the *Messenger* at least thirty (30) days prior to the annual general membership meeting or prior to the deadline established for casting an electronic vote.

Section C: Procedure for Amending Bylaws and Articles of Incorporation.

Proposed amendments to these bylaws shall be sent to SNA in accordance with the SNA state affiliation agreement. Amendments to these bylaws or the articles of incorporation shall be adopted by a two-thirds (2/3) vote of the members present and voting at the annual general membership meeting.

Article XI

Resolutions

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 *Messenger* at least thirty (30) days prior to the annual general membership meeting or prior to the deadline established for casting an electronic vote.

Section B. No-Notice Resolutions.

By a majority of the members present and voting at an annual general membership meeting a resolution for which notice has not been received may still be presented for consideration at the meeting.

Section C. Adoption.

Adoption of resolutions shall require a two-thirds (2/3) vote of those members present and voting at the annual general membership meeting. Resolutions which are in conflict with the bylaws, the articles of incorporation or the fundamental principles of parliamentary law shall not be in order for the consideration of the annual general membership meeting.

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