



BY-LAWS of the
DOGWOOD REGIONAL SECTION,
INSTITUTE OF FOOD TECHNOLOGISTS

Article I -Name, Headquarters and Territory

Section 1. Name

The name of this organization shall be the Dogwood Regional Section, a subsidiary organization of the Institute of Food Technologists. Hereinafter, these shall be referred to as "SECTION" and "INSTITUTE", respectively. In the event of any conflict between the By-Laws of this SECTION and the Constitution and Policy & Procedures Manual of the INSTITUTE, the latter shall prevail.

Section 2. Headquarters and Territory

The headquarters of the Dogwood SECTION of the INSTITUTE shall be located in the city of Raleigh, North Carolina. The territory of the SECTION shall be that included within the geographical area of North Carolina bounded by the United States Postal Service Zip Codes 270-289.

Article II -Purpose and Objectives

The purpose and objectives of this SECTION shall be:

- (4) To promote interest in the field of Food Science and Technology;
- b. To encourage and provide the means for discussing and disseminating technical and other information relating to the production, processing, packaging, distribution, preparation, evaluation, and utilization of food;
- c. To advance the profession of Food Science and Technology by promoting the maintenance of high professional standards among its members; and
- d. To provide cooperative relations between food industry members and the faculties and students of educational institutions within the SECTION area that give Food Science and Technology and related courses.

Article III -Membership

Section 1. Classes of Members

- a. Any person who is a Member, Professional Member, or who holds Emeritus status in the INSTITUTE may become a Regional Member.
- b. Any person who is active in any aspect of the food industry or related industries, or who is retired, and is not a member of the INSTITUTE, may become a Regional Associate.
- c. Any person who is matriculating in an educational institution as a full-time student or who is a Student Member of the INSTITUTE, may become a Student Member of the SECTION.



- d. Persons who have retired from professional life in a remunerative capacity and who have been members of the INSTITUTE for ten (10) years and/or Regional Members or Regional Associates of this SECTION or another REGIONAL SECTION for a total of at least (15) years may become Emeritus Members or Emeritus Associates, upon recommendation and election by the Executive Committee. Emeritus Members and Emeritus Associates hold all the privileges described by their previous classification, i.e., Regional Member or Regional Associate.

Section 2. Limitations

The number of Regional Associates, excluding retired Regional Associates and all Student Members, shall be limited to twenty-five percent (25%) of the total membership of the SECTION.

Section 3. Industrial Associates

Any company that wishes to help support the objectives of the SECTION may become an Industrial Associate of the SECTION upon application to the Secretary, approval by the Executive Committee, and receipt of an annual contribution as established by the Executive Committee.

Section 4. Privileges

All members may participate in the activities of the SECTION, but only Regional Members are qualified to vote, hold office, be elected as members of the SECTION Executive Committee, and serve as committee Chairs.

Section 5. Dues

- a. The SECTION Executive Committee shall establish the dues structure for the next year at the time it approves the annual budget for the SECTION.
- a. Changes in the annual dues for the membership classes and contributions for Industrial Associates shall be recommended by the SECTION Executive Committee and approved by majority vote of the Regional Members by secret ballot.
- a. Emeritus Regional Members and retired Regional Associates shall be exempt from paying SECTION dues.

Article IV -Officers and Other Elected Representatives

Section 1. Officers

The officers of the SECTION shall be: Chair, Chair-elect, Secretary, Treasurer. The officers shall be responsible for administering and executing the activities of the SECTION within the framework of the policies established by the SECTION Executive Committee.

Section 2. INSTITUTE Representatives

The SECTION shall elect as its representatives on the INSTITUTE Council a prescribed number of SECTION Councilors and Alternate Councilors. On or before October 1 annually, the INSTITUTE Executive Vice President shall determine this number based on one (1) SECTION Councilor and Alternate Councilor for the first two hundred (200) INSTITUTE members and one (1) additional Councilor and alternate Councilor for each additional two hundred (200) INSTITUTE members, or major fraction thereof. All INSTITUTE members, except Student Members, having mailing addresses within the boundaries of the SECTION shall be used by the INSTITUTE in



determining these numbers.

Section 3. Substitute Representation

Any SECTION 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 SECTION at that meeting or adjourned session thereof. The substitute shall be selected first from among the Alternate Councilors, or should none of them be available, from among Regional Members who are Professional Members of the INSTITUTE.

