



BYLAWS

International Corporate Chef's Association

ICCA

Approved and Accepted April 25, 2004

The International Corporate Chef's Association was founded in 2002 as a non-profit association incorporated in the state of Florida. All income from dues and other resources is to be used to further the advancement of the Association its mission statement and objectives.

Mission Statement: The International Corporate Chefs Association is an organization of the nation's most influential culinarians that provides a forum to network, enhancing their knowledge of culinary arts and logistical aspects of creating great food in a diverse and competitive international marketplace.

International Corporate Chef's Association

BYLAWS

ARTICLE I NAME

The name of this non-profit corporation shall be International Corporate Chef's Association, hereinafter referred to as "ICCA" or "Association."

ARTICLE II MISSION STATEMENT AND OBJECTIVES

Section 1: Mission Statement

The International Corporate Chefs Association is an organization of the nation's most influential culinarians that provides a forum to network, enhancing their knowledge of culinary arts and logistical aspects of creating great food in a diverse and competitive international marketplace.

Section 2: Objectives

- A. Promote the professional growth and development of corporate culinarians in the foodservice industry;
- B. Provide for the professional advancement and enrichment of the members.
- C. The organizations activities shall reside in the following areas
 - Education
 - Information Resource Management
 - Career Enrichment
 - Professional Development
 - Professional Certification

ARTICLE III MEMBERSHIP

Section 1: General Membership

Membership in the association shall be limited to Chefs employed in the commercial and non-commercial segments of the foodservice industry and engaged in activities enumerated below without restriction except as set forth in Section 2 of this article.

Membership is conferred only by:

- A. Receipt of a properly executed application, including payment of applicable dues.

- B. Affirmative review and evaluation of credentials by the Membership Committee. Said review shall be pursuant to Membership Evaluation Criteria as set forth in the Association's Operations Manual.
- C. Issuance of the official certification of membership.
- D. Members will be entitled to all privileges of membership in accordance with the bylaws and other applicable regulations of the Association. Changes to the Membership Evaluation Criteria may be adopted only after general discussion among the Board of Directors. Any changes will require concurrence of $\frac{3}{4}$ of the voting board of directors.

Section 2: Classification

Member Reserved to individuals who meet the following requirements:

1. Possess the necessary qualifications, training, and experience to be recognized professionally as chefs by peers and food industry convention. The qualifications include employment in one of the top 200 multi-unit operations and other descriptions as defined in the operations manual of the association.
2. Employment within qualifying companies engaged in operating multiple retail outlets in the commercial or non-commercial sectors of the Food and Hospitality industries.
3. Candidates' responsibilities within said qualifying companies must be managerial in nature and should reside in most of the following categories:
 - Menu Development
 - Product Development
 - (Culinary) Operations and Food Production Management
 - Culinary Training / Education

Chef Membership shall be limited to the highest-ranking culinarian per retail brand or operating entity as qualified through the membership application. A procedure exists for that member to petition the board for an additional member from the same company, and/or retail brand, if approved by $\frac{3}{4}$ vote of a quorum of the board. (See additional member)

In the event of a change of employer, employment status within a qualifying company, or termination of employment by qualifying company a grace period of 90 days shall be granted to Chef members. During the grace period all membership privileges shall remain intact and any normally occurring expenses for dues and access to membership resources shall be waived. The member and/or new applicant must submit a new application and be approved by the membership committee. The company can transfer any credit due for the remainder of the term to another qualified applicant within the company unless paid for individually by the member.

Chef members may cast votes for Board member positions and bylaws changes.

Additional Member A member in good standing can petition the board, through the membership committee, to allow another individual from the same company, and/or retail brand, to apply for membership. The board must approve this by $\frac{3}{4}$ vote of the entire board if conducted electronically or $\frac{3}{4}$ of the voting members present for an official meeting. The candidate must meet the criteria as stated in the membership guidelines.

Sponsor Associates. Individuals actively employed by Corporate or Founding Sponsor companies. Agents of Sponsor companies shall not be qualified for Sponsor Associate. Sponsor associates shall be limited to two designated individuals per Founding Sponsor Company and one individual for Corporate Sponsors and is transferable within Sponsor companies upon written notice to the Chair of the Membership committee and association Executive Director. In the event of a merger of two sponsor companies, the obligations and privileges of the affected companies shall remain intact for remainder of the term of their agreement, or ending upon the anniversary date of payment of their annual fee, if agreed upon by the Board of Directors. Sponsor Associate privileges shall have limited access to Association events and other resources of the Organization at the discretion of the Board of Directors. Sponsor associates may not cast votes for board member positions or bylaw changes. It is recommended that the sponsor send the corporate chef or marketing individuals, not sales personnel, to the meetings.

