

ARTICLE III - Membership

Section 3.1 Membership Categories

There are five (5) membership categories: Premier, Networking & Engagement, International Joint, Emeritus and Student

(a) Premier Member. Any person who is active in the science of food and who evidences interest in supporting the objectives of the INSTITUTE shall be eligible to become a Premier Member. The Institute will offer discounted dues for individuals in their first three years following graduation.

(b) Networking & Engagement Member. Any person who is active in the science of food and who evidences interest in supporting the objectives of the INSTITUTE shall be eligible to become a Networking & Engagement Member and access limited privileges. **All dues paying (non-student) members shall be eligible to vote in IFT National and local section elections. 'Networking and Engagement' members are not privileged to hold National IFT offices or be appointed to National IFT Committees and Task Forces.**

(c) International Joint. From time to time, INSTITUTE may partner with other organizations to offer a joint membership for that organization's members. These International Joint Members will receive the benefits ~~in conjunction with~~ **similar to** the Networking & Engagement Member category. **All dues paying (non-student) members be eligible to vote in IFT National and local section elections. 'International Joint' members are privileged to hold National IFT offices or be appointed to National IFT Committees and Task Forces.**

(d) Emeritus. Any Premier, Networking & Engagement **or International Joint** member who has retired from professional life in a remunerative capacity and has been a member of the INSTITUTE for at least twenty (20) years shall be eligible for Emeritus membership. Individuals with Emeritus status shall retain all rights and privileges previously held **as either a Premier or Networking & Engagement or International Joint member respectively**, ~~except the right to vote and to serve as an officer or director.~~ Their annual dues shall be determined by the Board of Directors.

(e) Student Member. Any graduate student or person matriculated in an educational institution as a full-time student pursuing a degree (Associate or higher) and is not eligible in any other category of membership shall be eligible for membership as a Student Member. All Student Members shall be members of the IFT Student Association

Section 3.2 Voting Rights and Quorum

All dues paying (non-student) ~~Premier~~ Members are eligible to vote **in IFT National and local section elections.** Student Members can vote on IFTSA related matters only. Five percent (5%) of ~~voting~~ **eligible** members shall constitute a quorum of members.

Section 3.3 Suspension

Any member whose dues are sixty (60) days past due shall be suspended from membership. A member suspended for non-payment of dues may be reinstated to the class of membership previously held upon payment of the current year's dues.

Section 3.4 Termination

Any membership may be terminated for cause. Sufficient cause for such termination of membership shall be violation of the Bylaws or any agreement, rule, or practice properly adopted by the INSTITUTE, breaches of the Code of Professional Conduct of the INSTITUTE, or any other conduct prejudicial to the INSTITUTE in accordance with the Board of Directors Policy Manual.

ARTICLE IV - Board of Directors

Section 4.1 Composition of the Board of Directors

The Board of Directors consists of:

1. Officers
 - a. President, President-elect, Immediate Past President, Treasurer, and Chief Executive Officer (CEO) (Secretary, nonvoting)
2. Twelve elected Directors, each representing a distinct geographical area. Four (4) areas will elect their Directors each year on a rotating basis. The geographical areas shall be as follows:
 - a. **Central Atlantic.** The Central Atlantic Area shall consist of the following U.S. states and territories: District of Columbia, Maryland, Pennsylvania, North Carolina, Virginia, and West Virginia.
 - b. **Midwest Area.** The Midwest Area shall consist of the following U.S. states: Illinois, Indiana, Kentucky, Michigan, Missouri, Ohio, and Tennessee.
 - c. **North Atlantic.** The North Atlantic Area shall consist of the following U.S. states: Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, and Vermont.
 - d. **North Central.** The North Central Area shall consist of the following U.S. states: Iowa, Minnesota, Nebraska, North Dakota, South Dakota, and Wisconsin.
 - e. **Pacific Northwest.** The Pacific Northwest Area shall consist of the following U.S. states: Alaska, Montana, Wyoming, Idaho, Oregon, and Washington.
 - f. **Pacific Southwest.** The Pacific Southwest Area shall consist of the following U.S. states: Arizona, California, Hawaii, Nevada, and Utah.
 - g. **South Central.** The South Central Area shall consist of the following U.S. states: Arkansas, Colorado, Kansas, Louisiana, New Mexico, Oklahoma, and Texas.
 - h. **Southeast Area.** The Southeast Area shall consist of the following states and territories: Alabama, Florida, Georgia, Mississippi, Puerto Rico, and South Carolina.
 - i. **Canada:** All Canadian provinces
 - j. **Central and South America:** All countries of Central America, South America and The Caribbean Islands (Puerto Rico being considered here as a US State)
 - k. **Europe and Africa:** All countries of Europe and Africa
 - l. **Asia and Oceania:** All countries of Asia and Oceania
3. Student Association President, Student Association President-elect, and Student Association Immediate Past President

