

**Proposed Bylaw Changes for  
School Nutrition Association of North Carolina  
2017**

The Association must present to the membership all proposed changes in the Bylaws. These changes will be voted upon at the Delegate Assembly Meeting on June 21, 2017, in Greensboro. All members of the Association may attend the Delegate Assembly as observers. Voting members consist of the Executive Board, Active Past State Presidents and Chapter Presidents or voting delegates from each Chapter.

The existing version of the Bylaws is shown. The proposed change to the section is shown in red.

**Throughout the bylaws, Executive Board will be changed to Board of Directors.**

**Rationale:** *To bring language in SNA-NC bylaws in line with SNA bylaws.*

**Article II  
Officers**

**Section B. Eligibility and Terms of Office.** All officers shall hold office beginning and ending with Annual National Conference. Candidates for state office of Vice-President and Secretary-Treasurer shall have held membership in the Association for at least three years immediately preceding the nomination. District Directors shall be members in good standing preceding the nomination. Officers shall be elected by the membership to serve only one term in any specific office. The candidate shall:

1. Have demonstrated leadership ~~ability~~ **experience** by serving on the ~~Executive Board~~ **Board of Directors** or by serving on a state committee or advisory council.
2. Be regularly employed in an eligible field. ~~but may not be employed as a supervisor, regional manager or corporate officer of a for profit organization above the school district level with exception of industry member category.~~

**Rationale:** *To bring language in SNA-NC bylaws in line with SNA bylaws. By restricting the for profit organization, the bylaw is vulnerable under antitrust laws.*

**Article V  
~~Executive Board~~ **Board of Directors****

**Section C. Meetings.**

a. The ~~Executive Board~~ **Board of Directors** shall meet no fewer than four times a year to direct the business of the Association. The Board shall also meet at the call of the President or upon the request of a majority of members of the Board. A majority of the members of the Board, then in office, shall constitute a quorum.

b. **Unless otherwise stated, notice for all Board of Directors Meetings and, unless extraordinary circumstances dictate otherwise, for any Special Meeting thereof, stating the time and place of such meetings and the purposes for which the meetings are called, shall be mailed electronically to Members of the Board of Directors.**

c. The Board of Directors may hold no more than half of the scheduled meetings by conference telephone or similar communications equipment, provided that all persons participating in the meetings can hear and speak to each other at the same time. Any action taken by such means and approved by a majority of the Board of Directors shall be of the same force and effect as if a regular meeting authorized by these Articles or Bylaws took place.

d. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting provided that unanimous consent obtained via electronic balloting setting forth the action and signed by each member of the board is filed with the minutes of such meeting.

**Rationale:** *The change will allow the Executive Committee and the Board of Directors to do the following:*

- *Send meeting notices electronically*
- *Meet via conference calls or webinars*
- *Use electronic mail ballots to approve unanimous board actions outside of the four in-person Board of Director meetings held annually as defined in SNA-NC's bylaws.*

## **Article VI Executive Committee**

### **3. Meetings of the Executive Committee.**

a. The Executive Committee shall meet on the call of the President or on the request of any four members of the Executive Committee. A majority of the members of the Executive Committee, then in office, shall constitute a quorum.

b. Notice of the time and place of the meetings of the Executive Committee shall be mailed electronically to the members of the Executive Committee, unless extraordinary circumstances dictate otherwise. Notice of special meetings must also include the purpose for which such special meetings are called.

c. All meetings of the Executive Committee may be held by conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear and speak to each other at the same time. Any action taken by such means and approved by a majority of the Executive Committee shall be of the same force and effect as at a regular meeting authorized by these Articles or Bylaws.

d. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting provided that unanimous consent obtained via electronic balloting setting forth the action and signed by each member of the Executive Committee is filed with the minutes of such meeting.

**Rationale:** *The change will allow the Executive Committee and the Board of Directors to do the following:*

- *Send meeting notices electronically*
- *Meet via conference calls or webinars*
- *Use electronic mail ballots to approve unanimous board actions outside of the four in-person Board of Director meetings held annually as defined in SNA-NC's bylaws.*