

# INSTITUTE OF FOOD TECHNOLOGISTS

## By-Laws of the

### AQUATIC FOOD PRODUCTS DIVISION

#### ARTICLE 1 - NAME AND OBJECTIVES

##### **Section 1. Name**

The name of this Division shall be the AQUATIC FOOD PRODUCTS DIVISION, a subsidiary organization of the Institute of Food Technologists. Hereinafter these are referred to as the "DIVISION" and the "INSTITUTE", respectively. In the event of any conflict between the By-Laws of this DIVISION and the Constitution, and Policy and Procedures Manual of the INSTITUTE, the latter shall prevail.

##### **Section 2. Purpose**

The purpose of the DIVISION shall be the same as that of the INSTITUTE as stated in its Constitution, and Policy and Procedures Manual and nothing in these By-Laws shall be inconsistent with that Constitution, and Policy and Procedures Manual.

##### **Section 3. Objectives**

The objectives of the AQUATIC FOOD PRODUCTS DIVISION shall be to:

- (1) stimulate research in, and encourage dissemination of the production and use of aquatic products,
- (2) to foster programs and symposia on special topics dealing with this field of Food Science and Technology,
- (3) to foster the Constitutional purposes of the INSTITUTE in the special area of Aquatic food products, and
- (4) to promote such other activities as will stimulate the importance of this branch of Food Science and Technology.

#### ARTICLE II - MEMBERSHIP AND PRIVILEGES

##### **Section 1. Membership**

Membership in this DIVISION is open to all interested Members of the INSTITUTE who pay the dues established by the DIVISION. Only members of the INSTITUTE may join the DIVISION.

##### **Section 2. Privileges**

All classes of INSTITUTE members shall enjoy the privileges of the DIVISION.

##### **Section 3. Resignation**

Any member may resign DIVISION membership by writing the DIVISION Secretary or the Director of Field Services of the INSTITUTE.

#### **Section 4. Termination**

Termination of membership or reinstatement shall be on the same basis as for membership in the INSTITUTE.

### **ARTICLE III - OFFICERS AND TERMS OF OFFICE**

#### **Section 1. Officers**

a. The officers of the DIVISION shall consist of a Chair, Chair-elect and Secretary/Treasurer.

b. The DIVISION shall elect a Councilor as its representative on the INSTITUTE Council plus an Alternate Councilor. The Councilor and Alternate Councilor must hold Professional Member status in the INSTITUTE and must be members of the DIVISION.

#### **Section 2. Substitute Representation**

A DIVISION Councilor unable to attend an INSTITUTE Council meeting shall notify the Chair as promptly as possible so that a substitute Councilor can be appointed to represent the DIVISION at that meeting or adjourned session thereof. The substitute shall be the Alternate Councilor, or should the Alternate Councilor not be available, a DIVISION member who is a Professional Member of the INSTITUTE.

#### **Section 3. Terms of Office**

Elected officers of the DIVISION shall serve for a term of one (1) year, or until their successors qualify, with the exception of the Secretary/Treasurer who may serve a two-year (2) term. Terms of office of the officers shall correspond to the governance year of the INSTITUTE. Upon completion of the term, the Chair-elect shall automatically succeed to the office of Chair. The Councilor and Alternate Councilor shall serve terms of three (3) years.

#### **Section 4. Duties**

The duties of the officers shall be those customarily performed by such officers, together with those responsibilities prescribed by the Constitution, and Policy and Procedures Manual of the INSTITUTE and by these By-Laws, and such other duties as may be assigned by the DIVISION Executive Committee.

##### **a. The DIVISION Chair shall:**

- (1) preside at meetings of the DIVISION Executive Committee;
- (2) execute the decisions and recommendations of the Committee;
- (3) preside at meetings of the DIVISION;
- (4) appoint all committees authorized by these By-Laws, unless expressly specified otherwise;
- (5) develop the DIVISION annual budget, or delegate this to the Chair-elect;
- (6) represent the DIVISION to the INSTITUTE;
- (7) complete the arrangements for the DIVISION's symposium that was developed during

the previous year when the Chair was Chair-elect, for presentation at the Annual Meeting of the INSTITUTE; and

(8) sign vouchers for DIVISION expenses and transmit them to the Director of Field Services of the INSTITUTE for payment.

