

Bylaws of Delaware School Nutrition Association

Article I - Name

Section 1. Name

The name of this association shall be the Delaware School Nutrition Association also referred to as the association or DSNA, a 501(c) (3) corporation chartered in the State of Delaware. DSNA is a chartered affiliate of the School Nutrition Association, Inc. (SNA) and bound by the SNA state affiliate agreement and the SNA bylaws.

Article II – Purpose

Section 2. Specific Objectives and Purposes

In accordance with the purposes of the School Nutrition Association, this Association shall strive:

To improve health in school, community, and the nation through optimum nutritional choices and educationally sound non-profit school nutrition service.

To develop and maintain high professional standards for school nutrition services and nutrition education.

To create and promote public interest in school nutrition objectives, including pertinent legislation.

To promote interest in the recruitment and training of personnel for school nutrition services and to improve the status of school nutrition personnel.

To support the mission and values of the School Nutrition Association, Inc.

Article III - Membership

Membership shall be opened to all persons actively engaged in school nutrition programs.

Section 1

a) There shall be the following categories of membership: school nutrition members, affiliate members and associate members.

b) 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.

c) Affiliate members – Affiliate members are members who choose the option of being nonvoting supporter members. Affiliate members may be school nutrition employees working less than four hours per day or retired members.

d) Associate members – Associate member categories shall consist of retired members, students enrolled in post-secondary 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.

e) 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.

Section 3 - Rights and Privileges of Members

All DSNA active, retired and life members whose dues are currently paid as of May 31, shall be entitled to vote for the election of officers as needed.

Section 4 – Dues

Dues for the association shall be established by a 2/3 vote of the executive board as representative of the membership.

Dues for DSNA and SNA shall be remitted directly to SNA.

Article IV – Officers, Executive Board, and Committees

Section 1

Officer Eligibility: To be eligible to run for any office in the DSNA, a member must also belong to the School Nutrition Association. All elected officers except Area Representatives shall have served at least one term on the Executive Board.

Section 2

Officers: The elected officers of the DSNA shall consist of President, President-Elect, Vice President, Secretary, Treasurer, Supervisor at Large, and Area Representatives.

Section 3

Executive Board: Shall be the governing body of the Association and shall consist of the following persons; each permitted one vote:

1. Officers of the Association
2. Immediate Past-President
3. The Chairperson of each standing committee
4. Education Associate, School Nutrition Programs

Section 4

Committees: There shall be eleven (11) standing committees. The President shall appoint committee chairpersons who are members of DSNA for each committee. Special committees and/or advisory boards shall be appointed by the President with the approval of the board.

1. Membership
2. Certification
3. Nutrition Standards and Education
4. Legislative
5. Resolutions and By-Laws
6. Emergency Preparedness
7. State Conference and Industry
8. Pension Advisor
9. Continuing Education and Scholarship
10. Foundation
11. Executive

Section 5

Terms of Office: The term of office for the President, President-Elect, Vice President, Area Representative and Area Representative-Elect shall be one year. The Secretary, Treasurer, Single Unit Chairperson, and Supervisor-at-Large shall serve two year terms. The term of office shall begin following the SNA Annual National Conference.

The Executive Board Turnover Meeting of existing and new members shall be called prior to the end of the school year. If any office other than the President shall become vacant, the Executive Board, upon recommendation of the President, shall appoint a successor for the remainder of the term. If the office of the president shall become vacant, it shall be filled by the President-Elect, after which she/he shall serve her/his own term as President.

Section 6

Executive Committee: Shall consist of the President (Chair), President- Elect, Vice President, Secretary, Treasurer, and Immediate Past President.

Article V – Duties of Officers, Executive Board, Standing Committees, and Executive Committee

Section 1 President – Shall preside at the meetings of the Executive Board and exercise general administrative control over the management of the Association, shall be a member ex-officio of all standing and special committees; shall be the official representative, along with the President-Elect, of the DSNA, unless he/she is unable to attend the meeting in which case the President-Elect shall preside.

