



American Culinary Federation Education Foundation, Inc.

BYLAWS

Article I

Name

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

Article II

The purposes of ACFEF 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 ACFEF 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 ACFEF 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 ACFEF,



2. Shall review all minutes of meetings of ACFEF before release,
3. Shall review all requests for funding in the best interest of the ACFEF 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 ACFEF in the absence of the Chair of ACFEF,
2. Shall review all minutes of meetings of ACFEF before release,
3. Shall review all requests for funding in the best interest of the ACFEF and ACF
4. Shall review all financial statements of ACFEF 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 ACFEF and shall:

1. consist of the following, each having one vote, with the exception of the Chair on all matters coming before the Board. The Chair votes only to break a tie.

The Chair of ACFEF

The Secretary/Treasurer of ACFEF

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 Chair of Chef and Child

The Manager of Culinary Team USA.

And the ACF Executive Director of Operations as a non voting member.

2. approve grants to fulfill the purpose of ACFEF.
3. approve policies and procedures for the operation of ACFEF
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 ACFEF Chair, one of which shall take place at the ACF National Convention. Special meetings may be called by the Chair of ACFEF 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 ACFEF 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 ACFEF. 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 ACFEF for approval annually. The committees shall nominate the members and the chair, which must be approved by the Board of Trustees of ACFEF.

Accrediting Commission
Senior Chefs of ACF Committee
American Academy of Chefs
Chef and Child

- B. The following are the special committees of the ACFEF. The members and chairs of special committees shall be appointed by the ACF Board of Directors. Special committees shall be advisory committees to the ACFEF, and their chairs shall hold Trustee positions on ACFEF for the duration of their appointment.

Culinary Team USA

- C. There shall be an honor society of ACFEF 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 ACFEF Board of Trustees.
- D. The Accrediting Commission, an independent commission, shall establish its operating policies and procedures including the appointment of its members and the election of its chair,. Following ACF quality standards in culinary arts and food service management education, the Accrediting Commission evaluates educational programs in secondary and post-secondary, including bachelor degree programs institutions for the awarding of programmatic accreditation. The governance of the apprenticeship committee will fall as a sub-committee of the Accrediting Commission. The Chair of the apprenticeship committee will be determined by the committees operating policies and procedures and will be a member of the accrediting commission.
- E. Culinary Team USA is a component of ACFEF 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 ACFEF 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 ACFEF office upon certification by the Secretary/Treasurer of ACFEF.
- B. Those holding ACFEF office only may be removed by the body that appointed/elected them to that office. The ACFEF 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.

*** Version approved at the Board of Governors meeting August 3, 2010 ***