

**CALIFORNIA SCHOOL NUTRITION ASSOCIATION, INC.
BYLAWS**

**January 30, 2010
Last modified by the House of Delegates
on January 30, 2010, in Santa Clara, California.**

TABLE OF CONTENTS

ARTICLE I.	AFFILIATION.....	1
ARTICLE II.	MEMBERSHIP.....	1
	SECTION (A) CLASSES OF MEMBERSHIP	1
	SECTION (B) ELIGIBLE FIELD	2
	SECTION (C) RIGHTS AND PRIVILEGES OF MEMBERS	2
	SECTION (D) DUES.....	3
	SECTION (E) AFFILIATE CHAPTERS	3
ARTICLE III.	OFFICERS	3
	SECTION (A) ELECTED OFFICERS	3
	SECTION (B) ELIGIBILITY AND TERMS OF OFFICE	3
	SECTION (C) ELECTION.....	5
	SECTION (D) RESPONSIBILITIES	6
ARTICLE IV.	HEADQUARTERS OFFICE.....	8
	SECTION (A) ESTABLISHMENT	8
	SECTION (B) PURPOSE.....	8
	SECTION (C) SITE.....	8
	SECTION (D) STAFF.....	8
	SECTION (E) CONTRACT	8
ARTICLE V.	MEETINGS.....	8
	SECTION (A) TYPE OF MEETING	8
	SECTION (B) EXPENSES.....	9
ARTICLE VI.	FISCAL YEAR	9
ARTICLE VII.	HOUSE OF DELEGATES	10
ARTICLE VIII.	BOARD OF DIRECTORS	10
ARTICLE IX.	EXECUTIVE AND FINANCE COMMITTEE.....	11
ARTICLE X.	REGIONS	12
ARTICLE XI.	COMMITTEES.....	12
	SECTION (A) STANDING COMMITTEES.....	12
	SECTION (B) SPECIAL COMMITTEES	12

ARTICLE XIII. PUBLICATIONS.....	12
SECTION (A) <i>POPPY SEEDS</i>	12
SECTION (B) OTHER PUBLICATIONS	12
ARTICLE XIV. REMOVAL FROM OFFICE.....	12
ARTICLE XV. PARLIAMENTARY AUTHORITY.	13
ARTICLE XVI. AMENDMENTS.....	13
SECTION (A) METHOD OF PROPOSAL.....	13
SECTION (B) PROCEDURE FOR AMENDING BYLAWS	13
ARTICLE XVII. RESOLUTIONS	13
ARTICLE XVIII. MEMBERSHIP LISTS AND ENDORSEMENTS.....	14
SECTION (A) MEMBERSHIP LISTS.....	14
SECTION (B) ENDORSEMENT.....	14
ARTICLE XIX. EFFECTIVE DATE.....	14
ARTICLE XX. DISSOLUTION	14

CALIFORNIA SCHOOL NUTRITION ASSOCIATION BYLAWS

ARTICLE I. AFFILIATION

California School Nutrition Association, Inc., hereinafter referred to as **CSNA**, shall be affiliated with the American School Nutrition Association, hereinafter referred to as **SNA**.

ARTICLE II. MEMBERSHIP

SECTION (A) CLASSES OF MEMBERSHIP. Membership in **CSNA** shall consist of five classes: School Food Service and Nutrition, Associate, Affiliate, Life and Honorary.

1. **School Food Service and Nutrition Members.** School Food Service and Nutrition member categories shall consist of employees, managers, supervisors, directors, specialists and educators employed in eligible fields. A member in this class who ceases to be employed may continue as a member in this class provided employment has not been accepted in a non-eligible field.
2. **Associate Members.** Associate member categories shall consist of retired members, students enrolled in post-secondary school food service programs, industry individuals, corporations and others committed to furthering the goals of the Association.
 - a. **Retired Members.** Retired members shall consist of a School Food Service and Nutrition member who retires from an eligible field, provided employment has not been accepted in a non-eligible field. Periodic employment less than six months within each school year will not alter retired status.
 - b. **Student Members.** Student members shall consist of persons enrolled in post-secondary institutions with curriculum emphasis on food service management, dietetics, nutrition, or other related areas of study. Student members shall not be currently employed in school food service.
 - c. **Industry Members.** Industry members shall consist of individuals in industry, including food service management companies, who are committed to furthering the goals of the Association and do not qualify for other types of membership. An Industry member does not have the right to vote, except for Industry Representative, serve as a delegate, or hold elected office for any position other than Industry Representative.
 - d. **Consultant Members.** Consultant members shall consist of individual members who provide consulting services and/or work as independent contractors or independent consultants in the area of School Nutrition. A Consultant member does not have the right to vote, except for Industry Representative, or hold elected office for any position other than Industry Representative.
3. **Affiliate Members.** Affiliate member categories shall consist of non-voting supporter members.
 - a. **Retired members** who choose this category.
 - b. Persons engaged in non-school community nutrition programs.