Section 4. Eligibility

- a. The Councilors and Alternate Councilors must be Regional Members of the SECTION who hold Professional Member status in the INSTITUTE. The Chair, Chair-elect, Secretary, Treasurer, and members of the SECTION Executive Committee must be Regional Members of the SECTION.
 - (5) No individual may hold more than one elected position at a time, except that SECTION officers or members of the Executive Committee are eligible to serve as SECTION Councilors or Alternate Councilors, if otherwise qualified.
- c. SECTION Councilors and Alternate Councilors' mailing addresses on file at the INSTITUTE must be within the SECTION zip code areas. An exception to this requirement may be granted by the Committee on Sections and Divisions. This may be accomplished by petition from the SECTION Executive Committee to the Committee requesting permission to elect a Councilor or Alternate Councilor whose mailing address is not within the SECTION'S zip code areas. The petition shall state the justification for the request and submitted in time for approval prior to the election of the individuals, or immediately upon receiving notice that they will be changing their mailing addresses to outside the zip code areas of the SECTION.

Section 5. Terms of Office

- a. The terms of the SECTION Officers shall be one year beginning on September 1 following the election, or until their successors qualify.
- b. The terms of the SECTION Executive Committee Members-at-Large shall be three years.
- c. The Chair, Chair-elect, and Members-at-Large shall be limited to one (1) consecutive term.
- d. The Secretary and Treasurer shall be limited to three (3) consecutive terms.
- e. The terms of the SECTION Councilor(s) and Alternate Councilor(s) shall be for three (3) years with the terms of each arranged to start on alternate years, when there is more than one. Their terms shall begin on September 1 following election.

Section 6. Duties

- a. **The Chair shall be the Chief Executive Officer of the SECTION. The Chair shall:**
 - (1) preside at all meetings of the SECTION and the SECTION Executive Committee;
 - (2) appoint, with the approval of the SECTION Executive Committee, all committees, designate the Chair of each, and fill any vacancies occurring therein;
 - (3) perform other duties which are associated with the office of Chair as assigned in these By-Laws or by the SECTION Executive Committee.
 - (4) appoint, upon recommendation of the Student Affairs Committee, a Student Member to the



SECTION Executive Committee, Student Members-at-Large to the Student Affairs Committee, and Student Members to other committees.

b. The Chair-elect shall:

- (1) serve ex officio, as Chair of the Program Committee;
- (2) perform such other duties as the Chair may delegate;
- (3) perform the duties of the Chair in the event of the Chair's absence; and
- (4) succeed immediately to the office of Chair in the event of the Chair's resignation, disability or death.

c. **The Secretary shall:**

- (1) keep a record of the proceedings of the SECTION;
- (2) record and distribute the minutes of the meetings of the SECTION Executive Committee;
- (3) distribute notices of regular meetings and/or newsletters no less than twenty one (21) days prior to each meeting;
- (4) maintain an accurate membership roster of the SECTION;
- (5) prepare ballots for election of officers, SECTION Councilors and Alternate Councilors, and SECTION Members-at-Large or for proposed amendments to the By-Laws; mail said ballots only to Regional Members of the SECTION, and receive said ballots for transmittal to the Tellers Committee;
- (6) notify the Director of Field Services of the INSTITUTE of the results of the election of new officers, Councilors and Alternate Councilors by April 1;
- (7) forward approved amendments of these By-Laws to the Director of Field Services of the INSTITUTE for transmittal to the INSTITUTE Committee on Constitution and By-Laws;
- (8) provide the Director of Field Services of the INSTITUTE with an up-to-date copy of the By-Laws of the SECTION when amendments are made;
- (9) certify, upon call of the Director of Field Services of the INSTITUTE, the SECTION'S official representatives to the next Council meeting, including any substitute(s);
- (10) serve as official liaison between the SECTION and the INSTITUTE in all administrative matters; and
- (11) prepare an Annual Report of the SECTION activities on forms supplied by the INSTITUTE and submit this report to the Director of Field Services of the INSTITUTE by July 15 of each year.

