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"2011"

**Bylaws of White Mountains
Of New Hampshire Chapter
Of the American Culinary Federation**
A New Hampshire Voluntary corporation

**Article I
NAME**

This organization shall be known as "The White Mountains of New Hampshire Chapter of the American Culinary Federation" (WMNHACF) (The "Corporation")

**Article II
PURPOSE**

A professional association organized exclusively not for profit nor to engage in activity ordinarily carried on for nor to engage in any activities prohibited for organizations exempt from Federal income tax under Section 501(c)(6) of Internal Revenue Code (IRC) of 1986 and corresponding provisions of subsequent tax laws, the Corporation is organized to:

1. Promote the best interests of culinary profession generally.
2. Promote the interests, education and welfare of chefs, cooks, pastry cooks, culinary educator, apprentices, culinary students and associate members in the culinary profession.
3. Hold local meeting, training classes, seminars and offer other educational opportunities for the benefit of its members.
4. Promote camaraderie among its members and further the spirits of understanding, helpfulness and cooperation among all Culinarians.
5. Support the programs of the American Culinary Federation ("ACF")

**Article III
GOVERNING RULES**

1. The article of the Bylaws shall constitute the rules and regulations for the governance of this Corporation.
2. This is a non-profit Corporation and no profit shall inure to the benefit of its individual members.
3. This Corporation is an association of professional Culinarians shall function strictly as a professional association.

ARTICLE IV MEMEBERSHIP

1. **Adoption of ACF Bylaws:** The Corporation hereby adopts the attached portions of the ACF Bylaws, including ACF's standards for membership, classification of members and schedule of the dues based upon membership classification (See Appendix A)
2. **Application for membership:** The Corporation's Board of Directors shall appoint a Membership Committee to screen all applicants for compliance with ACF membership classifications; The Treasure shall forward applications to ACF for review and acceptance.
3. **Membership Dues:** Upon majority vote of its members, the Corporation may adopt a schedule for charging dues based on ACF membership classification.
4. **Regular Member Meetings:** At the beginning of each year, the Board of Directors will establish and publish a calendar of the regular membership meeting for the year.
5. **Special Membership Meetings:** Special membership meetings may be called at any time by the President or a majority of the Board of Directors for special business or social reasons.
6. **Notice of Meeting:** The Editor of the monthly newsletter or another person designated by Board of Directors shall, by mail, phone or email notify the members of the time and place of all meeting at least seven (7) days prior to meeting.
7. **Voting:** Every Active, retired and junior member in good standing, as verified by the Secretary and the Treasure, shall be qualified to vote on business presented to the membership. Each member shall have one vote.
8. **Quorum:** Unless written proxies with verified signatures are obtained from a majority of the members in advance of the meeting, a quorum consisting of six (6) members in physical attendance shall be required to conduct membership meetings.
9. **Annual Budget:** The annual corporate budget shall be subject to approval by the membership.

ARTICLE V BOARD OF DIRECTORS

1. **Power and Duties:** The Corporation's business and affairs shall be managed by its Board of Directors. All powers of the Corporation, except as otherwise provided by law, the Articles of Agreement, or these Bylaws are vested in the Board of Directors. The Board of Directors shall carry out the aims and purpose of the Corporation and to this end manage and control all of its property and assets, acting within the annual budget approved by the membership. Except otherwise provided by law, the Article of Agreement or these Bylaws. The Board of Directors may hire, contract or delegate every function, authority, power and duty of the Corporation to others acting under the Board of Director's general

direction, supervision and control. The Board of Director's shall in its discretion, determine standards for a reasonable return of net income, appreciation and investment holding periods which are consistent with the safety of the principle and the need for current income for the Corporation. The Board of Director's shall have the power to replace any custodian or agent for failure to meet the Board of Director's investment objective or for any breach of fiduciary duty under the laws of the State of New Hampshire.

2. Composition Tenure:

A. In Accordance with RSA 292:6-a, the Board of Directors shall:

1. Have a least five (5) voting members who are not of the same immediate family or related by blood or marriage.
2. Not have any employee of the Corporation hold the position of chair or presiding officer of the Board of Director's.

B. The Board of Director's shall consist of the immediate past President, the current officers, two (2) members elected by the membership and the current Junior President.

C. Each Director shall serve two (2) year terms, with the elected members serving staggered terms.

D. The immediate past President shall serve as the chair of the Board of Director's. If the immediate past President is unavailable the current President shall serve as chair.

