

## **VISION STATEMENT**

Texas Association for School Nutrition is a recognized leader in promoting healthy lifestyles

## **TEXAS ASSOCIATION FOR SCHOOL NUTRITION BYLAWS**

### **ARTICLE 1 –NAME**

#### **Section 1.1**

The name of the Association is Texas Association for School Nutrition, Inc. hereinafter referred to as TASN or the Association. TASN shall be affiliated with the School Nutrition Association.

### **ARTICLE 2- PURPOSE**

#### **Section 2.1**

TASN is a professional organization for school nutrition employees established to provide resources that enhance and promote non-profit school nutrition programs and serve as a united voice for its members.

### **ARTICLE 3 – MEMBERS**

#### **Section 3.1**

TASN shall not discriminate on the basis of race, color, national origin, sex, age, or disability.

#### **Section 3.2**

There shall be two classes of Membership: Voting and non-voting.

##### **3.2.1 Voting**

Active and life members may serve on committees, and are eligible for elected and appointed office of the board, except as otherwise stated in these bylaws. Members who change their employment status and are no longer employed in an active membership category may continue in their current classification until their membership renewal date but shall not continue to hold voting privileges or office.

##### **3.2.2 Voting Designations**

3.2.2.1 Active Members shall be employed by:

- A Texas school, non-profit Nutrition department both public and private.
- Governmental agencies that work with Schools such as TDA or ESC's.
- Individuals who do not meet this criteria are considered employed in an ineligible field.
- There shall be two payment categories for membership: Individual Member and Positional Member. The dues for the Individual and Positional Membership are based on the dues structure for the position as outlined in the PPM.
  - a) Individual membership stays with the employee if they change employers and is not transferable.
  - b) Positional membership stays with the employer that employs that individual.

### 3.2.2.2 Life Members

Life member shall be conferred upon the President of TASN upon completion of the term of office.

#### 3.2.2.2.1 Life members (Past President) Active

- Will have voting privileges
- Can sit on committees
- Can run for an elected position of chair a committee

#### 3.2.2.2.2 Life members (Past President) inactive

- Will have voting privileges
- Can sit on committees
- Can't run for elected positions or chair a committee

### 3.2.2.3 Elected Chair of the Industry Committee

May make motions, speak, and vote at Board meetings and the Annual meeting. A non-voting member may serve on designated committees as outlined in the PPM.

### 3.2.2.4 Retired Members

Shall be retired persons who have been active members of TASN and who are not currently employed in the school nutrition industry.

- Will have voting privileges
- Can sit on a committee
- Can't run for an elected position or chair a committee

## **3.2.3 Non-Voting**

Non-voting members are classified as associate members. They are interested parties who do not meet the membership category requirements. They may attend the Annual meeting and speak but may not make motions or vote.

## **3.2.4 Non-Voting Designations**

### 3.2.4.1 Student Members

Shall be currently enrolled in a Texas college or Texas university and are currently pursuing an undergraduate or graduate degree in the field of nutrition.

### 3.2.4.2 Affiliate Members

Shall be person involved in the administrative duties of a school district, college or university in Texas, or an allied non-profit organization which supports school nutrition programs.

### 3.2.4.3 Industry Members

Are vendors who provide goods and services to school nutrition programs and who are interested in furthering the purpose of TASN; they shall not be employed in an ineligible field.

### 3.2.4.4 Company Members

Shall include up to three Industry members at a fee outlined in the PPM.

### 3.2.4.5 Professional Service Providers

Individuals who are employed in a for-profit business providing services.

## **Section 3.3 Voting**

3.3.1 No member shall vote in more than one capacity.

3.3.2 Absentee and proxy voting are prohibited.

### **Section 3.4 Dues**

3.4.1 The BOD shall set the amount of annual dues as outlined in the PPM.

3.4.2 Changes to the dues schedule shall be announced to the membership no later than the Annual Meeting and will appear in the PPM.