d. **The Treasurer shall:**

- (1) have charge of all funds of the SECTION which shall be deposited in an account(s) approved by the SECTION Executive Committee;
- (2) collect all monies due the SECTION including membership dues and monies collected at SECTION meetings;
- (3) make all disbursements as approved by the SECTION Executive Committee. Copies of all bills and receipts for disbursements should be maintained by the Treasurer;
- (4) submit a report of all financial transactions and the financial condition of the SECTION to the members of the SECTION Executive Committee at each meeting of the Executive Committee;



- (5) obtain a fidelity bond, the cost of which shall be borne by the SECTION, when required by the SECTION Executive Committee;
 - (6) prepare an Annual Financial Report and turn it and the records over to the Auditing Committee upon completion of the governance year;
 - (7) assure that the proper paperwork has been completed, including bank resolutions and signature cards, when new officers take office;
 - (8) annually file Form 990 with the Internal Revenue Service within five and one-half (5 1/2) months after the end of the SECTION's fiscal year end. If the SECTION's annual income is less than \$25,000 Form 990 should still be filed; however, only the first paragraph needs to be filled out.
 - (9) file the required Annual State Not-for-Profit reports as applicable; and
 - (10) ensure that sufficient funds be carried forward each year as operating funds for the new fiscal year and
 - (11) within sixty (60) days after the close of the fiscal year, submit a financial report to the INSTITUTE on forms provided by the Director of Field Services office.
- e. **The Councilor(s) shall:**
- (1) serve as a member of the SECTION Executive Committee;
 - (2) serve as a representative of the SECTION 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, committees, fiscal year, subsidiary organizations, and amendments as defined in the Constitution and Policy and Procedures Manual of the INSTITUTE;
 - (5) establish and maintain an understanding of membership views and concerns through active and continuous participation in meetings of the SECTION;
 - (6) serve as a channel of communication between the membership of the SECTION 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 SECTION;
 - (8) use regional activities of the INSTITUTE, including the regional pre-Council caucuses as active and continuous opportunities for communication with the membership and INSTITUTE Executive Committee members;
 - (9) notify the SECTION Chair prior to May 1 if unable to attend an INSTITUTE Council meeting; and
 - (10) perform other duties assigned by the SECTION Chair.
- f. **The Alternate Councilor(s) shall** be responsible for the duties of a Councilor when appointed to perform them by the SECTION Chair.

Section 7. Limitation of Liability

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



Article V -Section Executive Committee

Section 1. Composition

- a. There shall be a SECTION Executive Committee consisting of the officers, immediate past Chair, Councilor(s), Alternate Councilor(s), President of the Food Science Club, or alternates of such President and such elected additional Regional Members as to ensure that all segments of the Food Processing Industry in the area are represented. This Committee shall have a membership of six (6) in addition to the SECTION officers, immediate past Chair, Councilor(s), Alternate Councilor(s), and President of the Food Science student club.
- b. Additional SECTION Executive Committee Members may be elected by the Executive Committee to serve ex-officio for the term of one year. Every year the Nominations and Elections Committee shall preferably nominate at least two (2) persons to fill the vacancies that occur. In selecting the nominees, the Nominations and Elections Committee shall maintain adequate representation on the SECTION Executive Committee of all the segments of the food industry in the region.

Section 2.

Duties The SECTION Executive Committee shall:

- a. establish the policies and develop the activities necessary to meet the objectives of the SECTION;
- b. develop and approve an Annual Budget based on its planned program of activities for the year, at their first meeting; and
- c. fill any vacancy occurring among the officers or its own membership for the balance of the governance year, except for the office of Chair.

Section 3. Meetings

The SECTION Executive Committee may schedule meetings prior to each SECTION meeting, but must schedule a minimum of three (3) meetings annually. Additional meetings may be held upon call of the Chair, or by three (3) other members of the committee, with adequate notice.

Section 4. Quorum

A quorum of the SECTION Executive Committee shall be not less than thirty (30%) percent of the voting members, of which either the Chair or the Chair-elect must be present. With drawal of member(s) from the meeting shall not cause failure of a quorum at that meeting.

Section 5. Non-performance

The SECTION Executive Committee may ask an officer or committee Chair to resign if that person is not properly or adequately conducting the duties of the position for four (4) months. In addition, the SECTION Executive Committee may ask a Councilor, Alternate Councilor or Executive Committee members to resign if that person misses more than three (3) Executive Committee meetings in one (1) year. A two-thirds (2/3) vote of the SECTION Executive Committee is required to follow through on a charge of non-performance. The SECTION Executive Committee shall then fill any vacancies created by these actions. The individual may request the SECTION Executive Committee to appoint an *ad hoc* Appeals Committee to review the case and bring it before the general membership



for consideration.