Section 3: Termination of Membership

Membership in the Association may be terminated by:

- A. Resignation by the member;
- B. Change of employment or responsibilities of employment (after grace period)
- C. Delinquency of dues exceeding 60 days exclusive of grace period provisions.
- D. The recommendation of the Board of Directors resulting from actions by the member deemed to be harmful to the Association. A $\frac{3}{4}$ vote by the Board of Directors is required to terminate membership outside of resignation.

Section 4: Reinstatement of Membership

A member who has been terminated for non-payment of dues or resignation may be reinstated with the approval of the Membership committee and payment of one year's dues and any other outstanding obligations owed to the Association. A former member whose membership was terminated by a vote of the board of directors may petition for re-admission after a period of 6 months from the date of termination of membership. Said petition must be directed to the Chair of the Membership committee and requires a $\frac{3}{4}$ vote by the board of directors for re-admission.

ARTICLE IV FISCAL YEAR AND DUES

Section 1: Fiscal Year

The fiscal year shall be April 1 through March 31.

Section 2: Dues

The annual dues of all members of the Association shall be such amounts and payable on such terms as are provided by the Board of Directors. Dues shall be applicable as outlined in the Association's Operations Manual. Dues obligations for Chef members shall be suspended in the event of a qualifying change in employment status as described in Article III Section 2.

**ARTICLE V
DIRECTORS AND OFFICERS**

Section 1: Board of Directors

An elected Board of Directors, consisting of 10 members, shall govern the Association. Members elected to the Board shall serve a term of two years, and may be re-elected, however, no member may serve as a Director for more than two consecutive terms. Board members terms shall be staggered to allow for continuity of leadership for the Organization. One half of the Board Members terms shall commence in even numbered years and the other half shall commence in odd numbered years. Each Board Member is required to actively serve on at least one committee. The Nominations Committee will nominate a slate of current members to fill all open board positions and the Board will cast votes. The candidates with the largest number of votes will fill these positions and the Board will approve all winning candidates by a majority vote.

In the event of a vacancy among the Board of Directors during a term, the Nominations Committee of the Organization shall nominate a replacement from among the appropriate segment of the membership. The new member shall be elected by a $\frac{3}{4}$ vote of the members of the Board present at an official board meeting or $\frac{3}{4}$ vote of all board members if conducted electronically. The replacement's term will end at the normal end of the position vacated.

Section 2: Elections

Elections for the board members will be conducted following the procedures outlined by the nominations committee, and will take place prior to the annual meeting/summit by electronic communication, conference call or through the U.S. Postal Service. The installation of the new board members and officers will take place on the last day at the annual meeting/summit. The voting rights are transferred to the new board members at that time.

Section 3: Composition

The Board of Directors shall be composed of the following:

- A. Four officers (President, Vice President, Treasurer, Secretary); elected from among the five incumbent Members of the Board.

- B. Five Chef Members elected from the Chef membership in good standing of the Organization. At least one member of the Board of Directors must be from the non-commercial segment of the industry.
- C. One Founding Sponsor Member chosen by vote of the Marketing Committee who will hold a non-voting position on the Board of Directors.

Section 4: Limitations

Eligibility to serve on the board of directors of the Association shall be limited to one individual per qualifying company and/or retail brand. In the event of a company merger or other event during a director's term resulting in two or more directors being employed by the same qualifying company, affected Directors shall be allowed to complete their elected terms of service. However, redundant directors will not be qualified to hold board positions concurrently after the term of service in which the merger or other event occurred.

Section 5: Officers

Officers are to be elected by the Board of Directors from among elected Board members. The length of term of the office for all officers is one year; Officers are eligible for election to one additional term in the same office. Election of Officers of the Organization shall require a simple majority among all Members of the Board present at an official meeting of the board and may include telecommunications to achieve a quorum or majority of all board members if conducted electronically and a quorum exists. Officers and Executive Director shall comprise the Executive committee of the Association.

