

BYLAWS
OF
AMERICAN CULINARY FEDERATION (ACF) -
Gulf to Lakes Chefs and Cooks Association, Inc April 2022

ARTICLE I – NAME

The American Culinary Federation, Inc. (“ACF”) Gulf to Lakes Chef and Cooks Association, Inc. hereinafter referred to as the "Corporation." is a not-for-profit corporation, organized as a non-partisan federation of chefs and other culinarians, dedicated to the promotion of excellence, education, professionalism and collegiality in the culinary profession.

ARTICLE II - LOCATION

The address for the transaction of business for the Corporation is P.O. Box 1179
Eustis, Florida – 32727-1179

ARTICLE III - PURPOSE

The purposes for which the ACF Gulf to Lakes Chefs and Cooks Association, Inc. is organized are:

- (a) organized as a non-partisan association of chefs and other culinarians, dedicated to the promotion of excellence, education, professionalism, and collegiality in the culinary profession.
- (b) to support and promote the American Culinary Federation in the Gulf to Lakes area and other communities through personal and professional development, competitions, networking, and community outreach programs designed to enhance the professional growth of current and future members;
- (c) to promote the culinary profession to the food industry, general public, and government agencies;
- (d) to promote healthy, sanitary and quality food production to the food industry and the general public; and

(e) transact any other lawful activity consistent with the foregoing purposes or permitted under the Florida Nonprofit Corporation Code.

ARTICLE IV - MEMBERSHIP

Section 1. Eligibility. ACF membership shall be open to Culinarians and other individuals engaged in the culinary profession, allied employment, as well as those persons in the general non-food professional community that has a passion for the culinary arts and who meets the requirements set forth in Section 2. The term 'Culinarians' refers to professional chefs, cooks and bakers engaged in (a) food and beverage planning, preparation, service or supervision in commercial kitchens, hotels, clubs, restaurants, schools and other institutions; (b) culinary education; (c) culinary research, development or testing; or (d) other culinary employment.

Section 2. Categories of Membership. There shall be nine categories of the ACF membership as follows:

(a) Junior Culinarian. A Junior Culinarian shall be a high school student between 16 and 18 years of age. Junior Culinarrians shall have $\frac{1}{4}$ vote in any local chapter electoral proceedings of the ACF.

(b) Student Culinarrians. A Student Culinarian shall be a person that is involved in the culinary profession and have fewer than two years work experience at the time of joining. A Student Culinarian shall be a student enrolled in a post-secondary culinary education program, or a registered apprentice as defined by the ACFEF apprenticeship training program. A Student Culinarian shall have $\frac{1}{2}$ vote in any electoral proceedings of the ACF. Student Culinarian membership shall be subject to a lifetime limit of four years and is not available to a person who has previously been a Culinarian or Professional Culinarian.

(c) Culinarrians. A Culinarian shall be individuals including line cooks, bakers, pastry cooks or other culinarian not involved in the management or supervision of the respective property with a minimum of 6 months full time employment. A Culinarian shall be pursuing on-the-job training and experience necessary to advance to the membership level of Professional Culinarian. A Culinarian shall have 1 vote in the election of chapter officers. A Culinarian membership shall be subject to a lifetime limit of five years.

(d) Professional Culinarials. A Professional Culinarial shall be a person with at least three years full-time employment in the culinary profession. A Professional Culinarial shall have one vote in the election of chapter officers.

(e) Senior Professional Culinarials. A Senior Member shall be a person at least 65 years of age, retired from employment and who shall have been an ACF Professional Culinarial member for a minimum of ten (10) consecutive years at the time of retirement. Regardless of age, a member with at least seven (7) years tenure in any category who is permanently and totally disabled from culinary employment shall be eligible for Life Senior Professional Culinarial membership. Senior Professional Culinarials shall retain the rights and privileges of the membership category from which they retired, including the right (if any) to vote for chapter officers. Senior Culinarials cannot hold elected national office but can hold chapter offices. This membership category shall include all Retired Disabled and Life Senior Chef Members.

(f) Associate Member. An Associate Member shall be a representative of a group, company, or corporation providing products or services to the culinary profession. An Associate Member shall have one vote in the election of chapter officers. Associate Members can hold elected local office.

(g) Allied Member. An Allied Member shall be a person employed in a field related to the culinary profession (such as dietetics, home economist, food stylist, etc.) who does not qualify at any level of professional membership of the ACF. Additionally, any person who wishes to support and promote the ACF and culinary profession may become an Allied Member. Allied Members shall have one vote. Allied Members can hold elected local office.

(h) Culinary Enthusiast Member. A Culinary Enthusiast Member shall be a person of the general non-food professional community that has a passion for the culinary arts. A Culinary Enthusiast Member shall have no voting privileges. A Culinary Enthusiast Member cannot hold elected local office.

(i) National Member. The National Membership Category may include all levels of membership as defined and stated in the ACF Bylaws. This category is designated for potential members that are located overseas and cannot take advantage of attending a chapter meeting / function. National Membership within the United States shall be designated "National Membership Status." Chapter membership is encouraged over National membership whenever possible. A National Member shall have all voting privileges as reflective of his or her membership level and shall be eligible to vote only in the National election. An ACF National Member residing within the United States and its territories shall be eligible to run for national office.

Section 3. Chapter Membership. All local chapter memberships must fall into one of the membership categories listed in Section 2 of this Article II. No other membership categories shall be recognized by the ACF. ACF members must maintain their chapter membership in order for their national membership to remain in good standing. However, this requirement shall not apply to National Honorary, National Life and International Members, and shall not be construed to prevent members from transferring chapters.

Section 4. National ACF Membership. All applications for ACF membership must be forwarded to the ACF national office for processing. Processing will be based exclusively upon conformance by the applicant with the established ACF membership criteria and procedures. In the event the ACF rejects an application, it shall also be deemed rejected for the purpose of chapter and national membership and the rejected applicant shall not be considered a member of the ACF local chapter or national for any purpose.