Section 2 President-Elect – Shall perform the duties of the President when necessary due to the absence or inability of the President to act, and also preside at the House of Delegates meetings. Shall be responsible for convening a committee of Area Representatives and Area Representatives-Elect to invite retired members who are to be honored at the Fall House of Delegates.

Section 3 Vice President - Coordinates agenda items for Board meetings; updates and reviews honorary membership, and performs other duties as assigned.

Section 4 Secretary - Shall take roll and record minutes of the Executive Board and House of Delegates meetings and conduct all general correspondence at the request of the President.

Section 5 Treasurer - Shall serve a two-year term and receive and have custody of all funds and securities and keep full accounts of all receipts and disbursements in books belonging to the DSNA.

Section 6 Area Representative - Shall assist the membership chairperson in activities and be responsible for member registration at all conferences. Assist the President-Elect in coordinating retiree honors at the Fall House of Delegates Meeting.

Section 7 Supervisor at Large - Shall act as a representative between the Executive Board and district supervisors and shall be responsible for distributing the annual statewide school nutrition supervisor directory.

Section 8 Immediate Past President - Shall serve on the nominating committee and shall be responsible for election procedures.

Section 9 Executive Board - Shall advise the President in formulating the policies and program of work of the DSNA.

Section 10 Standing Committees -

a) Membership: Shall be responsible for membership activities. Shall be the representative of the SNA membership chair and DSNA related concerns and activities.

b) Legislative: Shall keep the Association apprised of all legislative priorities and be an official delegate to the Legislative Action Conference.

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c) Certification: Shall administer the School Nutrition Association Certification Program.

d) Nutrition Standards/Education: Shall be responsible for promoting an interest in and assisting with the development and implementation of nutritional activities including nutrition month, which is observed during March each year.

e) Resolutions and By-Laws: Shall be responsible for obtaining, recording, and filing the resolutions presented at the House of Delegates meetings. Shall update the By-Laws when changes are approved by the membership. The Chairperson of this committee shall be a Past-President.

f) Continuing Education/Scholarships: Shall work to increase and enhance efforts to promote and improve professionalism at all School Nutrition Service levels. Shall administer the DSNA Scholarship Award.

g) State Conference and Industry: The program planning for each conference shall be executed by this chairperson assisted by the Executive Board.

h) Emergency Preparedness: Shall be responsible for Civil Defense and natural disaster activities of the DSNA. Shall also act as representative to local, state, and national committees and the Red Cross.

i) Pension: Shall attend the State Advisory Committee meetings and report to the Executive Board and House of Delegates.

j) Immediate Past President: Shall be the liaison between the past presidents and the Executive Board and supervise parliamentary procedures for all meetings.

k) Foundation: Shall be the representative for the SNA Foundation and report to the Board the activities.

l) Executive Committee: Meets as needed to conduct business of the association. Shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President.

Article VI – Elections

Section 1 The Nominating Committee shall consist of the Area Representatives, Area Representatives-Elect, the immediate Past President, and the Membership Chairperson acting as committee chairperson.

Section 2 The Nominating Committee shall submit a slate of officers to the Executive Board as needed.

Section 3 All officers of the DSNA shall be elected by the membership. A ballot of vacancies of the association shall be announced by the January Board meeting each year. Interested members shall inform the nominating committee of their interest thirty (30) days prior to the spring meeting of the House of Delegates, at which time a slate of officers will be announced by the Nominating committee and the Executive Board. Election of Association Officers and Area Representatives shall follow by acceptance approved by the general membership in attendance at the Annual Meeting.

Section 4 The installation of officers shall take place at the May Executive Board Meeting.

Article VII – Conference and Meetings

Section 1 General – There shall be at least one conference a year.

Section 2 Executive Board – Meetings of the Executive Board shall be scheduled at the discretion of the President. A quorum for the conduct of business shall consist of a majority of voting members of the Board.

Section 3 Executive Committee – The Executive Committee shall meet at the discretion of the President.

Section 4 House of Delegates – There shall be one House of Delegates meeting per year, held in the Fall. The Fall House of Delegates may coincide with the Annual DSNA Fall Conference. When needed, meetings may be held virtually and permit electronic voting.

Section 5 Legislative Action Conference – Shall be attended by the President and the Legislative Chair.