- A. *President* Chief spokesperson for the Association, the President shall preside at all meetings of the Association and the Board of Directors. He/she shall, in conjunction with other Association Officers, appoint all committees not otherwise provided for by the bylaws of the organization. The President shall perform or assign all functions or duties not invested in the Board of Directors or other Officers of the Association, which promote the objectives of the organization. He/she shall acknowledge and follow the duties of office as outlined by the Bylaws and the Board of Directors.
- B. *Vice President*. Attends meetings of the Association and the Board of Directors. He/she shall serve in the place of the President in case of the absence or disability of the President. The Vice President shall acknowledge and follow the duties of office as outlined by the Bylaws and the Board of Directors, and may be asked to perform such other duties as may be designated by the President. The duties also include becoming the chairperson of the Education Committee and overseeing all educational activities of the organization including the educational activities at the annual convention.
- C. *Treasurer*. Oversees the financial affairs of the association and act as the chairperson of the Finance Committee. The Treasurer must prepare up-to-date financial reports, in conjunction with the association management company, as required for prudent management of the Association for presentation at each Board meeting. He/she should prepare a quarterly periodic review, which accurately represents the achievement of financial position of the Association. The Treasurer is a voting member of the Board of Directors and will become bonded at the sole expense of the Association.

- D. *Secretary*. Records, He/she shall maintain, in conjunction with the Association's management company an up-to-date copy of the Bylaws, incorporation papers, and a current list of members. The Secretary is the chairperson of the Communications Committee and is responsible for keeping a permanent record of all correspondence of and relating to the Association and overseeing the Web site. He/she is also the official ICCA historian, charged with maintaining the recorded history of the Association. The Secretary is a voting member of the Board of Directors.

Section 6: Committees

The following committees will be chaired in the stated manner: (A) Education Committee by the Vice President, (B) Finance Committee by the Treasurer, and (C) Communications Committee by the Secretary. The (D) Marketing Committee will be comprised of one representative from all Corporate Sponsor Companies and two representatives from all Founding Sponsor Companies and shall vote, by simple majority, from a random selection of Founding Sponsor Company names to fill the position of chairperson. This person will hold a non-voting position on the Board of Directors. The (E) Membership Committee chair will be selected by the Board of Directors, but will not be published or communicated to members or anyone outside of the Board of Directors. Committee Chairs provided for in the Operations Manual will be nominated by a member of the (F) Nominations Committee from among the membership and/or board of directors and will require ratification by 2/3 vote of the Board of Directors. The four Officers and Executive Director shall comprise the (G) Executive Committee of the Association.

Section 7: Non Performance

Any Director or Officer may be removed from the Board. This also applies to the Founding Sponsor Board Member:

- A. If he/she fails to attend at least two of the three annual formal Board of Directors meetings (one of which must be at the annual conference), without cause acceptable to the Board of Directors.
- B. If he/she evidences an unwillingness to accept the responsibilities of his/her office.
- C. If he/she conducts him/herself in such a manner that his/her actions are detrimental to the best interests of the Association.

Section 8: Removal

In the event a Director or Officer has failed to acquit his/her responsibilities as outlined above, the remaining Directors may declare the position vacant by a 3/4 vote of quorum of those present at a formal Board meeting, after the Director or Officer in question is given an opportunity to address the Board. The quorum may be reached through telecommunications.

Section 9: Vacancies

- A. When a vacancy occurs on the Board of Directors before the expiration of the normal term of service, (except for the position of an elected Officer), the Nominations Committee shall fill the vacancy by appointment of a Director from the list of active members. Said appointment is conditional upon ratification by a $\frac{3}{4}$ vote of a quorum

of members of the Board. The new Director will serve out the remainder of the vacant term and must be re-elected to the Board at the end of the term.

- B. When a vacancy occurs in the office of the President, the Vice-President shall immediately succeed to the office and complete the remaining term.
- C. When a vacancy occurs in the office of the Vice-President, Treasurer or Secretary, the Board of Directors; through a slate created by the Nominations Committee; shall immediately select successors to fill and complete the remaining terms. Said appointment shall require a $\frac{3}{4}$ vote of a quorum of the board of Directors. If less than half of the term remains, the Board may choose to leave the office vacant or to fill it by temporary appointment. In no event shall more than one office remain vacant at the same time.
- D. In the case of a vacancy of the Sponsor Board member, the Marketing Committee comprised of one representative from all Corporate Sponsor Companies and two representatives from all Founding Sponsor Companies shall vote, by simple majority, from a random selection of Founding Sponsor Company names to fill this position.

