

**BYLAWS**  
**WASHINGTON SCHOOL NUTRITION ASSOCIATION**  
**March, 2017**

**Article I**  
**Membership**

**Section A. Classes of Membership.**

Membership shall consist of three membership classes that define who is eligible to join the Association: School Food Service and Nutrition Members, Associate Members, and Affiliate Members. All membership classes refer to both individual members and district-owned members.

1. **School Food Service and Nutrition Members:** Includes employees, managers, supervisors/directors and educators employed in an eligible field.
2. **Associate Members:** Consists of retired members, students enrolled in post-secondary school food service programs, industry, and others committed to furthering the goals of the Association.
3. **Affiliate Members:** This classification is optional for retired members and school food service employees working less than four hours per day who want to be supporter members. They will not receive the School Nutrition magazine. They will receive the Washington Apple Press. Affiliate members will continue to be entitled to discounts to meetings, the Emporium, and membership rates for certification.

**Section B. Eligible Field:**

Eligible field shall be defined as:

1. Persons employed at the child care, preschool, school, school district, college, state, or federal levels in a food and nutrition program which serves meals to children.
2. Persons engaged in teaching or administration at the aforementioned levels.
3. Persons engaged in teaching present or potential school food service personnel.
4. Persons engaged in community nutrition programs.
5. Persons employed by WSNA.

**Section C. Rights and Privileges of Members.**

All active School Food Service and Nutrition and Associate retired 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 upon any matter submitted to the voting membership.

1. School Food Service and Nutrition members who cease to be employed in an eligible field may continue as active members until their membership renewal date.
2. Affiliate members shall have the rights and privileges of active members except they shall not be eligible for nomination to elective office.
3. All members shall be eligible to attend the Delegate Assembly.

**Section D. Membership Expulsion**

Suspension or Revocation of Membership or Privileges of Membership for Cause: In accordance with the mission and vision of WSNA and its responsibilities to its members and the public, the Board may suspend, revoke or terminate any membership, any privilege of membership or any participation in WSNA programs or activities for conduct which is contrary to the purposes of the Association, or in conflict with its policies. Any proceeding for suspension, revocation or termination of membership, privileges of membership or participation in WSNA activities shall be conducted in good faith and in a fair, nondiscriminatory and reasonable manner, consistent with applicable law and regulatory requirements for non-profit corporations and the bylaws. In taking any action authorized by this provision, the officers and directors shall be entitled to rely on competent expert advice, facts disclosed by investigation, admissions or any other reasonable evidence, but shall not be required to observe particular federal or state rules of evidence or judicial procedures.

**Section E. Dues**

1. Dues for School Food Service and Nutrition members shall be established by a two-thirds vote of members in attendance at the Delegate Assembly.
2. Dues for associate and affiliate members shall be established by the Board.
3. The Board may approve a discount of member dues for the purpose of promoting membership.

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1 4. All rights and privileges of membership shall be terminated for nonpayment of dues.  
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3 **Section F. Chapter affiliates.**

4 Each chapter affiliate shall be chartered by the Board.

5 Each chapter affiliate shall be entitled to representation in WSNA, provided the following conditions are met:

- 6 1. A Chapter affiliate may establish separate membership dues so long as such dues do not exceed a sum equal to the  
7 state dues for such member's class of membership.
- 8 2. Chapter Affiliate Constitution and/or Bylaws shall not conflict with the WSNA Bylaws or standing Rules.
- 9 3. Only School Food Service and Nutrition members regularly employed in an eligible field shall be eligible to  
10 serve as officers of Chapter affiliates.
- 11 4. Each Chapter shall support WSNA's Plan of Action.

