



AMERICAN CULINARY FEDERATION, INC. BYLAWS

As approved by the Board of Governors July 10, 2017

ARTICLE I **NAME AND OBJECT**

The American Culinary Federation, Inc. ("ACF") 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 **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 Culinarians shall have no vote.

(b) Student Culinarians. 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 ¼ 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) Culinarians. 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 one-half (1/2) vote in the election of national officers. A Culinarian membership shall be subject to a lifetime limit of five years.

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

(e) Senior Professional Culinarians. A Senior Member shall be a person retired from employment and a specific age as currently defined by the Social Security Administration and who shall have been an ACF Professional Culinarian 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 Culinarian membership. Senior Professional Culinarians shall retain the rights and privileges of the membership category from which they retired, including the right (if any) to vote for national officers. Senior Culinarians cannot hold elected national office. 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. Associate Members shall have no voting rights and cannot hold elected national 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 no voting rights and cannot hold elected national 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 national 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.

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.

If an individual Property Member is also a member of a local chapter, such individual member shall have regional and national voting rights.

Section 6. Voting Rights. Voting members may vote only in the election of national officers. All other business requiring the vote of members is vested in the Board of Governors.

Section 7. Membership Obligations. As a condition of membership, all ACF members shall be bound and abide by the ACF Bylaws, policies and procedures, as amended from time to time, including without limitation, the Culinarians Code and the ACF rules governing Unethical Conduct, the procedure for joining the ACF, and termination and suspension of membership.

ARTICLE III
BOARD OF GOVERNORS

Section 1. Board of Governors. The membership of the Board of Governors shall be comprised of the following: the president of each local chapter; the Board of Directors; and such non-voting members as provided in these Bylaws. All Committee Chairpersons shall serve as non-voting members.

Section 2. Powers and Duties. The Board of Governors shall be the representative body of the membership. The Board of Governors shall have the following powers and duties:

(a) The Board of Governors shall be vested with full voting rights as to any and all matters requiring action or approval of the membership, excluding only the election of national officers.

(b) The Board of Governors shall have the authority to amend the Bylaws as provided in these Bylaws.

(c) The Board of Governors shall approve the annual budget.

(d) The Board of Governors shall break ties in the election of national officers.

(e) The Board of Governors shall authorize the Board of Directors to make membership annual dues increases up to or equal to 3%. The Board of Governors shall approve annual membership dues that exceed 3%.

(f) The Board of Governors may adopt resolutions on matters of planning, procedure and policy for the consideration and guidance of the Board of Directors. However, such resolutions shall be advisory. The Board of Directors shall exercise its independent judgment and discretion in determining whether or not to follow such resolutions, consistent with the Board's fiduciary obligations.

(g) The Vice Chairperson of the American Academy of Chefs will be a voting member of the Board of Governors.

Section 3. Annual and Special Meetings. The annual meeting of the Board of Governors shall be held in conjunction with the National Convention. Special meetings may be called at the written request of the ACF President, a majority of the Board of Directors or a majority of the Board of Governors. The Secretary shall send all members of the Board of Governors a notice of the special meeting by mail or by electronic means not less than 30 nor more than 60 days before the meeting. The notice shall specify the time, place and purpose of the meeting.

Section 4. Quorum and Voting. The presence of 40% of the eligible voting members of the Board of Governors shall constitute a quorum for transaction of business. When any corporate action is taken by vote of the Board of Governors, it shall, except as otherwise required by law, be authorized by a majority of

votes cast at such meeting. The ACF may be dissolved by the affirmative vote of 75% of the votes cast at a meeting of the Board of Governors and in accordance with applicable law.

Section 5. Proxies. Members of the Board of Governors may vote at meetings by proxy except for members of the Board of Directors, who may not vote by proxy and may not hold proxies for other members of the Board of Governors. The person holding a proxy for a chapter president must be a member of that chapter and the proxy shall be on the duly approved ACF form or chapter letterhead, signed by the chapter president and another elected chapter officer. All proxy forms must be submitted to the Secretary prior to the opening of the meeting.

ARTICLE IV **NATIONAL OFFICERS**

Section 1. General. The national officers of the ACF shall be the Immediate Past President, President, Secretary, Treasurer, American Academy of Chefs (“AAC”) Chairperson, and four (4) Regional Vice Presidents.

