

**By-Laws of the
NORTHEAST SECTION,
INSTITUTE OF FOOD TECHNOLOGISTS**

Article I - Name, Headquarters and Territory

Section 1. Name

The name of this organization shall be the Northeast Section, a subsidiary organization of the Institute of Food Technologists. Hereafter, these shall be referred to as "SECTION" and "INSTITUTE," respectively. In the event of a conflict between these SECTION By-Laws and the Constitution and By-Laws of the INSTITUTE, the latter shall prevail.

Section 2. Headquarters and Territory

The SECTION headquarters shall be located at the address of the current Treasurer. The region of the SECTION shall include the States of Maine, Massachusetts, New Hampshire, Rhode Island and Vermont, as designated by Zip Codes 012-059, inclusive.

Article II - Purpose

The purpose of this SECTION, a non-profit, scientific and educational organization, shall be to support improvement of the food supply and its use through science, technology and education.

Article III - Membership

Section 1. Classes of Members

- a. Any person who is a Member or Professional Member of the INSTITUTE may become a Member of the SECTION.
- b. Any person, who is active in the food or related industries and not a member of the INSTITUTE, may become an Associate Member of the SECTION.
- c. Any person, who has retired from any aspect of the food or related industries, may become an Emeritus Member of the SECTION.
- d. Any person who is enrolled in an educational institution as a part or full-time student may become a Student Associate Member of the SECTION.
- e. Any person, who is enrolled in an educational institution as a part or full-time student and is a Student Member of the INSTITUTE, may become a Student Member of the SECTION.

Section 2. Limitations

The number of Associate Members excluding Emeritus Members and Student Members is limited to twenty-five percent (25%) of the total SECTION membership.

Section 3. Corporate Memberships

Any company in the food or a related business that wishes to support the objectives of the SECTION may become a Corporate Member under conditions established by the SECTION Executive Board.

Section 4. Privileges

All classes of members may participate in all activities of the SECTION.

Section 5. Dues

- a. The SECTION Executive Board shall periodically review and establish the dues for all membership classes, including the annual contribution levels for Corporate Members.
- b. The SECTION may assess higher annual dues for Associate members than for Members. Dues for Students shall be set lower than for Members of the SECTION.
- c. Emeritus Members shall be exempt from paying SECTION dues.

Article IV - Officers and Other Elected Representatives**Section 1. Officers**

The officers of the SECTION shall be: Chair, Chair-elect, Secretary and Treasurer. The officers shall be responsible for administering and executing the activities of the SECTION within the framework of the policies established by the SECTION Executive Board.

Section 2. Membership Representatives

The SECTION shall elect six (6) Members-at-Large to the Executive Board who shall represent SECTION member interests and needs to the Board. Two (2) Members-at-Large shall be elected each year.

Section 3. Eligibility

- a. The Chair, Chair-Elect, Secretary and Treasurer of the Executive Board must be Members or Associate Members of the SECTION.
- b. No individual may hold more than one elected position at a time.

Section 6. Terms of Office

- a. The terms of the SECTION Officers shall be one year beginning on July 1 following the election, or until their successors qualify.
- b. The terms of the Members-at-Large of the SECTION Executive Board shall be three (3) years, with the terms of two members arranged to start on July 1 each year.
- c. Terms of the Chair and Chair-elect shall be limited to one term. Additional terms may be served after a minimum of one (1) year out of that specific office. The Secretary and Treasurer may serve an unlimited number of terms.
- d. Members-at-Large may serve consecutive terms, providing no other candidates are available.

Section 7. Duties

- a. The Chair shall be the Chief Executive Officer of the SECTION and shall:
 - (1) preside at all meetings of the SECTION and the SECTION Executive Board;
 - (2) appoint, with the approval of the SECTION Executive Board, all Committees, designate the Chair of each, and fill any vacancies occurring therein;
 - (3) perform other duties which are associated with the office of Chair as assigned in these By-Laws or by the SECTION Executive Board; and
 - (4) appoint, upon recommendation of the Student Affairs Committee, a Student Member to the SECTION Executive Board, Student Members-at-Large to the Student Affairs Committee, and Student Members to other Committees.
- b. The Chair-Elect shall:

- (1) perform such other duties as the Chair may delegate, which may include serving as Chair *ex officio* of the Program Committee;
- (2) perform the duties of the Chair in the event of the Chair's absence; ~~and~~
- (3) succeed immediately to the office of Chair in the event of the Chair's resignation, disability or death; and
- (4) at the expiration of the Chair's term, succeed automatically to that office.