Section 5. Property Member. Property Members shall include all specific categories of Junior Culinarian, Student Culinarian, Culinarian or Professional Culinarian. A Property Membership shall allow a property to maintain a consistent culinary membership presence reflective upon employment within the Culinary / Food & Beverage department of said property.

The individual member shall remain a Property Member as long as he or she is employed by that property. If the individual member's employment ends before the

property anniversary date, he or she shall have the option of becoming an individual member within his or her respective category by paying a full year's dues.

A Property Member who is not a member of a local chapter is not eligible to vote in regional or national elections or hold regional or national office. Property members shall have no vote and cannot hold elected national office.

Individual Members shall be encouraged to join the local chapter of their choice. A Property Member shall not be authorized to form its own chapter.

Section 4. Application for Membership.

(a) ACF Local Chapter Membership. Applications and applicable dues for membership shall be submitted to ACF National for processing. Applicants that pay applicable ACF Gulf to Lakes Chefs and Cooks Association, Inc. membership dues and who are accepted as members by ACF National shall be considered as only temporary members of the Corporation. The Membership Chairperson in conjunction with the Administrative Assistant shall review and investigate all potential Corporation membership candidates. The Membership Chairperson shall submit the investigative findings of potential membership candidates to the Board of Directors of the Corporation. After thorough review and consideration, the Board shall approve or disapprove the membership applicants by majority vote of those present. In the event of disapproval, ACF local chapter membership fees submitted by the applicant shall be returned promptly.

Membership applicants approved and accepted by ACF National does not automatically entitle the applicant membership in the Corporation.

All candidates for Corporation membership, regardless of origin - transfers from other ACF local chapters, ACF National Members, ACF Property Members, or online applicants through ACF National must meet the screening criteria approved by the Board of Directors of the Corporation, and successfully pass the approval process, aforementioned, to become a member of the Corporation.

All proceedings and discussions concerning proposed candidates shall be kept SECRET AND CONFIDENTIAL, and conducted out of the presence of the candidate.

In the event the Corporation rejects an application, the applicant may apply for membership with ACF National but shall not be eligible for membership in the Corporation for any purpose.

(b) National ACF Membership. All applications for ACF membership must be forwarded to the ACF national office for processing. Processing will be based exclusively upon conformance by the applicant with the established ACF membership criteria and procedures. Membership acceptance by ACF National does not automatically grant permanent membership in a local chapter. In the event the ACF rejects an application, it shall also be deemed rejected for the purpose of chapter and national membership and the rejected applicant shall not be considered a member of the ACF local chapter or national for any purpose.

Section 5. Membership Obligations.

As a condition of membership, all ACF Gulf to Lakes Chefs and Cooks Association, Inc. members shall be bound and abide by the Corporation's Bylaws, policies, and procedures, as amended from time to time, including without limitation, the Culinariums Code and the Corporation's rules governing Unethical Conduct, the procedures for joining the Corporation, and termination and suspension of membership.

Section 6. Dues and Fees.

Dues and Fees shall be established by the Board of Directors of the Corporation from time to time.

ARTICLE V – OFFICERS

Section 1. General The Officers of the Corporation shall consist of four elected officers elected by the membership in accordance with these Bylaws, the immediate past president (who shall serve as the Chairman of the Board), and an appointed Sergeant at Arms.

The following officers are elected by the membership (except the immediate past president/Chairman of the Board) and will each serve a two-year term in their respective positions. The officers of the corporation shall have (1) vote on the executive committee.

1. The President (Chief Executive Officer)
2. Vice President
3. Treasurer
4. Secretary
5. Chairman of the Board (Immediate Past President)

1. The Sergeant at Arms is a two-year position appointed by the President of the Board of Governors. Non-Voting Member of the Executive Board.

Section 2. Qualifications for Corporation Officer.

(a) Only those members who have professional culinarian status (CCC or higher and 5 years ACF membership) shall be eligible to serve as president.

(b) Additionally, to serve as a Corporation officer, an ACF Gulf to Lakes Chefs and Cooks Association, Inc. member shall:

Have held Professional Culinarian or Senior Professional Culinarian privileges for at least 3 consecutive years and must maintain a Professional Culinarian or Senior Professional Culinarian status while holding office;

1. Have been a member of the Corporation for at least two consecutive years;
2. Suggested that they have served for at least one full two-year term as (i) an elected Corporation director; or (ii) a Corporation Standing or Special Committee Chair;
3. Have participated in at least three (3) major Corporation fundraisers/Major Chapter Event within the last five (5) years prior to his/her election.

(C) No Officer of the Corporation could serve more than three consecutive term candidacy as an elective Corporate Officer without a term off serving as an elective officer.

Section 3. Terms of Office. Corporation officers shall be elected by the majority vote of the eligible ACF Gulf to Lakes Chefs and Cooks Association, Inc. membership. Each officer shall be elected to a full two-year term with the option of running for one additional (second) term for the same office. No one person shall hold the position of an elected office for more than three (3) consecutive terms. The term of office for Immediate Past President shall be concurrent with the newly elected President and shall not hold elected office for at least one year after the term ends. The terms of office shall begin with the installation as the last order of business of the June General Meeting following the election. Newly elected officers assume the duties and upon installation.

Section 4. Powers and Duties. In addition to the powers and duties conferred by the Bylaws, the executive officers shall have the customary powers and duties of their office, subject to such terms, conditions and limitations as may be imposed by the

Bylaws or Board of Directors. The executive committee shall have the power to remove Officers and Directors for cause, pursuant to the instructions of the Council.

The Executive Committee shall be comprised of the President (CEO), Immediate Past President (Chairman), Vice President, Secretary, and Treasurer. The Executive Committee shall be the managing body of the Corporation. The Executive Committee shall have authority over and responsibility for the business affairs, operations, assets, and staff of the Corporation subject to the limitations in these Bylaws and the directives, policies, and procedures approved by the Board of Directors.

