

BYLAWS of the
NORTHEAST REGIONAL SECTION,
INSTITUTE OF FOOD TECHNOLOGISTS

The Northeast SECTION of the Institute of Food Technologists, Inc. (the "IFT"), a nonprofit corporation duly formed under the provisions of the Massachusetts Nonprofit Corporation Act of 1942 as amended (the "Act"), hereby adopts the following Bylaws.

Article I Name, Headquarters, Territory, and Subsections

SECTION 1.1 Name

The name of this organization shall be the Northeast Section IFT, a subsidiary organization of the Institute of Food Technologists. Hereinafter, these shall be referred to as "SECTION" and "IFT", respectively. In the event of any conflict between the bylaws of this section and the Constitution and Bylaws of the IFT, the latter shall prevail.

SECTION 1.2 Territory

The territory of the SECTION shall include the following postal zip codes first three (3) digits: 010-059

SECTION 1.3 Subsections

Whenever travel distances to SECTION meetings or other considerations make it advisable, a Subsection may be established by a group of interested IFT members or the SECTION Board of Directors. Within sixty (60) days of establishment of a Subsection, the parent SECTION shall notify the IFT Executive Vice President of its name, territory, and officers.

SECTION shall allocate to the Subsection operating funds at least equal to the dues of the Subsection membership, less any costs that may be incurred by the parent SECTION.

SECTION may establish other rules and guidelines for the operation of the Subsection.

Article II Purpose, Objectives, and Restrictions

SECTION 2.1 Purpose and Objectives

The purpose and objectives of the SECTION, a non-profit, scientific and educational organization, shall be to assist in promoting the application of science and engineering to the production, processing, packaging, distribution, preparation, and utilization of foods; by stimulating investigations into technological problems arising therein and providing a medium for promulgating and discussing the results of such investigations, by stimulating and providing means for the free interchange of technical information and

ideas of the role of food technologists in the technical direction of operations in these fields; all of these endeavors having the ultimate objective of providing better adequate foods for mankind.

SECTION 2.2 Restrictions

- (a) All policies and activities of the SECTION shall be consistent with the Articles of Incorporation of the IFT and the SECTION, the Section Affiliation Agreement, these Bylaws, the bylaws of the IFT, applicable laws, or other requirements applicable to tax-exemption requirements imposed on the IFT, including the requirements that the section not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.
- (b) These SECTION bylaws may not conflict with the IFT Bylaws or any policies, procedures, rules or directives established or authorized by the IFT or with the Section Affiliation Agreement in place between IFT and SECTION; and
- (c) The terms of the Section Affiliation Agreement between the SECTION and IFT, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and, in the event of a conflict between the terms of the Section Affiliation Agreement and the terms of these Bylaws, the SECTION shall be governed by and adhere to the terms of the Section Affiliation Agreement.

Article III Membership

SECTION 3.1 Eligibility

- (a) Membership in the SECTION is limited to individuals in good standing of the IFT who are in compliance with the IFT's rules and regulations and who have paid membership dues to the SECTION.
- (b) Revocation or suspension of membership by the IFT shall automatically constitute revocation or suspension of membership in the SECTION.

SECTION 3.2 Categories

There are three (3) membership categories: Member, Professional Member, and Student Member. There is also one (1) honorary membership status (see SECTION 3.2.d)

- a) Member Any person who is active in the food industry and who evidences interest in supporting the objectives of the IFT shall be eligible to become a Member.
- b) Professional Member Any person who meets the following minimum requirements by education, training, or experience in food science and technology, and provides the necessary information shall be eligible to become a Professional Member.

- A Bachelors, higher degree, or equivalent, in disciplines associated with food science and technology from a recognized teaching institution, and five (5) years of professional experience in food science and technology, for which
- A Master's degree or equivalent may be presented in lieu of one (1) year's experience or
- A Doctoral degree in lieu of three (3) years' experience
- A non-food science related bachelors or higher degree, or equivalent, from a recognized teaching institution and ten (10) years of documented contributions to the profession and, if applicable, the IFT.