c. The Secretary shall:

- (1) keep a record of the proceedings of the SECTION;
- (2) record and distribute the minutes of the meetings of the SECTION Executive Board;
 - (3) distribute notices of SECTION meetings and/or newsletters 10-14 days prior to each meeting;
 - (4) prepare ballots for election of SECTION officers, Members-at-Large and for proposed amendments to these By-Laws; mail the ballots only to Regional Members of the SECTION, and receive ballots for transmittal to the Tellers Committee;
 - (5) notify the Director of Membership Relations of the INSTITUTE of the election of new officers and Members-at-Large by April 1 each year;
 - (6) forward approved amendments of these By-Laws to the Director of Membership Relations of the INSTITUTE for transmittal to the INSTITUTE Committee on Constitution and By-Laws;
 - (7) provide the Director of Membership Relations of the INSTITUTE with an up-to-date copy of the SECTION By-Laws whenever amended;
 - (8) serve as official liaison between the SECTION and the INSTITUTE in all administrative matters;
 - (9) prepare an Annual Report of the SECTION activities on forms supplied by the INSTITUTE; submit this report to the Director of Membership Relations of the INSTITUTE within thirty (30) days after the end of the governance year; ~~and~~.

d. The Treasurer shall:

- (1) have charge of all funds of the SECTION, which shall be deposited in an account(s) approved by the SECTION Executive Board;
- (2) collect all monies due the SECTION including membership dues and SECTION meeting fees;
- (3) make all disbursements as approved by the SECTION Executive Board; retain copies of all bills and disbursement receipts;
- (4) report financial transactions and the SECTION's financial condition at each SECTION Executive Board meeting;
- (5) obtain a fidelity bond, the cost of which shall be borne by the SECTION, when required by the SECTION Executive Board;
- (6) prepare an Annual Financial Report and turn it and financial records over to the Auditing Committee upon completion of the governance year;
- (7) when new officers take office, complete proper paperwork with banks, such as resolutions and signature cards;
- (8) annually, file appropriate forms with the Internal Revenue Service within five and one half (5 1/2) months after the end of the SECTION's fiscal year end;
- (9) file the required reports, as required by the governing state; and
- (10) ensure that sufficient funds are carried forward each year as operating funds

for the new fiscal year.

(11) within sixty (60) days after the close of the SECTION's fiscal year, submit a financial report to the INSTITUTE on forms provided by the Executive Director's office.

e. Members-at-Large shall

(1) serve as a member of the SECTION Executive Board

(2) participate in the development of overall strategy and setting annual section priorities.

Section 8. Limitation of Liability

No SECTION Executive Board member or officer shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of their office except as dictated by law.

Article V - SECTION Executive Board

Section 1. Composition

The SECTION Executive Board shall be comprised of the officers, the three (3) immediate Past Chairmen, six (6) elected Members-at-Large and the Chairs of all standing committees. The Chair may appoint one Student Member representative as a voting member. Committee Chairs shall be voting members of the SECTION Executive Board.

Section 2. Duties

The SECTION Executive Board shall:

a. establish the policies and plan and execute activities that support the SECTION's Purpose and Objectives given in Article II;

b. at its first meeting of the administrative year, develop and approve an Annual Budget based on its planned program of activities for the year;

c. fill any vacancy arising among SECTION officers during the governance year including the office of Chair.

Section 3. Meetings

The SECTION Executive Board may schedule meetings prior to SECTION meetings, but shall hold a minimum of four (4) meetings annually. Meetings may be held on-site, via conference call or by means of other technology. Additional meetings may be called by the Chair or at the request of three (3) other members of the Board.

Section 4. Quorum

A quorum of the SECTION Executive Board shall be not less than fifty percent (50%) of the voting members, of which either the Chair or the Chair-elect must also be present. Withdrawal of members from the meeting shall not constitute failure of a quorum at that meeting.

Section 5. Non-performance

The SECTION Executive Board may ask an officer or Committee Chair to resign if that person is not properly or adequately conducting the duties of the position for four (4) consecutive months. In addition, the Committee may ask a Member-at-Large to resign if that person misses more than one half (1/2) the SECTION Executive Committee meetings in one year. A two-thirds (2/3) vote of the Committee is required to follow through on a charge of non-performance. The

Chair shall then fill any vacancies created by these actions. Following the determination of non-performance, the affected person may request the Committee to appoint an *ad hoc* Appeals Committee to review the case and bring it before the general membership for consideration.