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13 **Article II**  
14 **Officers**  
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16 **Section A. Elected Officers.** The elected officers shall be: President, President-elect, Vice President,  
17 Secretary/Treasurer, Regional Leads, and two members of the Nominating Committee.  
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19 **Section B. Eligibility and Terms of Office:** All officers shall hold office until the end of the Annual State  
20 Conference. Candidates for State office shall have held membership in SNA, WSNA, or SNA State Affiliate for at  
21 least three years for Regional Leads and Nominating Committee and five years for Vice-President and Secretary-  
22 Treasurer. The candidate shall:

- 23 1. Have demonstrated leadership ability by serving on the Executive Board of a Chapter affiliate or by serving on a  
24 State committee or advisory board.
- 25 2. Be regularly employed in an eligible field including being employed as a District Director, Supervisor, Regional  
26 Manager or corporate officer of a for-profit organization.
- 27 3. Be elected for a specified term and shall retain active membership at the time of nomination and election. If a  
28 change in status occurs they shall complete their term of office provided one year of their term has been  
29 completed.
- 30 4. Shall be SNA certified and/or credentialed members.
- 31 5. Shall serve no more than two terms per elected office except nominating committee.
  - 32 a. **President:** The President shall be the chief elected officer and shall serve one term and shall perform all  
33 duties as listed in the job description.
  - 34 b. **President-Elect:** The President-elect shall serve for one year and shall perform all duties as listed in the job  
35 description.
  - 36 c. **Vice President:** Shall be elected annually, serve for one year, and shall perform all duties as listed in the job  
37 description. To be eligible for this office, a candidate shall:
    - 38 1. Have had previous service on the Board.
    - 39 2. Have served on a standing committee or advisory board within the past five years.
    - 40 3. Have attended one of the last three State Conferences.
  - 41 d. **Secretary/Treasurer:** The secretary/treasurer shall be elected in even numbered years, shall serve for two  
42 years, and shall perform all duties as listed in the job description.
  - 43 e. **Regional Leads:** Regional Leads shall be elected for a two-year term and shall perform all duties as listed  
44 in the job description; their place of employment shall be in the respective area at the time of nomination  
45 and election. If a change in area of employment occurs they shall complete their term of office provided one  
46 year of their term has been completed.  
47 Elections shall be on the following schedule: even numbered areas even years, odd numbered areas odd  
48 years.
  - 49 f. **Nominating Committee:** Shall consist of a committee of three. The chair will be the Immediate Past  
50 President. Positions two and three will be members at large elected annually.
  - 51 g. **Bylaws Committee:** The current Past President as Chair.

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1 **Section C: Elections.** Elections shall be held at The Annual State Conference. WSNA members in good standing  
2 and not planning to attend the ASC can vote by completing the request form for absentee ballots published in the  
3 summer edition of the WSNA *Apple Press*. The Board shall determine time lines for balloting procedures and  
4 notification of candidates.

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6 **Section D. Executive Committee**

7 Shall consist of President, President-Elect, Vice President, Secretary/Treasurer, Leadership Chair and one Member  
8 at Large to be appointed by the President. The WSNA Executive Director shall be a non-voting member.

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10 **Article III**  
11 **Meetings**

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13 **Section A. Type of Meeting**

- 14 1. **Annual State Conference (ASC):** There shall be an Annual State Conference, the date and place determined by  
15 the Board.
- 16 2. **Delegate Assembly:** There may be a Delegate Assembly called by the President and held at the Annual State  
17 Conference, when recommended by the Bylaws Committee or the Executive Board.
- 18 3. **Executive Board:** There shall be four Executive Board Meetings: one immediately before and one during or  
19 immediately after the Annual State Conference, one to be called by the President in the fall and one to be called  
20 by the President in the spring. Additional meetings may be scheduled as needed
- 21 4. **Executive Committee:** The Executive Committee shall meet on call of the President or at the request of the  
22 members of the Executive Committee. The Executive Committee shall convene prior to any Board meeting to  
23 review issues, budgets, and budget reports, and make recommendations to the Executive Board.
- 24 5. **Legislative Conference:** A legislative conference may be held annually to evaluate legislative needs and plan  
25 strategies for legislative activities.
- 26 6. **Industry Seminar:** An Industry Seminar may be held annually to provide dialogue between WSNA and industry  
27 to project program needs and share technical assistance and expertise.
- 28 7. **Leadership Seminars:** Leadership Seminars may be held annually. The purpose of the seminar is to develop  
29 leadership and present WSNA's Plan of Action for the ensuing year.
- 30 8. **Fall Workshops:** Workshops to provide educational opportunities will be held in regions of the state.
- 31 9. **Spring Workshop(s):** Workshop(s) to provide educational opportunities in a region of the state.
- 32 10. **Special Meetings:** Special meetings and seminars may be called or approved by the Board.