ARTICLE VI MEETINGS

Section 1: General Membership Meeting

There shall be at least one general meeting of the Association each year. The Board of Directors will determine location and date. The purpose of this meeting will be to:

- A. Announce newly elected members to fill vacancies on the Board of Directors;
- B. Conduct the annual business meeting of the association;
- C. Provide educational and professional enrichment opportunities for the Membership
- D. Acknowledge the support of the Sponsor membership
- E. Additional activities as determined by the Education Program Committee.

Section 2: Board of Directors Meeting

There shall be three formal Board Meetings of the Board of Directors per year:

All Board members are required to attend, in person, the annual meeting/summit and at least one of the other two official Board meetings each year. The requirement for Board Meeting attendance other than during the Annual meeting/summit may be satisfied by teleconference if necessary. Excused absences will be permissible if approved by the Executive Committee.

Section 3: Committee Meetings

The Executive Committee will meet four times per year:

- A. Two times, immediately preceding the formal in-person Board meetings;
- B. Two other times (which may occur as telephone conference meetings) throughout the rest of the year as determined by the President and / or Executive Director.

**ARTICLE VII
QUORUM**

A simple majority of the voting members of the Board of Directors shall constitute a quorum at a meeting of the Board. This is for meetings both in-person or through telecommunications. For voting purposes, telecommunications can be used to reach a quorum. The Board of Directors shall determine the number of active members of the association who shall constitute a quorum at any general meeting of the Association.

**ARTICLE VIII
MANAGEMENT COMPANY**

- A. A bonded administrative services company, approved by a $\frac{3}{4}$ vote of the Board of Directors, shall be responsible for full management of daily Association operations and shall report to the Board of Directors.
- B. The management company shall act on behalf of the Association by virtue of a properly executed written contract, which includes compensation and defines the scope of the management company's responsibilities to the Association.
- C. The contract may be terminated sooner than its two-year expiration if either party gives 180 days written notice or as defined in the written contract. A decision to terminate by the Association shall require a $\frac{3}{4}$ vote of the Board of Directors.
- D. The annual budget will be prepared by the management company and approved during the first quarter conference call and begin on April 1st of each year. An annual audit is to take place prior to the Fall board meeting.

**ARTICLE IX
OPERATIONS MANUAL**

- A. The Board of Directors shall authorize the compilation and maintenance of an Operations Manual for the Association. The Operations manual shall enumerate and detail the duties and responsibilities of the Officers, Board Members, Committee Chairpersons, and agents or employees of the Association. The Operations Manual is to be approved by $\frac{3}{4}$ vote of the Board and must go into effect 12 months after the by-laws are approved and adopted.
- B. Duties and responsibilities of the Officers, Board members, and Chairpersons contained as Position Descriptions within the Operations Manual, are to be reviewed and acknowledged by any persons interested in filling those positions before choosing to run for election or accept a Chair position.

- C. The Operations manual may contain other materials that the Board authorizes to be held as a permanent standard, such as (but not limited to) membership application form, letterhead and logo, meeting formats, etc., and any other pertinent documents required for the efficient operation of the Organization.
- D. All contents of the Operations Manual and historical documents shall become and remain property of The International Corporate Chef's Association. Any use of the name, logo, artwork or intellectual material of the association must be approved by the board of directors.
- E. Access to materials contained in the Operations Manual shall be open to Members of the Organization in good standing.
- F. The contents of the Operations Manual may be amended as required to promote the goals of the Association. A $\frac{3}{4}$ vote of the Board of Directors is required to amend the Operations Manual.

ARTICLE X INDEMNIFICATION

The corporation (International Corporate Chefs Association) shall indemnify to the extent allowed by the laws of the state, 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 by reason of the fact that the person is or was a Director, Officer, employee, or agent of the corporation. The person to be indemnified must have 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 or its Directors, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE XI AMENDMENTS TO THE BYLAWS

Section 1: Submission of Amendments

Committee or individual members in good standing may submit proposed changes of the bylaws to the Board of Directors. Proposed amendments must be submitted in writing proposed 30 days prior to a scheduled formal board meeting and must be adopted or discharged no later than 30 days after being approved in a formal scheduled board meeting. All proposed changes to the organization bylaws would require consideration by the board prior to presentation to the general membership. Minutes of said consideration will be open to examination by general membership.

Section2: Adoption of Amendments

Amendments may be adopted by a three quarters vote of 1) responding voters submitted by mail or 2) voting members participating in a mail vote conducted in accordance with procedures set forth by the Board of Directors. Mail votes shall be binding provided that votes are cast within a period of time clearly specified to the voting members twenty percent of the voting members of the association.