(a) President. The President (CCC or higher and 5 years ACF membership) shall serve as the chief executive officer of the Corporation and as an ex officio, non-voting member of all the Corporation's committees, except the Nominations & Elections Committee and the Internal Audit Committee. The president shall have general charge of the business of the Corporation subject to the advice and consent of the Corporations' Officers and Directors. At a minimum the president shall:

1. Conduct the general business of the Corporation.
2. Represent the ACF Gulf to Lakes Chefs and Cooks Association, Inc. as a member of the ACF National Board of Governors.
3. Preside at all Corporation Board of Directors and General Member meetings.
4. Chair Executive Sessions.
5. Be familiar with parliamentary procedures and Roberts Rules of Order.
6. Create special committees - including objectives to help guide deliberations.
7. Appoint all committee chairpersons, except the Nominations & Elections Committee and the Internal Audit Committee chairs.
8. Serve as an ex-officio, non-voting member of all committees, except the Nominations & Elections Committee and the Internal Audit Committee.
9. Oversees the Corporate Compliance Committee.
- 10. The President, in conjunction with the, Treasurer, and other board members, is responsible for presenting the proposed annual operating budget to the Board of Directors for each year of their administration to be enacted at the May Board of Directors' meeting.**
11. The President, in conjunction with the Bylaws and Resolutions Committee, is responsible for maintaining the integrity and directions inherent in the Bylaws and Policies and Procedure Manuals.
12. Nominate At-Large Directors for an appointment.

13. Prepare the monthly *President's Message* for the ACF Gulf to Lakes Chefs and Cooks Association, Inc. website and submit to the Corporation's website manager by required deadlines.
14. Execute with the Treasurer/Executive Administrator all forms of payments for the Corporation approved by the Executive Officers and/or Board of Directors.
15. Execute with the Secretary/ Executive Administrator all contracts for the Corporation approved by the Executive Officers and/or Board of Directors.
16. Serve as the official spokesperson for the Corporation.
17. Perform any other duties as directed by the Board of Directors and consistent with the mission and vision of the Corporation.
18. The President will represent the Chapter as the Voting Delegate to all ACF Board of Governors Meeting. This usually occurs in conjunction with the National Convention. Expenses must be pre-approved by the Executive Committee and Board of Directors.

(b) Vice President. The Vice President shall act as the Director of Educational Services and Member Services and is charged with oversight of such committees, oversight of all fund-raising activities and committees along with oversight of all community outreach and social advocacy activities and committees. At a minimum, the first vice president shall:

1. Report to the President and Board of Directors.
2. Serve as voting member of the Executive Committee.
3. Coordinate member services efforts between the Corporation's Committees and the Chapter Administrator.
4. Coordinate continuing education and professional development efforts between the Corporation's Committees.
5. The ACF Gulf to Lakes Chefs and Cooks Association, Inc. can have a paid/non-paid staff (Chapter Administrator) if approved by the executive board that conducts the administration of educational and professional development efforts, and member services efforts for the Corporation. The First Vice President works in conjunction with the Chapter Administrator to ensure that the First Vice President's responsibilities are fulfilled.
6. Attend official functions representing the Corporation where the president is unable to attend.
7. Work with the Chapter Administrator and Member Services Committees to increase membership value aimed at retaining members and increasing membership.

8. Perform such other duties connected with the operation of the Corporation as directed by the President, with the advice and consent of the Board of Directors.
9. Coordinate fundraising efforts between the Corporation's Committees and the Chapter Administrator.
10. Coordinate community outreach and social advocacy efforts between the Corporation's Committees and the Chapter Administrator.
11. The ACF - Gulf to Lakes Chef and Cooks Association, Inc. may have/non-paid staff (Chapter Administrator) if approved by the executive board that conducts the administration of activities and community outreach for the Corporation.
12. Create public awareness initiatives and ensures the Corporation is visible to the community.
13. Attend official functions representing the Corporation where the president is unable to attend.
1. Perform such other duties connected with the operation of the Corporation as directed by the President, with the advice and consent of the Board of Directors.

(d) Secretary. The Secretary in conjunction with the Executive Director shall be responsible for keeping the records of the Corporation and the preparation of the minutes of all Corporation meetings. At a minimum, the secretary shall:

1. Report to the President and Board of Directors.
2. Serve as a voting member of the Executive Committee.
3. Be responsible for approving all official Corporation correspondence.
4. Oversees the Marketing Committee, which includes public relations, the Corporation's website and social media efforts.
5. Be responsible for keeping all membership records of the Corporation.
6. Be responsible for reporting accurate membership statistics and demographics to the Executive Committee and Board of Directors when needed.
7. May partner with the Executive Administrator to maintain a record of and be sufficiently familiar with legal documents (Articles of Incorporation, Bylaws, IRS letters, etc.) to note applicability during meetings.
8. Work in conjunction with the President and to ensure accurate and timely corporate statements and filings are submitted to the proper reporting agencies.
9. Construct and distribute agendas for each business meeting of the Corporation.

10. Sends notices of all Corporation business meetings to those who need to participate.
11. The ACF Gulf to Lakes Chefs and Cooks Association, Inc. May have paid/non-paid staff (Chapter Administrator) if approved by the executive board that records meeting minutes and conducts administration efforts for the Corporation. The Secretary works in conjunction with the Chapter Administrator to ensure that the Secretary's responsibilities are fulfilled.
 - a. The Secretary takes minutes during Board of Directors' and all other official business meetings of the Corporation.
 - i. The Chapter Administrator may transcribe minutes, in a timely manner; this is based on the frequency of the board meetings. Meeting minutes will be electronically recorded and archived by the Chapter Administrator.
 - b. The Secretary shall:
 - i. Review/Edit the draft of the minutes.
 - ii. Approve draft of the minutes and distribute to Board of Directors for their approval.
 - iii. Distribute the approved minutes to the appropriate parties.
12. Execute with the President, in the name of the Corporation, all contracts and instruments which have first been approved by the Board of Directors.
13. Acts as official historian of the Corporation.
14. Perform such other duties connected with the operation of the Corporation as directed by the President, with the advice and consent of the Board of Directors.