3.4.3 Dues are established for a twelve month period.

3.4.4 If dues are not received within thirty days of the expiration date at the TASN office, membership automatically expires.

### **Section 3.5 Transfer of Membership**

3.5.1 Individual Membership in TASN cannot be transferred or assigned.

3.5.2 Positional Membership shall be transferable within a district.

3.5.3 Transfer of membership shall not be allowed if monies are owed to the association.

### **Section 3.6 Discipline of Members**

3.6.1 Questions of discipline or termination of a member shall be resolved by the BOD.

### **Section 3.7 Fees**

3.7.1 Fees for course, certification, and other services related to members and / or nonmembers shall be determined by the BOD.

## **ARTICLE 4 – CHAPTERS**

### **Section 4.1**

Members within an area, who are employed in an eligible field or student members at the same college or university, may form a chapter.

### **Section 4.2**

A Chapter may be organized with six or more members by making an application and submitting to TASN. If a chapter falls below six members, the chapter shall lose chapter status and the members will become members-at-large.

### **Section 4.3**

The Chapter shall submit their chapter name to TASN office. All members of a chapter shall be members of TASN.

### **Section 4.4**

A Chapter shall elect its own officers, hold meetings, and write its own bylaws subject to review as outlined in the PPM. A chapter shall submit an application of affiliation and must be approved and signed by the President and Secretary of the applying chapter.

### **Section 4.5**

4.5.1 A chapter applying for affiliation shall send its bylaws to TASN.

4.5.2 The Chair of the Organizational Affairs Committee shall review them for conformation with the TASN bylaws.

4.5.3 Approved chapter bylaws will be signed by the TASN OAC Chair and the TASN President.

#### **Section 4.6**

A chapter which has become inactive may be reactivated as a chapter by reapplying for affiliation under the conditions stated in all prior Article 4 – Chapter sections.

### **ARTICLE 5 – MEETINGS & EVENTS**

#### **Section 5.1 Board of Directors Meetings**

5.1.1 Regular – There shall be a minimum of three (3) BOD meetings per year.

5.1.2 Special – Special meetings of the BOD shall be called by the President, three (3) members of the EC, or five (5) members of the BOD. No business shall be transacted except that mentioned in the Meeting agenda. Special meetings shall be held at a time and location arranged by the ED in consultation with the caller(s) of the meeting.

5.1.3 Quorum – The quorum for a regular or special meeting shall be a majority of the voting members of the BOD.

5.1.4 Rules – The BOD is authorized to establish rules for its meeting.

#### **Section 5.2 Executive Committee Meetings**

5.2.1 The Executive Committee shall meet on call of the President or at the request of (3) of its members. The EC shall meet as necessary to conduct business in-between BOD Meetings. A notice shall be distributed not less than three (3) days in advance of the meeting unless it is concerning an Act of God.

5.2.2 A quorum for the EC shall be three (3).

5.2.3 A majority vote is required unless otherwise specified in these bylaws.

#### **Section 5.3 Electronic Meetings**

5.3.1 The BOD, EC, Standing committees, Special committees, and the Sub-committees may conduct a meeting by telephone conference or through other electronic communications media, as long as each person is participating in the meeting can communicate simultaneously with all other participants.

5.3.2 Electronic Voting. The BOD, EC, standing committees, special committees, and subcommittees may adopt a motion without holding a meeting by voting through fax or email transmission. Motions for board consideration shall be proposed by the president, and motions for committee consideration shall be proposed by the committee chair. All votes must contain a valid electronic signature, and adoption requires approval of two-thirds (2/3) of the members of the board or committee. The results shall be given to the members of the board or committee, indicating the number of those in the affirmative, those in the negative, and whether the motion was adopted. At the next regular meeting, the results for all motions by fax or email since the last regular meeting shall be included in the minutes.

### **Section 5.4 Annual Meeting**

There shall be an Annual Meeting of the Membership in conjunction with the Annual Conference. The purpose is to provide reports, amend the Bylaws, and such other business as may properly come before the membership.

