

**BYLAWS of the  
CHICAGO REGIONAL SECTION,  
INSTITUTE OF FOOD TECHNOLOGISTS**

Chartered January 21, 1941

Revised April 2011

**Article I - Name, Headquarters and Territory**

**Section 1. Name**

The name of this organization shall be the Chicago Section, a subsidiary organization of the Institute of Food Technologists. Hereinafter, these shall be referred to as "SECTION" and "INSTITUTE", respectively. The Chicago SECTION shall be incorporated under the "general Not for Profit Corporation Act" of the State of Illinois. In the event of any conflict between the Bylaws of this SECTION and the Constitution and Bylaws of the INSTITUTE, the latter shall prevail.

**Section 2. Headquarters and Territory**

The headquarters of the Chicago SECTION of the INSTITUTE shall be located within the greater Metropolitan area of Chicago and the SECTION geographical boundaries. The territory of the SECTION shall include the following postal zip codes first three (3) digits: 600-619, 623, 625-627, 463, and 464.

**Section 3. Governance**

The SECTION shall be governed by five (5) officers and twelve (12) elected representatives, termed "Executive Committee Members".

**Section 4. Goals of the SECTION**

The Goals of the SECTION shall be:

- a. To operate as a non-profit, scientific and educational organization.
- b. The advancement of the profession of food technology and the maintenance of high professional standards among its members.
- c. The formation of closer professional and personal relations among the members.
- d. The furtherance of the aims and purposes of the INSTITUTE.
- e. The promotion of cordial and helpful relations with the faculties and students of nearby institutions giving courses in Food Technology.

**Article II – Obligations to the INSTITUTE**

**Section 1.**

Activities of the SECTION and its members are subject to the provisions of the INSTITUTE Constitution and Bylaws.

**Section 2.**

The SECTION shall not have the authority to act for or in the name of the INSTITUTE, and shall not incur any financial obligations in the name of the INSTITUTE except when authorized by the INSTITUTE.

## **Article III - Membership**

### **Section 1. Membership Categories**

- a. Chicago SECTION Member - any member of the Chicago SECTION employed in a food-related occupation in commerce, academia or government that is registered and in good standing with the SECTION.
- b. Chicago SECTION Emeritus Member - any member of the INSTITUTE or SECTION that is officially retired from a food-related occupation in commerce, academia or government.
- c. Chicago SECTION Student Member - any full-time student pursuing a course of study relating to a food-related occupation in commerce, academia or government

### **Section 2. Limitations**

The number of Chicago SECTION members not also belonging to the INSTITUTE, shall be limited to twenty-five percent (25%) of the total membership of the SECTION as provided for in the Constitution of the INSTITUTE, unless approved on a contingency basis by the Executive Committee.

### **Section 3. Dues**

All members, except Emeritus members, must pay SECTION dues in accordance with Article IV, Section 1.

## **Article IV – Income and Disbursements**

### **Section 1. Dues Structure**

- a. The SECTION Executive Committee shall establish and approve the dues structure in the year preceding that in which the dues are to become effective.
- b. Dues for Chicago SECTION Student members shall be half of those for SECTION Members.
- c. Emeritus Members shall be exempt from paying SECTION dues.
- d. Changes to the annual dues structure for the membership categories shall be approved by a two-thirds (2/3) vote of the SECTION Executive Committee. After Executive Committee approval, dues changes are then subject to ratification by a majority of the SECTION members present at the succeeding month's regularly scheduled business meeting of the Chicago SECTION.

### **Section 2. Surplus Funds**

Unless otherwise specified, any surplus funds in excess of normal operating requirements, plus a reasonable reserve approved by the Executive Committee shall be used at the discretion of the Executive Committee to further the goals of the SECTION as outlined in Article I, Section 4.

### **Section 3. Other Income Sources**

- a. The "Fred W. Tanner Memorial Lectureship Capital Fund" (Tanner Capital

Fund) shall be established to award outstanding scientific advancement in the food science area. This fund may consist of federally insured checking or savings account bank deposits, federally insured certificates of deposit, fully registered bonds or other obligations of the US government or an instrumentality thereof, fully registered corporate bonds rated A or better by Moody's and/or any combination of the foregoing. No capital withdrawals may be made from this fund for any purpose whatsoever, but the distribution of investments within the fund may be altered from time to time upon vote of the Executive Committee. The Finance Committee shall at all times be aware of the composition and the value of the fund and shall advise the Executive Committee in connection with it. Capital additions to the fund may be made by vote of the Executive Committee.