4. **Life Members.** Life membership shall be conferred on the President upon completion of office. In addition to lifetime membership in **CSNA**, a plaque, and a Presidents pin shall be given to the outgoing President. In order to vote, serve as a delegate, or hold office, other qualifying membership requirements must be met. Past Presidents shall still have the right to participate in the House of Delegates as full voting delegates.

5. **Honorary Members.** Honorary members shall consist of persons recognized by the Executive and Finance Committee for outstanding service to the Association and must have received the Honorary Merit Award. One award may be issued annually, which consists of a suitably framed parchment certificate or plaque and a lifetime membership to **CSNA**. Selection of Honorary members shall not be limited to current **CSNA** membership Honorary members shall not have the right to vote, serve as delegates or hold office unless other qualifying membership requirements are met.

SECTION (B) ELIGIBLE FIELD. Eligible field shall be defined as:

1. Person employed at the preschool, school, school district, college, state or federal levels in a food and nutrition program that serves meals.
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 employed by the Association.

SECTION (C) RIGHTS AND PRIVILEGES OF MEMBERS. All School Food Service and Nutrition members and Associate Retired members, whose dues are currently paid, shall be entitled to vote for the election of officers and to vote by mail upon any matter submitted to the voting membership.

1. **Retired Members.** Retired members shall have the rights and privileges of School Food Service and Nutrition members except they shall not be eligible for nomination to elective office.
2. **Life Members.** Life members shall have all rights and privileges of School Food Service and 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. **Associate Members.** Associate members with the exception of Retired members and the Industry Representative shall be non-voting members. Industry members shall be entitled to vote for the election of the Industry Representative to the Board of Directors.
4. **Affiliate Members.** Affiliate members shall be non-voting members.
5. All members of **CSNA** shall be eligible to attend the House of Delegates.
6. The official publication, **POPPY SEEDS**, shall be distributed to all members.

SECTION (D) DUES.

1. Dues for each class of membership may be changed by two-thirds affirmative vote of the Board of Directors.
2. The Board of Directors may approve a discount of member dues for the purpose of promoting membership.
3. Membership in **CSNA** and all rights and privileges thereof shall be terminated if at any time the member's dues are unpaid.

SECTION (E) AFFILIATE CHAPTERS

1. **Composition.**
 - a. Any group of five or more members on written application may become an affiliate chapter of **CSNA**. Each chapter shall be known as School Nutrition Association with its local name preceding the title and assigned a chapter number.
 - b. Affiliation applications must be approved by the **CSNA** President, Membership Director, and the Regional Coordinator involved. The membership year of such affiliated chapter shall be the same as **CSNA**.
2. **Responsibilities.**
 - a. A chapter at minimum will have one elected or appointed official called the Chapter President.
 - b. The Program of Work of the affiliate chapters shall be in harmony with the **CSNA** Program of Work.
3. **Removal of Chapter.** Any chapter not meeting these requirements may be removed and the chapter numbers may be reassigned to newly organized chapters with the approval of the Board of Directors.

ARTICLE III. OFFICERS.

SECTION (A) ELECTED OFFICERS. The elected officers shall be: President, President-Elect, Vice President, Secretary, Treasurer, Membership Director, Regional Coordinators, School Nutrition Representative, and Industry Representative.

SECTION (B) ELIGIBILITY AND TERMS OF OFFICE. All officers shall hold office until the beginning of the Annual Leadership Workshop. The eligible candidate shall:

- Have demonstrated leadership ability.
- Be regularly employed in an eligible field.

- Be ineligible for re-election as Vice President. Secretary, Treasurer, and Membership Director may serve a maximum of two terms. Regional Coordinators may serve a maximum of three terms. In the event there are no other candidates, this requirement will be reviewed by the nominating committee.
- Be elected for a specified term and shall retain CSNA and SNA membership during the time of nomination, election and term of office.