**b. The DIVISION Chair-elect shall:**

(1) develop the DIVISION's program session(s) (when held) for presentation at the Annual Meeting of the INSTITUTE in the year when the Chair-elect is Chair;

(2) develop any other seminars or conferences, as provided in the INSTITUTE By- Laws;

(3) develop the DIVISION annual budget for the ensuing year with the assistance of the Executive Committee, if so delegated by the Chair;

(4) submit the DIVISION annual budget to the Director of Field Services of the INSTITUTE by April 1 for approval by the Executive Committee of the INSTITUTE; and;

(5) assume the duties of the Chair in the absence of the Chair.

**c. The DIVISION Secretary/Treasurer shall:**

(1) keep a record of the proceedings of the DIVISION and of the DIVISION Executive Committee;

(2) receive a quarterly list of members from the INSTITUTE and send members such notices as the business of the DIVISION may require;

(3) conduct the assigned correspondence of the DIVISION;

(4) submit to the Director of Field Services of the INSTITUTE the results of the DIVISION election by May 1;

(5) prepare a report covering DIVISION activities for the year. Submit it prior to the Annual Meeting of the INSTITUTE to the Director of Field Services of the INSTITUTE;

(6) summarize such activities in a report to the DIVISION at its annual business meeting and/or by appropriate publication in the DIVISION newsletter;

(7) notify the Director of Field Services of the INSTITUTE of any dues to be assessed by the DIVISION for the following calendar year by July 1;

(8) sign vouchers for DIVISION expenses and transmit them to the Director of Field Services of the INSTITUTE for payment; and

(9) receive the DIVISION quarterly financial reports from the Director of Field Services of the INSTITUTE.

(10) keep up to date list of DIVISION officers and DIVISION Committee Members.

**d. The DIVISION Councilor shall:**

(1) serve as a member of the DIVISION Executive Committee;

(2) serve as a representative of the DIVISION in the governance of the INSTITUTE;

(3) attend and participate in the annual Council meeting to support issues that are in the best interest of the INSTITUTE and its membership;

(4) participate in the execution of Council responsibilities on membership, annual dues, elections, INSTITUTE publications, committees, fiscal year, annual budget, subsidiary organizations, and amendments as defined in the Constitution of the INSTITUTE;

(5) establish and maintain an understanding of membership views and concerns through

- active and continuous participation in meetings of the DIVISION;
- (6) serve as a channel of communication between the membership of the DIVISION and the Executive Committee of the INSTITUTE;
  - (7) serve as a communication channel for current issues being discussed by the INSTITUTE Executive Committee to the membership within the DIVISION;
  - (8) use regional activities of the INSTITUTE, including the pre-Council caucuses as active and continuous opportunities for communication with the membership and INSTITUTE Executive Committee members;
  - (9) notify the DIVISION Chair prior to May 1 if unable to attend an INSTITUTE Council meeting; and
  - (10) perform other duties assigned by the DIVISION Chair.

e. **The DIVISION Alternate Councilor(s) shall** be responsible for the duties of a Councilor when appointed to perform them by the DIVISION Chair.

### **Section 5. Vacancies**

Vacancies in office shall be filled as follows:

a. should the office of Chair become vacant, the Chair-elect shall succeed to the office and duties of Chair for the unexpired term, and thereafter shall serve his intended term as Chair; and

b. vacancies in any other office shall be filled by the DIVISION Executive Committee. Any individual so appointed shall serve for the unexpired term of the predecessor, except the Chair-elect. The Chair-elect must be elected to the position of Chair, but may be placed on the ballot unopposed.

### **Section 6. Limitation of Liability**

No DIVISION Executive Committee member or officer shall be liable for damages resulting from the exercise of judgement or discretion in connection with the duties or responsibilities of their office except as dictated by law.

## **ARTICLE IV - EXECUTIVE COMMITTEE**

### **Section 1. Duties**

The DIVISION Executive Committee shall be the governing body of the DIVISION, and, as such, shall have full power to conduct, manage, and direct the business affairs for the DIVISION in accordance with these By-Laws and with the Constitution of the INSTITUTE.

### **Section 2. Composition**

The DIVISION Executive Committee shall consist of the officers of the DIVISION, *ex-officiis*, the immediate Past Chair, the Councilor, the Alternate Councilor, six (6) Members-at-Large elected from the membership of the DIVISION, two Student Member

representatives appointed as voting members, and the DIVISION Newsletter Editor as a voting member.

### **Section 3. Representation**

Nominees for membership on the DIVISION Executive Committee shall be chosen to give representation to the broad spectrum of DIVISION interest from research to production, and from purely scientific endeavors to administrative.

