

BYLAWS OF THE INSTITUTE OF FOOD TECHNOLOGISTS

ARTICLE I - Definitions

The Institute of Food Technologists (INSTITUTE) is the scientific and educational society of food science and technology working to advance the science of food with an interest in assuring a safe and abundant food supply for healthier people everywhere.

The following definitions for food science and for food technology are recognized by the INSTITUTE.

Food Science is the discipline in which engineering, biological, and physical sciences are used to study the nature of foods, the causes of deterioration, the underlying principles, and the improvement of foods for the consuming public.

Food Technology is the application of food science to the selection, preservation, processing, packaging, distribution, and use of safe, nutritious, and wholesome food.

ARTICLE II – Goals

The Board of Directors shall set goals and objectives on an annual basis to support the strategic plan of the INSTITUTE.

ARTICLE III-Membership

Section 3.1 Membership 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).

(a) Member

Any person who is active in the food industry and who evidences interest in supporting the objectives of the INSTITUTE 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 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 INSTITUTE.

The 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.

Section 3.2 Emeritus Status

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Any Professional Member or 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 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.

Section 3.4 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 3.5 Termination

Any membership may be terminated for cause. Sufficient cause for such termination of membership shall be violation of the Constitution 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. The following process shall be followed in reaching a decision to terminate membership.

1. Charges shall be submitted to the President of the INSTITUTE in writing, and signed by no fewer than five (5) members of the INSTITUTE.
2. The President shall promptly refer the charges to the Board of Directors which shall conduct an investigation of such facts and circumstances as it deems necessary. The Board of Directors shall determine whether the charges have been substantiated and if substantiated, whether termination of membership is justified. A two-thirds (2/3) vote of the members of the Board of Directors present shall be required to terminate membership.
3. If the Board of Directors determines that the charges have been substantiated, the charged member will be notified, by Certified Mail-of:
 - a. The detailed charges, the names of the persons who brought such charges, and the results of the investigation, and
 - b. The right to a hearing by the Board of Directors. Such hearing must be requested in writing within thirty (30) days of notification. Failure to respond within 30 days will permanently waive the right to a hearing and constitute a resignation from membership, effective at the expiration of the thirty (30) day period, and
 - c. The right to resign in lieu of such a hearing
4. If the member requests a Board of Directors hearing, the hearing shall be scheduled for the next regular meeting of the Board of Directors, as long as the meeting occurs no sooner than one hundred twenty (120) days from the notification, and the member is advised in writing.
5. At a hearing before the Board of Directors, the Board of Directors shall present the charges against the member, together with detailed findings of its investigation. The member has the right to present, either in person or by representative, a defense to the charges, and to question the members bringing the charges with respect to the charges and the Board of Directors' investigation. Immediately upon the conclusion of such hearing, the Board of Directors shall meet in closed session to determine if the charges against the member are of such character as to warrant termination of membership, and if the evidence produced at the hearing has established, to their reasonable satisfaction, that such charges are true. The Board of Directors shall then vote, by secret ballot, on termination of membership. Such termination of membership requires a two-thirds (2/3) vote of the Board of Directors.

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 (ex officio, nonvoting) and Executive Vice President (Secretary, ex officio, nonvoting)
2. Twelve elected Directors
3. Student Association President (ex officio voting), Student Association President-elect (ex officio nonvoting) and Student Association Immediate Past President (ex officio nonvoting)
4. Chair of Feeding Tomorrow (ex officio nonvoting)
5. Board Advisor(s) (optional, ex officio non-voting)

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 ex officio, nonvoting (3 years)
5. Board Advisor(s) (1-3 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, as Treasurer, or as an ex officio member. Terms coincide with the fiscal year. An ex-officio director has no limit on terms.

The Treasurer shall be appointed by the Board of Directors to serve a three (3) year term with the option to be reappointed for a second three (3) year term. The Treasurer may serve no more than two (2) consecutive terms.

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.