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34 **Section B. Expenses.** The Board shall set limits within budgetary restraints for reimbursement of, and procedures  
35 for, expenditures by WSNA officers and members who travel on official WSNA business.

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37 **Article IV**  
38 **Delegate Assembly**

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40 The Delegate Assembly shall formulate the philosophies and goals under which the Executive Board manages the  
41 affairs of WSNA. The Delegate Assembly may hear committee and officers reports. The Delegate Assembly shall  
42 take action on recommendations, resolutions, and amendments to the Articles of Incorporation and Bylaws, and have  
43 all other powers and duties specifically provided to it by the Articles of Incorporation and Bylaws.

44 1. **Composition:**

- 45 a. The voting members shall include the Board and all members in attendance.
- 46 b. Voting members of the Delegate Assembly shall be all members in attendance.
- 47 c. All members and the WSNA Executive Director have the right to speak at the Delegate Assembly.
- 48 d. Delegate Assembly will be held during an Annual State Conference. The exact time and place will be  
49 decided by the Executive Board.

50 2. **Responsibilities:**

- 51 a. Formulates the philosophies and goals.
- 52 b. Debates and reviews matters of professional interest.

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- 1 c. Makes general and specific recommendations to the Board.  
2 d. Reviews the annual Plan of Action.  
3 e. May review reports of Chapter affiliates, Board members, State committees and Advisory boards.  
4 f. Takes action on proposed resolutions and amendments to the Bylaws.  
5 3. **Voting:** Each member is entitled to one vote.  
6 4. **Quorum:** One Tenth of WSNA membership shall constitute a quorum at the Delegate Assembly.  
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**Article V**  
**Executive Board**

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10 The Executive Board ("Board") shall be the policy-making and executive body of WSNA with full accountability and oversight for legal compliance, good name, and the financial well-being of the Association. The Board shall formulate policies between the meetings of the Delegate Assembly, 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 and Bylaws, which are necessary to achieve the objectives not specifically, delegated to other agents or agencies by the Articles of Incorporation or Bylaws.

17 1. **Composition**

- 18 a. Elected members shall consist of the President, President-Elect, Vice President, Secretary/Treasurer and  
19 Regional Leads.  
20 b. Members appointed by the President shall be chairs of Standing Committees, Parliamentarian (may be  
21 combined with another position), Member at Large, and Industry Representative.  
22 c. Non-voting members shall be an OSPI liaison and the WSNA Executive Director.

23 2. **Responsibilities**

- 24 a. Directs WSNA affairs in accordance with the philosophies, general policies and goals adopted by the  
25 House.  
26 b. Considers general and specific recommendations made at the Delegate Assembly.  
27 c. Appoints persons to act for WSNA and defines their specific responsibilities.  
28 d. Adopts the annual budget including but not limited to, budgets for all state meetings.  
29 e. Manages and directs all financial affairs.  
30 f. Adopts the audit of WSNA books.  
31 g. Authorizes persons to sign checks, contracts, and other documents for WSNA.  
32 h. Approves all committee appointments.  
33 i. Fills vacancies of unexpired terms of Board Members, unless otherwise specified.  
34 j. Adopts a Plan of Action for the ensuing year prior to the ASC.  
35 k. Recommends positions and policies to the Delegate Assembly.  
36 l. Provides leadership in working with allied associations and groups which share a similar purpose.  
37 m. Fills vacancies occurring in office by a majority vote.  
38 n. Authority to make corrections to the bylaws: such as clerical, punctuation and grammar, without changing  
39 the intent of the bylaws.