Section 2. Qualifications for National Office. In order to serve as a national officer, an ACF member shall (a) have held Professional Culinarian privileges for at least five consecutive years and must maintain a Professional Culinarian status while holding office; (b) have served for at least two years as (i) an elected chapter officer; or (ii) a Special Elected Committee Chair (c) have attended two National Conventions prior to his/her election; and (d) be ACF-certified. The ACF President must also have served on the Board of Directors prior to election as ACF President.

Section 3. Term of Office. The national officers shall be elected by the majority vote of the ACF membership, except that the Regional Vice Presidents shall be elected by eligible voters in their respective regions. 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. The terms of office shall begin with installation at the National Convention following the election and continuing until a successor is duly elected and qualified. An officer appointed to fill a vacancy shall serve until a successor is elected and installed in office.

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

Section 5. ACF President. The ACF President shall serve as Chairperson of the Board of Directors, Chairperson of the National Convention, and as an ex officio, non-voting member of all ACF committees, except the Nominations & Elections Committee and the Internal Audit Committee.

Section 6. Secretary. The Secretary shall work with the President to create and ensure the timely preparation and distribution of all agendas, minutes and notifications to ACF Boards and pertinent

committees. The Secretary shall be responsible for the oversight of policies and procedures for the ACF committees and task forces. The Secretary shall ensure that applications are properly vetted for candidates to elected committees. The Secretary shall oversee all communication from the ACF to the membership to include the safety and accuracy of all ACF records.

Section 7. Treasurer. The Treasurer shall oversee the financial affairs of the ACF. The Treasurer shall see to the timely preparation of annual financial reports and budgets for presentation at the National Convention 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.

Section 8. Regional Vice Presidents. The Regional Vice Presidents shall preside at their respective regional meetings.

Section 9. Immediate Past President. The outgoing ACF President shall serve as Immediate Past President for a term to be concurrent with the newly elected ACF President. The Immediate Past President shall perform the duties of any national officer in case of a vacancy until the vacancy can be filled in accordance with the Bylaws; serve as an advisor to the President; install the national officers; preside at meetings in the absence of the President; and as a chairperson of the American Culinary Federation Education Foundation, an affiliate of the ACF.

Section 10. Vacancies.

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

b) If both the ACF President and Immediate Past President are unable to complete their terms, then succession of the ACF Presidency falls to the ACF National Secretary; if the ACF National Secretary is unwilling or unable to serve, then to the ACF National Treasurer.

c) If the Treasurer is also unavailable to serve as ACF President, a successor, who must meet qualifications as stated in Article IV Section 2, to fill the office of ACF President, shall be appointed by the Board of Directors to complete the balance of the term.

d) Any vacancy that occurs in the office of Regional Vice President shall be elected by the majority vote of the ACF chapters in good standing from the respective region, within 14 days after the next regional conference from which that Regional Vice President was elected. The voting process shall be determined by the ACF Nominations and Elections Committee and administered by the ACF national office or designated third party and shall be fair for all participants.

e) The Immediate Past President shall perform the duties of any national officer in case of a vacancy until the vacancy can be filled in accordance with the Bylaws. The successor to any other national office or director position who fails to complete his or her term shall be nominated by the President and appointed by the Board of Directors to complete the balance of the term.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Members. The Board of Directors shall consist of the ACF Immediate Past President, ACF President, ACF Secretary, ACF Treasurer, four ACF (4) Regional Vice-Presidents, and the AAC Chairperson. The ACF President shall serve as Chairperson of the Board.

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

Section 3. Terms of Office. The members of the Board of Directors shall be elected by the eligible voters of the ACF membership, with two exceptions;

1. The Regional Vice Presidents shall be elected by the eligible voters in their respective region.
2. The AAC Chairperson whose election and term is determined by the AAC By-Laws.

Each Board member shall be elected to a full two-year term with the option of running for one additional (second) term for the same office. The terms of office shall begin with installation at the National Convention following the election and continuing until a successor is duly elected and qualified. A Board member appointed to fill a vacancy shall serve until a successor is elected and installed in office.