### **Section 4. Terms**

Elected Members-at-Large of the DIVISION Executive Committee shall serve for a term of two (2) years, corresponding to the governance year of the INSTITUTE, on a rotating basis such that one-half (1/2) of the members are elected each year.

### **Section 5. Quorum**

A quorum of the DIVISION Executive Committee shall be not less than fifty percent (50%) of the voting members, of which either the Chair or Chair-elect must be present. Withdrawal of members from the meeting shall not cause failure of a quorum at that meeting.

### **Section 6. Vacancies**

Vacancies on the DIVISION Executive Committee shall be filled by the DIVISION Executive Committee. Any individual so appointed shall serve for the remainder of the governance year. At the next annual election, the DIVISION shall elect a member to complete any unexpired term.

## **ARTICLE V - NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations**

- a. No later than January 1 of each year the DIVISION Chair shall appoint a Nominating Committee comprised of three (3) members, one of whom shall be the immediate past Chair who shall serve as *ex officio* Chair. The members of the DIVISION shall be notified as to the offices to be filled, and shall be solicited for suggestions of nominees for DIVISION offices, members-at-large, Councilor and Alternate Councilor.
- b. Whenever possible, the Nominating Committee shall nominate two (2) or more candidates for each elective position. With the exception of the Chair-elect, the incumbent in any position may be re-nominated, in which case a second candidate need not be nominated. Other nominations may be made by a petition signed by ten (10) or more members of the DIVISION in good standing. No nominee's name is to be placed on the final ballot unless the nominee has confirmed in writing a willingness to serve if elected.
- c. The slate of nominees shall be submitted to the Director of Field Services of the INSTITUTE by February 15 for verification of eligibility.

## **Section 2. Elections**

a. Elections shall be by mail (electronic or hard copy) ballot sent to the membership at least thirty (30) days prior to the balloting deadline of April 20.

b. Ballots should be mailed by the Nominating Committee or its designee.

## **Section 3. Tellers**

a. The Tellers Committee shall be comprised of at least three (3) members who are not candidates for office.

b. The Tellers committee is responsible for counting the ballots on all matters requiring vote by DIVISION members.

c. The Tellers Committee shall report the results of its tallies to the Secretary not later than ten (10) days after the balloting deadline for each matter.

d. Tie votes shall be resolved by the chair of the Tellers Committee by lot.

## **Section 4. Results**

a. The officers elected will be announced to the membership at the next Business Meeting of the DIVISION and in the next issue of the DIVISION Newsletter.

b. The Secretary will report the newly elected officers to the Director of Field Services of the INSTITUTE by May 1.

# **ARTICLE VI - COMMITTEES**

## **Section 1. Program**

There shall be a DIVISION Program Committee, consisting of a chair and two (2) or more members. The Chair-elect of the DIVISION shall be Chair of this Committee.

The Program Committee shall:

a. organize and propose DIVISION symposia for presentation at the INSTITUTE Annual Meeting, subject to approval by the INSTITUTE Program Committee; and

b. organize and present other DIVISION seminars, workshops, symposia or equivalent activities, subject to approval by the INSTITUTE Continuing Education Committee and Committee on Sections and Divisions.

## **Section 2. Nominating**

There shall be a Nominating Committee of not less than three (3) members to function as provided in the DIVISION By-Laws Article V.

## **Section 3. Membership**

There shall be a Membership Committee to promote membership in the DIVISION.

#### **Section 4. Newsletter**

There shall be a Newsletter Committee or editor to annually publish two (2) or more newsletters for the DIVISION membership.

#### **Section 5. Long Range Planning**

The Long Range Planning Committee shall:

- a. review and evaluate existing DIVISION activities;
- b. evaluate future DIVISION needs; and
- c. make recommendations for changes or new activities.

#### **Section 6. Public Information**

The Public Information Committee shall coordinate official DIVISION response to requests for information regarding seafood products or technology.

#### **Section 7. Other Committees**

The DIVISION Executive Committee shall establish other committees as may be necessary for the proper operation of the DIVISION.

#### **Section 8. Committee Appointments**

Except where otherwise expressly provided, committee appointments shall be made by the Chair.

### **ARTICLE VII - MEETINGS**

#### **Section 1. Business Meeting**

The DIVISION shall hold a business meeting annually in connection with the Annual Meeting of the INSTITUTE; or, at the discretion of the Executive Committee, the DIVISION may hold an open Executive Committee Meeting at the Annual Meeting of the INSTITUTE, in lieu of the DIVISION business meeting.