Up to two Board Advisors may be appointed in any year at the discretion of the Board of Directors. Such advisors would be individuals who represent valuable professional perspective not represented on the elected Board of Directors. Board Advisors may serve a one, two, or three year term at the discretion of the Board of Directors and may not serve consecutive terms. The Board of Directors will annually consider the need for a Board Advisor and request the Nominations & Elections Committee to identify two candidates for Board consideration. The Board of Directors will determine and appoint Board Advisor(s) and, determine the appropriate number and term length. Board Advisors will participate in all Board of Directors meetings and activities.

A vacancy on the Board of Directors, other than that of President-elect, shall be filled as soon as possible by the Board of Directors from the runner-up nominees in the order of the number of votes received for that position in the

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last election. 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.

Other than the Executive Vice President, 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 Executive Vice President. 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 Executive Vice President
5. Appoint the Editor-in-Chief and confirm appointments to the Board of Editors
6. Elect the Treasurer-designate from candidates proposed by the Office of the President
7. Select the date and site of the Annual Meetings

Section 4.4 Fiduciary Authority

The Board of Directors is authorized to receive by device, 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.

Except as otherwise provided in the Constitution, 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.

No loans shall be contracted on behalf of the INSTITUTE and no negotiable papers, other than checks, are issued in its name, unless and except as authorized by a majority vote of the Board of Directors.

All funds of the INSTITUTE shall be deposited to the credit of the INSTITUTE in such depositories as the Board of Directors may select. All funds of the INSTITUTE, except for investment accounts, shall be in depositories covered by the Federal Deposit Insurance Corporation and shall be withdrawn according to procedures prescribed by the Board of Directors.

Section 4.5 Meetings

1. Frequency

The Board of Directors shall meet regularly on reasonable notice, upon the call of the President or upon written request of any five (5) members of the Board of Directors.

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.

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3. Voting

All decisions by the Board of Directors shall be by majority vote except as otherwise specified in these bylaws.

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.

ARTICLE V-Officers

Section 5.1 President

The President is the chair of the Board of Directors and serves as a member of the Office of the President. The President serves as an *ex officio* nonvoting member of all committees except the Committee on Nominations & Elections and, in consultation with the Office of the President, appoints members of policy-related volunteer workgroups (except as otherwise provided in these bylaws).

The President's responsibilities shall include, but are not limited to:

1. Serve as chair of the Board of Directors
2. Represent the Board of Directors in its relations with the Executive Vice President
3. Appoint, in consultation with the Office of the President, the members and chairs of all committees and policy-related volunteer workgroups, except as otherwise provided in these bylaws

Section 5.2 President-elect

The President-elect shall perform all duties of the President in the absence of the President and perform such other duties as may be assigned by the President or Board of Directors. The President-elect shall succeed automatically (and without re-election) to the Office of President upon expiration of the then-current President's term.

Section 5.3 Immediate Past President

The Immediate Past President shall work with the President and President-elect to facilitate a smooth transition year-to-year and serve as the Chair of the Task Force on Nominations & Elections.

Section 5.4 Treasurer

The Treasurer shall serve as chair of the Finance Committee and oversee the financial strategy of the INSTITUTE. The Treasurer shall provide regular updates to the Board of Directors and serve as an *ex-officio*, nonvoting member of the Audit Committee. Two (2) years prior to the year in which there will be a vacancy in the position of Treasurer, the Office of the President shall propose candidates to the Board of Directors for election to the office of Treasurer-designate. The Board of Directors shall elect a Treasurer-designate to serve a one (1) year term prior to automatic ascendency to Treasurer.