- 40 3. **Quorum:** A simple majority of the members shall constitute a quorum.  
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**Article VI**  
**Voting**

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44 The Executive Board may hold a vote upon any motion by notifying Board members. Vote may be determined by hand, voice, email or fax. A simple majority must be obtained for successful passage.  
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**Article VII**  
**Regions**

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51 **Section A. Leadership Chair:**

52 The Leadership Chair shall be appointed by the President from the elected senior members of the Regional Leads.  
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**Article VIII  
Committees**

**Section A. Standing Committees:**

1. There shall be the following standing committees.
  - a. Executive (President, Pres Elect, Vice Pres, Sec/Treas, Member at Large, Leadership chair, and Executive Director)
  - b. Leadership (all Regional Leads)
  - c. Educational Services
  - d. Membership/ Certification/ Credentialing
  - e. Marketing/ Communication
  - f. Industry Advisory
  - g. Public Policy and Legislation
  - h. Bylaws Committee
2. All standing committees report to the Board.
  - 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 advisory board shall be SNA certified and/or credentialed with the exception of WSNA Industry members.
  - c. **Structure:** There may be a co-chair for the following standing committees: Leadership, Membership/Certification/Credentialing and Public Policy & Legislation.

**Section B. Special Committees:** Special committees and/or advisory boards shall be appointed by the President with the approval of the Board.

**Article IX  
Publications/Communications**

**Section A. The Apple Press.** The Apple Press shall be the official publication of WSNA.

**Section B. Other Publications.** The Board shall authorize other publications and establish such procedures as are necessary.

**Article X  
Removal from Office**

Any elected officer who is found in violation of conditions required for election, a breach of fundamental principles or rules of WSNA, or failing to work under the framework of WSNA may be removed from office. The Board, upon receipt of charges shall investigate the charges, hold a hearing and render a decision.

**Article XI  
Parliamentary Authority**

The current edition of Sturgis' Standard Code of Parliamentary Procedure governs WSNA in all parliamentary situations that are not otherwise provided for in the law, the Articles of Incorporation, Bylaws or Standing rules.

**Article XII  
Amendments**

**Section A. Method of Proposal.** Amendments to these Bylaws shall be proposed in writing no later than 120 days prior to ASC in any one of the following ways:

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1. By an official request of a Chapter affiliate
2. By majority vote of the Board
3. By an official request of WSNA committees or advisory boards
4. By written petition signed by 25 members

**Section B. Procedure for Amending Bylaws:**

Amendments to bylaws shall be adopted by a simple majority vote at the Delegate Assembly or by a simple majority mail vote returned

1. Provided the Chair of the Resolutions and Bylaws Committee receives the amendments in writing, postmarked 120 days prior to ASC to be considered at the next ASC.
2. Provided copies of the proposed amendments have been mailed to all members through publication in *The Apple Press* or posted on WSNA's website, or by direct mail at least twenty days prior to the Annual State Conference or deadline for casting a mail vote.

**Article XIII**  
**Resolutions**

1. All proposed resolutions to be considered at the Annual State Conference shall be submitted to the Chair of Resolutions and Bylaws Committee in writing, postmarked no later than 90 days prior to ASC. Upon consent of a majority of the members present a written resolution may be submitted from the floor of the Delegate Assembly.
2. Proposed resolutions submitted by 90 days prior to ASC shall be mailed to all members through publication in *The Apple Press* or posted on WSNA's website, or by direct mail twenty days prior to the ASC.
3. Adoption of proposed resolutions shall require a majority vote.
4. Resolutions that are in conflict with the Bylaws shall not be presented to the Delegate Assembly.

**Article XIV**  
**Effective Date**

Bylaws shall become effective March 10, 2017.

Linda Hoel  
WSNA President

Patricia Dela Cruz  
Bylaws Chair