The IFT Board of Directors may waive these minimum requirements for persons who have distinguished themselves by their achievements or through long experience in the field of food science and technology.

- c) Student Member Any graduate student or person matriculated in an educational institution as a full-time student pursuing a degree (Associate or higher) in the field of food science and technology or in one or more of the sciences or branches of engineering concerned with advancing food science and technology shall be eligible for membership as a Student Member. All Student Members shall be members of the IFT Student Association.
- d) Emeritus Status Any Professional Member or Member who has retired from professional life in a remunerative capacity and has been a member of the IFT for at least twenty (20) years shall be eligible for Emeritus status. Individuals with Emeritus status shall retain all rights and privileges previously held and their annual dues shall be determined by the Board of Directors.

SECTION 3.3 Voting Rights

Members and Professional Members shall be eligible to vote

Article IV Meetings

SECTION 4.1 SECTION Meetings

SECTION Board of Directors shall schedule regular meetings of SECTION, no less than one (1) time per year. It shall determine in advance the time and place for each meeting. It may call special meetings, as needed, upon written notice to the members at least ten (10) days and no more than 90 days prior and to the meeting by postal or other delivery, facsimile, e-mail, or any other electronic means as permitted by law.

SECTION 4.2 Quorum

A quorum to conduct business shall be 10 percent of SECTION voting membership

SECTION 4.3 Voting

Voting by SECTION membership may be in person, by proxy, or electronically. Qualified votes shall consist of those SECTION members responding to a motion delivered by post or email within 30 days of the distribution of the proposed motion.

A majority of SECTION members voting when a quorum is present carries an action.

Each member receives one vote.

Section 4.4 Action Without a Meeting

Any corporate action required or permitted to be taken by the members at a meeting of SECTION members may be taken without a meeting if the corporate action is taken by the members either by the unanimous written consent procedure or by the action by ballot procedure permitted by law.

Article V Composition of SECTION Board of Directors

SECTION 5.1 Composition of SECTION Board of Directors

SECTION Board of Directors shall consist of:

- a) President, President-elect, Immediate Past President, Treasurer (ex-officio, non-voting) and Secretary
- b) Six Directors-at-Large

Additionally, one student member may be appointed as a voting member

The President of SECTION shall serve as Chair of the Board of Directors. In the event of the inability of the President to serve as Chair, the President-Elect shall serve as the President pro tem.

SECTION 5.2 Eligibility

No individual may hold more than one elected position at a time.

SECTION officers, Directors-at-Large, and committee chairs must be current IFT members in good standing during her/his entire term of office.

SECTION 5.3 Terms

President (2 years)

President-Elect (2 years)

Immediate Past President (2 year)

Secretary (2 years)

Treasurer ex-officio, non-voting (3 years) The Treasurer shall be appointed by the SECTION Board of Directors

Director-at-Large (3 years) Directors-at-Large serve staggered three year terms

SECTION 5.4 Meetings

- a) Frequency SECTION Board of Directors shall meet at least once per year, upon the call of the President or upon written request of any five (5) members of the SECTION Board of Directors.

- b) Notice of Meetings Notice of SECTION Board of Directors meetings is provided at least ten (10) days before the meetings by postal or other delivery, facsimile, e-mail, or any other electronic means as permitted by law.
- c) Quorum At any meeting of SECTION Board of Directors a quorum for the transaction of business shall be a majority of the entire SECTION Board of Directors members, of which one must be the President, President-Elect, or Immediate Past President.
- d) Voting All decisions by SECTION Board of Directors shall be by majority vote except as otherwise specified in these bylaws. Voting by proxy is not permitted.
- e) Electronic Participation SECTION Board of Directors members may participate and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. An action required to be taken at a meeting of SECTION Board of Directors, or any action which may be taken at a meeting of SECTION Board of Directors, may be taken without a meeting if a consent in writing, including any by electronic means, setting for the action taken, is signed by all of the members of SECTION Board of Directors entitled to vote with respect to the subject matter thereof.
- f) Action Without a Meeting Directors may vote without a meeting on any matter where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, e-mail, or any other electronic means. An action taken by such a vote is memorialized by a written consent, which is signed by all Directors who voted in support of the action, and describes the action taken and authorized.

