



OREGON
SCHOOL
NUTRITION
ASSOCIATION

Constitution and Bylaws

(February 2023)

OSNA BYLAWS

ARTICLE I NAME

The organization shall be known as the Oregon School Nutrition Association, with the office located at the address of the current President and/or at a post office box.

ARTICLE II
PURPOSES

The purposes of this Association shall be as follows:

1. To maintain and improve child health through promotion of nutritionally adequate and educationally sound non-profit school nutrition programs.
2. To maintain and further develop high standards for school nutrition programs.
3. To create and promote cooperation and advocacy toward nutritionally adequate school nutrition programs in the state of Oregon for every child.
4. To facilitate the professional growth of members through scheduled state meetings, training opportunities, and by the engagement of local organizations.
5. To encourage and promote interest in the training of all school nutrition personnel and to improve and protect their status.

ARTICLE III
MEMBERSHIP

1. Active Membership

Shall consist of persons employed in a food and/or nutrition program that serves meals to children at the preschool, school, school district, college, state, or federal level; persons engaged in teaching or administration at the aforementioned levels; persons engaged in teaching present or potential school foodservice personnel; personnel employed by a state affiliate; persons engaged in community nutrition programs; and persons who are students of or retired from the aforementioned programs. An active member, who ceases to be employed in a school food and/or nutrition program, may continue as an active member provided he or she does not accept employment in a non-eligible field.

2. Industry Member

Shall consist of persons employed in industry, who choose the option of being non-voting supporter-members. Industry is defined as the corporate, private, or quasi-private organizations that supply goods and services in support of the school nutrition profession.

3. Affiliate Member

Shall consist of persons that are part-time school nutrition employees or retired that elect to be a non-voting member.

ARTICLE IV
DUES

1. Members shall pay dues on an annual continuing basis. The number of members on May 31 of any year shall be the official count of members in the state association for that year.

2. Dues shall be the same as dues prescribed for membership in the School Nutrition Association plus additional state dues as may be determined. State dues shall be subject to change by vote of the membership, electronically, by mail, or at any regularly constituted meeting.

3. The collection of dues shall be the responsibility of the National Association. Renewal notices will be sent from the national office directly to each member at the end of their membership year. Dues with the renewal notice shall be returned to the SNA national office immediately upon receipt of the renewal notice from the national office. Persons joining the Association for the first time shall submit dues directly to the national association.

ARTICLE V
AFFILIATION

1. The Oregon Association shall be an affiliate of the School Nutrition Association
2. As an affiliate with more than 250 members, the state Association shall be represented in the School Nutrition Association House of Delegates by the President and President-Elect, or designated alternates if either cannot attend. Designated alternates shall be selected according to the order in which the officers and standing committee chairmen are named in this constitution. If none of these can attend, an alternate shall be appointed by the President subject to the approval of the Executive Board.
3. Affiliate Chapters. Any group of ten or more members of the Oregon School Nutrition Association may, on written application and approval by the Executive Board, become an affiliated Chapter of the State Association on the following basis.
 - A. The membership year of such affiliated Chapter shall be on an annual continuing basis.
 - B. Each Chapter shall be known as School Nutrition Association with its local name preceding such title.
 - C. A constitution in harmony with the constitution of the Oregon School Nutrition Association shall be adopted. The purpose and program of the affiliated Chapter shall be in harmony with the purposes and Plan of Action of the Oregon School Nutrition Association. Each group applying for affiliation shall submit a copy of its constitution to the President of the state Association. Each time these documents are changed there-after, the changes shall be submitted to the President within 15 days of adoption.
 - D. Applications for Chapter affiliation must be acted upon by the Executive Board of the state Association at its first meeting following receipt of the application.
 - E. Only active members of the Oregon School Nutrition Association shall serve as officers, delegates or committee chairmen of affiliated Chapters. A list of newly elected officers shall be sent to the President of the state Association within 15 days of each election.
 - F. Any Chapter not meeting these requirements shall be notified by the state Secretary, as directed by the Executive Board, that if requirements are not met within 90 days, the Chapter shall be dropped from the list of affiliated Chapters.