(e) Treasurer. The Treasurer shall oversee the financial affairs of the Corporation. The Treasurer shall see to the timely preparation of annual financial reports and budgets, and periodic financial reports for the Board of Directors. The Treasurer shall cooperate and coordinate with the Internal Audit Committee to assure that its audit functions are carried out in accordance with the Bylaws and approved policies and procedures. At a minimum, the treasurer shall:

1. Reports to the President and Board of Directors.
2. Serves as a voting member of the Executive Committee.
3. The ACF Gulf to Lakes Chefs and Cooks Association, Inc. may pay staff (Executive Administrator) that prepares financial records and conducts the administration of the Corporation. The Treasurer may work in conjunction with the Executive Administrator to ensure that the Treasurer's responsibilities are fulfilled.

4. Oversee the financial affairs of the Corporation in the day-to-day operations and investment policies and procedures.
5. Oversees the timely preparation of monthly, year-end reports, the Annual Report, and annual budgets. The Treasurer presents them to the Board of Directors for review and approval.
6. Work in conjunction with the President to ensure accurate and timely financial statements are submitted to the proper reporting agencies.
7. May partner with the Chapter Administrator to be sufficiently familiar with legal documents (Articles of Incorporation, Bylaws, IRS letters, etc.) to note applicability during meetings.
8. Sign off on all financial statements (either formally or in practice), including but not limited to Form 990 tax returns, to ensure they are accurate, complete, and filed on time.
 - a. Notify the Board when these steps are complete.
9. Manages the Corporation's Finance and Investment Strategy.
10. Serve as board liaison on the Internal Audit Committee
 - a. Solicit and reviews proposals from external auditors then makes recommendations to the Board of Directors for their approval.
 - b. Cooperate and coordinate with the Internal Audit Committee to assure that its audit functions are carried out in accordance with the Bylaws, and State and Federal laws.
11. Execute in the name of the Corporation all checks for expenditures authorized by the Executive Committee and Board of Directors.
12. Receive and deposit all funds of the Corporation in a bank selected by the Board of Directors.
13. Maintain corporate records of all financial transaction including receipts, expenditures, disbursements, and balances using Generally Accepted Accounting Principles (GAAP).
14. Perform such other duties connected with the operation of the Corporation as directed by the President, with the advice and consent of the Board of Directors.

f) Immediate Past President. The outgoing ACF President shall serve as Immediate Past President for a term to be concurrent with the newly elected President. The Immediate Past President office is not considered an elected position in considering the limitation of terms of office. At a minimum, the Immediate Past President shall:

1. The chairman of the board shall be the immediate past president of the Chapter. Their role is to support any board members with questions about the ACF and how it should be. The Chairman shall provide input and sense of continuity to the Chapter.

(g) Sergeant at Arms. The Sergeant at Arms is the custodian of personal property of the Corporation. At a minimum, the Sergeant at Arms shall:

2. Report to the President.
3. Assist the President in keeping good order and discipline at all meetings.
4. Keep attendance at all meetings, and ensure members and guests sign the attendance sheets for all meetings.
5. Be familiar with parliamentary procedures and the latest edition of Robert's Rules of Order.
6. Perform such other duties connected with the operation of the Corporation as directed by the President, with the advice and consent of the Board of Directors.

Section 5. Vacancies.

a) If the President is unable to complete his/her term for any reason, the Vice President shall immediately assume the duties of President until a new President can be elected.

b) If both the President and Immediate Vice President are unable to complete their terms, then succession of the Presidency falls to the Treasure; if the Treasure is unwilling or unavailable to serve, then the Secretary will succeed. If the Secretary is unwilling or unavailable to serve, then the Immediate past President will succeed.

1. After the above occurs, the Board of Directors shall decide if and in what manner a special election shall be held to fill the office of President.

c) Any vacancy that occurs in any other office of the Corporation shall be filled through election and determined by majority vote of the ACF Gulf to Lakes Chefs and Cooks Association, Inc. membership currently in good standing. The voting method and timeline shall be determined by the Board of Directors and fair for all participants.

d) The Immediate Past President shall perform the duties of any Corporation officer with the exception of the President in case of a vacancy until the vacancy can be filled in accordance with the Bylaws.

e) The successor to any elected director or at-large director who fails to complete his/her term shall be nominated by the President and appointed by the Board of Directors to complete the balance of the vacated term.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Members. The Board of Directors shall consist of the Immediate Past President (Chairman), President, Vice President, Secretary, and Treasurer; (1) Sergeants at Arms, (5) elected Board members, and seven appointed At-large directors.

Section 2. Number. The Board of Directors shall consist of no fewer than 8 eight nor more than Fourteen. The number of directors shall be determined from time to time by the resolution of the entire Board of Directors, provided that no decrease in the number of directors shall shorten the term of any incumbent director.

Section 3. Powers and Duties. The Executive Board shall be the governing body of the Corporation. The Board shall have ultimate authority over and responsibility for the business affairs, operations, assets, and staff of the Corporation, subject to the limitations in these Bylaws, the approved policies and procedures of the Corporation, and instructions of Council. No compensation shall be paid to Directors for serving on the Executive Board. At a minimum, the Executive Board shall:

1. Determine and support the vision and mission of Corporation.
2. Promote the mission and vision of the Corporation and ensure a strategic planning process is in place that will lead to fulfillment of the mission.
3. Operate responsibly as stewards of the Corporation.
4. Ensure effective organizational planning.
5. Ensure adequate resources are allocated to support the strategic plan's goals.
6. Determine, monitor, and strengthen the Corporation's programs and services.
7. Enhance the Corporation's public standing and image.
8. Ensure legal and ethical integrity and maintain accountability.
9. Recruit and orient new board members and assess board performance.
10. Adopt annually a fiscally sound and prudent operating and capital budget.
11. Establish binding policies and procedures of the Corporation.
12. Appoint the Internal Audit Committee.
13. Assess, establish, and monitor the strategic objectives of the Corporation and ensure a corporate strategic plan is in place.