SECTION 5.5 Removal/Resignation

A director may be removed for cause by a vote of the Members. A director may be removed by the SECTION Board of Directors only as specifically permitted by law. A director may resign at any time by providing written notice of resignation to the Secretary or, in the case of the resignation of the Secretary, to the President. A director who is absent from three consecutive meetings of the SECTION Board of Directors shall, unless such absences are excused by the affirmative act of the SECTION Board of Directors, be deemed to have resigned from the SECTION Board of Directors and from any office held.

SECTION 5.6 Vacancies

Any vacancy occurring in the SECTION Board of Directors shall be filled by a successor SECTION Board of Directors Member elected by the SECTION Board of Directors in its sole discretion. The term of any successor SECTION Board of Directors Member elected in accordance with the immediately preceding sentence shall be the remaining portion of the term of the vacated Board of Directors Member position. If, in turn, the President-Elect is unable to serve, the SECTION Board of Directors shall elect one of its members to serve as President pro tem.

Article VI Officers

SECTION 6.1 Executive Committee

The Executive Committee shall consist of the President, President-elect, Immediate Past President, and Secretary. The Executive Committee may act in the place of SECTION Board of Directors when authority is designated by SECTION Board of Directors or in emergency matters where action is necessary. The Executive Committee shall:

1. Develop plans, proposals and new initiatives for subsequent action by SECTION Board of Directors
2. Propose candidates for Treasurer-designate
3. Appoint members of committees and policy-related volunteer workgroups

Article VII Elections

SECTION 7.1 Eligibility

Being appointed or elected to one office shall not make a member ineligible for another office. Individuals shall only hold one elected office at a time.

SECTION 7.2 Petitions

Additional candidates may be nominated by petition over the signature of ten (10) SECTION Members, provided:

- a) the petitioners have determined the candidate's eligibility from the IFT and SECTION Secretary,
- b) the petitioners have determined that candidate's willingness to serve if elected, and
- c) the petition is received by the Secretary not later than five (5) days following the distribution of the report of the Nominations and Election Committee

SECTION 7.3 Election Process

Membership shall elect the officers.

Article VIII Committees

Section 8.1 Nominations and Elections Committee The Nominations and Elections Committee shall be comprised of three (3) SECTION Members who shall include the Immediate Past President and two members appointed by the President to serve alternating two-year terms. The Nominations and Elections Committee shall develop and present a slate of candidates for all elected positions in accordance with the regulations in these bylaws.

- a) President-elect The Nominations and Elections Committee shall communicate to the Secretary of SECTION the names of two (2) Members of SECTION in good standing as nominees for President-elect.
- b) Directors-at-Large The Nominations and Elections Committee shall communicate to the Secretary of SECTION the names of three (3) Members of SECTION in good standing as nominees for Directors-at-Large.
- c) Secretary The Nominations and Elections Committee shall communicate to the Secretary of SECTION the names of two (2) Members of SECTION in good standing as nominees for Secretary.