Terms of Office:

1. **President.** The President shall be the chief elected officer of **CSNA**, shall serve one year.
2. **President-Elect.** The President-Elect shall be elected annually to serve a one year term, and assume the office of President at the beginning of the Annual Leadership Workshop. Shall by the time of installation have been a member of the **CSNA** Board of Directors for two years in the preceding five year period; shall have attended at least two Board of Directors meetings and one annual state conference; shall be familiar with **CSNA** Bylaws, Standing Rules, and Officer's Guide; shall have the ability to devote adequate time and resources to **CSNA**'s activities; and shall have demonstrated ability of leadership.
3. **Vice President.** The Vice President shall be elected annually to serve a one year term, and assume the office of President-Elect at the beginning of the Annual Leadership Workshop. Shall by the time of installation have been a member of the **CSNA** Board of Directors for two years in the preceding five year period or a chapter president in the preceding three years; shall have attended at least two Board of Directors meetings, one house of delegates and one annual state conference in the last five years; shall be familiar with **CSNA** Bylaws, Standing Rules, and Officer's Guide; shall have the ability to devote adequate time and resources to **CSNA**'s activities; and shall have demonstrated ability of leadership.
4. **Secretary.** The Secretary shall be elected in odd numbered years and serve for two years. Shall by the time of installation have been a member of the **CSNA** Board of Directors for one year or a chapter president in the preceding three year period; shall have attended two Board of Directors meetings, one house of delegates and one annual state conference; shall be familiar with **CSNA** Bylaws, Standing rules, and Officers Guide; shall have the ability to devote adequate time and resources to **CSNA** activities; and demonstrate ability of leadership.
5. **Treasurer.** The Treasurer shall be elected in even numbered years and serve for two years. Shall by the time of installation have been a member of the **CSNA** Board of Directors for one year or a chapter president in the preceding three year period; shall have attended two Board of Directors meetings, one house of delegates and one annual state conference; shall be familiar with **CSNA** Bylaws, Standing rules, and Officers Guide; shall have the ability to devote adequate time and resources to **CSNA** activities; and demonstrate ability of leadership.
6. **Membership Director.** The Membership Director shall be elected to serve a two year term. Shall by the time of installation have been a member of the **CSNA** Board of Directors for one year or a chapter president in the preceding five year period; shall have attended at least two Board of Directors meetings and one annual state conference; shall be familiar with **CSNA** Bylaws, Standing Rules, and Officers Guide, shall have the ability to devote adequate time and resources to **CSNA** activities; and shall have demonstrated ability of leadership.

7. **Regional Coordinators.** The Regional Coordinators shall be elected to serve a two year term and may serve no more than three terms. Regional Coordinators from even-numbered regions shall be elected in association years that end in even-numbered years. Coordinators from odd-numbered regions shall be elected in association years that end in odd-numbered years. Shall have attended at least one House of Delegates meeting and one annual state conference; shall have the ability, adequate time and facilities for carrying out necessary duties; shall live or work in the region that they are to represent.

8. **School Nutrition Representative.** The School Nutrition Representative shall be elected by members of the non-supervisory chapters to serve a two year term. Shall be a site employee or manager, a member in good standing and have served a minimum of two years as an officer in a non-supervisory chapter and shall have attended at least one state conference.

9. **Industry Representative.** The Industry Representative shall be elected annually by Industry members to serve a one year term, not to exceed two years in any six year period. Shall be a current CSNA Industry member and shall have served as a Supervisory Chapter Industry Advisor and/or served on a CSNA or Supervisory Chapter Committee as an Industry member. The Industry Representative is a voting member of the Board of Directors.

SECTION (C) ELECTION.

1. Election of Association officers shall be by ballot which will be sent to all voting members in good standing as of December 31. Election shall be by popular vote with only members of non-supervisory chapters voting for School Nutrition Representative, only members from affiliate chapters voting for corresponding Regional Coordinators and only Industry members voting for the Industry Representative.

2. Any qualified member seeking election as Vice President, Secretary, Treasurer, Membership Director, Regional Coordinator, School Nutrition Representative, or Industry Representative, shall fill out a "Letter of Intent" printed in the Summer issue of *POPPY SEEDS* or posted on the website and the name shall be reviewed by the Nominating Committee. SNA nominating procedures may also be followed.

3. The Nominating Committee shall submit a final slate to the President no later than November 15. The slate shall consist of at least two names, whenever possible, for each vacancy.