- b. The "Fred W. Tanner Memorial Lectureship Operating Fund" (Tanner Operating Fund) shall be established. All interest or investment income arising from the Tanner Capital Fund shall be paid into the Tanner Operating Fund. The balance in this fund shall be held in the form of federally insured checking or savings account bank deposits. The entire amount in the fund shall be available for expenses connected with the Tanner Lectureship each year subject to approval by the Executive Committee. In case that the amount in this fund should exceed three thousand dollars (\$3,000), payments may be made from it for purposes other than the Tanner Lectureship provided that the balance is not thereby reduced below three thousand dollars (\$3,000). Payments for other purposes shall be made only by majority vote of the Executive Committee. In case that interest or investment income from the Tanner Capital Fund is insufficient to replenish the Tanner Operating Fund, funds from CSIFT's general operating fund may be deposited into the Tanner Operating Fund by majority vote of the Executive Committee.
- c. The "Chicago Section IFT Student Scholarship Investment Fund" (Scholarship Investment Fund) shall be established to award scholarships in food science and related fields. This fund may consist of federally insured checking or savings account bank deposits, federally insured certificates of deposit, fully registered bonds or other obligations of the US government or an instrumentality thereof, fully registered corporate bonds rated A or better by Moody's, or any combination of the foregoing. No capital withdrawals may be made from this fund for any purpose whatsoever, but the distribution of investments within the fund may be altered from time to time upon vote of the Executive Committee. The Finance Committee shall at all times be aware of the composition and the value of the fund and shall advise the Executive Committee in connection with it. Capital additions to the fund may be made by vote of the Executive Committee.
- d. The "Chicago Section IFT Student Scholarship Operating Fund" (Scholarship Operating Fund) shall be established. All interest or investment income arising from the Scholarship Investment Fund shall be

paid into the Scholarship Operating Fund. The balance in this fund shall be held in the form of federally insured checking or savings account bank deposits. The entire amount in the fund shall be available for distribution and administration as scholarships to full-time students within the SECTION boundaries, majoring in Food Science as a first choice or to a suitable alternate candidate. The scholarships administered must be approved by a majority vote of the Executive Committee. In case that interest or investment income from the Scholarship Investment Fund is insufficient to replenish the Scholarship Operating Fund, funds from CSIFT's general operating fund may be deposited into the Scholarship Operating Fund by majority vote of the Executive Committee.

- e. All excess or unused income from these funds shall be reinvested within the specific funds from which they are so derived.

#### **Section 4. Disbursement**

Any disbursement in excess of the sum of one thousand dollars (\$1,000) must have two authorized signatures, with such signature authority to be determined by the Executive Committee.

### **Article V - Officers and Other Elected Representatives**

#### **Section 1. Officers**

The officers of the SECTION shall be: Chair, Chair-Elect, Past-Chair, 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 Committee, and as defined in the Bylaws.

#### **Section 2. Executive Committee Members**

In addition to the officers, the Executive Committee shall consist of twelve (12) elected Executive Committee Members and may include Student Members.

#### **Section 3. Eligibility**

- a. The Chair, Chair-Elect, Past Chair, Secretary, Treasurer, and Executive Committee Members must be Members of the SECTION and also Members of the INSTITUTE.
- b. No individual may hold more than one (1) elected position at a time.
- c. SECTION Executive Committee Members mailing addresses on file at the INSTITUTE must be within the SECTION zip code areas unless approved by the Executive Committee.

#### **Section 4. Terms of Office**

- a. The terms of the SECTION Officers shall be one year beginning on September 1 following the election, or until their successors qualify.
- b. The terms of the twelve (12) SECTION Executive Committee Members shall be three (3) years, with four (4) elected each year.
- c. The Chair, Chair-Elect, and Past Chair shall be limited to one (1) full term

- in that office.
- d. The Secretary shall be limited to three (3) consecutive terms in that office. The Treasurer's term in office is determined by the Executive Committee.