5.4.1 Quorum – The quorum shall be 35 of the voting members who have been credentialed as approved voting members by the Credentials Committee. Each voting member shall personally sign in with the Credential Committee.

5.4.2 Notice – Members shall be notified of the Annual Meeting at least thirty days in advance of the meetings.

5.4.3 Postponement – In the event of an emergency, the BOD by a two-thirds vote may postpone the Annual Meeting of the membership. All members shall be notified of the postponement in a manner determined by the BOD to be fair and reasonable under the circumstances.

### **Section 5.5 Special Meetings (Other than Board of Directors Meetings)**

5.5.1 A special meeting shall be called by the President, BOD, or 1.10<sup>th</sup> of the membership.

5.5.2 A special meeting can be held with a ten day notice.

### **Section 5.6 Strategic Planning Session**

5.6.1 At least once in each three-year period, TASN shall hold a strategic planning session. The purpose shall be to evaluate programs and philosophies and to develop recommendations for the next three years.

5.6.2 Each year the IPP shall review and facilitate implementation.

5.6.3 The resulting plan shall be presented at the Annual Meeting for membership approval.

### **Section 5.7 Annual Conference**

5.7.1 There shall be an Annual Conference. Notice, including the date, place, and time shall be provided to each member.

5.7.2 Annual Conference shall be held for the purpose of providing educational opportunities, presenting awards, and/or displaying exhibits, etc.

### **Section 5.8 Industry**

5.8.1 A seminar shall be held annually to provide dialogue between TASN, ISD Decision makers, and Industry members, project program needs, share technical assistance and expertise, and/or improve administrative techniques.

## **ARTICLE 6 – OFFICERS**

### **Section 6.1 Officers**

The officers of TASN shall be: President, President Elect, Vice President, Secretary/Treasurer, and the Immediate Past President. Officers shall perform the duties prescribed by these bylaws, the PPM, the parliamentary authority adopted by the organization and may be assigned other duties by the President.

### **Section 6.2 Qualifications**

The qualifications for office must be met by the time the candidates assume office. The qualifications for office are:

**6.2.1 President, President Elect, Vice President**

6.2.1.1 Have served in a board position, standing committee, and / or special committee.

6.2.1.2 Have attended at least two TASN Conferences.

6.2.1.3 Be a voting member of TASN and SNA.

**6.2.2 Secretary/Treasurer**

6.2.2.1 Have served on a committee or sub-committee of TASN.

6.2.2.2 Have attended at least two TASN Conferences.

6.2.2.3 Be a voting member of TASN and SNA

6.2.2.4 Must have financial experience

**6.2.4 Immediate Past President**

6.2.4.1 Served as the President of TASN in the previous year.

6.2.4.2 Be a voting member of TASN and SNA.

**Section 6.3 Terms of Office**

6.3.1 Officers shall assume their duties at the close of the Annual Conference and shall serve the term specified for that specific office or until their successor is elected.

6.3.2 Officers shall be a current TASN and SNA member for the entire term of their office.

6.3.3 The President Elect shall automatically assume the office of President upon completion of the year as President Elect.

6.3.4 The Secretary /Treasurer shall serve for a two-year term; serving no more than two consecutive terms in the same office.

**Section 6.4 Duties of Position**

**6.4.1 President**

6.4.1.1 Shall be the Chief Elected Officer.

6.4.1.2 Shall preside over all Executive and Board meetings.

6.4.1.3 The President serves as an ex-officio member of all committees, except the nominating committee.

**6.4.2 President Elect**

6.4.2.1 The President Elect shall preside in the absence or inability of the President to preside.

**6.4.3 Vice President**

6.4.3.1 Support HQ in planning of an Industry / Management Seminar.

**6.4.4 Secretary/Treasurer**

6.4.4.1 Work with HQ to give notice of the meetings.

6.4.4.2 Shall record the proceedings of the meetings of the BOD and EC, as well as the Annual Meeting.

6.4.4.3 Perform other duties as assigned by the President and the BOD.

6.4.4.4 Shall serve as chair of the Finance Committee and be responsible for the association budget.

6.4.4.5 Have ability to view TASN accounts electronically.

6.4.4.6 Perform all of the duties incident of the Office of Treasurer.

**6.4.6 Immediate Past President**

- 6.4.6.1 Shall be the association advisor.
- 6.4.6.2 Shall be the chair of the Past President's Advisory Board.
- 6.4.6.3 Shall be the chair of the Strategic Planning Session.