ARTICLE VI
ORGANIZATION- AREAS

The State of Oregon shall be divided into six (6) areas as follows:

Area I Clackamas, Clatsop, Columbia, Multnomah, Tillamook and Washington Counties

Area II Benton, Lincoln, Linn, Marion, Polk and Yamhill Counties

Area III Coos, Curry, Douglas, and Lane Counties

Area IV Jackson, Josephine, Klamath and Lake Counties

Area V Crook, Deschutes, Gilliam, Hood River, Jefferson, Sherman, Wasco and Wheeler Counties

Area VI Baker, Grant, Harney, Malheur, Morrow, Umatilla, Union and Wallowa Counties

ARTICLE VII
OFFICERS AND DUTIES

In the event of a vacancy in the office of President and President-Elect, the Secretary shall serve as President until the next regularly elected officers are installed.

In the event of a vacancy in the office of Secretary, the Treasurer shall serve as Secretary until the next regularly elected Secretary is installed,

In the event of a vacancy in the office of Treasurer, the Secretary shall serve as Treasurer until the next regularly elected Treasurer is installed.

At the discretion of the Board of Directors, the positions of Secretary and Treasurer may be filled by the same officer.

For any elected Board position that is vacated, the Board may approve an interim appointment to fulfill the remaining position(s) term.

1. The Executive Board of the Association shall be President, President-Elect, Vice-President, Secretary, Treasurer, and Past President.
2. Officers of the Board shall be elected as provided herein and shall serve for their elected term or until duly qualified successors shall be elected.

A. **President**

The President shall take office on the first of August following the election and serve for one year. At the close of the next membership year and after elections, shall automatically become Immediate Past President of the Association

Duties

The President shall be the chief executive officer of the Association, the Chairman of the Executive Board and the ex-officio member of all committees. The President shall preside at all meetings of the Association, the Executive Board and House of Delegates; appoint, subject to the approval of the Executive Board, chairmen of all committees, and approve members of all committees except as herein provided; co-sign checks, as required by policy, for payment of bills; see that all orders and resolutions of the Executive Board are carried out; serve as a delegate to the School Nutrition Association House of Delegates, and perform all other duties usually associated with the office of President or specifically provided for herein.

B. **President-Elect**

The President- Elect shall serve for one year, and at the close of the next membership year after election shall automatically become President of the Association.

Duties

The President-Elect shall become acquainted with all duties devolving upon the President, other officers, Executive Board, committees and affiliated Chapters; serve as General Chairman for the annual state Conference unless otherwise provided by Executive Board action; serve as a member of the Budget Committee; and perform the duties of the President in the case of absence.

C. **Vice President**

The Vice-President shall serve for one year, and at the close of the next membership year after election shall become President-Elect of the Association.

Duties

The Vice-President shall assist the President-Elect in their duties as requested; serve on the Industry Committee, as a representative of the Board; and promote benefits of OSNA membership to current and prospective members.

D. **Immediate Past President**

The Immediate Past President shall serve for one year, and at the close of the next membership year conclude their service on the OSNA Board.

Duties

The Past President shall serve as a consultant to the Board and preside over the March state conference vendor food show.

E. **Secretary**

The Secretary shall take office on the first of August following election and serve for two years.

Duties

A newly elected Secretary shall cross-train with the incumbent until the end of their elected term. The Secretary shall be responsible for keeping a correct record of all the meetings of the Association in books or electronic content belonging to the Association; send notices and minutes of meetings to members of the Executive Board; conduct such correspondence as the Association, the Executive Board shall direct; and arrange and conduct elections as herein provided.

F. **Treasurer**

The Treasurer shall take office on the first of August following election and serve for two years.

Duties

The Treasurer shall receive and have custody of all other securities of the Association; keep full and accurate account of all receipts and disbursements in books belonging to the Association; issue and sign checks, pay all bills, present

financial activities at scheduled regular Board meetings; maintain reconciliation of accounts; and present a summary to the Board at the end each fiscal year and at the end of their term of office; and serve as Chair of the Budget Committee.

The Treasurer will coordinate and facilitate, with a licensed firm, to provide an audit of OSNA every four (4) years. Audit outcomes shall be presented to the OSNA Board at the proceeding or designated regular Board meeting.

G. **Area Representatives**

Area Representatives shall take office on the first of August following election and serve for two years.

Duties

The Area Representatives shall promote the Plan of Action of the Association and keep the membership in their area informed of the activities of the state Association. They will promote membership and assist in organizing new Chapters, attend meetings of local Chapters, and submit reports to the Executive Board as requested.