### **Section 5. Duties**

- a. The Chair shall be the Executive Officer of the SECTION. The Chair shall:**
- (1) preside at all meetings of the SECTION and the SECTION Executive Committee.
  - (2) appoint, with the approval of the SECTION Executive Committee, 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 Bylaws or by the SECTION Executive Committee.
- b. The Chair-Elect shall:**
- (1) perform such other duties as the Chair may delegate.
  - (2) be responsible for developing the monthly meeting program.
  - (3) perform the duties of the Chair in the event of the Chair and Past-Chair's absence.
  - (4) succeed immediately to the office of Chair in the event of the Chair's resignation, disability or death.
  - (5) succeed automatically to the office of Chair at the expiration of their terms of office.
- c. The Past-Chair shall:**
- (1) serve as Chair of the Nominating Committee.
  - (2) perform such other duties as the Chair may delegate.
  - (3) preside at Executive Committee meetings in the event of the temporary absence of the Chair.
- d. 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 Committee.
  - (3) notify the INSTITUTE of the results of the election of new officers and Executive Committee Members by April 1.
  - (4) forward approved amendments of these Bylaws to the INSTITUTE.
  - (5) provide the INSTITUTE with an up-to-date copy of the Bylaws of the SECTION when amendments are made.
  - (6) serve as official liaison between the SECTION and the INSTITUTE in all administrative matters.
  - (7) prepare an Annual Report of the SECTION activities on forms supplied by the INSTITUTE and submit this report to the INSTITUTE by July 15 each year.
  - (8) preside at Executive Committee meetings in the event of the temporary absence of the Chair, Past Chair, Chair-Elect and

Treasurer.

**e. 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 Committee. Withdrawal from these funds may be made over the signature of the Treasurer or other designated SECTION member(s) as approved by the Executive Committee in compliance with Article IV, Section 4.
- (2) collect all monies due the SECTION including membership dues and monies collected at SECTION meetings with assistance of the Business Office.
- (3) make all disbursements as approved by the SECTION Executive Committee with assistance of the Business Office. Copies of all bills and receipts for disbursements should be maintained by the Business Office for the Treasurer.
- (4) submit a report of all financial transactions and the financial condition of the SECTION to the members of the SECTION Executive Committee at each meeting of the SECTION Executive Committee.
- (5) submit such reports to the members as the Executive Committee may deem necessary for their information.
- (6) obtain a fidelity bond, when required.
- (7) prepare an Annual Financial Report and turn it and the records over to the Finance Committee upon completion of the governance year.
- (8) assure that the proper paperwork has been completed, including bank resolutions and signature cards, when new officers take office. Annually file Form 990 with the Internal Revenue Service within five and one-half (5 1/2) months after the end of the SECTION's fiscal year end. If the SECTION's annual income is less than twenty-five thousand dollars (\$25,000) Form 990 should still be filed; however, only the first paragraph needs to be completed.
- (9) file the required Annual State Not-for-Profit reports as applicable.
- (10) ensure that sufficient funds be carried forward each year as operating funds for the new fiscal year.
- (11) within sixty (60) days after the close of the fiscal year, submit a financial report to the INSTITUTE on forms provided by the INSTITUTE.
- (12) preside at Executive Committee meetings in event of the temporary absence of the Chair, Past-Chair and Chair-Elect.

**f. The Executive Committee Members shall:**

- (1) serve as a member of the SECTION Executive Committee.
- (2) establish and maintain an understanding of membership views and concerns through active and continuous participation in meetings of the SECTION.

- (3) perform other duties assigned by the SECTION Chair.

### **Section 6. Limitation of Liability**

No SECTION Executive Committee 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.

### **Section 7. General Not for Profit**

For the purposes of complying with the "General Not For Profit Corporation Act" of the State of Illinois, the Chair of the SECTION shall be known as the President of the Corporation, the Chair-Elect as the Vice-President, and the Executive Committee as the Board of Directors. The Board of Directors shall appoint a "Registered Agent" as required by the Act.

## **Article VI - SECTION Executive Committee**

### **Section 1. Composition**

The SECTION Executive Committee shall be comprised of the officers of the SECTION, the Chair, Chair-Elect, Past Chair, Secretary, and Treasurer, and Executive Committee Members. Committee Chairs should be invited to attend meetings of the SECTION Executive Committee.