Section 5. Qualifications.

(a) The qualifications of the elected board members are set forth in Article V.

(b) Officers who have reached the limitation of her/his term of office shall be considered ineligible for a director position.

(c) The at-large directors are to be nominated by the President and approved by the Board of Directors. They are to be involved in the culinary profession in some way that will bring value to the Board of Directors.

Section 6. New Member Orientation. All new board members, both officers and directors shall complete a board orientation within her/his first year in office. Orientation shall be in accordance with the Corporation's current policies and procedures approved by the Board of Directors.

Section 7. Election. The elected directors who serve on the Board shall be elected as provided in these Bylaws.

Section 8. At-Large Directors. Appointment of At-Large directors is an option available to the President which may be utilized at her/his discretion. At-Large directors are expert industry advisors and their responsibilities are as such. When this option is utilized, At-Large director positions shall be filled by a two thirds (2/3) majority vote of directors then in office, regardless of their number. The Board of Directors shall not increase the number of directors pursuant to this section by more than two in any given year, subject to the limits on Board members in these Bylaws. The At-Large Directors shall serve for a full two-year term with the option of being appointed for a second, two-year term.

(a) At-Large directors shall not have voting rights on the board.

Section 9: Resignations. All resignations shall be made in writing and addressed to the President and or the Executive Board .

Section 10. Regular Meetings. There shall be at least Six (6) regular meetings per year. The President shall select the time and place of each meeting and shall give 30 days' notice of all Board meetings to the Board members.

Section 11. Special Meetings. Special meetings of the Board of Directors shall be called by the President or a majority of the Board. The Secretary shall give the Board members notice of a special meeting not less than 5 days before the meeting. The notice shall include the time, place and agenda for the meeting.

Section 12. Actions by the Board of Directors.

(a) Except as otherwise provided by law or in these Bylaws, the act of the Board of Directors means action at a meeting of the Board by vote of a majority of the directors present at the time of the vote, if a quorum is present at such time. There shall be no proxies for Board of Director meetings.

(b) Any action required or permitted to be taken by the Board of Directors or any committee there of may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action.

(c) Any one or more members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

(d) Board of Directors meetings shall be open to all chapter members on an observation basis only. Only officers and directors may speak unless the presiding officer opens the floor for general input.

Section 13. Quorum. Five (5) Directors, of which at least three current Executive Officers, shall constitute a quorum of the Board of Directors at all meetings and an affirmative vote of the Board of Directors shall be a majority of those present and eligible to vote.

Section 14. Committee Participation. To the extent possible, all members of the Board of Directors who are not serving in an Officer capacity will also be eligible to serve as Chairman of at least one standing committee. This action is not intended to supersede the appointment of interested parties of the general membership. This action is intended to further involve Directors in the successful operation of the Corporation and training future corporate successors.

Section 15. Bylaws Interpretation. The interpretation of these Bylaws shall rest with the Board of Directors unless and until superseded by a vote of the membership by a two-thirds majority vote of a quorum at a regular membership meeting.

ARTICLE VII - ELECTION OF OFFICERS AND DIRECTORS

Section 1. The Nominations & Elections Committee. The Nominations & Elections Committee shall supervise the election of the Corporations' officers and directors in accordance with policies and procedures established by the Committee and approved by the Board of Directors. The Nominations & Elections Committee shall ensure a fair and equitable election process. The Nominations & Elections Committee shall screen and approve all nominees for candidacy of office in accordance with approved policies and procedures in effect at the time nominations open. Additionally, the Nominations & Elections Committee shall monitor and enforce term limitations for officers and directors of the Corporation.

Section 2. Member Eligibility for Voting. Only ACF Gulf to Lakes Chefs and Cooks Association, Inc. members with voting privileges that are in good standing on record with ACF National as of May 30th in the year the election process begins shall be eligible to vote. Members in good standing are defined as being current with all applicable membership dues and not subject to the restrictions of Article XII of these Bylaws. Each eligible member shall cast her/his own vote. No proxy voting shall be allowed.

Section 3. The Election Process. The election process begins in even numbered years for the office of President, Vice President, Secretary, Treasurer. All nominees must complete a Nomination Acceptance Letter with biography and return it to the Nominations & Elections Chairperson by the Friday following the General Member meeting.

Section 4. General Timeline. The following is a general timeline for the election process. A specific election timeline shall be disseminated in April of each election year.

April

- The Nominations & Elections Chair will have an email send to the membership announcing that nominations will be taken for positions available. Nominations open to the floor beginning at the start of April the Board of Directors meeting and remain open until the end of the May General Member meeting.

At the April General Meeting, Nominations & Elections Chair addresses the Membership and explains the duties and responsibilities of all positions that are open for nomination.

May

- Nominations close at the end of the May General meeting.
- Nomination Acceptance Letter and Biography due from all nominees by the Friday following the May General meeting.
- Candidates will be notified by Nominations & Elections Chair that they were acceptance to run for office
- Official slate of approved candidates for office and the Nomination Acceptance Letter with Biographies of all candidates posted on the ACF Gulf to Lakes Chefs and Cooks Association, Inc. website, www.gulftolakeschef.com

May-June

- Voting begins on specified date.
- Designated Independent third party administers voting process (i.e. sends voting ballots to all eligible members, receives and records votes casted, maintains security, etc.).
- Voting closes on specified date (one week prior to the June General Meeting).
- Candidates notified of election results on Friday prior to the June General Meeting

- Election results announced after all candidates have been notified of election results.
- Election results published on the ACF Gulf to Lakes Chefs and Cooks Association, Inc. Website, www.gulftolakeschef.com

June.