Section 4. Powers and Duties. The Board of Directors shall be the managing body of the ACF. The Board of Directors shall have ultimate authority over and responsibility for the business affairs, operations and assets of the ACF, subject to the limitations in these Bylaws.

Section 5. Qualifications. The qualifications of the elected officers of the Board of Directors are set forth in Article IV.

Section 6. Election. The elected officers who serve on the Board shall be elected as provided in these Bylaws.

Section 7. Regular Meetings. There shall be at least four in-person regular meetings per year. The ACF President shall select the time and place of each meeting and shall give thirty (30) days' notice of the Board meeting to the Board members. Members of the Board, or any committee designated by the Board, may take any action permitted or authorized by these Bylaws by meeting using any means of communication by which all Directors may simultaneously hear each other during the meeting.

Section 8. Special Meetings. Special meetings of the Board of Directors shall be called by the ACF President or a majority of the Board. The Secretary shall give the Board members notice of a special meeting not less than five (5) days before the meeting. The notice shall include the time, place and agenda for the meeting. Members of the Board, or any committee designated by the Board, may take any action permitted or authorized by these Bylaws by meeting using any means of communication by which all Directors may simultaneously hear each other during the meeting.

Section 9. 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 thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action.

c) Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee 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.

Section 10. Quorum. A quorum of the Board of Directors shall be a majority of those eligible to vote.

ARTICLE VI **COMMITTEES**

Section 1. Special Elected Committees. The ACF shall maintain the following Special Elected Committees: Nominations & Elections, Internal Audit, and Ethics.

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 Special Elected Committees shall each have five members, one from each region as well as a chairperson. Each respective member shall be elected by their chapter Presidents within their region. The chairperson shall be elected by the Board of Governors. The chairperson may not run for both chairperson of respective committee and serve as a regional committee member in the same term.

Section 2. Ad Hoc Committees. The ACF shall maintain Ad hoc committees, which may include the following: Bylaws and Resolutions, Convention, Culinary Competition, Government Relations, National Pastry, Parliamentarian, and Sergeant at Arms.

a) Ad Hoc Committees shall have five members, one from each region selected by their respective vice president. The ACF President shall select a chairperson for each Ad Hoc Committee, and the appointment will be confirmed by the Board of Directors.

(b) Ad Hoc Committee members may serve up to a two-year term. All Ad Hoc Committees shall follow policies and procedures that have been approved by the Board of Directors.

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

Section 3. Advisory Board. An Advisory Board may be established by the Board of Directors whenever deemed prudent and necessary. The Board of Directors shall write the established rules for the Advisory Board. The time limit for the Advisory Board shall be established by the ACF President in collaboration with the Board of Directors.

Section 4. Task Forces. Task Forces may be established by the ACF President whenever deemed prudent and necessary. The ACF President shall write the established goals and objectives for the Task Forces. The time limit for these Task Forces shall be established by the ACF President.

Section 5. General Rules. The Board of Directors shall establish rules and procedures for all committees, the Advisory Board and Task Forces.

ARTICLE VII **CERTIFICATION COMMISSION**

Section 1. Purpose. The Certification Commission shall develop, implement, and validate any professional certification programs conducted by ACF in accordance with the Certification Commission policy and procedures.

Section 2. Membership. The Commission shall consist of not less than 9 and not more than 13 individuals, not more than half of which are selected and appointed by the Board of Directors; with the balance selected and appointed by the Commission Executive Committee, and such individuals need not all be ACF members. The Commissioners shall serve terms of three years each on a staggered basis, with vacancies recommended by the Chairperson of the Commission, approved by the Board of Directors. Each Commissioner, including the Chairperson of the Commission, may serve no more than two terms.

Section 3. Autonomy. The Commission's governance structure, policies, and procedures shall ensure autonomy in decision making regarding important aspects of the certification program, such as eligibility standards, the development, administration, and scoring of the assessment instruments, and operational processes.

ARTICLE VIII
CHAPTERS AND REGIONS

Section 1. Local Chapters. A local chapter must meet the following requirements in order to be chartered as a chapter of the ACF and remain in good standing:

(a) The chapter must be formed with a minimum of fifteen professional culinarian members. The chapter must annually maintain at least twelve professional culinarian members, as defined by the Bylaws, to remain in good standing.

