

BYLAWS OF THE INSTITUTE OF FOOD TECHNOLOGISTS STUDENT ASSOCIATION

Article I - NAME

The name of the organization shall be the Institute of Food Technologists Student Association, as defined in Section 9.1 (C) of the Institute of Food Technologists Bylaws. Hereinafter these are referred to as "ASSOCIATION" and "INSTITUTE", respectively. In the event of a conflict, the INSTITUTE's Constitution and Bylaws shall take precedence over the ASSOCIATION's Bylaws.

Article II - PURPOSE AND OBJECTIVES

Section 2.1 Core Purpose

The purpose of the ASSOCIATION is to foster the development of future professionals dedicated to the science and technology of food.

Section 2.2 Vision

A global community of emerging food professionals who are passionate and informed students, ready for the future of their choosing.

Section 2.3 Mission

To enrich the academic experience with diverse opportunities that empower students to achieve their full potential.

Article III - MEMBERSHIP

Section 3.1 Membership Categories

a. Student Members

All INSTITUTE Student Members shall be members of the ASSOCIATION

Section 3.2 Voting Rights

Only ASSOCIATION Student Members shall be eligible to vote.

Section 3.3 Suspension and Termination

Suspension or termination of membership shall be defined by the INSTITUTE's governing documents.

ARTICLE IV - Board of Directors

Section 4.1 Terms of Office

Officers of the ASSOCIATION shall serve for a term of one year or until their successors qualify. The officers' terms shall correspond to the INSTITUTE's governance year.

Section 4.2 Composition

The Board of Directors shall be composed of: the President, President-elect, the most recent living Past President; five (5) Vice Presidents, and four (4) Members at Large who shall be elected annually. The Staff Liaison to the INSTITUTE and Advisors (industry and/or academia) shall be *ex officio* members of the Board of Directors without voting rights.

Section 4.3 Role and Responsibilities

The ASSOCIATION Board of Directors shall act as the governing body of the ASSOCIATION and ensure that the Bylaws of the ASSOCIATION are implemented.

Section 4.4 Meetings

a. Frequency

The ASSOCIATION Board of Directors shall meet during the INSTITUTE's Annual Meeting and at least one other time during the year or at the request of a majority of the members of the ASSOCIATION Board of Directors.

b. Quorum

A quorum of the ASSOCIATION Board of Directors shall be not less than fifty percent (50%) of the voting members, of which either the President or President-Elect must be present.

c. Electronic participation

ASSOCIATION Board of Directors may participate and act at any meeting through which 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 ASSOCIATION Board of Directors, may be taken without a meeting if consent in writing, including by electronic means, setting forth the action taken, is signed by all of the members of the ASSOCIATION Board of Directors entitled to vote with respect to the subject matter thereof.

Article V - OFFICERS

Section 5.1 President

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

- a. Preside at all meetings of the Board of Directors and general meetings of the ASSOCIATION.
- b. See that all legally adopted resolutions and motions of the Board of Directors and of the ASSOCIATION are carried out.
- c. See that all student representatives are appointed to necessary INSTITUTE committees and workgroups.

- d. Serve as an *ex-officio* voting member of the INSTITUTE Board of Directors.
- e. Contribute to the Annual Report of the INSTITUTE with the assistance of the Staff Liaison to the INSTITUTE.
- f. Automatically succeed to the office of Past President.
- g. Participate in ASSOCIATION Board of Directors votes in the event of a tie.
- h. Monitor financial operating plan of the ASSOCIATION.
- i. Fulfill other responsibilities as described in the ASSOCIATION's Roles and Responsibilities document.

Section 5.2 President-Elect

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

- a. Perform all the duties of the President, in the event of the President's absence, resignation, death, or inability to serve the term.
- b. Succeed automatically to the office of President at the end of their term, except under the provisions of Article VI, Section 6.5 (b).
- c. Serve as an *ex-officio*, non-voting member of the INSTITUTE Board of Directors.
- d. Serve as a member of the ASSOCIATION Nominating Committee
- e. Serve as a voting member of the ASSOCIATION Board of Directors
- f. Attend all ASSOCIATION Board of Directors meetings.
- g. Fulfill other responsibilities as described in the ASSOCIATION's Roles and Responsibilities document.

Section 5.4 Past President

- a. Serve as Chair of the ASSOCIATION Nominating Committee.
- b. Serve as an *ex-officio*, non-voting member of the INSTITUTE Board of Directors.
- c. Serve as an *ex-officio*, voting member of the INSTITUTE Foundation, Feeding Tomorrow Board of Trustees.
- d. Serve as a voting member of the ASSOCIATION Board of Directors
- e. Attend all ASSOCIATION Board of Directors meetings.
- f. Fulfill other responsibilities as described in the ASSOCIATION's Roles and Responsibilities document.

Section 5.5 Directors

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

- a. Serve as a voting member of the ASSOCIATION Board of Directors
- b. Attend all ASSOCIATION Board of Directors meetings.
- c. Fulfill other responsibilities as described in the ASSOCIATION's Roles and Responsibilities document.