- Newly elected officers take office at installation of officers at the June general meeting.

ARTICLE VIII - COMMITTEES

Section 1. Elected Committees. The Corporation shall maintain the following Elected Committee: Nominations & Elections Committee.

All committee members serve a two-year term. All committees shall follow policies and procedures that have been approved by the Board of Directors.

The elected committee shall each have three members. Nomination and election of committee members shall occur in every even numbered year following the time line specified in Article VII.

Section 2. Standing Committees. The Corporation shall maintain the following listed Standing Committees. With the exception of the Internal Audit Sub-Committee, only the President may further implement and charter sub-committees for any Standing Committee. The implementation of any sub-committee shall be approved by the Board of Directors.

Continuing Education and Professional Development Committee

(This committee would encompass the areas of Apprenticeship, Certification, Continuing Education, and Culinary Competitions/Shows)

Member Services Committee

(This committee would encompass the areas of Awards, Membership, Meetings and Venues, and Students and Schools)

(a) The charter, scope, organization, and administration of all standing committees shall be in accordance with the policies and procedures approved by

the Board of Directors. All membership classifications, except Junior Culinarians are eligible to serve on any standing committee. The President shall select a chairman for each committee, and the appointment will be confirmed by the Board of Directors.

(b) All committee members serve a two-year term. All committees shall follow policies and procedures that have been approved by the Board of Directors.

(c) All Standing Chairpersons will need to be reconfirmed for their position by the Board of Directors at the beginning of each subsequent term.

Section 3. Special Committees. Special committees can be established by the President and Board of Directors when ever deemed prudent and necessary. The President and Board of Directors shall write the established rules for these committees, which include all advisory and task forces. The time limit for these committees shall be established by the President in collaboration with the Board of Directors.

(a) All Special Chairpersons will need to be reconfirmed for their position by the Board of Directors at the beginning of each subsequent term.

Section 4. General Rules. The Board of Directors shall establish rules, policies, and procedures for all committees.

ARTICLE IX- MEETINGS

Section 1. Meetings. The following meeting schedule is established for the Corporation.

(a) **General Member.** . The Corporation shall hold a minimum of eight (6) monthly general member meetings annually. This meeting should be structured for education and fellowship. Minimum Corporation business should be discussed. No meeting shall be held during the same month as the ACF National Convention - usually July. No meeting will be held during the same month in which the President's Awards Gala is scheduled. No meeting will be scheduled during the same week of the month the ACF Southeast Region Conference is held. Exceptions to this may be made by a majority vote of the Board of Directors.

(b) **Committees.** Elected and standing committees shall meet at a minimum quarterly, and as needed in the execution of its mission. Meeting date, time, place, and method to be determined by the President or Committee Chairperson.

(c) Executive Committee. The Executive Committee shall meet no less than 5 times during a calendar year at a place, time, and date determined by the Corporation president. Invited guests shall only be allowed to attend Executive meeting with prior approval of all board members.

(d) Board of Directors. The Board of Directors shall meet no less than 5 times during a calendar year at a place, time and date determined by the Corporation president. Board of Directors meetings shall be open to all chapter members on an observation basis only. Only officers and directors may speak unless the presiding officer opens the floor for general input. Invited guests shall only be allowed to attend a Board meeting with prior approval of the board members.

Section 2. Notice of meetings. Written notice of the date, hour and place of any meeting of the members, (annual, regular, or special) shall be given to each member entitled to vote. Such notice shall be given by the secretary or Executive Director of Operations to the members personally by email or mail or other means of written or electronic communication, charges prepaid addressed to the member of the address appearing on the mailing list maintained by the secretary or Executive Director of Operations. Detail meeting notices posted on the Corporations website shall be considered sufficient public notice of meetings, provided the posting meets the time requirements specified in these bylaws. Such notice shall be given or sent to each member thereto not less than 5 days before the date of the scheduled meeting.

Section 3. Voting. No person other than members and invited guest shall be allowed to attend Corporation meetings. There shall be no voting of the membership by proxy. Voting on all propositions requires a simple majority, unless otherwise specified in these bylaws or by special ruling of the Board of Directors, first passage. Vote shall be taken by either a show of hands or by standing, whichever is the choice of the chair, except on motions and second that vote shall be by secret ballot on the state of the motion.

Section 4. Special Meetings. Special meetings of the Corporation may be called by the President or Board of Directors upon giving at least five days' written notice to the Members, which notice shall specify the purpose of the meeting. Further, the Board of Directors shall call a Special Meeting of the Corporation's Membership upon written request of at least twenty-five percent (25%) of the voting Members provided a written demand for the call of a special meeting is delivered to a corporate officer. To be effective, the demand must include the signatures of at least twenty-five percent (25%) of the voting members in good standing of the Corporation, and describe with clarity the purpose or purposes for which it is to be held.

Section 5. Quorum. In the absence of a quorum, no business may be transacted at any meeting. The quorum shall be five, of which at least two (2) are current Executive Officers and three (3) Active members in good standing.