Section 5.5 Executive Vice President

The Executive Vice President is the Chief Executive Officer and manages the INSTITUTE's strategy and policy as approved by the Board of Directors. The Executive Vice President has exclusive authority over the staff of the

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INSTITUTE. Specifically, the Executive Vice President shall:

1. Implement organizational strategies and priorities as approved by the Board of Directors in the Annual Operating Plan
2. Authorize all staff policies, be responsible for the conduct and operation of all staff personnel, and coordinate all programs, projects and major activities of the staff
3. Direct the development and maintenance of appropriate fiscal and budgetary procedures, together with the Finance Committee and the Treasurer, and ensure that authorized expenditures are properly administered
4. Plan and organize the Annual meeting according to INSTITUTE policies
5. Serve, *ex-officio*, as a member of and Secretary of the Board of Directors

The Executive Vice President shall hold office until his/her successor is appointed unless otherwise determined by the Board of Directors.

ARTICLE VI- Office of the President

The Office of the President shall consist of the President (Chair), President-elect, Immediate Past President and Executive Vice President. It may act in the place of the Board of Directors when authority is designated by the Board or in emergency matters where action is necessary. The Office of the President shall:

1. Develop plans, proposals and new initiatives for subsequent action by the 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 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 Committee on Nominations and Elections shall communicate to the Executive Vice President of the INSTITUTE the names of two (2) Professional Members of the INSTITUTE as nominees for President-elect.

b) Board of Directors

The Committee on Nominations and Elections shall communicate to the Executive Vice President of the INSTITUTE the names of preferably eight (8), but not less than seven (7) Professional Members, as nominees for Directors of the Board of Directors.

c) Committee on Nominations and Elections

The President of the INSTITUTE shall appoint a Task Force comprised of two (2) Members; two (2) current members of the Committee on Nominations and Elections, one (1) in the second year of his/her term and one (1) in the third year of his/her term; one (1) member of the Board of Directors; the Immediate Past President (chair), and the INSTITUTE Executive Vice President (*ex officio*).

The Task Force shall propose preferably five (5), but no less than four (4) members as candidates for membership on the Committee on Nominations and Elections.

This Task Force will present its slate of candidates for approval to the INSTITUTE Board of Directors.

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Section 7.3: Candidates by Petition

Petitions, together with pertinent biographical information and a statement by the candidate, must be filed with the Executive Vice President. 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 Professional Members of the Institute, not more than ten percent (10%) of whom are identified with any one Regional Section, 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 he/she is seeking election, and therefore should have a nomination form on file with the Nominations and Elections 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 Professional Members, not more than ten percent (10%) of whom are identified with any one Regional Section, shall have the privilege of proposing a nominee for election to the Committee on Nominations and Elections by filing a written petition. No one will be considered who has not submitted a complete nomination form in accordance with the process.

c) Committee on Nominations and Elections

Any five percent (5%) of Professional Members, not more than ten percent (10%) of whom are identified with any one Regional Section, shall have the privilege of proposing a nominee for election to the Committee on Nominations and Elections 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

Mail and/or electronic ballots may be used to elect the President-elect, the Board of Directors, and the Committee on Nominations and Elections.

Nominees (selected by the nomination and the petition process) receiving the greatest number of votes shall be declared elected. Tie votes in the election of the President-elect, members to the Board of Directors, and members of the Committee on Nominations and Elections shall be resolved by a majority vote of the members of the Board of Directors.

The membership of the INSTITUTE shall elect by ballot one (1) of the nominees for President-elect.

The membership of the INSTITUTE shall elect by ballot four (4) of the nominees for Director of the Board of Directors.

The membership shall elect by ballot three (3) of the nominees for membership on the Committee on Nominations and Elections.

Section 7.5 Changes to Election Process

Any changes to the INSTITUTE nomination and election process (i.e., Section 7 of these By-Laws) once approved by the Board of Directors, shall be submitted to the Members and Professional 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 and/or by mail.

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Any item in Section 7 can only be changed if a majority of the Members and Professional Members voting on the proposal vote in its favor. Such membership votes may be conducted electronically and/or by mail. The normal amendment procedures for these bylaws of Section 13.1 are not applicable to all of Section 7.