4. In the event the eligibility list of potential candidates for Vice President has been depleted, and, in the event that no CSNA members submit their names as potential candidates for other elective offices,-- the CSNA Executive and Finance Committee may empower the Nominating Committee to search for qualified members as candidates for vacant elective offices as needed. Member qualifications may include but are not limited to the following:

- a. Leadership as elected officer in CSNA Chapter.
- b. Leadership as CSNA Committee Chair. Has been or is currently member of the CSNA Board of Directors.
- c. Leadership as CSNA Committee member who has provided outstanding leadership at CSNA Conference.

5. Ballots will be mailed by first class mail, sent electronically or printed in *POPPY SEEDS* with instructions for voting. Ballots shall be returned to the Headquarters Office, and two tellers shall count and tabulate the ballots informing the Nominating Chair of the results prior to the SNA Leadership Workshop. The Nominating Chair will notify the candidates of results.

SECTION (D) RESPONSIBILITIES.

1. President.

- a. Represents the Association in policy matters and is the chief spokesperson.
- b. Serves as Chair of the Board of Directors and Executive and Finance Committee.
- c. Presides at meetings.
- d. Serves as an ex-officio member of all committees and advisory boards, except the Nominating Committee.
- e. Prepares the agenda for Board of Directors, Executive and Finance Committee and House of Delegates meetings.
- f. Appoints chairs, and may remove members of committees and advisory boards.
- g. Appoints the advisors to all committees, with input from the Executive and Finance Committee.
- h. Serves as advisor to the Public Policy and Legislation and Conference Committees.
- i. Coordinates all activities of special, liaison, and advisory committees.
- j. Establishes time schedules for meetings.
- k. Initiates and directs the implementation of the Plan of Action.
- l. Signs all contracts.
- m. Coordinates activities of the Board of Directors with the Headquarters Office.
- n. Appoints a Parliamentarian.
- o. Attends SNA Annual National Conference as a delegate.

2. President-Elect.

- a. Serves as **CSNA** Annual Conference Program Coordinator.
- b. Recommends, for approval by the Executive and Finance Committee, appointments for committee chairs and members for his/her term of office as President.
- c. Promotes **SNA** and **CSNA** programs of work.
- d. Represents the Association at the request of the President.
- e. Performs the duties of the President in the President's absence.
- f. Succeeds to the office of President:
 - 1) Following installation at the beginning of the Leadership Workshop; or
 - 2) In the event of the President's death, resignation, or removal from office.
- g. Attends **SNA** Annual National conference as a delegate.
- h. Attends **SNA** National Leadership Conference.

3. **Vice President.**

- a. Succeeds to the office of President-Elect:
 - 1) Following installation at the beginning of the Leadership Workshop; or
 - 2) In the event of the President's death, resignation, or removal from office.
- b. Attends **SNA** Annual National conference as third delegate or alternate.
- c. Attends **SNA** National Leadership Conference.
- d. Perform other duties as assigned by the President or President-Elect.

4. **Secretary.**

- a. Records and appropriately distributes minutes of all meetings of the House of Delegates, Board of Directors and Executive and Finance Committee.
- b. Maintains an eligibility list for all elected offices.

5. **Treasurer.**

- a. Monitors Associations funds, investments, securities and budget.
- b. Drafts a proposed annual budget in cooperation with the Executive Director and Executive and Finance Committee.
- c. Arranges for the annual audit.
- d. Submits a financial report at all Board of Directors meetings and House of Delegates.

6. **Membership Director.**

- a. Serves as Chair of the CSNA Membership Committee
- b. Coordinates activities of Regional Coordinators.
- c. Assists affiliate chapters.
- d. Serves as an advisor to supervisory chapters.
- e. Attends **SNA** National Leadership Conference.
- f. Serves as Chair of the Membership Committee

7. **Regional Coordinators.**

- a. Act as a liaison between affiliate chapters and the Association.
- b. Promotes membership.
- c. Promotes the Program of Work.

8. **School Nutrition Representative.**

- a. Represents employees and manager members on the Board of Directors and Executive and Finance Committee.
- b. Express the views of their member category to the Executive and Finance Committee and Board of Directors.
- c. Promotes membership and Professional Growth.