Section 6. Vacancies

Any vacancy occurring on the SECTION Executive Board shall be filled by appointment of the Chair. If a Board member or officer is appointed to fill a vacancy by the Chair, that person shall serve for the unexpired term of their predecessor, except for the Chair-elect. The Chair-elect must be elected to the position of Chair by the Section membership but may be run on the ballot unopposed.

Article VI - Committees

Section 1. Program

There shall be a Program Committee to plan and develop programs for SECTION meetings.

Section 2. Nominating

The Nominating Committee shall be comprised of three (3) members, one of whom shall be the immediate past Chair who shall serve as ex-officio Chair. The Nominating Committee shall develop and present the slate of candidates for all elected positions in accordance with these By-Laws by February 1 of each year.

Section 3. By-Laws

The By-Laws Committee shall be comprised of three (3) Members. The Committee shall maintain continuing surveillance over the development of any conflicts between these By-Laws and the Constitution and By-Laws of the INSTITUTE. It shall review and recommend to the SECTION Executive Board all proposed amendments to these By-Laws.

Section 4. Tellers

The Tellers Committee shall be comprised of as few as one (1) Member not holding any SECTION office and not a candidate for an office. The Teller(s) shall count ballots on all matters requiring a vote by Regional members. The Teller(s) shall report the results of its tallies to the Secretary not later than ten (10) days after the balloting deadline for each matter.

Section 5. Auditing

The Auditing Committee shall be comprised of three (3) members, not holding any SECTION office during the fiscal year covered by the records being audited. The Treasurer shall be an *ex officio*, non-voting member. The Committee shall review and certify the correctness of the Annual Financial Report and the records of the Treasurer within sixty (60) days after the end of the fiscal year. Any errors, corrections, or deviations not correctable by action of the Treasurer shall immediately be brought to the attention of the SECTION Executive Board for disposition and action.

Section 6. Scholarship

The Scholarship Committee shall consist of no less than six (6) Members. The Committee shall:

- (a) establish policy for awarding scholarships, as advised by the Executive Board;

- (b) determine annually, from the Executive Board, the funds available for graduate and undergraduate awards.
- (c) develop an application form, distribute it to all educational institutions in the SECTION's geographical territory that have a food science curriculum and publish it in the Nor'easter Newsletter;
- (d) consider qualifications of all applicants;
- (e) determine the number of qualified candidates and the amount of the awards.
- (f) report the awardee(s) to the Executive Board; and
- (g) present the SECTION awards and any INSTITUTE awards, at the SECTION's Annual Student Recognition meeting.

Section 7. Long-Range Planning

The Chair may appoint a Long-Range Planning Committee to assist the SECTION Executive Board in planning the program of activities to meet the SECTION objectives. The Committee shall be comprised of two (2) past chairs, two (2) Members or Associate Members who have been SECTION members for three (3) years or less at the time of their appointment and a Chair. The Long-Range Planning Committee shall review and evaluate existing activities, evaluate future SECTION needs and make recommendations for changes or new activities.

Section 8. Membership

The Chair may appoint a Membership Committee consisting of a Chair and not more than two (2) additional members. The Committee shall promote membership in the SECTION and the INSTITUTE, maintain membership records and provide an annual SECTION membership directory. It shall collaborate in membership promotion plans from the Committee on Membership and Professional Affairs of the INSTITUTE and may call upon it for assistance.

Section 9. Student Affairs Committee

a. The Chair may appoint a Student Affairs Committee comprising two (2) Members, the Presidents, or their designated representatives, of INSTITUTE chartered Student Food Science Clubs in the SECTION's geographic region and no more than two (2) Student Members-at-Large from other recognized educational institutions in the geographic region of the SECTION not having an Institute Chartered Food Science Club.

b. The Student Affairs Committee shall solicit and encourage student involvement and participation in SECTION activities and shall recommend student members to the Chair for appointment to Committees.

Section 10. Other Committees

The SECTION Executive Board may establish other Committees as needed to conduct the activities and business of the SECTION.

Article VII - Nominations and Elections

Section 1. Nominations

- a. The Nominating Committee shall convene before February 1 each year and prepare a slate of two (2) candidates for each office to be filled. In the case of an incumbent Secretary or Treasurer seeking permissible re-election, a second candidate need not be selected. The Nominating Committee shall confirm the eligibility of all candidates from the

Secretary and determine the willingness of candidates to serve if elected.

b. Prior to the Annual Election, the Nominating Committee shall (1) report the proposed slate of candidates to the SECTION Executive Board for approval; (2) following approval, it will then report the slate to the membership at a regular SECTION meeting or in the Nor'easter.

d. Additional candidates may be nominated by petition over the signatures of twenty-five Regional Members, provided:

- (1) the petitioners have determined the candidate's eligibility from the secretary,
- (2) the petitioners have determined the candidate's willingness to serve if elected, and
- (3) the Secretary receives the petition not later than five (5) business days following the meeting at which the Nominating Committee gives its report.

