



American Culinary Federation Foundation, Inc. Bylaws

Article I Name

The name of the corporation shall be American Culinary Federation Foundation, Inc., a New York Not-for-Profit, nonstock corporation ("ACFF"), which is tax exempt under Section 501(c)(3) of the Internal Revenue Code.

Article II

The purposes of ACFF shall be as set forth in the Certificate of Incorporation and also shall include :

1. To provide funds to worthwhile charity and community activities.
2. To provide funds for culinary scholarships.
3. To provide funds for culinary education programs for members of the profession, the food service industry, and the general public.
4. To provide funds for culinary research and development and to test the results through international competition.

Article III Membership

The sole member of ACFF is the American Culinary Federation, Inc. ("ACF"). The voting and other rights of the sole member shall be exercised by the Board of Governors of ACF and communicated by a designated officer of ACF. Such designated officer shall be provided thirty days advance written notice of any matters requiring action by the member.

Article IV Officers

The officers of ACFF shall be as follows:

- A. The Chair of the Board of Trustees shall be the Immediate Past President of ACF, and the Chair shall have the following duties:
 - 1) Shall preside at all meetings of ACFF,
 - 2) Shall review all minutes of meetings of ACFF before release,
 - 3) Shall review all requests for funding in the best interest of the ACFF and ACF, and
 - 4) Shall perform other duties as designated by the Board of Trustees.
- B. The Secretary/Treasurer shall be the ACF National Treasurer and have the following duties:
 - 1) Shall preside at all meetings of ACFF in the absence of the Chair of ACFF,

- 2) Shall review all minutes of meetings of ACFF before release,
- 3) Shall review all requests for funding in the best interest of the ACFF and ACF
- 4) Shall review all financial statements of ACFF before release, and
- 5) Shall perform other duties as designated by the Board of Trustees.

Article V Board of Trustees

- A. The Board of Trustees shall manage the affairs and activities of the ACFF and shall:
- 1) consist of the following, each having one vote on all matters coming before the Board:
 - The Chair of ACFF
 - The Secretary/Treasurer of ACFF
 - Trustees (consisting of)
 - The Vice Chair of the American Academy of Chefs
 - The Chair of the Senior Chefs Committee
 - The Chair of the Apprenticeship Committee
 - The Chair of the Accrediting Commission
 - The four Regional Vice Presidents of ACF
 - The Manager of Culinary Team USA.
 - And the ACF Managing Director as a non voting member.
 - 2) approve grants to fulfill the purpose of ACFF.
 - 3) approve policies and procedures for the operation of ACFF, including signing of checks.
 - 4) approve projects and programs to raise funds.

Article VI Meetings

There shall be meetings of the Board of Trustees as required and called by the ACFF Chair, one of which shall take place at the ACF National Convention. Special meetings may be called by the Chair of ACFF or a majority of the Board of Trustees. Notice for all meetings shall be sent by the Secretary/Treasurer no less than thirty and no more than sixty days before the meeting. The quorum to conduct business of ACFF is 5 voting members. The affirmative vote of a majority of the Board of Trustees present and voting at a meeting shall carry any action. The Board of Trustees shall not vote by proxy, but may meet by conference call or other means as permitted under applicable law.

Article VII Committees

A. The following are the standing committees of ACFF. The committees shall establish operating policies & procedures, which must be approved by the Board of Trustees. The committees shall propose budgets to the Board of Trustees of ACFF for approval annually. The committees shall nominate the members and the chair, which must be approved by the Board of Trustees of ACFF.

- Accrediting Committee
- Apprenticeship Committee
- Senior Chefs of ACF Committee
- American Academy of Chefs

B. The following are the special committees of the ACFF. The members and chairs of special committees shall be appointed by the ACF Board of Directors. Special committees shall be advisory

committees to the ACFF, and their chairs shall hold Trustee positions on ACFF for the duration of their appointment.

Culinary Team USA

C. There shall be an honor society of ACFF known as The American Academy of Chefs (“AAC”). With authorization of the Board of Trustees, the AAC shall develop its policies, procedures, and annual budget, which shall be consistent with the Bylaws, policies, and direction of the ACFF Board of Trustees.

D. The Accrediting Commission shall establish its operating policies and procedures including the appointment of its members and the election of its chair, which must be approved by the Board of Trustees. Following ACF quality standards in culinary arts and food service management education, the Accrediting Commission evaluates educational programs in secondary and post-secondary institutions for the awarding of programmatic accreditation.

E. Culinary Team USA is a component of ACFF for the purpose of promoting culinary competitions as a vehicle for learning and professional development. The Manager of Culinary Team USA shall report to the ACF Board of Directors.

Article VIII Vacancies and Removal from office

A. The terms of those holding office in ACFF by virtue of an office in ACF shall be terminated when their term ends with ACF, or if they are removed or resign from their office in ACF, and their replacement shall assume the vacated ACFF office upon certification by the Secretary/Treasurer of ACFF.

B. Those holding ACFF office only may be removed by the body that appointed/elected them to that office. The ACFF Chair shall appoint a temporary replacement to fill the vacancy, because of removal or resignation, until a replacement can be appointed/elected.

Article IX Amendments

The Board of Trustees may approve amendments to these Bylaws by majority vote upon thirty (30) days prior written notice in accordance with policies and procedures adopted by the Board of Trustees. Any amendment to these Bylaws shall be subject to approval by the Board of Governors of ACF.