### **Section 2. Duties**

The SECTION Executive Committee shall:

- a. establish the policies and develop the activities necessary to meet the goals of the SECTION.
- b. develop and approve an Annual Budget based on its planned program of activities for the year.
- c. fill any vacancy occurring among the officers or its own membership for the balance of the governance year, except for the office of Chair.
- d. establish mechanisms to consider the views of the membership on issues being discussed with the SECTION Executive Committee.

### **Section 3. Meetings**

The SECTION Executive Committee must schedule a minimum of five (5) Executive Committee meetings annually. Additional meetings may be held upon call of the Chair, or by three (3) other members of the committee, with adequate notice. Executive Committee meetings are open to all SECTION members.

### **Section 4. Quorum**

A quorum of the SECTION Executive Committee shall be not less than fifty percent (50%) of the voting members. In the event that a quorum is not present at a meeting, any motion passed during an Executive Committee meeting may be overridden by a vote of a full-quorum during the month succeeding such vote.

### **Section 5. Non-performance**

The SECTION Executive Committee 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) months. In addition, the SECTION Executive Committee may ask an Executive Committee Member to resign if that person misses more than four (4) SECTION Executive Committee meetings in one year. A two-thirds (2/3) vote of the SECTION Executive Committee is required to follow through on a charge of non-performance. The SECTION Executive Committee shall then fill any vacancies created by these actions. The individual may request the SECTION Executive 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 Committee shall be filled by appointment of the SECTION Executive Committee. A SECTION Executive Committee member or officer appointed to fill a vacancy in a temporary capacity by the SECTION Executive Committee shall serve for the un-expired term of their predecessor. In the event that both the Chair and Chair-Elect position become vacant, the Executive Committee will choose one of its own qualified members to serve as Chair for the balance of the term of office. The Executive Committee will fill all other vacancies with qualified members.

### **Section 7. Candidates for Treasurer**

The Executive Committee shall request the Nominating Committee to submit the names of qualified candidates to be considered for the position of Treasurer. The Executive Committee, after due consideration, shall approve the appointment, or shall request alternate candidates to be appointed.

## **Article VII - Committees**

### **Section 1. Overview**

The SECTION Executive Committee may establish committees as needed to conduct the activities of the SECTION. The Chair of these committees, except as otherwise provided in these Bylaws, shall be appointed by the Chair of the SECTION with the approval of the Executive Committee. Membership on these committees shall be subject to the approval of the Executive Committee. Appointment of additional committee members shall depend on the need to fulfill the duties of the committee.

### **Section 2. Standing Committees**

- a. The **Finance** Committee shall consist of the Committee Chair, the Treasurer of the SECTION, and a number of appointed members depending on the needs to fulfill the duties of the Committee. The duties of the Committee shall be to:
  - (1) advise the Executive Committee and the SECTION as to all SECTION financial matters.
  - (2) provide financial oversight.
  - (3) conduct an independent audit every third (3<sup>rd</sup>) year.



- b. The **Nominating** Committee shall consist of the immediate Past-Chair of the SECTION as Chair. If a member of the Nominating Committee should become a nominee, he or she must resign from the Committee. The duties of the Nominating Committee are as listed in Article IX dealing with Nominations and Elections.

## **Article VIII – SECTION Meetings**

### **Section 1. SECTION Meetings**

The SECTION Executive Committee shall schedule regular meetings of the SECTION, preferably on a monthly basis where practical, but in no event less than three (3) times per year. Normally there shall be monthly meetings of the SECTION each year during the period of September to May, inclusive. The Executive Committee may call special SECTION meetings as needed upon written notice to the members at least ten (10) days prior to the meeting.

### **Section 2. Fiscal and Governance Year**

The fiscal and governance year of the SECTION shall be from September 1 of one calendar year through August 31 of the following year. The May meeting shall be designated as the Annual Meeting, at which time the newly elected Officers shall be installed to assume office September 1.

### **Section 3. Quorum**

A quorum for SECTION meetings shall consist of at least fifty (50) members of the SECTION in good standing.