Section 6. Vacancies

Any vacancy occurring on the SECTION Executive Committee shall be filled by appointment of the SECTION Executive Committee. A SECTION Executive Committee member or officer elected to fill a vacancy by the SECTION Executive Committee shall serve for the un-expired term of the predecessor, except for the Chair-elect. The Chair-elect must be elected to the position of Chair but may run on the ballot unopposed.

Article VI -Committees

Section 1. Program

There shall be a Program Committee to develop the SECTION meeting programs. The Chairelect shall serve as the *ex-officio* Chair

Section 2. Nominating

The Nominating Committee shall be comprised of three (3) members, one of whom shall be the immediate past Chair who shall serve as *ex-officio* Chair; the other members shall be Regional Members. The Nominating Committee shall develop and present the slate of candidates for all elected positions in accordance with the regulations in these By-Laws.

Section 3. By-Laws

The By-Laws Committee shall be comprised of three (3) Regional Members. The By-Laws Committee shall maintain continuing surveillance over the development of any conflicts between these By-Laws and the Constitution and Policy & Procedures manual of the INSTITUTE. It shall review and make recommendation to the SECTION Executive Committee on all proposed amendments to these Bylaws.

Section 4. Tellers

The Tellers Committee shall be comprised of three (3) Regional Members who do not hold any other office in the SECTION and are not candidates for office. The Tellers are responsible for counting ballots on all matters requiring a vote by the Regional Members. 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.

Section 5. Auditing

The Auditing Committee shall be comprised of three (3) members, not holding any SECTION office during the fiscal year covered by the records being audited. The Treasurer is an *ex officio*, non-voting member. The Auditing Committee shall review and certify the correctness of the Annual Financial Report and the records of the Treasurer within thirty (30) days of the end of the fiscal year. Any errors, corrections, or deviations not correctable by action with the Treasurer shall immediately be brought to the attention of the SECTION Executive Committee for disposition and action.

Section 6. Long-Range Planning

The Long-Range Planning Committee shall assist the SECTION Executive Committee in planning the program of activities to meet the SECTION objectives. The Committee is to be



comprised of two (2) past Chairs, two (2) newer Regional Members, and a Chair. The Long-Range Planning Committee shall review and evaluate existing activities, evaluate future SECTION needs and make recommendations for changes or new activities.

Section 7. Membership

The Membership Committee shall not have less than three (3) members and shall develop and execute, or supervise the execution of, promotional plans to build the membership of both the SECTION and the INSTITUTE. It will cooperate, as requested, in membership promotion plans developed by the Committee on Membership and Professional Affairs of the INSTITUTE. It may call upon said Committee for assistance, as needed.

Section 8. Student Affairs Committee

- a. There shall be a Student Affairs Committee comprised of two (2) Regional Members of the SECTION and the Presidents, or their designated representatives, of the Food Science Club(s) in the geographic region of the SECTION plus no more than two (2) Student Members-at-Large from other recognized educational institutions in the geographical region of the SECTION not having a Food Science Club.
- b. The Student Affairs Committee shall solicit and encourage student involvement and participation in SECTION activities and shall recommend student members to the Chair for appointment to committees.

Section 9. Other Committees

The SECTION Executive Committee may establish other committees as needed to conduct the activities of the SECTION.

Article VII -Nominations and Elections

Section 1. Nominations

- a. The Nominating Committee shall convene no later than November 1 and begin to prepare a slate of at least two (2) candidates for each office to be filled. In the case of an incumbent Secretary or Treasurer seeking permissible re-election, a second candidate need not be selected. The number of candidates for Councilors and Alternate Councilors may be one-half (1/2) again as many as the total to be elected. The Nominating Committee shall determine the eligibility of each candidate from the Secretary and shall determine the willingness of the candidate to serve if elected.
- b. Prior to the Annual Election, the Nominating Committee shall report the proposed slate of candidates to the SECTION Executive Committee for approval prior to presenting the slate to the SECTION membership.
- c. The Nominating Committee shall report its slate of candidates to the membership at a regular meeting of the SECTION prior to the Annual Election. d. Additional candidates may be nominated by petition over the signatures of ten (10) Regional Members, provided:
 - (1) the petitioners have determined the candidate's eligibility from the Secretary,
 - (2) the petitioners have determined the candidate's willingness to serve if elected, and
 - (3) the petition is received by the Secretary not later than five (5) days following the meeting at



which the Nominating Committee gives its report.