Article VI - ELECTIONS

Section 6.1 Eligibility for Elected Office

Only ASSOCIATION Student Members shall be eligible to be nominated for elected office.

Section 6.2 Election Process

The INSTITUTE shall be responsible for the administration of the ASSOCIATION's election process.

Section 6.3 Candidates by Nomination

- a. The ASSOCIATION Nominating Committee shall submit the names of nominees to the INSTITUTE to verify their Student Member status.
- b. The nominees for President-Elect should have a minimum of two (2) or more years remaining as a Student Member. All other nominees must have at least one (1) year remaining as a Student Member.
- c. All current volunteers are eligible for re-election, with the exception of President and President-elect.

Section 6.4 Election Process

- a. The ASSOCIATION Nominating Committee cannot present the slate to the INSTITUTE unless there is at least one (1) eligible candidate for each position.
- b. **Nominating Committee Recommended Slate.** At least thirty (30) days prior to April 1 of each year, the Nominating Committee shall recommend a slate of qualified candidates to the ASSOCIATION Membership to fill each seat on the Board of Directors that is either vacant or set to expire. Members of the Nominating Committee are ineligible to stand for election to any office.
- c. **Publication of Slate.** The Nominating Committee's recommended slate shall be announced to all members.
- d. **Additional Nominating and Election.** The voting members shall have fifteen (15) days from the date the Nominating Committee's slate is announced to submit additional nominations to the Nominating Committee Chair. Such additional nominations must be supported by a written petition signed by at least two percent (2%) of the ASSOCIATION's voting members, not more than thirty-three percent (33%) of whom are identified with any one university. If there are nominees by petition, the Board of Directors shall submit a ballot to the members at least thirty (30) days prior to April 30 identifying those candidates nominated by the Nominating Committee and those nominated by petition. Winners of the election shall be those candidates receiving a plurality of votes cast. The results of such election shall be announced no later than the next Annual Meeting of voting members following the election.
- e. **Uncontested Election.** If there are no additional nominations, the Board of Directors annually shall elect such slate, and shall announce the results of such election no later than the next Annual Meeting of voting members following the election.

Section 6.5 Vacancies in Office

- a. A vacancy in the office of President shall be filled by the President-elect for the unexpired term and after that shall serve his/her elected term as President.
- b. A vacancy in the office of President-Elect shall be filled by an ASSOCIATION Board of Directors appointment. The appointed President-elect shall not automatically succeed to the office of President but must be nominated for the position of President by the Nominating Committee to do so.
- c. Vacancies in any other office shall be filled through appointment by the ASSOCIATION Board of Directors. Any individual so appointed shall serve for the remainder of the governance year.

Article VII – EXECUTIVE OFFICE

The ASSOCIATION Executive Office shall consist of the President (chair), President-elect, Immediate Past President, Staff Liaison to the INSTITUTE, and Advisor(s).

The Executive Office shall:

- a. Implement policy and decisions of the Board of Directors and develop plans and proposals for action by the Board of Directors.
- b. Plan and consider strategies for the ASSOCIATION's strategic plan.
- c. Take action as appropriate, in emergency situations to ensure the continued operations of the ASSOCIATION.
- d. In collaboration with the Staff Liaison, prepare the following fiscal year ASSOCIATION annual budget for review by the appropriate INSTITUTE committee.
- f. Recommend to the INSTITUTE Office of the President one student to serve as Student Representative for each of the designated INSTITUTE committees and workgroups for the following year.

Article VIII - ADMINISTRATIVE AREAS

There shall be eight (8) administrative areas for the purpose of selecting Area Meeting Chairs. Upon petition countries and/or regions may be assigned to these administrative areas by the ASSOCIATION Board of Directors.

Section 8.1 Central Atlantic

The Central Atlantic Area shall consist of the following states: Delaware, Maryland, Pennsylvania, North Carolina, Virginia, and West Virginia.

Section 8.2 Midwest Area

The Midwest Area shall consist of the following states: Illinois, Indiana, Kentucky, Michigan, Ohio, and Tennessee.

Section 8.3 North Atlantic Area

The North Atlantic Area shall consist of the following U.S states and Canadian provinces: Connecticut, District of Columbia, Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, Vermont, and Quebec.

Section 8.4 North Central

The North Central Area shall consist of the following U.S states and Canadian provinces: Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, South Dakota, Wisconsin, Wyoming, Ontario, Manitoba, and Saskatchewan.

Section 8.5 Pacific Northwest

The Pacific West Area shall consist of the following U.S states and Canadian provinces: Alaska, Northern California, Montana, Idaho, Oregon, Washington, Alberta, Utah, and British Columbia.

Section 8.6 Pacific Southwest

The West Area shall consist of the following states: Arizona, Southern California, Hawaii, Nevada, and New Mexico.