Section 4.2 Terms

The terms shall be:

1. President (1 year)
2. President-elect (1 year)
3. Immediate Past President (1 year)
4. Treasurer (3 years)

Directors serve staggered three-year terms. No Director may serve more than one full term except for an individual who is asked to serve a partial term to fill a vacancy. Directors may also remain on the Board of Directors subsequent to serving one term as long as the Director is then serving as an Officer or as Treasurer. Terms coincide with the fiscal year.

The Treasurer shall be appointed by the Board of Directors to serve a nonrenewable three (3) year term.

The President of the INSTITUTE 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 Chair pro tem. If in turn, the President-elect is unable to serve, the Board of Directors shall elect one of its members to serve as Chair pro tem.

A vacancy on the Board of Directors, other than that of an ex-officio director, shall be filled as soon as possible by the Leadership Development Committee. The member shall hold office for the unexpired term of the predecessor, and until a successor is duly elected and qualified, or until death, resignation, or inability to serve.

A Director ~~or Officer other than an Officer or ex-officio director~~, may be removed with or without cause, by the affirmative vote of two-thirds of the members voting (a) at a meeting at which a quorum is present, provided written notice of the meeting is delivered to all such members stating that a purpose of the meeting is to vote on removal of the named director(s) ~~or officer~~, or (b) by written ballot provided that a quorum returns ballots.

~~Any five percent (5%) of Members of the INSTITUTE with voting rights shall have the privilege of filing a written petition to the Office of the Presidents to have a Board Officer or Director removed with or without cause. Once submitted and verified as meeting this requirement of the bylaws, the Board of Directors will address this petition at the next scheduled meeting, in-person or virtual.~~

Other than the CEO, members of the Board of Directors do not receive compensation for their services but may be reimbursed for travel expenses with prior approval.

Section 4.3 Role and Responsibilities

The governing body is the Board of Directors, which has authority and is responsible for governance of the INSTITUTE. The Board of Directors sets the organization's strategic direction, establishes policies and monitors the implementation of these policies by the INSTITUTE's staff under the direction of the CEO. ~~As a membership organization, the Board of Directors is responsible for soliciting input from members through routine communications and communicating actions and directions of the organization to members.~~ The Board of Directors shall also:

1. Ensure that all organizational activities support the mission and vision of the INSTITUTE and provide member value
2. Uphold its fiduciary duty including establishing the fiscal year and approving an annual budget
3. Provide regular updates to the membership on organizational activities and continuously seek member insight and input
4. Appoint the CEO
5. Appoint the Editor-in-Chief and confirm appointments to the Board of Editors
6. Select the site of the Annual Event

Section 4.4 Fiduciary Authority

The Board of Directors is authorized to receive by devise, bequest, donation, or otherwise, either real or personal property, and to hold the same absolutely or in trust, and to invest, reinvest, and manage the same, and to apply said property and the income arising there from to the objectives of the INSTITUTE.

As noted in the Board of Director's Policy Manual, the Board of Directors may authorize any officer or officers, agent or agents, to enter into contracts, to execute or draw upon any instruments on behalf of the INSTITUTE, and such authority may be general or confined to specific instances.

Section 4.5 Meetings

1. Frequency

The Board of Directors shall meet regularly on reasonable notice, at a time and place as determined by the President or upon written request of any five (5) members of the Board of Directors. **The agenda and a request for membership input shall be shared with membership at least 2 weeks prior to taking any action.**

2. Quorum

At any meeting of the Board of Directors a quorum for the transaction of business shall be eight (8) members, of which one must be the President, President-elect, or Immediate Past President. It is the responsibility of the Chair to assure that a quorum is present at all times. This rule may not be suspended by the Chair.

3. Voting

All actions by the Board of Directors shall be by majority vote except as otherwise specified in these bylaws. **Arguments in favor or opposed to all motions shall be listed and vote count recorded in meeting minutes. Minutes shall be posted virtually or otherwise available and announced to the membership after approval but no more than 10 business days following the conclusion of the board meeting.**

4. Electronic Participation

The 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. Any action required to be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, including by electronic means, setting for the action taken, is signed by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

Section 4.6 Action Without Meeting

The Board of Directors may take any action which it could take at a meeting of directors without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors entitled to vote on the subject thereof. **The agenda and a request for membership input shall be shared with membership at least 2 weeks prior to taking any action.**

Article VII – Elections

Section 7.1 Eligibility for Office

Being appointed or elected to one office shall not make a member ineligible for another office.

