

#### **ARTICLE I - Name**

The name of the organization shall be the INSTITUTE OF FOOD TECHNOLOGISTS, Inc., hereinafter known as the INSTITUTE.

#### **ARTICLE II - Purpose**

The purpose of the INSTITUTE is to support improvement of the food supply and its use through science, technology and education by promoting and implementing programs, and providing guidance in communications, education, professional status, research and international relations.

#### **ARTICLE III - Composition**

The INSTITUTE shall be composed of members. It shall have a Board of Directors, which shall be the legal representative of the INSTITUTE and act as its governance body; committees and other volunteer workgroups; and such officers and employees as are necessary to achieve its purposes.

#### **ARTICLE IV - Membership**

The INSTITUTE shall consist of Members, Professional Members, Student Members, and those members in Emeritus status. The rights and privileges of every member shall be personal to the member and shall not be transferable. Every person admitted to membership shall be subject to the Constitution and the Bylaws of the INSTITUTE. Each member shall pay annual dues and assessments as determined by the Board of Directors.

#### **ARTICLE V- Board of Directors**

The Board of Directors shall be composed of: the President, President-elect, and the Immediate Past President; twelve (12) elected Professional Members, of whom four (4) shall be elected annually; and the Student Association President. The Executive Vice President, Treasurer, Student Association President-elect, Student Association Immediate Past President, and the Chair of the IFT Foundation shall be *ex officio* without voting rights.

#### **ARTICLE VI - Officers**

The officers of the INSTITUTE shall be President, President-elect, Immediate Past President, Executive Vice President, and Treasurer, and other officers as determined by the Board of Directors.

#### **ARTICLE VII - Elections**

The INSTITUTE shall hold elections for the offices of President-elect, members of the Board of Directors, and members of the Committee on Nominations and Elections.

#### **ARTICLE VIII – Committees and Other Volunteer Workgroups**

There shall be an Audit Committee, Finance Committee, and Committee on Nominations and Elections. Other committees and volunteer workgroups of the INSTITUTE may be authorized by the Board of Directors.

#### **ARTICLE IX - Subsidiary, Allied and Other External Organizations**

The INSTITUTE may grant authority or otherwise recognize subsidiary, allied, and other organizations including Regional Sections, Divisions, the Student Association, Student Chapters, and external organizations. The INSTITUTE may revoke authority or recognition for due cause. Members of INSTITUTE may be members of subsidiary, allied, and other external organizations.

#### **ARTICLE X - Meetings**

There shall be an Annual Meeting of the INSTITUTE that furthers the purpose of the INSTITUTE.

#### **ARTICLE XI - Publications**

The INSTITUTE shall have publications that further the purpose of the INSTITUTE.

## ARTICLE XII - General Provisions

### Section 12.1 - Amendments

(a) Originating Proposed Amendments

Proposed amendments to the Constitution 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 and/or Professional Members of the INSTITUTE.

(b) Procedure for Consideration of Proposed Amendments

The Executive Vice President shall forward all proposed amendments to the Board of Directors.

(c) Action on Proposed Amendments

The Board of Directors shall vote on all proposals and notify the sponsoring group of its decisions.

(d) Voting on Proposed Amendments

When the Board of Directors by majority vote approves a proposed amendment, the proposal shall be submitted to the Members and Professional Members for ratification. No amendment shall be ratified unless two-thirds (2/3) of the members voting on the proposal vote in its favor. Such Board of Directors and membership votes may be conducted electronically and/or by mail.

### Section 12.2 - Bylaws

The INSTITUTE shall have Bylaws.

### Section 12.3 - Distribution of Assets

The INSTITUTE shall use its funds only to accomplish the objectives and purposes specified in the Constitution and the Bylaws, and no part of said funds shall inure, or be distributed to the members of the INSTITUTE. On dissolution of the INSTITUTE, any funds and assets remaining after the discharge of all debts and obligations shall be conveyed to one or more educational or scientific organizations selected by the Board of Directors. Any organization to which the remaining funds and property of the INSTITUTE are to be conveyed must be exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any successor to said Section of the Code, as it may be in effect at the time of conveyance.

### Section 12.4 - Limitation of Liability

Nothing herein shall constitute members of the INSTITUTE as partners for any purpose. No member, officer, agent or employee of this organization shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of the INSTITUTE, nor shall any of the members, officers, agents or employees be liable for their acts or failures to act under the Constitution and the Bylaws, excepting only acts or omissions to act arising out of willful misfeasance.

### Section 12.5 - Parliamentary Authority

The INSTITUTE shall be governed under *Robert's Rules of Order, Newly Revised* in all cases to which they are applicable and in which they are not inconsistent with the Constitution, the Bylaws, and any special rules of order the INSTITUTE may adopt.

### Section 12.6 - Waiver of Notice

Any person entitled to any notice required to be given under the provisions of the General Not for Profit Act or under the provisions of the Articles of Incorporation, the Constitution, or the Bylaws of the INSTITUTE may sign a waiver thereof in writing that shall be deemed equivalent to the giving of such notice.