



THE AMERICAN CULINARY FEDERATION, INC.

BYLAWS

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.

The following organizations are affiliates of ACF and/or referenced in these Bylaws: American Academy of Chefs (“AAC”), and American Culinary Federation Education Foundation (ACFEF).

Article II

Membership

Section 1. Eligibility. ACF membership shall be open to Culinarians and other individuals engaged in the culinary profession, allied employment, or be a person of the general non-food professional community that has a passion for the culinary arts and who meets the requirements set forth in Section 2. 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 at least 65 years of age, retired from employment 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, they shall have the option of becoming an individual member within their respective category by paying a full year's dues.

Property members who are not a member of a local chapter are 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 The 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 Chairs 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 set national dues.

(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.

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 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. The person holding a proxy for a chapter president must be a member of that chapter and shall be on the duly approved ACF form or chapter letterhead, signed by the chapter president and another elected chapter officer. A proxy for any other member shall be on the ACF form. All proxy forms must be submitted to the Secretary prior to the opening of the meeting.

Article IV The National Officers

Section 1. General. The national officers of the ACF shall be the Immediate Past President, President, Secretary, Treasurer and four (4) Regional Vice Presidents. Except for the Immediate Past President, they shall be elected by the membership in accordance with these Bylaws.

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) an ACF Standing or Special Committee Chair; or (iii) a state representative or appointed area coordinator; (c) have attended two National Conventions prior to his/her election; and (d) be ACF-certified. The President must also have served on the Board of Directors prior to election as 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 office, subject to such terms, conditions and limitations as may be imposed by the Bylaws or Board of Directors.

Section 5. President. The President shall serve as Chair of the Board of Directors, Chair of the National Convention, and as an ex officio, non-voting member

of all ACF committees, except the Nominations & Elections Committee, the Internal Audit Committee and the Certification Commission.

Section 6. Secretary. The Secretary shall be responsible for keeping the records of the ACF and the preparation of the minutes of all ACF meetings.

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 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 trustee of the American Culinary Federation Education Foundation (ACFEF).

Section 10. Vacancies.

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

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

1. After the above occurs, the Board of Directors shall decide if and in what manner a special election shall be held to fill the office of President.

c) Any vacancy that occurs in the office of Regional Vice President shall be elected by the majority vote of 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 method determined by the ACF national office and fair for all participants.

d) 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 officer or at-large director who fails to complete his/her term shall be nominated by the President and appointed by the Board of Directors to complete the balance of the term.

Article V The Board of Directors

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

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 Chair 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 shall have ultimate authority over and responsibility for the business affairs, operations, assets and staff 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. The at-large directors are to be nominated by the ACF President. They are to be involved in the culinary profession in some way that will bring value to the Board of Directors.

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

Section 7. At-Large Directors. At-large director positions shall be filled by a two thirds (2/3) majority vote of directors then in office, regardless of their number.

The Board of Directors shall not increase the number of directors pursuant to this section by more than two in any given year, subject to the limits on Board members in these Bylaws. The At-Large Directors shall serve for a full two year term, with the option of being appointed for a second, two year term.

(a) At-large directors shall not be given voting rights until they attend their third Board of Directors' meeting.

Section 8. Regular Meetings. There shall be at least four regular meetings per year. The President shall select the time and place of each meeting and shall give 30 days notice of the Board meeting to the Board members.

Section 9. Special Meetings. Special meetings of the Board of Directors shall be called by the President or a majority of the Board. The Secretary shall give the Board members notice of a special meeting not less than 5 days before the meeting. The notice shall include the time, place and agenda for the meeting.

Section 10. 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 11. Quorum. A quorum of the board of directors shall be a majority of those eligible to vote.

Article VI Committees

Section 1. Elected Committees. The ACF shall maintain the following 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 ACF Board of Directors.

The Elected committees shall each have five members, one from each region. Each respective member has been elected by their chapter presidents within their region. The chairman shall be elected by the Board of Governors. The chairman can

not run for both chairman of respective committee and serve as a regional committee member in the same term.

Section 2. Standing Committees. The ACF shall maintain the following Standing Committee: Bylaws and Resolutions, Convention, Culinary Competition, Government Relations, National Pastry, Parliamentarian and Sergeant at Arms.

(a) The standing committees shall have five members, one from each region selected by their respective vice president. The ACF National President shall select a chairman for each committee, and the appointment will be confirmed by the ACF Board of Directors.

(b) All committee members serve a two year term. All committees shall follow policies and procedures that have been approved by the ACF Board of Directors.

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

Section 3. Special Committees. The special committees can be established by the ACF Board of Directors when ever deemed prudent and necessary. The Board of Directors shall write the established rules for these committees, which include all advisory and task forces. The time limit for these committees shall be established by the ACF President in collaboration with the Board of Directors.

(a) All Special Chairpersons will need to be reconfirmed for their position by the ACF Board of Directors at the beginning of each subsequent term.

Section 4. General Rules. The Board of Directors shall establish rules and procedures for all committees.

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 16 and not more than 20 individuals 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 filled by the Chair of the Commission.

Section 3. Autonomy. The Commission will report to the Board of Directors, but may establish policies and procedures for its operation consistent with the purposes of ACF and these Bylaws. Notwithstanding the above, the Certification Commission shall be and remain independent and autonomous with respect to all decisions related to the certification program, including eligibility standards, the

development, administration, and scoring of the assessment instruments, certification decisions, recertification, appeals, fee structures, operational processes, finances, administration, and all other lawful activities.

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; however, only those members who have professional culinarian status shall be eligible to serve as chapter president.

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

Article IX Nomination 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 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. The Vice Presidents shall call regional conferences annually between January 15 and April 30 and shall be coordinated with the schedules of the ACF President. The Vice Presidents may also call chapter presidents' meetings for their region with at least 30 days notice mailed to the chapter presidents. The notice shall include the agenda for the meeting.

Article XI Administration

Section 1. Staff. The ACF shall have such staff as the Board of Directors deems necessary, including the Executive Director of Operations. Staff issues including organization, compensation and benefits shall be committed to the discretion of the Board of Directors, which, in turn, may delegate such authority to the President, or such other officers and staff as it deems appropriate.

Section 2. Officers' Expenses. All elected national officers shall be reimbursed for approved budgeted expenses incurred in attending the National Convention and any other meeting required by the Bylaws or the ACF President; and at the discretion of the ACF President, the Committee Chairs shall be reimbursed for approved budgeted expenses incurred in attending the National Convention and any other meeting required by the Bylaws or the ACF President.

Section 3. 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 mailed to the Board of Governors within 60 days after its completion.

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 Chair 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.

Article XIII
Removal of Officers and Expulsion of Members

Section 1. Removal of Officers and Directors. National officers, Governors, and Directors may be removed for cause upon two-thirds vote of the Board of Governors 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 two-thirds vote of the Board of Governors in accordance with procedures adopted by the Board of Directors. If an ACF member is suspended or terminated his/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. The change must follow the policies and procedures established by the Bylaws and Resolutions Committee. The proposed amendment, to be adopted, requires 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 or any other corporation, partnership, joint venture, trust or other enterprise.

Article XVI
Parliamentary Authority

Robert's Rules of Order, Newly Revised Tenth Edition shall govern all meetings and proceedings of ACF, except to the extent inconsistent with these Bylaws.

*** Version approved at the Board of Governors meeting July 23, 2011 ***