Section 2. Annual Election

a. The Secretary shall prepare and provide a ballot to each Member within ten (10) days after the report of the Nominating Committee. The balloting deadline shall be not later than thirty (30) days after the issuing and not sooner than twenty-one (21) days after issuing. Within five (5) days after the balloting deadline, the Secretary shall convene the Tellers Committee and turn over the marked ballots for counting.

b. After validating each ballot, the Tellers Committee shall count the ballots for each office and declare as elected the candidate receiving the majority of votes cast. In the event of a tie vote, selection shall be made by lot.

Section 3. Results

a. Election results shall be announced to the membership at the next SECTION meeting following counting of the ballots.

b. The Secretary shall report the names and addresses of newly elected officers to the Director of Membership Relations of the INSTITUTE by April 1.

Article VIII - Meetings

Section 1. SECTION Meetings

The SECTION Executive Board shall schedule no fewer than five (5) SECTION meetings per year. One of those meetings shall be the annual Food Industry Exposition. Assisted by the Program Committee, it shall determine in advance the time and place for each meeting. It may call special meetings, as needed, upon written notice to the members at least ten (10) days prior to the meeting.

Section 2. Quorum

A quorum to conduct business at a Section meeting shall be the larger of 25 Members or ten percent (10%) of the Membership.

Article IX - Operating Periods

Section 1. Administration

The governance year of the SECTION shall be from July 1 of one calendar year through June 30 of the succeeding year. The governance year covers the terms of the officers and

Section 2. Dues Year

- a. The period covered by membership dues shall be January 1 through December 31 annually.
- b. The period covered by membership dues for Student Members shall be September 1 through August 31.
- c. The period covered by Corporate Member fees shall be one year from the month the organization first joined the Section.
- d. Any member in arrears over 90 days may be dropped from the official rolls of the SECTION.

Section 3. Fiscal Year

The fiscal year of the SECTION shall be from July 1 of one calendar year through June 30 of the succeeding year.

Article X - Dissolution

Section 1. SECTION Option

In the event of voluntary dissolution of the SECTION, or revocation of its charter by the INSTITUTE Council, and after the discharge of all of its debts and obligations, any remaining funds and property of the SECTION shall be conveyed either to the INSTITUTE, the INSTITUTE Foundation, or to such other not-for-profit educational, scientific or charitable organization(s) as the SECTION Executive Board may determine. This conveyance shall be made within sixty (60) days after the SECTION's debts and obligations have been discharged and the Executive Director of the INSTITUTE shall be notified in writing of said action, immediately upon its completion.

Section 2. Mandatory Conveyance

In the event that the SECTION Executive Board is unable to agree upon an eligible recipient organization(s) within the sixty (60) day period, the remaining funds and property of the SECTION shall be conveyed to the INSTITUTE Foundation for its general purposes.

Section 3. Eligibility

Any organization, including the INSTITUTE, to which the remaining funds and property of the SECTION are to be conveyed must be exempt under the provisions of Section 501(c)(3) [or 501(c)(6)] of the Internal Revenue Code of 1954, as amended, or under any successors to these Sections of the Code, as may be in effect at the time of conveyance.

Article XI - Amendments

Section 1. Proposals

Amendments to or revision of these By-laws may be proposed either by action of the SECTION Executive Board or by petition of five (5) Members to the Secretary.

Section 2. Procedures

- a. The Secretary shall forward written copies of proposed amendment(s) to the Director of Membership Relations for transmittal to the Committee on Constitution and By-Laws.

Amendments not approved by that Committee may be appealed to the INSTITUTE Council.

- b. When approval is received from the INSTITUTE Committee on Constitution and By-Laws, the Secretary shall announce all proposed amendments at a regular meeting of the Section. Written copies of the amendment(s), with ballots and any explanations pro or con the Executive Board deems necessary, shall be mailed to or transmitted electronically to all Members.

Section 3. Adoption

- a. A two thirds (2/3) or greater vote by Members participating in the balloting shall be necessary to approval an amendment(s).
- b. Upon approval by the membership, the revised copy of the SECTION By-Laws shall be sent to the Director of Membership Relations of the INSTITUTE.

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