- d. Serves as the communication link between the Executive and Finance Committee and the Chapter Presidents
 - e. Serves as the employee/manager associate editor for Poppy Seeds.
 - f. Assists in the development and planning of the leadership training workshops for chapters and regional coordinators.
 - g. Serves as a member of the Professional Development Committee.
9. **Industry Representative.**
- a. Represents Industry members on the Board of Directors and Executive and Finance Committee.
 - b. Serves as Chair of the Industry Advisory Board.

ARTICLE IV. HEADQUARTERS OFFICE.

SECTION (A) ESTABLISHMENT. CSNA will maintain a Headquarters Office.

SECTION (B) PURPOSE. To provide continuous member and business services, to strengthen communications within CSNA and with allied associations, industry and the public.

SECTION (C) SITE. The Executive and Finance Committee shall oversee the selection of site.

SECTION (D) STAFF. The Executive and Finance Committee shall oversee employment of appropriate staff or agency and provide general direction for the operation of the Headquarters' Office.

SECTION (E) CONTRACT. The contract period for the Headquarters office and staff shall correspond to the current fiscal year of CSNA. The Executive and Finance Committee shall enter into a written contract with the individual or agency stating costs to CSNA and general operating arrangements.

ARTICLE V. MEETINGS.

SECTION (A) TYPE OF MEETING.

1. **Annual CSNA Conference.** There shall be an annual meeting of CSNA which shall be known as the Annual California School Nutrition Association Conference. The date and place of this conference shall be determined by the Board of Directors.
2. **House of Delegates.** There shall be at least one annual meeting of the CSNA House of Delegates to be held during, or near the date of the Annual CSNA Conference.
3. **Board of Directors.** The President shall call at least two Board of Directors meetings. Additional meetings may be called at the President's discretion.
4. **Executive and Finance Committee.** Meetings shall be called at the discretion of the President.

5. **CSNA Leadership Workshop.** A workshop shall be called by the President before June 15. The meeting shall consist of incoming and outgoing officers, and Standing Committee Chairs. The purpose of the workshop is to develop the CSNA Program of Work, revise the Officers Guide in odd numbered years, and turn over all material to successor at end of term.

6. **Special Meetings.** Special meetings and seminars may be called or approved by the Executive and Finance Committee.

SECTION (B) EXPENSES. The Board of Directors shall set limits within budgetary restraints for reimbursement of, and procedures for, expenditures by the Association staff and members who travel on official Association business.

1. **Liability.** Financial obligations and expenditures of monies shall be limited to funds on hand. Assessments cannot be levied on members or dues raised to meet obligations. Liability insurance shall be provided by CSNA for all CSNA and chapter activities.

2. **Reimbursement.**

- a. **Board of Directors.** Expenses incurred by Board members attending meetings of the Board of Directors shall be reimbursed by CSNA at the current approved rates. No expenses will be reimbursed for days during the annual conference.
- b. **Committees.** Expenses incurred by committee members in attending committee meetings at times other than during the annual CSNA conference, shall be defrayed by CSNA at the current approved rate.
- c. **CSNA Annual Conference and House of Delegates Meeting.** Transportation, lodging, or per diem costs shall not be reimbursed for any member of CSNA except as herein provided in this section. The President, President-Elect and Conference Committee Chair may be reimbursed for actual costs if their employers cannot provide reimbursement. If reimbursement is given, the amount must be within the approved CSNA budget, and funds must be available.
- d. **SNA Conference.** CSNA delegates to the SNA conference shall be reimbursed.
- e. **Non-members.** Non-members, who at the request of the President, are asked to report to the Board of Directors, may have expenses reimbursed by CSNA.
- f. If funds on hand, as shown by the Treasurer, are not sufficient to cover expenses, a stated amount shall be granted prior to the meeting or activity.
- g. The President's district will receive a \$2500 stipend to cover the President's time out of the district.

3. **Audit.** A certified public accounting firm shall be retained for a minimum three year contract period to conduct the annual audit at the close of each fiscal year and shall provide financial management services as required.

ARTICLE VI. FISCAL YEAR.

The fiscal year of CSNA shall be from July 1 each year through June 30 of the succeeding year.

ARTICLE VII. HOUSE OF DELEGATES.

The House of Delegates shall be the legislative and governing body of the Association. The House shall adopt policies, hear committee and officer reports, take action on recommendations, resolutions, and amendments to the Articles of Incorporation, Bylaws, House of Delegates Standing Rules and have all other power and duties specifically provided to it by the Articles of Incorporation and Bylaws.