Section 8.7 South Central

The South Central Area shall consist of the following states and countries: Arkansas, Colorado, Louisiana, Oklahoma, Texas, and Mexico.

Section 8.8 Southeast Area

The Southeast Area shall consist of the following states and territories: Alabama, Florida, Georgia, Mississippi, Puerto Rico, and South Carolina.

Article IX - COMMITTEES

Section 9.1 Appointment

- a. Unless otherwise designated, the Chairs of standing committees shall be appointed for one-year terms by the ASSOCIATION President-Elect.
- b. The membership of each committee shall be appointed by the ASSOCIATION Executive Office or the appointed chair of that committee.

Section 9.2 Standing Committees

a. Nominating Committee

1) Composition

The Nominating Committee shall be composed of seven (7) members of the INSTITUTE and ASSOCIATION appointed by the INSTITUTE's Office of the President. Members include two (2) ASSOCIATION members, two (2) INSTITUTE members, the immediate ASSOCIATION Past President (chair, ex officio), the ASSOCIATION President Elect (ex officio), and the primary staff liaison (ex officio).

2) Terms of Service

Committee members shall serve one (1) year terms. Each member will be limited to two (2) successive terms on each committee with the exception of the primary staff liaison and ASSOCIATION advisor.

3) Roles and Responsibilities

- a. Solicit candidates, certify qualifications, and select nominees for volunteer leadership of the ASSOCIATION and transmit the names of nominees to the Staff Liaison of the INSTITUTE.
- b. Secure confirmation of willingness to serve for all candidates on the recommended slate and ensure that there is at least one candidate for each position on the slate
- c. Collect conflict of interest forms from all nominees.
- d. Present the completed slate to the ASSOCIATION Board of Directors.
- e. In case of a contested slate, review petition of nominees and present a

- ballot for election.
- f. Supervise all ASSOCIATION elections.

Section 9.3 Other Committees & Volunteer Work Groups

Other committees and volunteer work groups may be authorized by the INSTITUTE Board of Directors as needed. Members of these committees shall be appointed by the ASSOCIATION Executive Office.

Article X - DUES

The ASSOCIATION Board of Directors shall submit a recommended dues rate to the INSTITUTE Board of Directors for approval. Student Members shall pay ASSOCIATION dues.

Funds collected on behalf of the ASSOCIATION shall be deposited in the general funds of the INSTITUTE and credited to the ASSOCIATION with interest at the current INSTITUTE money market rate, based on weighted average of the ASSOCIATION fund balance.

Article XI - MEETINGS

Section 11.1 Business Meetings

The ASSOCIATION shall hold a Business Meeting annually in connection with the Annual Meeting of the INSTITUTE.

Section 11.2 Special Meetings

Special meetings of the ASSOCIATION may be called by the Board of Directors by giving the membership a notice in writing at least sixty (60) days in advance of the meeting. If business requiring a vote of membership is to be conducted at such a special meeting, the exact nature of the business to be conducted must be stated in the notice, and no other business shall be conducted at such a meeting.

Section 11.3 Quorum

A quorum for transaction of business at an ASSOCIATION meeting, with the exception of the Board of Directors, shall consist of one-hundred (100) qualified voting members of the ASSOCIATION.

Section 11.4 Parliamentary Procedure

Robert's Rules of Order Newly Revised shall be followed to conduct all meetings.

Article XII – GENERAL PROVISIONS

Section 12.1 Amendments

Proposed amendments to the Bylaws shall be submitted to the Staff Liaison to the INSTITUTE in writing and may be initiated by the Board of Directors, Standing Committees, or any fifty (50) members with not more than ten (10) from any one Student Chapter. The Staff Liaison to the INSTITUTE shall forward proposed amendments to the ASSOCIATION Executive Office.

The ASSOCIATION Executive Office shall review all proposed amendments and respond to the initiating group within forty-five (45) days. The Executive Office may:

- 1) Reject the proposal and return it to its initiators;
- 2) Return the proposal to its initiators for revision; or
- 3) Forward the proposal to a volunteer workgroup for review, recommendation, and/or revision. Revised proposals shall be returned to the initiators and the ASSOCIATION Executive Office.

Proposed amendments acceptable by both the ASSOCIATION and the INSTITUTE shall be forwarded to the ASSOCIATION Board of Directors for Consideration. The Board of Directors may:

- 1) Approve the proposal and amend the bylaws; or
- 2) Reject the proposal and return it to its initiators.

Section 12.2 Audits

At the end of each fiscal year an audit shall be conducted by professional auditors.

Section 12.3 Annual Budget

The ASSOCIATION annual budget is prepared by the Staff Liaison and voted upon by the INSTITUTE.

Section 12.4 Fiscal Year

The ASSOCIATION fiscal year shall be the same as the INSTITUTE.

Section 12.5 Limitation of Liability

No ASSOCIATION Volunteer Leader shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of their office except as dictated by law.

Section 12.6 Distribution of Assets

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