SECTION 8.2 Finance

- a) **Composition**
The Committee shall consist of three (3) appointees, one of whom shall be designated Chair.
- b) **Terms of Service**
Appointees shall serve one non-renewable three (3) year term.
- c) **Roles and Responsibilities**
 - i. Review and monitor the SECTION's financial condition
 - ii. Make recommendations to the SECTION Executive Committee regarding the SECTION's finances
 - iii. Review and/or modify financial and investment policies
 - iv. Ensure that financial performance benchmarks support the SECTION's objectives

SECTION 8.3 Other Committees and Task Forces

SECTION's Board of Directors may establish other committees to carry on the affairs of SECTION. The creation of a committee shall be approved by a majority of the Directors voting where a quorum is present. The composition of each committee and manner of election of its members shall be determined by the SECTION Board of Directors. The rules in these Bylaws governing the Board of Directors also apply to committees of the Board of Directors. A committee may be given the authority of the Board of Directors.

SECTION 8.4 Quorum

A majority of the members of a committee shall constitute a quorum for the transaction of any business, and the acts of the majority of the committee members present, at which a quorum is present shall be the acts of such committee in each case, unless a greater proportion is required by applicable law or by these Bylaws.

SECTION 8.5 Vacancies and Removal

Vacancies in membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Any member of a committee, except the SECTION Board of Directors, may be removed at any time by the SECTION Board of Directors, with or without cause.

Article IX – Indemnification and Insurance

SECTION shall, to the fullest extent permitted by law, defend and indemnify any person who is or was an officer, SECTION Board of Directors Member, employee or agent of SECTION from and against any and all expenses and liabilities actually and necessarily incurred by or imposed upon such person in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, including appeals) to which such person may be or is made a party by reason of being or having been such officer, SECTION Board of Directors Member, employee or agent. The SECTION Board of Directors may authorize the purchase of and maintain insurance on behalf of any SECTION Board of Directors Member, officer, employee or agent of SECTION against any liability asserted against or incurred by such person which arises out of such person's status in such capacity.

Article X Fiscal Year

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

Article XI Dissolution

In the event of voluntary dissolution of this SECTION, or revocation of its charter by the IFT Board of Directors, and after the discharge of all its debts and obligations, any remaining funds and property of SECTION shall become part of a Scholarship Endowment Fund, of a recognized 501(c) (3) organization. Said conveyance shall be made within sixty (60) days after SECTION's debts and obligations have been discharged. IFT Office of the President shall be notified in writing of said action, immediately upon its completion.

Article XII General Provisions

SECTION 12.1 SECTION Affiliation Agreement

SECTION, its Officers, Directors, and agents must conform with and maintain its SECTION Affiliation Agreement with IFT and all SECTION affiliation requirements imposed by the IFT.

SECTION 12.2 Use of Funds

SECTION shall use its funds on matters relating to SECTION and its activities. No part of its funds shall inure or be distributed to its members, with the exception of reasonable reimbursement for expenses related to services rendered in the name of SECTION or IFT official business.

SECTION 12.3 Conflict-of-Interest Policy

SECTION's Board of Directors shall adopt a conflict-of-interest policy and annual disclosure process that applies to all Officers and Directors of SECTION.

SECTION 12.4 Amendments

Proposed amendments to SECTION bylaws may be initiated by SECTION Board of Directors and shall be submitted in writing to the Director of Membership of the IFT for approval. Upon approval, SECTION Secretary and/or the IFT Director of Membership will forward proposed amendments to SECTION Officers. Such amendments will only be effective upon approval of (a) a majority of SECTION members voting where a quorum is present, or (b) three-quarters of the full SECTION Board of Directors.

SECTION 12.5 Limitation of Liability

No individual member of SECTION, SECTION committee, or employee of SECTION, shall incur any indebtedness in the name of SECTION or make any commitments involving SECTION unless authorized to do so by action of SECTION Board of Directors.

SECTION 12.6 Parliamentary Rules

The most recent edition of Robert's Rules of Order shall be the governing parliamentary rules of SECTION, but only to the extent that such Rules are not inconsistent with the Act, SECTION's Articles of Incorporation, these Bylaws, or policies and procedures duly adopted by SECTION's Board of Directors.

SECTION 12.7 Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or Bylaws of the IFT or any other applicable provision of applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.