Section 7.6 Vacancies in Office

A vacancy in office of President-elect shall be filled by the runner-up from the original election as soon as possible after the vacancy occurs. In the event that the runner-up is no longer available to fill the office, the Committee on Nominations and Elections shall reconvene and select two new nominees as soon as possible. Nominees shall stand for election as described in Section 7.4.

Article VIII-Committees and Other Member Groups

Committees and other member groups are valuable vehicles through which IFT works towards its mission and vision. The INSTITUTE will regularly seek member involvement on committees and member groups. Policy-related volunteer workgroups (task forces/advisory panels) will be appointed by the Office of the President.

Section 8.1 Committees

(a) Audit Committee

1. Composition

The Board of Directors shall appoint three (3) members of the Board of Director and two (2) members (who are not members of the Board of Directors) to serve on the committee. The Board of Directors shall appoint the chair from among the committee members no later than September 1 of each calendar year. The chair of the committee shall be the IFT's Compliance Officer.

2. Terms of Service

Appointees shall serve one non-renewable three (3) year term.

3. Role and Responsibilities

The Audit Committee's responsibilities shall be to assist IFT's Board in fulfilling its oversight responsibilities with respect to

- a. the audit of IFT's books and records;
- b. the IFT's system of internal controls and procedures; and
- c. IFT's Conflict of Interest Policies

(b) Finance Committee

1. Composition

The Committee shall consist of the Treasurer (chair), four (4) Board member appointees and one non-Board member appointee with non-renewable three (3) year terms, the President, the President-elect, the Immediate Past President, a Student Association representative, the Executive Vice President (ex-officio) and the Chief Financial Officer of the INSTITUTE (ex-officio).

2. Role and Responsibilities

- a. Review and monitor the INSTITUTE's financial condition
- b. Make recommendations to the Board of Directors regarding the INSTITUTE's finances
- c. Review and/or modify financial and investment policies
- d. Ensure that financial performance benchmarks support the INSTITUTE's strategic plan

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(c) Committee on Nominations and Elections

1. Composition

The Committee on Nominations and Elections shall be composed of nine (9) members, and the Immediate Past Chair upon completion of his/her three year term.

The Committee on Nominations and Elections shall elect from among its membership the Chair-designate who will succeed to the office of Chair. The terms of the Chair and Chair-designate shall be one year. The Immediate Past Chair shall serve for one year as a voting member of the Committee.

2. Terms of Service

The terms of committee members shall be for three (3) years. Three (3) members shall be elected each year. Each member shall be limited to two (2) successive terms on the Committee.

A vacancy on the committee shall be filled by the runner-up from the original election as soon as possible after the vacancy occurs. In the event that the runner-up is no longer available to fill the office, the Task Force described in Section 7.2(c) shall reconvene and select two new nominees as soon as possible. Nominees shall stand for election as described in Section 7.

3. Role and Responsibilities

- a. Solicit candidates, certify qualifications, and select nominees for the Board of Directors and President-elect and transmit the names of nominees to the Executive Vice President
- b. Secure written confirmation of willingness to serve from all candidates presented for balloting
- c. Supervise all INSTITUTE elections
- d. The Committee on Nominations and Elections, when directed by the Board of Directors, has the responsibility to identify at least two (2) candidates for the role of Board Advisor for appointment by the INSTITUTE Board of Directors. There is a maximum of two filled Board Advisor Seats in any term. Board advisors can serve 1 year to 3 year terms.

Section 8.2 Divisions

Divisions are member groups that serve the specific technical, research and networking needs of INSTITUTE members. The Board of Directors may approve the establishment and dissolution of divisions as needed. Divisions' activities shall be aligned with the organizational strategic plan and annual operating plan. Strategic governance guidelines for divisions will be approved periodically by the Board of Directors. Membership in divisions is open to all IFT members.