### **Section 6.5 Removal for Cause and Filling of Vacancies**

- 6.5.1 See Article 12 Nominations, Election, Vacancies, and Removal

## **ARTICLE 7 – BOARD OF DIRECTORS**

### **Section 7.1 Composition**

The members of the BOD shall consist of: Officers, Standing Committee Chairs, Chair of Area Representatives and area Representatives. Board positions be limited to being held by no more than one (1) person per district on the Executive Committee and no more than two (2) additional people from the same district outside of the Executive Committee for a total of three (3) from one district maximum on the Board.

### **Section 7.2 Advisors**

The Executive Director, TDA Representative, and Parliamentarian shall attend meetings in an advisory capacity without voting privileges.

### **Section 7.3 Power**

The Association shall be managed by the BOD, who shall conduct the business of TASN between Annual meetings and perform other duties as outlined in the PPM.

### **Section 7.4 BOD Meetings**

7.4.1 Regular –There shall be a minimum of three (3) BOD meetings per year.

7.4.2 Special – Special meetings of the BOD shall be called by the President, three (3) members of the EC, or five (5) members of the BOD. No business shall be transacted except that mentioned in the meeting. Special meetings shall be held at a time and location arranged by the ED in consultation with the caller(s) of the meeting.

7.4.3 Quorum – The quorum for a regular or special meeting shall be a majority of the voting members of the BOD.

7.4.4 Rules – The BOD is authorized to establish rules for its meetings.

### **Section 7.5 Financial Gain**

Members of the BOD shall not vote on issues of personal financial gain.

### **Section 7.6 Terms of Office**

BOD members whose membership has expired shall forfeit their position to which they were elected. (See Article 12 – Nominations, Election, Vacancies, and Removal).

## ARTICLE 8- EXECUTIVE COMMITTEE

### Section 8.1 Composition

The EC shall be composed of the President as Chair, President Elect, Vice President, Secretary/ Treasurer, and Immediate Past President.

### Section 8.2 Duties

8.2.1 The EC shall carry out duties assigned by these Bylaws and / or in the PPM.

8.2.2 Conduct hearings of disciplinary action and make recommendations to the BOD following legal due process and legal notification and privacy issues involved.

8.2.3 The EC shall use electronic means as much as needed to involve the BOD in the decision making process.

8.2.4 The EC will decide facility rental for TASN.

8.2.5 The EC will vote to approve the personnel hires of ED.

## ARTICLE 9 – COMMITTEES

### Section 9 .1 Elected Standing Committee Chairs

9.1.1 **There shall be the following standing Committee whose chairs are elected.**

9.1.1.1 Education – The Education Committee Chair will submit a recommendation for a Co-chair for approval with the committee members.

9.1.1.2 Industry

9.1.1.3 Public Policy and Legislative Committee

9.1.1.4 Membership

9.1.2 **Qualifications** – To be eligible to serve as Standing Committee Chair, a member must:

9.1.2.1 Have held membership in TASN for at least one year.

9.1.2.2 Have attended at least on TASN Annual Conference.

9.1.2.3 Be an active member of TASN and SNA during the entire term of office.

9.1.3 **Terms of Office**

9.1.3.1 Standing Committee Chairs shall be elected for a term of two-years or until their successors are elected or appointed. They may serve no more than two consecutive terms.