1. **Composition.** Shall consist of delegates for each affiliate chapter, elected officers, standing committee chairs, and CSNA past presidents..
2. **Responsibilities.**
 - a. Establishes the philosophies, goals, and policies of CSNA.
 - b. Reviews reports of Executive and Finance Committee members, Regional Coordinators, the Headquarters Office, Committee Chairs (standing and special).
 - c. Takes action on resolutions and proposed amendments to bylaws.
3. **Voting.**
 - a. Only voting delegates will be seated on the floor of the House of Delegates. Each delegate may cast only one vote even though they may be a member of the House of Delegates in more than one capacity. All votes must be cast in person.
 - b. An official roll call shall be taken by the Secretary to verify the presence of the voting delegates.
 - c. A two-thirds vote of the voting delegates present is required to amend the CSNA Bylaws or change the Articles of Incorporation.
4. **Delegates Representation.** Affiliate chapters shall be represented by their Chapter President or a designated alternate. One delegate shall be designated to represent the first 75 members and one additional delegate shall be designated for each 50 members thereafter or any portion thereof. The number shall be computed for each chapter according to the number of memberships listed on the CSNA membership list as of December 15. Only chapter delegates may have alternates.
5. **Quorum.** A majority of the members shall constitute a quorum.

ARTICLE VIII. BOARD OF DIRECTORS.

The Board of Directors shall be the executive body of the Association. The Board of Directors shall formulate policies between meetings of the House of Delegates; adopt the annual budget; review and approve or disapprove proposed amendments to the CSNA Standing Rules, 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.

1. **Composition.** Shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Membership Director, Regional Coordinators, Standing Committee Chairs, School Nutrition Representative and the Industry Representative. Chapter Presidents, current SNA officer(s) residing in California, the Parliamentarian and the Executive Director shall be non-voting members.
2. **Responsibilities.**
 - a. Shall make CSNA policy and be responsible for the conduct of CSNA Business and Program of Work in accordance with the Articles of Incorporation and Bylaws.
 - b. Shall review decisions of the Executive and Finance Committee.
 - c. Shall approve CSNA Standing Rules, and recommend approval of proposed CSNA Bylaws Amendments to the CSNA House of Delegates
3. **Voting**
 - a. Each voting member may cast only one vote even though they may be a member of the Board of Directors in more than one capacity. All votes must be made in person.
 - b. An official roll call shall be taken by the Secretary to verify the presence of voting members.
4. **Quorum.** A majority of the members shall constitute a quorum.

ARTICLE IX. EXECUTIVE AND FINANCE COMMITTEE.

1. **Composition.** Shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Membership Director, School Nutrition Representative, and Industry Representative. The Executive Director shall be a non-voting member.
2. **Responsibilities.**
 - a. Shall recommend policy and introduce plans for the conduct of CSNA Business and Program of Work and obtain Board of Directors approval prior to taking action on major issues.
 - b. Shall be responsible for the overall financial management of CSNA.
 - c. Shall control and specify the functions and duties of the Headquarters Office, including contracting for site, staff, and services to meet the needs of CSNA.
 - d. Shall appoint, considering President's recommendation, all committee chairs and members and approve committee recommendations as needed.

- e. Shall appoint a successor to the office of Secretary, Treasurer, Membership Director, Regional Coordinators, Industry Representative, and all appointees should a vacancy occur, and shall replace any appointee if performance is unsatisfactory.
- f. Shall approve slate of officers as presented by the Nominating Committee.
- g. Administer the Gene White Legislative Fund, which shall be tracked in a separate, restricted fund to be used to pay for unexpected legislative activities.
- h. Administer the Josephine P. Morris Scholarship Fund, which shall be tracked in a separate, restricted fund to be used to pay for scholarships to members of CSNA

ARTICLE X. REGIONS.

The Board of Directors upon the recommendations of the Membership Director shall divide the state into eight Regions. Members within each Region shall elect a Regional Coordinator.

ARTICLE XI. COMMITTEES.

SECTION (A) STANDING COMMITTEES. There shall be the following standing committees. Conference, Awards and Scholarships, Editorial, Public Policy and Legislation, Nominating, Nutrition Standards, Professional Development, Marketing and Public Relations, Resolutions and Bylaws, Nutrition Advisory Council. They shall be composed of voting members.

1. **Terms.** Members shall be appointed annually by the Executive and Finance Committee.
2. **Activities.** The committees shall develop and implement plans of action in keeping with CSNA Program of Work, which shall not be in conflict with the policies, positions and Bylaws of CSNA.