The regular order of business of the business meeting shall be to:

- a. receive reports from officers, committee chairs, and the Councilor,
- b. install new officers and DIVISION Executive Committee members, and
- c. conduct such other DIVISION business as may be appropriate.

#### **Section 2. Executive Committee**

The DIVISION Executive Committee shall meet upon due notice to its members at the call of the Chair, or at the request of a majority of the members of the DIVISION Executive Committee. In the absence of a quorum, which shall be a majority of the members of the DIVISION Executive Committee including at least two (2) of the officers, meetings of the DIVISION Executive Committee shall adjourn to another date. Conference phone calls, with the same quorum requirements, may be substituted for a meeting.

#### **Section 3. Special Meetings**

Special meetings of the DIVISION may be called by the DIVISION Executive Committee by giving the membership notice in writing at least sixty (60) days in advance

of the meeting. If business requiring a vote of the membership is to be conducted, the exact nature of the business must be stated in the notice, and no other business shall be conducted at such special meetings.

#### **Section 4. Quorum**

A quorum for transaction of business at a DIVISION meeting shall consist of fifteen (15) qualified voting members, or five percent (5%) of the members of the DIVISION, whichever is smaller. No business shall be conducted in the absence of a quorum.

### **ARTICLE VIII - FISCAL**

#### **Section 1. Fiscal Year**

The fiscal year for the DIVISION shall be the same as the fiscal year for the INSTITUTE.

#### **Section 2. Dues**

Dues shall be assessed as follows:

- a. members of the DIVISION shall pay annual dues not to exceed twenty-five percent (25%) of the annual dues charged to the INSTITUTE members. The exact amount shall be decided annually by the DIVISION Executive Committee. The Secretary shall notify the Director of Field Services of the INSTITUTE no later than July 1 of the amount for the following year;
- b. dues are payable in advance on the same basis as INSTITUTE dues; and
- c. dues for Student Members shall be one-half (1/2) those paid by regular members; and
- d. funds collected shall be deposited in the general funds of the INSTITUTE and credited to the DIVISION with interest at the then current INSTITUTE money market rate, based on a weighted average of the DIVISION fund balance.

#### **Section 3. Non-payment**

Suspension for non-payment of dues, or subsequent reinstatement, shall be on the same basis as for membership in the INSTITUTE.

#### **Section 4. Budget**

Annual DIVISION budgets shall be prepared by the Chair or and/or Chair-elect, with the advice of the Executive Committee of the DIVISION, and submitted by April 1 to the Director of Field Services for approval by the Executive Committee of the INSTITUTE for forwarding to the appropriate body. The budget shall be approved by the DIVISION Executive Committee at the DIVISION Executive Committee meeting held at the INSTITUTE 's Annual Meeting.

#### **Section 5. Disbursement of Funds**

Expenses against the approved budget will be authorized on vouchers signed by the Chair or Secretary and forwarded to the Director of Field Services for disbursement from the funds of the INSTITUTE.

**Section 6. Conveyance**

In the event of the dissolution of the DIVISION or revocation of its Charter, all DIVISION funds remaining after the discharge of all debt and obligations shall be conveyed to the INSTITUTE Foundation to support INSTITUTE programs.

**ARTICLE IX - AMENDMENTS**

**Section 1. Proposals**

Amendments to these By-Laws may be proposed by the DIVISION Executive Committee or by a petition to the DIVISION Executive Committee over the signatures of ten (10) qualified members of the DIVISION.

**Section 2. Procedures**

The Secretary shall forward written copies of proposed amendments to the Director of Field Services of the INSTITUTE for transmittal to the Committee on Constitution, and Policy and Procedures Manual. Upon receipt of approval from that Committee, the Secretary shall furnish all members of the DIVISION with copies of the proposed amendments and sections affected in the existing By-Laws, along with appropriate mail ballots for voting.

**Section 3. Approval**

A three-fifths (3/5) majority of those voting on a proposed amendment shall be necessary for approval.

**ARTICLE X - DISSOLUTION**

The Council of the INSTITUTE may revoke the Charter of the DIVISION if the DIVISION becomes inactive, fails to fulfill its purpose, or fails to submit the required reports to the INSTITUTE. Such revocation of the DIVISION Charter shall not affect the standing in the INSTITUTE of the members of the DIVISION.

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