Section 6 Annual National Conference – Shall be attended by the President and President-Elect.

Section 7 Leadership Conference – Shall be attended by the President-Elect, and Vice President.
*Attendance at SNA sponsored conferences will be at the discretion of the Executive Committee.

Article VIII – Member Responsibilities

1. Pursue matters of professional interest and make appropriate recommendations to the Executive Board.
2. Review reports of Association Officers, Committee Chairperson, and make recommendations to the Executive Board for any given year.
3. All members of the House of Delegates shall cooperate with the School Nutrition Association and the DSNA.
4. The State Agency will be responsible for coordinating Outstanding Member and Outstanding Non-Member awards.
5. To attend House of Delegates meetings which meet in the Fall and Spring.
6. To represent the views of the members. This is done through the sponsorship resolutions at the House of Delegates meetings.
7. To inform the other members of the business that takes place at the House of Delegates meetings.
8. To support the DSNA and the School Nutrition Association by involvement in the activities which the above organizations sponsor.

Article IX— Fiscal Year

Section 1 The fiscal year of the Association shall coincide with that of the School Nutrition Association.

Article X IRC 501(c) (3) Tax Exemption

Provisions Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article XI Conflict of Interest and Compensation Approval Policies

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the

IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

a. Interested Person. Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

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After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Board and Board Committee Proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation Approval Policies

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

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When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation,
- b. All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 1. Is not the person who is the subject of the compensation arrangement, or a family member of such person;
 2. Is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement
 3. Does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement
 4. Has no material financial interest affected by the compensation arrangement; and
 5. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c. The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 1. Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources
 2. The availability of similar services in the geographic area of this organization
 3. Current compensation surveys compiled by independent firms
 4. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
 1. The terms of the compensation arrangement and the date it was approved
 2. The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member
 3. The comparability data obtained and relied upon and how the data was obtained
 4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.
 5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.
 6. Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
 7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 6. Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XII 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 and 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 XIII— Amendments/Resolutions

Section 1.

These bylaws may be amended by a two-thirds vote of the members of the House of Delegates at any duly constituted meeting of the members of the group. Proposed amendments shall be submitted to the President-Elect at least sixty (60) days prior to the House of Delegates Meeting. Proposed amendments to these bylaws shall be sent to SNA in accordance with the SNA state affiliation agreement.

The President-Elect shall be responsible for sending copies of the resolutions to the Executive Board and the membership, so they can be reviewed and evaluated before the House vote.

The purpose of a resolution is to present to the membership matters on which the DSNA should take action.

An amendment, which has been presented to the membership for a vote in any two consecutive years and is defeated, shall not be placed on the agenda for the House of

Delegates Meeting until the second meeting following the last meeting in which the same issue was defeated.

Section 2 Bonding: All persons holding DSNA and School Nutrition Association monies shall be duly bonded by a responsible company.

Section 3 Audit: The financial records of the DSNA shall be audited annually at the discretion of the Executive Committee.

Section 4 Disbanding: If and when the DSNA Executive Board votes to disband the organization, the funds in the bank account would be used to:

- Award a scholarship to a high school student for pursuing a career in School Nutrition or allied field.

Article XIII Bylaws for the House of Delegates of the Delaware School Nutrition Association

Organization: The House of Delegates shall consist of the Executive Board members, Past Presidents and District Delegates. All of the above shall be considered voting members except those Executive Board positions that are listed as non-voting in the Governing Rules. District delegates and alternates shall be elected by the respective district members of the DSNA. No person may exercise more than one vote, even though they may be a member of the House of Delegates in more than one capacity.

Eligibility: District Delegates shall be represented in the House of Delegates on the following basis:

1. Each school district shall have two delegates and two alternates who shall be members of the School Nutrition Association.
2. The term of office shall be for a minimum of two years.

Voting: Any official roll call shall be taken by the Secretary to verify the presence of the voting delegates. Each delegate is entitled to one vote. The district alternate shall be seated and vote only in the absence of the delegate. Two thirds of the members of the House of Delegates present shall constitute a quorum.

Article XIV Construction and Terms

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of **DSNA**, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter,

corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.