9.1.4 **Composition**

9.1.4.1 Members shall be eligible to serve on committees as outlined in these Bylaws and PPM.

9.1.5 **Sub-committees**

9.1.5.1 Shall be established according to the PPM.

9.1.5.2 There shall be one AR and one TASN staff serving on each committee.

9.1.5.3 The incoming president and newly elected committee chair shall jointly recommend their sub-committees chair. Each sub-committee chair recommendation is subject to the approval of the EC in accordance with the PPM.

9.1.5.4 The incoming president, committee chair, and the chair of each sub-committee shall jointly appoint members of the committee and/or sub-committee in accordance with the PPM. Each sub-committee chair recommendation is subject to the approval by the EC in accordance with the PPM.

### Section 9.2 Appointed Standing Committee Chairs



### **9.2.1 OAC Chair**

9.2.1.1 The chair of the Organizational Affairs Committee shall be appointed by the President and shall have previously served on the EC.

### **9.2.2 Finance Committee**

9.2.2.1 The chair of the Finance Committee shall be the Secretary/Treasurer and the committee shall be composed of the President, President Elect, Vice President, and the Executive Director.

### **9.2.3 Emergency Public Policy and Legislation (EPPL)**

9.2.3.1 The chair of the EPPL committee shall be the President and the committee shall be composed of the Legislative Chair, President Elect, and Vice President.

9.2.3.2 The Executive Director and Immediate Past President shall serve as advisors.

### **9.2.4 Duties**

9.2.4.1 Duties are outlined in the PPM.

## **Section 9.3 Special Committee Chairs**

9.3.1 Special Committees shall be established by the President who also has the power to appoint the chair and members subject to vote of the BOD.

9.3.2 The Special Committee chairs shall not be members of the BOD and do not have a vote on the BOD unless they serve in another capacity that makes them a member of the BOD.

9.3.3 Committee members and chairs shall be TASN members.

## **ARTICLE 10 – AREA REPRESENTATIVES**

### **Section 10.1**

An area is the geographic boundaries for representation as determined by the BOD and as outlined in the PPM. Geographical areas and numbers shall be described in the PPM.

### **Section 10.2**

Each area shall elect an Area Representative. Even-numbered Areas will elect Representatives in the even-numbered years and odd-numbered areas will elect representatives in odd-numbered years. Area Representatives shall perform all duties as outlined in these Bylaws and the PPM.

### **Section 10.3 Qualifications**

To be eligible to serve as Area Representative, a member must:

10.3.1 Have held membership in TASN for at least two years.

10.3.2 Have attended at least one TASN Annual Conference

10.3.3 Be a voting member of TASN.

### **Section 10.4 Terms of Office**

Area Representative shall serve for a term of two-years or until their successor is elected or appointed.

After two consecutive terms of office (4 years), an individual must have a break in service (2) years, before they are eligible to run for the same position again.

### **Section 10.5 Removal for cause and filling vacancies**

10.5.1 See Article 12 Nominations, Election, Vacancies, and Removals.

## **ARTICLE 11 – CHAIR OF AREA REPRESENTATIVES**

### **Section 11.1**

The Chair of the Area Representatives shall serve as a member of the BOD, as a liaison on the AR, and the Membership Committee.

### **Section 11.2 Qualifications**

11.2.1 Must be an active TASN member for at least two years.

11.2.2 Must have attended at least one TASN Conference.

### **Section 11.3 Terms of Office**

The Chair of the Area Representatives shall serve a two-year term or until their successor is elected.

## **ARTICLE 12- NOMINATIONS, ELECTIONS. VACANCIES, AND REMOVALS**

### **Section 12. 1 Nominating Committee**

#### **12.1.1 Composition**

12.1.1.1 The Nominating committee shall be composed of five members who are either currently or have previously served on the BOD, served as a member on a special committee or sub-committee; and have given their written approval to have their names placed in the nomination.

12.1.1.2 The committee members shall serve two-year terms with two being elected in even-numbered years and three being elected in odd-numbered years.