Section 6- STANDING RULES

Meeting Procedures

Order of Business, Executive Meetings:

1. Call to order
2. Introduction of guests
3. Establishment of a quorum
4. Reading of, or approval of minutes as published
5. Reports of officers
6. Unfinished business and general orders
7. New business
8. Adjournment

Order of Business, Board of director Meetings:

9. Call to order
10. Invocation and/or Pledge of Allegiance
11. Introduction of guests and hosts
12. Establishment of a quorum
13. Reading of, or approval of minutes as published
14. Reports of officers and directors
15. Reports of special committees
16. Special orders
17. Unfinished business and general orders
18. New business
19. Announcements
20. Acknowledgements
21. Adjournment

Order of Business, General Meetings:

1. Call to order
2. Invocation and/or Pledge of Allegiance
3. Introduction of guests and hosts
4. Reports of officers and directors
5. Reports of special committees
6. Announcements
7. Acknowledgements
8. Program
9. Networking

10. Adjournment

ARTICLE X - ADMINISTRATION

Section 1. Staff and Officer Expenses. Reimbursement for approved budgeted expenses required by the Bylaws or the Corporation; and at the discretion of the Board of Directors.

Section 4. Accounting. The Corporation shall use the accrual method of accounting as the principal method to measure the financial performance and position of the Corporation. Financial records shall be based on a fiscal year beginning July 1st and ending June 30th.

Section 5. Financial Transactions. The Treasurer shall execute in the name of the Corporation all checks for expenditures authorized by the Executive Board. The Treasurer shall receive and deposit all funds of the Corporation in a bank selected by the Bo Executive Board. Such funds shall be paid out only by check or electronically through Electronic Fund Transfers (EFT). The Treasurer shall also account for all receipts, disbursements, and balance on hand. The financial transactions of the Corporation shall be limited by the following provisions.

(a) Transfer/Disbursement. The Treasurer must approve all transfers and disbursements of funds and President must first approve funds over \$100.00. All disbursement of funds over \$500.00 must first be approved by a majority vote of the Executive Board or by a Regular meeting of members.

(b) Authorization. Either the Treasurer or President shall singularly sign all checks and drafts for less than \$500.00 upon any and all bank accounts of the Corporation, which require official signatures. All checks and drafts for more than \$500.00 upon any and all bank accounts of the Corporation which require official signatures shall be co-signed by any two (2) of the following: The President, Treasurer, or Secretary. Each and every bank account of the Chapter shall have bank documents to implement the requirements of the above sentence.

(c) Incapacity of Treasurer. In case of the absence or disability of the Treasurer, the President or Secretary may execute checks for the expenditures authorized by the Executive Officers or Board of Directors.

Section 6. Audit. The Board of Directors shall arrange for the Corporation to be audited biennially by an independent certified public accountant or an enrolled agent. A copy of the report shall be mailed to the Board of Directors within 30 days after its completion.

ARTICLE XI - CONFLICTS OF INTEREST

Section 1. Confidentiality Policy. Maintaining confidentiality of the Corporation's affairs is of paramount importance. All Volunteers shall acknowledge that he/she may receive or have access to information relating to the Corporation which the Corporation does not publicly disseminate, including information relating to its activities, services, programs, plans, membership lists and information, vendor lists and information, sponsor lists and information, vendor and service-provider relationships, finances, technical data, and software ("Confidential Information").

Section 2. Obligations (Confidentiality). To protect the Corporation's Confidential Information, Volunteers of the Corporation shall:

- (a) Not disclose Confidential Information to any third party, including corporate employees and members without a need-to-know;
- (b) Not remove Confidential Information from the Corporation's offices, except in the performance of Volunteer's duties on behalf of the Corporation;
- (c) Not use Confidential Information for personal benefit or for the benefit of any third party; and
- (d) Deliver to the Corporation all documents and records (including diskettes and other electronic storage media) immediately upon request of the President or Board of Directors.

The confidentiality obligations shall be governed by the laws of the State of Georgia.

Section 3. Conflict Of Interest All Officers, Board of Director members Committee members or others acting in any capacity for the Gulf to Lakes Chef and Cooks Association shall disclose to the Chair of the Ethics Committee and the Board of Directors any situation which may be construed as a conflict of interest in accordance with policies and procedures adopted by the Board of Director

Section 4. Obligations (Conflicts). To avoid conflicts of interest, and the appearance of such conflicts, Volunteers of the Corporation shall:

(a) Disclose any ownership or other interest, whether acute or remote, paid or unpaid, business or personal, for a business or nonprofit organization, that might potentially interfere or compete with the interests of the Corporation that they, or members of their immediate families, may have (this is a continuing obligation which extends throughout a Volunteer's service to the Corporation, and which shall be disclosed as well on an annual disclosure form);

(b) Disclose any interest that might give rise to an apparent or actual conflict of interest with respect to their duties to the Corporation (this is a continuing obligation which extends throughout a Volunteer's service to the Corporation, and which shall be disclosed as well on an annual conflict of interest disclosure form);

(c) Permit the Corporation to review and fully cooperate with such review regarding the circumstances of any potential, apparent, or actual conflict of interest;

(d) Take such action deemed necessary to protect the integrity of the Corporation or to avoid a breach of fiduciary duty, including recusal from Board deliberation and voting (although a Volunteer may respond to questions from the Board), and if necessary, withdraw from his/her position; and

(e) Refrain from competing with the Corporation, directly or indirectly, by working for, investing in or owning an interest in any business or enterprise that competes with the Corporation for members or sponsors, or that offers the same or similar programs or services.