Section 7.2 Candidates by Nomination

a) President-elect

The Leadership Development Committee shall select and include on a slate to be presented to the membership, the names of ~~one (1)~~ **at least two (2) qualified Premier, International Joint or Emeritus Members** of the INSTITUTE as nominees for President-elect.

b) Board of Directors

The Leadership Development Committee shall select and include on a slate to be presented to the membership, the names of **at least two (2) one qualified Premier, International Joint or Emeritus Members** as nominees for each open position on the Directors of the Board of Directors. **Qualified members must have an IFT member home address within the defined geographic region they will be representing.**

Section 7.3 Candidates by Petition

Petitions, together with pertinent biographical information and a statement by the candidate, must be filed with the CEO. The deadline for petitions shall be determined by the Board of Directors and communicated to members before the election. Any candidate brought forth by petition must have submitted and completed their nomination and candidate information form through the online process.

a) President-Elect

Any five percent (5%) of ~~Premier~~ Members of the INSTITUTE **with voting rights** shall have the privilege of proposing a nominee for President-elect by filing a written petition. The president-elect candidate brought forth by petition must have participated in the official call for nominations in the year in which they are seeking election, and therefore should have a nomination form on file with the Leadership Development Committee. No one will be considered who has not submitted a complete nomination form in accordance with the process.

b) Board of Directors

Any five percent (5%) of Premier Members of the INSTITUTE with voting rights shall have the privilege of proposing a nominee for election to the Board of Directors by filing a written petition. No one will be considered who has not submitted a complete nomination form in accordance with the process.

Section 7.4 Election Process

~~The slate presented to the membership by the Leadership Development Committee shall be deemed elected unless one or more petitions have been received by the CEO which meet the requirements of Section 7.3 hereof.~~

If one or more petitions meeting the requirements of Section 7.3 hereof have been received by the CEO, ~~an~~ An election for the contested position(s) ~~only~~ shall be held, under process approved by the Board of Directors. Mail or electronic ballots may be used to conduct the election for contested positions.

Nominees (selected provided by the nomination and the petition process) receiving the greatest number of votes shall be declared elected, provided that a quorum of members has voted. Tie votes shall be resolved by a majority vote of the members of the Board of Directors.

~~**Section 7.5 Changes to Election Process**~~

~~Any changes to Section 7 of these By Laws, once approved by the Board of Directors, shall be submitted to the eligible voting members for ratification. Such changes shall be ratified if a majority of members voting on the proposal vote in its favor. Such membership votes may be conducted electronically /or by mail. Any item in Section 7 can only be changed if a majority of the eligible voting members on the proposal vote in its favor. Such membership votes may be conducted electronically /or by mail. The normal amendment procedures for these bylaws of Section 11.1 are not applicable to all of Section 7.~~

~~**Section 7.6**~~ **7.5 Vacancies in Office**

A vacancy in office of President-elect or the Board of Directors shall be filled by the Leadership Development Committee.

ARTICLE XI - General Provisions

Section 11.1 Amendments

Any change in the bylaws other than those related to grammar must be submitted to the membership for ratification. Proposed amendments to the bylaws shall be submitted to the CEO of the INSTITUTE in writing and may be initiated by the Board of Directors, any Committee of the INSTITUTE, or any twenty-five (25) members of the INSTITUTE. The CEO will forward proposed amendments to the Office of the President.

The Office of the President shall review all proposed amendments and respond to the initiating group within 45 days. The Office of the President may:

1. **Accept the proposal and make arrangements to bring the proposal to the Board of Directors**
2. ~~1.~~ Return the proposal to its initiators for further information or revision
3. ~~2.~~ Forward the proposal to a volunteer workgroup for review, recommendation or revision. Revised proposals shall be returned to the initiators and the CEO for appropriate distribution.

Proposed amendments ~~acceptable to both parties~~ shall be forwarded to the Board of Directors for consideration. The Board of Directors may:

1. **Accept the proposal. If the proposed amendment is accepted, the Board will make arrangements for a membership ballot. The ballot shall include a discussion describing the reasons for and in opposition to the amendment.**
2. **Reject the proposal. If the proposed amendment is rejected, the Board shall contact the initiators, explain the reason for rejection, and offer the initiators the opportunity to revise the amendment. If a mutually acceptable amendment is not possible, the proposed amendment and the reason for rejection shall be communicated to the membership through electronic and print communication.**