Section 8.3 IFT Student Association

a) Purpose

The IFT Student Association shall coordinate the INSTITUTE's student activities to meet the needs of student members. The IFT Student Association operates under the guidance and direction of the INSTITUTE's Board of Directors for all of its activities.

b) Membership

All Student Members of the INSTITUTE shall automatically be members of the IFT Student Association.

c) Dues

Annual dues for Student Members include membership in the IFT Student Association and a subscription to either *Food Technology* or the *Journal of Food Science* online. The Student Member also has the option of subscribing to the second publication at a reduced rate.

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Members of the INSTITUTE may join the IFT Student Association as Affiliate Members upon payment of dues established by the IFT Student Association; however, they are ineligible to subscribe to INSTITUTE publications at student rates.

d) Operating Guidelines

The IFT Student Association may have operating guidelines that are approved by the INSTITUTE Board of Directors and are consistent with IFT's policies, mission and vision.

Section 8.4 Student Chapters

a) Establishment

The Board of Directors may establish student chapters to serve the needs of INSTITUTE members. Once a potential student chapter has met the following requirements, the IFT Student Association will make a formal recommendation to the Board of Directors to establish a new student chapter.

1. The leaders of the group are student members of the INSTITUTE
2. The group has existed for at least one year and has held at least three (3) meetings during that period.
3. The group is recognized as an official campus group by its university
4. At least two (2) members of the faculty, who are Members or Professional Members of the INSTITUTE, serve as advisors to the group
5. The group has agreed to operating guidelines that are consistent with those of the INSTITUTE.

b) Dissolution

The Board of Directors may dissolve an inactive student chapter upon request of the IFT Student Association and in accordance with established policies for dissolution.

Article IX - Sections

IFT Sections are groups of members representing a specific geographic area around the world. Sections may be established by approval of the Board of Directors. It shall be the general purpose of the Sections to provide a local peer networking forum for IFT members. Each Section will arrange its own schedule of meetings and activities, keeping the INSTITUTE advised of such meetings and activities.

Section 9.1 Section Administration

Sections shall operate under the supervision of the INSTITUTE and shall be administered as follows:

1. Minimum requirements for Section status will be established by the Board of Directors. These minimum requirements may be revised and updated as necessary and all existing Sections must meet any revised minimum requirements to maintain Section status.
2. The Board of Directors may grant Section status upon receipt of an application submitted to the INSTITUTE stating that a group of IFT members representing a geographic area desire affiliation as a sanctioned IFT Section if:
 - a. The petitioning Section meets the minimum requirements for Section status as defined by the Board of Directors.
 - b. It is determined by the Board of Directors that the petitioning Section will further the mission of the INSTITUTE.
3. Upon approval of Section status by the Board of Directors, a Section Affiliation Agreement will be issued to the Section. The Section shall file appropriate Articles of Incorporation with its state governing agency and promptly submit such Articles and all amendments thereto, to the INSTITUTE. Each Section shall draft and

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maintain bylaws that are consistent with the INSTITUTE's Constitution and Bylaws. Section bylaws shall be reviewed and approved by the INSTITUTE.

4. Each Section's activities shall be consistent with the IFT's strategic plan and governing documents. Sections' fiscal and governance years shall be the same as the INSTITUTE except when a change is approved by the INSTITUTE Board of Directors.
5. Each Section shall elect Officers and Directors and may elect or appoint committee chairs. Section Officers, Directors and committee chairs must be current, active IFT members in good standing during her/his entire term of office.
6. Each Section shall annually provide an updated leadership roster and copies of required tax filings. Sections may also be asked to provide additional reports as necessary.
7. The Charter of any Section may be revoked by the Board of Directors for conduct inconsistent with the objectives or policies of the INSTITUTE or prejudicial to the good order and repute of the INSTITUTE, for failing to meet the minimum criteria for Section status as referenced in these bylaws.

Section 9.2 Section Membership

Section membership shall compulsory. Membership shall be assigned based on which section where his or her primary shipping zip or postal code resides. Members may belong to more than one Section and shall pay applicable membership dues. All members of the INSTITUTE shall, upon payment of any required dues, be admitted by a Section.

Section 9.3 Subsections

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

Each parent 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.