ARTICLE XII - DISCIPLINARY ACTION, SUSPENSION OR EXPULSION

Disciplinary Procedures

Members and officers of ACF-GTL shall be subject to disciplinary actions of the verbal warning, written reprimands, removal from office (subject to a quorum vote by the ACF-GTL Executive Committee), or expulsion from this association for gross unprofessional conduct consisting of, but not limited to:

- a. Any act that willfully violates the Culinarian's Code
- b. Any act that willfully brings Disrepute upon this association or office held
- c. Any act which willfully or maliciously demeans this association or its members

No member of this association shall be reprimanded, removed from office, or expelled from this association, unless and until he or she has received due process consisting of the following:

1. Written charges specifying the alleged offense, signed by a voting member, or members of this association, shall be filed with the chairman of the Ethics Committee. A copy of these charges shall be mailed to the member at their latest known address of record by Certified Mail with Return Receipt requested.
2. The Committee shall investigate the allegations and make all reasonable efforts to interview parties involved. The committee will present their report to the Board of Directors within thirty (30) days of receiving the written charges. Upon receipt, the ACF-GTL Board of Directors shall set a time and place for the formal hearing.
3. If further investigations are necessary, the Board of Directors may postpone hearing the committee's findings until the following Board meeting.
4. The ACF-GTL Board of Directors shall give the accused member a minimum of ten (10) business day's notice of the time and place of the hearing. Any member so charged, shall have the right to appear at the hearing and present evidence in his or her behalf.
5. After the Board Hearing, a report and recommendation of the ACF-GTL Executive Committee must be ratified by a quorum vote of the Executive Board.
6. Following the hearing, the ACF-GTL Executive Board will record their recommendation and/or decision in writing and report their actions to the general membership at the next general meeting of this association.

Any Officer or Director accused of malfeasance of office shall be subject to disciplinary action(s) and entitled to a hearing.

Any officer, Director, Committee Chairperson, or another member of this association with assigned duties, or assigned responsibility, accused of misfeasance of office shall be entitled to a hearing before the ACF-GTL Board of Executive Directors.

ARTICLE XIII - AMENDMENTS

Section 1. Eligibility to Propose Bylaw Amendments. Any officer or director of the Corporation singularly may propose a Bylaws amendment. Any ACF- Gulf to Lakes Culinary Association, Inc. member with professional culinarian or senior professional culinarian privileges may propose an amendment to the Bylaws. Proposed Bylaw

amendments must be signed and supported by at least twelve (12) active members in good standing. The change must follow the policies and procedures established by the Bylaws and Resolutions Committee.

Section 2. Introduction Of Proposed Amendment. A proposed amendment to these Bylaws must be submitted to the Bylaws and Resolutions Committee Chairperson for review. Within ten (10) days of receipt of a proposed bylaw change, the Chairperson shall notify the President and Executive Director of the proposed amendment for inclusion on the agenda at the next Board of Directors meeting. Before the amendment shall be considered by the Corporation, the Board of Directors shall deliberate its applicability to the vision, mission, and strategic objectives of the Corporation. A two thirds (2/3) majority vote of the Board of Directors is required for a proposed amendment to be introduced to the Corporation for vote.

Section 3. Proposal of Amendment. The Board of Directors shall include the proposed amendment for introduction in its Minutes to be read at the next Regular meeting of the Corporation. There shall be no vote on the proposed amendment at that meeting.

Section 4. Voting on Amendment. Within ten (10) days after the proposed amendment has been read at a Regular meeting, each member shall be mailed or emailed a copy of the proposed amendment or amendments with a space provided whereby a vote of YES or NO can be cast. Members shall have approximately 21 days from the date of mailing to return their vote to be eligible for counting. The Ethics Chairperson will be in charge with the voting process and verification of votes. The Executive Director shall notify the President and Board of Directors of the voting results. The President will announce the voting results at the next general members meeting. A two-thirds majority vote of members voting shall be required for adoption of the proposed amendment.

ARTICLE XV - INDEMNIFICATION

Section 1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Board Member, officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if

he or she acted in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was unlawful.

Section 2. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact he or she is or was a Board Member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Board Member, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

Section 3. To the extent that a Board Member, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 4. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a Court of competent jurisdiction) shall be made by the Corporation only as authorized in a specific case upon a determination indemnification of a Board Member, officer, employee or agent is proper in the circumstances because he or she has met the applicable standards of conduct as set forth in Sections 1 and 2 of this Article. Such determination shall be made (a) by the Board, by a majority vote of a quorum consisting of Board Members who were not parties to such action, suit or proceeding or (b) if such

quorum is not obtainable, or even if obtainable, as a quorum of such disinterested Board Members so directs, or by independent legal counsel under written opinion.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized in a specific case upon receipt of an undertaking by or on behalf of the Board Member, officer, employee, or agent to repay such amount unless it shall ultimately be determined he or she is entitled to be indemnified by the Corporation as authorized in this Section.

Section 6. Indemnification provided for in this Article shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which those seeking indemnification may be entitled under any other Bylaw or resolution. This provision shall apply both as to action by a Board Member, officer, employee or agent in his or her official capacity and as to action in another capacity while holding such office or position. Indemnification provided or authorized shall continue as a person who has ceased to be a officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. The provisions of this Article XV and the several rights to indemnification created hereby are independent and severable and in the event any such provision or right shall be held by a Court of competent jurisdiction in which an action relating to such provisions or rights is brought to be against public policy or otherwise to be unenforceable, the other provisions of this Article XV shall remain enforceable and in full effect.

Section 8. The Board may authorize by vote of the majority of the full Board, the Corporation to purchase or maintain insurance on behalf of any person who is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another Corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under such provisions of this Article XV.

To the full extent authorized by law, the Corporation shall indemnify any person, made or threatened to be made, a party in any action or proceeding, whether civil or criminal, by reason of the fact that the person is or was a director or officer of the ACF Gulf to Lakes Chefs and Cooks Association, Inc. or served in any capacity at the request of the ACF - Gulf to Lakes Culinary Association, Inc.. or any other corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XVI - DISSOLUTION

The Corporation may be dissolved by a two-thirds majority vote of voting members in good standing, however, the Corporation shall not be dissolved while there are fifteen (15) Professional Culinarian or Senior Professional Culinarian members in good standing and willing to carry on the business of the Corporation. If the Corporation is dissolved, the President shall be responsible for turning all assets over to the American Culinary Federation Education Foundation (ACFEF), provided it is a qualified 501(c)(3) organization at the date of asset turnover.

ARTICLE XVII -PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised XX (latest published) Edition shall govern all meetings and proceedings of Corporation except to the extent inconsistent with these Bylaws.