H. **Industry Member**

The Industry Member shall take office on the first of August following appointment by the Board of Directors and serve for two years.

Duties

The Industry Member shall promote the Plan of Action of the Association and keep industry and associate members informed of the activities of the state Association. They will promote membership among industry and associate members, and submit reports to the Executive Board as requested. The Industry Member shall be a non-voting member of the board.

ARTICLE VIII
GOVERNMENT

1. Management
The affairs of the Association shall be managed and conducted by the Executive Board.

2. Executive Board Organization
Members of the Executive Board shall be the elected officers of: Vice-President, President-Elect, President, Secretary, Treasurer, and the Immediate Past President. Past Presidents may serve as consultants to the Executive Board.

Duties

The Executive Board shall determine administrative policies and provide oversight of the business of the association. The Executive Board shall have the following responsibilities:

- a) To make and amend rules of procedure, consistent with the Constitution and by-laws, for the management of the Association's affairs.
- b) To review and approve statements of expenses.
- c) To decide upon questions of cooperation with other state associations.
- d) To review and approve the program for each State Conference.
- e) To review and approve the plans and Program of Work for all committees.
- f) To fill, at a meeting of the Board or by written or email ballot, vacancies in any elective office, and to replace officers unable to fulfill the responsibilities of their position.
- g) If the President is unable to fulfill the duties of their position, the Secretary Treasurer shall preside over that office until either:
 - i. A Past President is identified to fulfill the duties, or
 - ii. the next election cycle

3. The Board shall meet at the call of the President or upon request of seven members of the Board. Seven members shall constitute a quorum. Minutes of the meetings shall be sent and made available to all members of the Board.

- a) In the event multiple vacancies of the Board occur and a quorum as defined above is unattainable, a quorum may be established as the majority of non-vacant offices of the Board.
- b) Any motions made with a reduced quorum are considered privileged motions and should be exercised reluctantly.

ARTICLE IX ELECTIONS

1. Ballots

Election of the officers of the Association shall be held annually in February. The Vice President will coordinate with area representatives to communicate with members on those positions that are up for election and for recruiting candidates. The Secretary will gather the list of nominees and their bios and prepare the ballots. Ballots will be sent electronically to all members in good standing. The Secretary will be responsible for collecting results and reporting the results to the President. Election results will be announced at the annual state conference.

2. Eligibility

To be eligible for nomination to any Executive Position, a member must have held membership in the Association for at least two (2) years immediately preceding the nomination. A member seeking nomination should have shown leadership and ability by effectively serving the state or local school food service association as an officer, on a committee, or as a program participant, and have demonstrated interest in Association affairs by having attended at least one state conference.

President - Elect

A member of the executive board or as Chairman of a functioning committee within the preceding three years, must have attended at least one state conference within the period.

Vice President

The candidate shall be an active OSNA/SNA member, elected annually and agree to a 4 year commitment.

Secretary

The Secretary shall be elected for a two-year term, to be elected in even years. In the case the Secretary and Treasurer are the same officer; the combined position shall be on the even year election cycle.

Treasurer

The Treasurer shall be elected for a two-year term, to be elected in odd years. In the case the Secretary and Treasurer are the same officer; the combined position shall be on the even year election cycle.

Area Representatives

Area Representatives shall be elected for a two-year term, with the Representatives for the even-numbered areas to be elected in even years only and the Representatives for the odd-numbered areas to be elected in odd years only. Voting for the offices of Area Representatives shall be limited to the membership of the area concerned.

Industry Member

The Industry Member shall be appointed to a two-year term.

3. All active members whose dues are not in arrears shall be entitled to cast one vote toward the slate of candidates nominated for the election of officers for the ensuing term(s).

ARTICLE X
ACTIVITIES

The activities of the Association shall be conducted by the Executive Board and committees.

Committees:

All standing committees report to the Executive Board. Special committees are commissioned by the Board as needed or as requested by the membership.