SECTION (B) AD HOC COMMITTEES AND LIAISONS. Shall be established by the President upon approval of the Executive and Finance Committee. The Chairman shall be informed of duties, responsibilities, and term of the committee. Shall attend Board of Directors meetings without vote when requested by the President.

ARTICLE XII. PUBLICATIONS.

SECTION (A) POPPY SEEDS. *Poppy Seeds* shall be the official publication of the Association.

SECTION (B) OTHER PUBLICATIONS. The Executive and Finance Committee shall authorize other publications and establish such procedures as are necessary.

ARTICLE XIII. 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 Executive and Finance Committee, upon receipt of charges shall investigate the charges, hold a hearing and render a decision. If a member of the Executive and Finance Committee ceases to be employed in an eligible field for more than 1 year, the officer shall notify the President or President-Elect and resign from their position, without requiring the Executive and Finance Committee to investigate, hold a hearing and render a decision. In the event that a member of the Executive and Finance Committee ceases to be employed for more than 1 year and does not voluntarily resign, the Executive and Finance Committee has the responsibility to remove the officer from his/her position, effective 1 year from the date of unemployment.

ARTICLE XIV. PARLIAMENTARY AUTHORITY.

CSNA shall abide by the California Corporations Code. Subject to the final ruling of the Presiding Officer, the Articles of Incorporation, and these Bylaws, meetings of CSNA shall be governed by **ROBERTS RULES OF ORDER**. The President shall appoint a Parliamentarian to serve a one-year term to act as parliamentary authority for the conduct of meetings. The Parliamentarian may serve more than one term, is a member of the Resolutions and Bylaws Committee and Board of Directors without vote, and a delegate to the CSNA House of Delegates without vote.

ARTICLE XV. AMENDMENTS.

SECTION (A) METHOD OF PROPOSAL. Amendments to these Bylaws and Standing Rules shall be proposed in writing in any one of the following ways:

1. By request of the Executive and Finance Committee.
2. By majority vote of the Board of Directors.
3. By an individual member, CSNA Standing Committee, or chapter.

SECTION (B) PROCEDURE FOR AMENDING BYLAWS. Amendments to Bylaws shall be adopted by a two-thirds vote at the annual House of Delegates meeting:

1. Proposed Bylaws Amendments are sent to the Resolutions and Bylaws Chair in sufficient time to be prepared for consideration at the next House of Delegates meeting. Copies of the proposed amendments shall then be provided to all members of the CSNA Board of Directors and Past Presidents prior to the House of Delegates. Whenever possible, copies of proposed amendments will be provided to all members through publication in *Poppy Seeds*, email or posting on the CSNA member only section of the website.
2. As many amendments as desired may be presented on one subject.
3. Amendments must be voted on as written, without change; however an amendment may be amended and passed with a unanimous vote.

ARTICLE XVI. RESOLUTIONS.

1. All proposed resolutions to be considered at the annual conference shall be submitted to the Chair of the Resolutions and Bylaws Committee in writing. Upon consent of a majority of the delegates a written resolution may be submitted from the floor of the House of Delegates.
2. Proposed resolutions submitted in sufficient time shall be provided to all members of the House of Delegates prior to the annual conference.
3. Adoption of proposed resolutions shall require a two-thirds vote.
4. As many resolutions as desired may be presented on one subject.

ARTICLE XVII. MEMBERSHIP LISTS AND ENDORSEMENTS.

SECTION (A) MEMBERSHIP LISTS. Shall not be given to any firm, outside organization, or groups unless it is for the benefit of CSNA members and with the authorization of the Executive and Finance Committee.

SECTION (B) ENDORSEMENT. Endorsement of any product or equipment shall not be made by any member in the name of CSNA or affiliate chapter unless it is in keeping with the CSNA policy and presented to the Executive and Finance Committee for approval.

ARTICLE XVIII.EFFECTIVE DATE.

The Articles of Incorporation were originally signed December 2, 1970, and revised October 2, 1982, and July 1, 1987, March 23, 1991, April 8, 1995, March 26, 1999, April 5, 2001, January 19, 2007, January 8, 2009 and revised again January 30, 2010. These revised Bylaws shall become effective January 30, 2010 as proposed and amended January 30, 2010.

ARTICLE XIX. DISSOLUTION.

Should dissolution of the Association become necessary, it shall be dissolved in accordance with Article VII of the Articles of Incorporation.