Each parent Section may establish other rules and guidelines for the operation of the Subsection.

ARTICLE X-Meetings

Section 11.1 Annual Meeting

The planning and organization of the Annual Meeting shall be the responsibility of the Executive Vice President.

Section 11.2 Membership Engagement Activities

The Board of Directors is committed to investing in its leaders by providing ongoing leadership development activities and ensuring that members have an opportunity to provide input into IFT's strategy and critical issues facing the profession. The Board of Directors shall also ensure that there is an Annual Membership Meeting where the Board of Directors is available for questions and discussions by the members. Other electronic and in-person venues may also be used to engage members.

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ARTICLE XI-Publications

Section 12.1 Journals and Other Communications

The INSTITUTE shall publish *Food Technology* magazine. The purpose of *Food Technology* is to be the preeminent source of food science and technology information and analysis for interested individuals in the food and supplier industries, government and academia.

The INSTITUTE shall publish the *Journal of Food Science*. The purpose of the *Journal of Food Science* is to publish peer-reviewed original research and critical reviews of all basic and applied aspects of food science for food scientists and other interested professionals.

The INSTITUTE shall publish the *Journal of Food Science Education* as a peer-reviewed on-line journal. The purpose of the *Journal of Food Science Education* is to provide information on current innovations, trends, and issues surrounding food science and technology education.

The INSTITUTE shall publish *Comprehensive Reviews in Food Science and Food Safety* as a peer-reviewed online journal. The purpose of *Comprehensive Reviews in Food Science and Food Safety* is to focus on the chemical; physical; engineering; physiological; psychological; microbiological; nutritional; sensory; risk analysis; genetic engineering; analytical, cost, or regulatory aspects of foods; food ingredients; food packaging; food processing/storage; and food safety.

Section 12.2 Editor-in-Chief

The INSTITUTE Board of Directors shall appoint an Editor-in-Chief every two (2) years. The Editor-in-Chief shall be responsible to the INSTITUTE Board of Directors for assuring that high quality articles are published in the peer-reviewed journals of the INSTITUTE. The Editor-in-Chief is guided by general editorial policies that may be established by the Board of Directors with respect to the scope and type of subject matter published.

Section 12.3 Scientific Editors

The Editor-in-Chief shall appoint Scientific Editors for each peer-reviewed journal or journal section. These Scientific Editors shall be responsible to the Editor-in-Chief for acceptance of articles in the peer-reviewed journals or journal sections.

Section 12.4 Board of Editors

Each Scientific Editor shall appoint annually, subject to confirmation by the Board of Directors, a Board of Editors. The Board of Editors shall consist of not more than twenty (20) members, including the Scientific Editor as Chair.

Section 12.5 Subscription Rates

All Members and Professional Members will receive a complimentary subscription to *Food Technology*. Emeritus Members may subscribe to *Food Technology* or the *Journal of Food Science* for a separate subscription fee. Student members may substitute the *Journal of Food Science* online for *Food Technology*. The Board of Directors shall establish subscription rates for INSTITUTE publications through the annual budgeting process.

ARTICLE XII-General Provisions

Section 13.1 Amendments

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Proposed amendments to the bylaws shall be submitted to the Executive Vice President 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 Executive Vice President 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. Return the proposal to its initiators for further information or revision
2. Forward the proposal to a volunteer workgroup for review, recommendation and/or revision. Revised proposals shall be returned to the initiators and the Executive Vice President 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. Approve the proposal and amend the bylaws
2. Reject the proposal and return it to its initiators

Section 13.2 Audits

A financial audit shall be conducted by professional auditors at the end of each fiscal year.

Section 13.3 Annual Budget

The Board of Directors shall adopt in advance of the next fiscal year an annual operating budget covering all activities of the INSTITUTE.

Section 13.4 Fiscal Year

The Board of Directors shall determine the fiscal year of the INSTITUTE.

Section 13.5 Limitation of Liability

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

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