Section 2. Annual Election

- a. The Secretary shall prepare and mail a ballot to each Regional Member within ten (10) days after the report of the Nominating Committee. The balloting deadline shall be no later than thirty (30) days after the mailing, but no sooner than twenty-one (21) days after mailing. Within five (5) days after the balloting deadline, the Secretary shall convene the Tellers Committee and turn over the marked ballots for counting.
- b. After verifying the validity of each ballot, the Tellers Committee shall count the ballots for each office, declaring the candidate receiving the majority of votes cast elected. In the event of a tie vote, selection shall be made by lot.
- c. The Tellers Committee shall declare elected as SECTION Councilors those candidates receiving the highest number of votes for openings to be filled, and as Alternate SECTION Councilors those candidates receiving the next highest number of votes until all vacancies are filled.

Section 3. Results

- a. The officers elected shall be announced to the membership at the next meeting of the SECTION following the counting of the ballots by the Tellers Committee.
- b. The Secretary shall report to the Director of Field Services of the INSTITUTE the newly elected officers, Councilors and Alternate Councilors by April 1.

Article VIII -Meetings

Section 1. SECTION Meetings

The SECTION Executive Committee shall schedule regular meetings of the SECTION, meeting no less than three (3) times per year. It shall determine in advance the time and place for each meeting. It may call special meetings, as needed, upon written notice to the members at least ten (10) days prior to the meeting.

Section 2. Quorum

A quorum to conduct business shall consist of those Regional Members present and voting at a regularly scheduled meeting. A quorum to conduct business shall be 10 percent of the Regional Membership.

Article IX -Operating Periods

Section 1. Administration

The governance year of the SECTION shall be from September 1 of one calendar year through August 31 of the succeeding year. The governance year covers the terms of the officers and committees and the meeting programs.

Section 2. Dues Year

The period covered by the dues of all classes of members and by the fees of Industrial Associates shall be the calendar year January 1 through December 31 annually. Members in arrears over ninety (90) days shall be dropped from the official rolls of the SECTION.



Section 3. Fiscal Year

The fiscal year of the SECTION shall be from September 1 of one calendar year through August 31 of the succeeding year.

Article X -Dissolution

Section 1. SECTION Option

In the event of voluntary dissolution of this SECTION, or revocation of its charter by the INSTITUTE Council, and after the discharge of all of its debts and obligations, any remaining funds and property of the SECTION shall be conveyed either to the INSTITUTE, the INSTITUTE Foundation, or to such other not-for-profit educational, scientific or charitable organization(s) as the SECTION Executive Committee may determine. Said conveyance shall be made within sixty (60) days after the SECTION'S debts and obligations have been discharged and the Director of Field Services of the INSTITUTE shall be notified in writing of said action, immediately upon its completion.

Section 2. Mandatory Conveyance

In the event that the SECTION Executive Committee is unable to agree upon an eligible recipient organization(s) within the sixty (60) day period, the remaining funds and property of the SECTION shall be conveyed to the INSTITUTE Foundation for its general purposes.

Section 3. Eligibility

Any organization, including the INSTITUTE, to which the remaining funds and property of the SECTION 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 successors to the Sections of the Code, as they may be in effect at the time of conveyance.

Article XI -Amendments

Section 1. Proposals

Amendments to these By-Laws may be proposed either by action of the SECTION Executive Committee or by petition of five (5) Regional Members to the Secretary.

Section 2. Procedures

- a. 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 By-Laws for INSTITUTE approval. Amendments not approved by that Committee may be appealed to the INSTITUTE Council through the SECTION Councilor(s).
- b. When approval is received from the INSTITUTE Committee on Constitution and By-Laws, the Secretary shall announce all proposed amendments at a regular meeting of the SECTION. Written copies of the amendments along with ballots shall be mailed only to the Regional Members with any explanations pro or con that the SECTION Executive Committee deems necessary.



Section 3. Adoption

A two-thirds (2/3) or more vote by the Regional Members voting on a proposed amendment shall be necessary for approval.