12.1.1.3 The President shall name a chair from members serving the second year of their term.

12.1.1.4 The Nominating committee shall report the slate of candidates to the BOD. There shall be no nominations from the floor.

12.1.1.5 A Nominating committee member or one who has resigned in the current year shall not be a candidate for elected positions.

12.1.1.6 The Nominating committee shall bring a slate of candidates forward of at least two candidates for each vacant position. If this is an impossibility, the EC must approve by vote that the slot will only have one candidate. (No candidate names will be shared with the EC).

#### **12.1.2 Terms of Office**

12.1.2.1 Nominating Committee members shall serve a two-year term or until their successors are elected.

### **Section 12.2 Elections**

12.2.1 Elections shall be conducted in a cost effective and efficient way as determined by the Board no later than the Second Board Meeting.

12.2.2 Plurality vote shall elect and the President shall notify the candidates of the results.

12.2.3 Ballots received after the deadline shall not be counted.

12.2.4 Elections resulting in a tie vote will be reported to the President who will implement current policies and procedures.

12.2.5 The election results shall be reported to the membership by the President. The election tabulation is not announced but shall be attached to the original minutes of the annual meeting.

12.2.6 The election of the Industry Chair shall be elected by the Industry members of TASN. The candidates will be selected from the 2<sup>nd</sup> and 3<sup>rd</sup> year committee members.

**Section 12.3 Vacancies**

12.3.1 A vacancy in the office of the President shall be filled by the President Elect who shall serve the remainder of that term plus their elected term. The Vice President shall assume the office of President Elect.

12.3.2 Any other vacancy shall be filled by a member qualified to hold the position for the remainder of that term and by vote of the Board.

12.3.3 If the IPP is unable or unwilling to serve, the position shall be filled by the EC from the current list of past presidents working in an eligible field.

12.3.4 Incomplete elections shall be considered vacancies and shall be filled in the same manner as a vacancy.

**Section 12.4 Removal**

12.4.1 Removal of an individual from office or position shall be resolved in accordance with the adopted parliamentary authority and any applicable governmental requirements.

**ARTICLE 13 – PAST PRESIDENTS ADVISORY BOARD**

**Section 13.1**

The Past President Advisory Board shall consist of the Immediate Past President as Chair and any/all of the Past President's.

**Section 13.2**

Meetings may be called when deemed necessary by the Chair, the President, and/or three of the Past President Advisory Board members.

**Section 13.3**

The quorum shall be three.

**Section 13.4**

Committee action may be conducted by mail, email, or by telephone conference call when necessary.

**Section 13.5**

PPAB shall be responsible for administering the MAT Program and the Standards of Excellence.

**Section 13.6**

PPAB shall conduct any other business as directed by the President.

**ARTICLE 14- ASSOCIATION INFORMATION**

### **Section 14.1 TASN Office**

14.1.1 The location of the TASN office shall be determined by the EC.

### **Section 14.2 Finances**

The BOD shall maintain sound fiscal policy, practices, and controls. The BOD shall establish financial goals and specific guidelines in the PPM.

### **Section 14.3 Standards of Excellence Program**

14.3.1 The purpose of the Standards of Excellence program shall be to present the features of an excellent School Food Service Program, offer a method of self-assessment, provide an evaluation procedure which identifies and recognizes excellent programs as outlined in the PPM.

14.3.2 Procedural changes as outlined in the Standards of Excellence Program shall be submitted to the Past Presidents Advisory Board for review. Proposed changes must be approved by the BOD.

### **Section 14.4 Certification Program**

The Certification program shall provide education programs for professional development of school and nutrition personnel. The Certification program shall promote the advancement of the child nutrition profession.