## **Article IX – Nominations and Elections**

### **Section 1. Nominations**

- a. The nominees for SECTION Officers, and Executive Committee Members shall be selected by the Nominating committee. The Nominating Committee shall prepare a slate of willing candidates for each office to be filled. The number of candidates for Executive Committee Members may be twice the total number to be elected. The Nominating Committee shall determine the eligibility of each candidate and shall determine the willingness of the candidate to serve if elected. If fewer than two (2) nominees are available for an office, the Executive Committee can approve the slate. Identities of the candidates shall be held in confidence until presentation to the Executive Committee.
- b. Prior to the Annual Election, as determined by the INSTITUTE, the Nominating Committee shall report the proposed slate of candidates to the SECTION Executive Committee for approval prior to presenting the slate to the SECTION membership.
- c. The Nominating Committee shall report its slate of candidates to the membership at a regular meeting of the SECTION prior to the Annual Election.

## **Section 2. Ballot**

- a. The Nominating Committee shall certify to the Secretary that each person whose name appears on the ballot is qualified to run for that particular office and has been advised of the responsibilities pertaining to that office as outlined in Article V and VI. The nominee has then consented to hold office if elected.
- b. The Nominating Committee shall arrange the listing of names on the ballot by lot for each office.
- c. The Secretary shall forward the ballot information to the INSTITUTE, complying with the time frame established needed for electronic voting in conjunction with the INSTITUTE elections.

## **Section 3. Voting**

To vote a member shall indicate on the election ballot his or her choice(s) for no more than the number to be elected for various positions. Voting will be done electronically in conjunction with the INSTITUTE elections.

## **Section 4. Results**

- a. The Secretary shall declare elected as Officers the candidate for each office receiving the greatest number of votes, and Executive Committee Member candidates receiving the most votes for the vacancies to be filled. Any candidate shall have the right to demand a recount within ten (10) days after the official declaration of the election of all candidates.
- b. The officers elected shall be announced to the membership at the next meeting of the SECTION following the counting of the ballots.
- c. The Secretary shall report to the INSTITUTE the newly elected officers, and Executive Committee Members by April 1.

## **Section 5. Exceptions**

If it shall be impossible to execute all of the provisions of these Bylaws regarding the nominations and elections, the Executive Committee shall arrange for alternate provisions in accordance with the spirit of the Bylaws.

# **Article X - Operating Periods**

## **Section 1. Administration**

The governance year of the SECTION shall be from September 1 of one (1) calendar year through August 31 of the succeeding year. The governance year covers the terms of the officers, committees and the meeting programs.

## **Section 2. Fiscal Year**

The fiscal year of the SECTION shall be from September 1 of one (1) calendar year through August 31 of the succeeding year.

## **Article XI - Dissolution**

### **Section 1. SECTION Option**

In the event of voluntary dissolution of this SECTION, or revocation of its charter by the INSTITUTE, and after the discharge of all of its debts and obligations, any remaining funds and property of the SECTION shall be conveyed to the INSTITUTE, the INSTITUTE Foundation, or to such other not-for-profit educational, scientific or charitable organization(s) as the SECTION Executive Committee may determine. Said conveyance shall be made within sixty (60) days after the SECTION debts and obligations have been discharged and 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 Committee 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 the Sections of the Code, as they may be in effect at the time of conveyance.

## **Article XII - Amendments**

### **Section 1. Proposals**

The SECTION Executive Committee or any ten (10) SECTION Members may submit proposed amendments in writing at any business meeting of the SECTION. Such proposals shall be reviewed by the Executive Committee and, if they are found not to be inconsistent with the Constitution and the Procedure and Policies Manual of the Institute of Food Technologists and the 'General Not for Profit Corporation Act' of the State of Illinois, the proposals shall be submitted to the INSTITUTE.

### **Section 2. Procedures**

- a. The Secretary shall forward written copies of proposed amendments to the INSTITUTE.
- b. When approval is received from the INSTITUTE, the Secretary shall announce all proposed amendments at a regular meeting of the SECTION. Written copies of the amendments shall be distributed to SECTION Members, with any explanations pro or con that the SECTION Executive Committee deems necessary. Such notice should be given not less than one (1) week prior to the meeting at which the proposals are to be considered.

**Section 3. Adoption**

A two-thirds (2/3) or more vote by the SECTION Members voting on a proposed amendment shall be necessary for approval.

**Section 4. Publication**

Within thirty (30) days the Secretary shall forward written copies of approved amendments to the INSTITUTE.