3. **Service without Compensation:** No member of the Board shall receive a salary nor accept gratuities for his or her service.
4. **Regular Meetings:** The Board of Director's shall meet at least once each year and more often, as required on dates, at locations and by means determined by resolution of the Board of Directors. The meetings may be recessed and continued to another date as necessary.
5. **Special Meetings:** The chair, President or majority of the Board of Director's may call a special meeting of the Board of Director's at a convenient place and time, provided that written notice containing specific purpose and means of conducting the meeting has been delivered to all Director's at least 24 hours prior to the special meeting and that each absent Director had given advance written consent to holding the meeting.
6. **Quorum:** One-third (1/3) of the current number of Director's shall constitute a quorum for the transaction of business at any meeting of the Board of Director's. If less than one-third (1/3) is present at a meeting, a majority of the Director's present may adjourn the meeting until a quorum is present.
7. **Voting; manner of Acting:** Each Director shall have one vote. The act of the majority of the Director's present at a meeting with the requisite quorum in attendance shall be the act of the Board of Director's, unless otherwise provided in these Bylaws.
8. **Action without Meeting:** The Board of Director's may act without meeting if all directors sign a written consent setting forth the action to be taken before such action is taken.

9. **Presumption of Assent:** Any director present at a Board of Director's meeting shall be presumed to have assented to the action unless his or her dissent or abstention is entered in the minutes of the meeting or unless he or she files a written dissent to such action with the Secretary immediately after adjournment of the meeting. Such right to dissent shall not apply to a dictator who voted in favor of such action.

ARTICLE VI OFFICERS

1. Composition, Election, Terms:

- A. The Corporation's officers shall consist of a minimum of President, Vice President, Secretary and Treasurer.
- B. Elections of officers shall be conducted as follows:
 - 1. The President shall appoint a standing Election Committee to conduct elections.
 - 2. The deadline for submitting candidates shall be the October meeting.
 - 3. Ballots shall be mailed in November
 - 4. Ballots shall be counted and the result announced at the December meeting.
 - 5. New Officers shall be installed at the beginning of the January meeting.

- Officers shall serve two year terms.

2. Service without Compensation; No officer shall receive a salary nor accept gratuities for his or her services.

3. Suspension and Reinstatement: Officers who do not pay there dues with thirty (30) days or are thirty (30) days in arrears shall be automatically suspended for office. However a suspended officer may be reinstated by majority vote of the remaining Director's if the officer is not sixty (60) days in arrears and had paid any outstanding dues. The Board of Director's will hear appeals for extensions for paying dues.

4. Replacement: The Board of Director's may appoint a replacement for any officer who becomes unable to serve or is found disqualified to serve by a majority vote of the Board of Directors. A replacement shall serve until the next election of officers.

5. President:

- A. The President shall preside at all meeting and keep strict order and decorum. In the absence of the President, the other officers shall occupy the Chair in the following order of rank: Vice President, Secretary and then Treasurer.
- B. The President may appoint any committee deemed desirable and delegate the powers necessary to accomplish its purpose. Each committee chairman shall report directly to the President. The President shall be an ex-officio member of all committees.

- C. The President will sign all corporate resolutions and other documents issued and attested to by the Secretary.
- D. The President and the Treasurer shall submit annual financial reports required by the Director of Charitable Trusts, State of New Hampshire, Department of Justice and the Internal Revenue Service.

6. Vice President:

If the President becomes unable to serve, the Vice President shall fill the unexpired term until the next regular election of officers.

7. Secretary:

- A. The Secretary shall attend all meetings and be responsible for recording minutes of all meetings in a book kept for that purpose.
- B. The Secretary will immediately notify ACF of the names and addresses of new officers and address changes of members.
- C. The Secretary shall arrange advantageous publicity for both WMNHCACF and ACF.

8. Treasurer:

- A. The Treasurer is responsible for making payments within the annual budget, which was previously approved by the membership.
- B. The Treasurer shall submit to the President a complete monthly accounting of all monies received and disbursed during the previous month.
- C. Any payments outside the approval budget shall require prior approval by the membership.
- D. The Treasurer shall prepare or cause to have prepared annual financial reports required by the Director of Charitable Trusts, State of New Hampshire Department of Justice, and The Internal Revenue Service. Prior to submission these reports shall be reviewed and approved by the Board of Director's and the President.

ARTICLE VII STANDING COMMITTEES

1. Bylaws Committee: Consisting of the Board of Director's, the Bylaws Committee shall meet once a year to review and update the Bylaws, incorporating suggestions from the membership.

2. Election Committee: Appointed by the President, the Election Committee shall conduct the biannual officer elections, chef of the Year elections in compliance with the guidelines of Appendix A and all other elections and Awards.

3. Finance Committee: The Finance Committee shall consist of the Board of Directors and shall examine the corporate financial records each year prior to the February meeting and together with the Treasurer prepare and sign the annual financial report presented to the membership at the February meeting. In Addition the Finance Committee shall

review and approve the annual report submitted by the President and the Treasurer to the Director of Charitable Trusts, State of New Hampshire Department of Justice and the Internal Revenue Service.