### **Section 14.5 Official Publication**

14.6.1 The purpose of "the official publication" shall be to promote the objectives of TASN, educate and communicate.

14.6.2 The official publication name may be changed with three-fourths (3/4) vote of the BOD.

14.6.3 Articles of unusual content shall be authorized by the President.

14.6.4 The EC shall authorize and establish procedures for other publication as needed.

### **Section 14.6 Indemnification**

Every Officer, Director, or Employee of TASN shall be indemnified by TASN against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made party, or in which they may become involved, by reason of their being or having been an Officer, Director, or Employee at the time such expenses are incurred, except in such cases wherein the Officer, Director, or Employee is adjudged guilty of malfeasance or malfeasance in the performance of their duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the BOD approves such settlement and reimbursement as being for the best interest of TASN. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Officer, Director or Employee may be entitled.

### **Section 14.7 Anonymous Communication**

The Association will not respond or act upon anonymous communication. Should anonymous communication deal with an illegal act, it shall be referred to the proper authorities.

## **ARTICLE 15- DISSOLUTION**

### **Section 15.1**

The duration of TASN shall be perpetual, except that it may be dissolved in the manner provided by the Act; provided that no dissolution of TASN shall be effected unless approved by the BOD and the membership of TASN as required by the Act. Upon dissolution of TASN, and after paying or making provision for the payment of all liabilities of TASN, all remaining assets of TASN shall be distributed to such tax-exempt organization or organizations as may be determined by the BOD and as otherwise required by the applicable provisions of the Internal Revenue code.

## **ARTICLE 16 – PARLIAMENTARY AUTHORITY**

### **Section 16.1**

The rules contained in the current edition of Robert’s Rule of Order newly Revised shall govern TASN in all cases to which they are applicable and in which they are inconsistent with the Bylaws, the PPM, and any special rules or order the Association may adopt.

### **Section 16.2**

The duty of interpreting the Bylaws and PPM shall be assigned to the OAC.

## **ARTICLE 17 –AMENDMENTS**

### **Section 17.1 Articles of Incorporation**

17.1.1 Article I and Article II of these Bylaws shall be identical to the corresponding articles of the Articles of Incorporation.

17.1.2 The Articles of Incorporation shall be amended at any Annual Meeting by three-fourths (3/4) vote provided that written notice of the proposed amendment has been given at least thirty days prior to the Annual Meeting.

### **Section 17.2 Bylaws**

17.2.1 Proposed amendments to the Bylaws shall be submitted on the official form and signed by any three voting members. The proposed amendments shall be submitted to TASN. The proposed amendments shall be sent to the TASN office to be forwarded to the OAC Chair.

17.2.2 Amendments shall be submitted to the OAC on or before the deadline established by the OAC.

17.2.3 Amendments to the Bylaws shall be provided to the members not later than 30 days prior to the Annual Meeting.

17.2.4 Amendments to the Bylaws shall be adopted by a two-thirds (2/3) vote provided written notice has been given.

17.2.5 Without previous notice, amendments shall require a nine-tenths (9/10) vote for adoption.

17.2.6 Amendments shall become effective at the conclusion of the Annual Meeting at which they are adopted.

### **Section 17.3 PPM**

17.3.1 Proposed amendments to the PPM shall be prepared by or submitted to the OAC by the BOD or any three voting board members.

17.3.2 The PPM shall be amended by a majority vote of the BOD provided written notice has been given three weeks in advance of the meeting at which action is taken.

17.3.3 The PPM shall be amended by two-thirds (2/3) vote of the BOD if previous notice has not been given.

### **ADDENDUM – ABBREVIATIONS**

AM -	Annual Meeting
AR -	Area Representative
BOD -	Board of Directors
EC -	Executive Committee
ED-	Executive Director
ER -	Employee Representative
ESC -	Education Service Center
IPP -	Immediate Past President
MAT -	Management Assistance Team
OAC-	Organizational Affairs Committee
PPAB -	Past President Advisory Board
PP&L -	Public Policy & Legislative
PPM -	Policy and Procedures Manual
TASN-	Texas Association for School Nutrition
TDA -	Texas Department of Agriculture
TDH -	Texas Department of Health
TNCA -	Texas Non-profit Corporation Act
SNA -	School Nutrition Association