(b) It must be duly organized in the state where it is located.

(c) Its individual membership categories and requirements must conform to the categories and requirements established by the ACF Bylaws. Chapters shall neither admit nor retain members who do not meet the requirements of the ACF Bylaws. On other matters, local chapter bylaws shall not conflict with these Bylaws.

(d) It shall be responsible for properly managing funds and for all tax reporting requirements.

(e) It shall enter into an affiliation agreement as approved by the Board of Directors.

(f) It shall have the approval of the presiding ACF Regional Vice President. That approval shall be based on considerations outlined in the ACF Bylaws Policies and Procedures.

Section 2. Chapter Elections. A chapter member's right to hold office and to vote in chapter elections shall be governed by the chapter's bylaws.

Section 3. Regions. There shall be four ACF regions, as follows: Northeast, Southeast, Central, and Western.

ARTICLE IX
NOMINATIONS AND ELECTIONS

The Nominations & Elections Committee. The Nominations & Elections Committee shall supervise the election of the national officers in accordance with policies and procedures established by the Committee and approved by the Board of Directors.

ARTICLE X

MEETINGS

Section 1. National Convention. The ACF President shall call a National Convention each year for the purpose of conducting the annual meetings of the ACF membership, Board of Governors and Board of Directors.

Section 2. Regional Meetings. There will be two regional conferences:

- a. Northeast and Southeast combined
- b. Central and Western combined

Section 3. Meeting of the Members for Election of Officers. The ACF President shall call a meeting of the members to be held during years there is an election for national officers. This meeting will be held at the national office at a date and time determined by the ACF President. The purpose of the meeting is the election of national officers. Notice of this meeting shall be sent to ACF voting members who are in good standing as of March 31 of the election year. Members may cast their election ballots by proxy, which may be in electronic form. The notice of the meeting of members will be in writing and will be sent by mail or by electronic means in accordance with applicable law. Notice shall be provided at least thirty (30) but not more than fifty (50) days prior to the date of such meeting. Ten (10) percent of the eligible voting members shall constitute a quorum. The results of the election shall be announced as determined by the ACF President.

ARTICLE XI ADMINISTRATION

Section 1. Executive Director. The Board of Directors will engage an Executive Director to administer the ACF and hire or engage other employees or outside consultants as necessary. The Executive Director will report to the ACF President.

Section 2. Audit. The Board of Directors shall arrange for the ACF and its affiliates to be audited annually by an independent certified public accountant. A copy of the report shall be submitted to the Board of Governors not less than 30 days but within 60 days prior to the Board of Governors meeting.

ARTICLE XII CONFLICTS OF INTEREST

All national officers, Board of Director members, Board of Governors members, Committee members or others acting in any capacity for the ACF shall disclose to the Chairperson 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 Directors, and will abide by all fiduciary duties imposed on corporate officers and directors, including the duty of confidentiality.

ARTICLE XIII
REMOVAL OF OFFICERS AND EXPULSION OF MEMBERS

Section 1. Removal of Officers and Directors. National officers, Governors, and Directors may only be removed from office by the body that appointed/elected them to that office in accordance with procedures adopted by the Board of Directors.

Section 2. Termination of Membership. ACF members may be expelled or subject to other sanction for cause by the Board of Directors in accordance with procedures adopted by the Board of Directors. If an ACF member is suspended or terminated his or her ACF chapter membership shall be deemed likewise suspended or terminated.

ARTICLE XIV
AMENDMENTS

Any ACF member with professional culinarian privileges may propose an amendment to the Bylaws for consideration by the Bylaws and Resolutions Committee. The proposed change must follow the policies and procedures established by the Bylaws and Resolutions Committee. The proposed amendment, to be adopted, must first be recommended by the Bylaws and Resolutions Committee and then adopted by an affirmative two-thirds (2/3) of votes cast during the Board of Governors meeting.

ARTICLE XV
INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the full extent authorized by law, the ACF 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 or served in any capacity at the request of the ACF.

ARTICLE XVI
PARLIAMENTARY AUTHORITY

The latest edition of Robert's Rules of Order shall govern all meetings and proceedings of ACF, except to the extent inconsistent with these Bylaws.