4. Membership Committee: The President shall appoint the chair of the Membership Committee. The Membership Committee shall seek out potential new members, attempt to re-enlist former members, provide applications for prospective members, screen applicants for classification and enforce the membership provisions outlined in Article IV of these Bylaws.

5. Education Committee: The President shall appoint the chair of the Education Committee. The Education Committee shall be responsible for all education activities, including but not necessarily limited to educational programs at the membership meetings and elsewhere, announcing the availability of scholarship funds and reviewing scholarship applications.

6. Chef and a Child Committee: The President shall appoint the Chair of the Chef and A Child Committee. The Chef and a Child Committee shall foster education of school children in the areas of nutrition, sanitation and food preparation.

7. Merit Committee: The President shall appoint the chair of the Merit Committee. The Merit Committee shall monitor credits earned by individual members pursuant to Appendix B and determine the resulting funds available to be spent for membership education.

8. Program Committee: The President shall appoint the chair of the Program Committee. The Program Committee shall ensure that each regular membership meeting shall include a minimum of one hour of educational credit for certification or re-certification.

9. Special Committees: The President shall appoint to meet specific needs. Each special committee shall exist only as required to serve the designated function.

ARTICLE VIII CONFLICT OF INTEREST POLICY

1. Statutory Duty to Disclose and Voting Requirements:

A. Under the provision of RSA 7:19, II and RSA 292:6-a (see Appendix C) any possible conflicts of interest on the part of any Director, Officer or Employee of the Corporation shall be disclosed both in writing to the Board of Directors through an annual procedure and also when the interest involves a specific issue or transaction before the Board of Directors.

B. When cumulative transactions within the fiscal year between an individual director of officer and the Corporation exceed five hundred dollars (\$500.00) but are less than five thousands dollars (\$5,000.00) approval of any further transaction between the individual and the Corporation shall require approval by at least a 2/3 majority of the disinterested members of the Board of Directors, which majority shall equal or exceed the quorum specified in paragraph 6 of Article V, as being in the best interest of the Corporation.

C. When cumulative transactions within the fiscal year between a Director or Officer and the Corporation exceed five thousand dollars (\$5001.00) and above, in addition to the above- described 2/3 majority vote, publication of a legal notice of the transaction in a general circulation newspaper in the area of the Corporation's principal place of business is required together with written notice to the Director of Charitable Trusts and New Hampshire Department of Justice.

D. In all instances, the minutes of the Board of Director's shall reflect:

1. Disclosure was made
2. The interested Director, Official and all other Directors' or Officers having pecuniary benefit transaction with the Corporation during the fiscal year were absent during both discussion and the voting on the transaction; and
3. The actual vote

E. Every Director and Officer shall sign a statement acknowledging and understanding of and agreement with this policy

2. Other Statutory Requirements:

Directors and Officers of the Corporation shall comply with all requirements of New Hampshire law dealing with pecuniary benefit transactions contained in RSA 7:19 , II and RSA 292:6-a (see Appendix C) and all such laws are fully incorporated into and made part of these Bylaws. These requirements include but are not limited to: (a) absolute prohibition of any loans to any director or officer of the Corporation; and (b) prohibition of any sales or lease(for a term greater than five (5) years) or conveyance of real estate from a Director or Officer of the Corporation without the prior approval of Probate Court. These requirements extend to both direct and indirect financial interests, as defined in the attached statutes in Appendix C.

ARTICLE XI TERMINATION OF MEMBERSHIP

Any member may resign from WMNHCACF membership by presenting written notice of resignation to President. Dues will not be refunded. Any member who does not pay his or her annual dues shall automatically be terminated from member ship.

ARTICLE XII AMENDMENTS

The Bylaws may be amended by a majority vote of all members in a good standing. Written notice of the proposed amendments shall be mailed to all qualified members at least seven (7) days in advance of a meeting called for the specific purpose of amending the Bylaws. Members shall vote in person or by written proxy or be deemed to have abstained if not casting a ballot at designed opportunity.

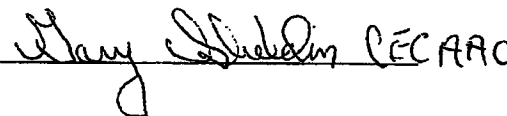
**ARTICLE XIII
ENDORSEMENTS**

The Article of Agreement and Bylaws revised by the undersigned Board of Directors were approved by membership on 10/20/11. From this day forward, these Bylaws and attached Appendices together with the Article of Agreement are in full force and effect, replacing any previous Bylaws, rules or procedures of the Organization.

FOR THE BOARD OF DIRECTORS:



Chair
WMNHCACG 4/2011

Attested by:  MARY SHUBERT CECAC