- a) Terms: Members shall be appointed by the President, subject to Board approval, for a one year term unless otherwise specified.
- b) Eligibility: It is recommended, members of a committee or an advisory board shall be SNA certified with the exception of Associate Industry members
- c) Structure: Given the opportunity, there shall be a co-chair for all standing committees

There shall be the following standing committees:

1. Budget

This committee shall consist of the Treasurer as Chairman, the President, President-elect, and a Past-President, appointed by the President. This committee shall draft a budget of expenditures for the ensuing fiscal year and submit it to the Executive Board for approval; select certified public accountants or other qualified persons to audit the Association's accounts; and give counsel upon any and all financial matters affecting the Association if so requested by any of its governing bodied committees or affiliated Chapters.

2. Nominating

This committee shall consist of all Area Representatives and chaired by the Vice President.

3. Professional Development

This committee shall consist of a chairman and at least four people appointed by the President and approved by the Executive Board. The committee shall be responsible for organizing and promoting educational opportunities for members, including certification.

4. Legislative.

This committee shall consist of a chairman and at least two other members appointed by the President with the approval of the Executive board. This committee shall, under the direction of the Chairman, review correspondence received from the School Nutrition Association Legislative Chairman, and keep the Executive board and affiliate Chapters informed on legislation relating to school food services.

5. Industry

This committee shall consist of two co-chairs and an equal number of members from both school and industry membership. This committee is charged with the planning of professional development and advocacy activities offered at the Industry Seminar held annually in October.

Designated co-chairs may be any member of the association in good standing. The Vice President shall participate in the committee as an executive Board representative and facilitate updates or reports to the Board, at least but not less than, annually.

This committee shall consist of equal members from both school and industry. Up to three (3) members may attend Annual National Conference and/or, Legislative Action Conference, and/or School Nutrition Industry and/or American Commodity Distribution Association. The Board of Directors or OSNA policy shall pay allowable costs or reimbursements for expenses related to this travel allowance.

The following Special Committees may be commissioned by the Board as needed or requested:

6. Nutrition Standards and Nutrition Education

This committee shall consist of a chairman and at least two other members and shall be responsible for making available to the membership current nutrition information, access, and updates due to changing program standards or the Reauthorization process; through development and/or distribution of information and materials.

7. Editorial.

This committee shall consist of a Chairman and at least two other members appointed by the President with approval of the Executive Board, and shall be responsible for preparing and issuing an Association newsletter. The Chairman shall serve as Newsletter Editor.

8. Membership.

The Membership Chair shall be responsible for promoting membership and maintaining membership files. The Membership Chair shall report to the Executive Board.

ARTICLE XI
MEETINGS

1. Executive Board Meeting.

Executive Board meetings shall be held for the purpose of considering information, reports, transactions and other business of the Association.

Regularly scheduled Board meetings shall be held as follows:

- A. Joint meeting with the incoming Board at the time of the annual spring conference.
- B. Meeting following the spring conference and prior to July 1.
- C. Meeting following the School Nutrition Association summer convention, or in early fall.
- D. Other meetings on call of the President as needed, or upon request of seven voting members of the Board.

2. Special Meetings.

Special meetings of the members may be called by the Executive Board. Members shall be notified of these special meetings fourteen days in advance.

ARTICLE XII
FISCAL YEAR

The fiscal year of the Association shall be September 1 through August 31.

ARTICLE XIII
AMENDMENTS

1. Proposed amendments for this Constitution & Bylaws may be submitted:
 1. By any OSNA member in good standing, an affiliated Chapter, or small group of members who shall request Executive Board action on their proposed amendment. If approved, it shall be presented to the membership as provided herein, or
 2. By majority vote of the Executive Board.

Procedures for Amending Constitution & Bylaws:

1. Amendments to these bylaws shall be proposed in writing no later than 45 days prior to any Executive Board meeting.
2. Proposed amendments will be printed in the OSNA newsletter and posted to the OSNA website at least 45 and up to 90 days prior to the final vote by the Executive Board to allow members sufficient time to comment on proposed and approved amendment(s).

ARTICLE XIV
PROCEDURE

1. "Robert's Rules of Order Revised" shall constitute the parliamentary authority when conducting meetings of the Association.

ARTICLE XV
EFFECTIVE DATE

Constitution adopted October 1950.

Revisions made, approved and became effective on the following dates:

July	1	1954
February	5	1957
July	1	1963
January	15	1965
March	6	1966
November	15	1967
July	1	1968
May	15	1970
July	1	1973
July	1	1978
March	11	1989
March	12	1999
Sept	30	2007
		2010
Jan	18	2019
March		2022
March		2023