

BYLAWS of the
ROCKY MOUNTAIN SECTION
INSTITUTE OF FOOD TECHNOLOGISTS

Article I – Name, Headquarters and Territory

Section 1.1 Name

The name of this organization shall be the Rocky Mountain SECTION, 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 Bylaws of this SECTION and the Constitution and Bylaws of the INSTITUTE, the latter shall prevail.

Section 2.1 Headquarters and Territory

The headquarters of the Rocky Mountain SECTION of the INSTITUTE shall be located at the office of the current Secretary. The territory of the SECTION shall be Zip Code designations 800xx to 820xx.

Article II – Purpose and Objectives

The purpose and objectives of this SECTION shall be to support improvement of the food supply and its use through science, technology and education. The SECTION is a non-profit, scientific, educational group.

Article III – Membership

Section 3.1 Membership Categories

- a. Any person who is a Member, Professional Member, or who holds Emeritus status in the INSTITUTE, may become a SECTION 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 SECTION 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.

Section 3.2 Limitations

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

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Section 3.3 Industrial Associates

Any company that wishes to help support the objectives of the SECTION may become an Industrial Associate under conditions established by the Executive Committee of the SECTION.

Section 3.4 Voting Rights and Election to Offices

All members may participate in the activities of the SECTION, but only SECTION Members are qualified to vote or be elected as members of the SECTION Executive Committee.

Section 3.5 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.
- b. Dues for SECTION Regional Associates shall be equal to dues for SECTION Members; dues for students shall be set lower than for SECTION Members.
- c. Emeritus SECTION Members and retired SECTION Regional Associates shall be exempt from paying SECTION dues.

Article IV – Executive Committee

Section 4.1 Composition

The SECTION Executive Committee shall be comprised of the officers (Chair, Chair-Elect, Secretary and Treasurer), the immediate Past Chair and four (4) Members-at-Large elected by the membership eligible to vote. One (1) Student Member representative may be appointed as a voting member. Committee Chairs should attend the meetings of the SECTION Executive Committee but may not have voting privileges.

Section 4.2 Terms of Office

- a. The terms of the SECTION officers shall be one year beginning on September 1 following the election.
- b. The terms of the Members-at-Large of the SECTION Executive Committee shall be two (2) years, with the term of each member beginning on September 1.
- c. The Chair and Chair-Elect may not serve two (2) consecutive terms.
- d. The Secretary, Treasurer and Members-at-Large shall be limited to three (3) consecutive terms.

Section 4.3 Roles and Responsibilities

- a. The SECTION Executive Committee shall:
 1. Develop a long-range plan for the SECTION and monitor progress
 2. Oversee all committees and volunteer workgroups appointed by the SECTION Executive Committee to achieve the mission of the SECTION and the INSTITUTE
 3. Establish policies and develop the activities necessary to meet the objectives of the SECTION and the INSTITUTE
 4. Ensure the fiscal health of the SECTION

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5. Develop and approve an annual budget based on its planned program of activities for the year
6. Communicate with SECTION members with respect to the SECTION and INSTITUTE
7. Establish mechanisms to consider the views of the membership on issues being discussed by the SECTION Executive Committee
8. Fill any vacancy among the officers or its own membership for the balance of the governance year, except for the office of Chair.

Section 4.4 Meetings

a. Frequency

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.

b. Quorum

A quorum of the SECTION 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.

c. Electronic Participation

Executive Committee members may participate and act at any meeting through the use of a teleconference or other communications equipment. Such participation shall equate to attendance and presence in person at the meeting. Any action by the Executive Committee may be taken without a meeting if consent in writing, including by electronic means, is signed by all of the members of the Executive Committee entitled to vote.

Section 4.5 Non-performance

The SECTION Executive Committee may ask an officer, Member-at-Large, or committee Chair to resign if that person is not properly or adequately conducting the duties of the position for four (4) months or if they miss more than two (2) SECTION 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.

Article V – Section Officers

Section 5.1 Officers

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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 policies established by the Executive Committee.

a. Chair

The Chair shall be the Chief Elected Officer of the SECTION. The Chair's responsibilities shall include, but are not limited to:

- (1) Participate in the development of overall strategy and setting annual SECTION priorities
- (2) Preside at all meetings of the SECTION and the SECTION Executive Committee;
- (3) Appoint, with the approval of the SECTION Executive Committee, all committees, designate the Chair of each, and fill any vacancies therein;
- (4) Perform other duties associated with the office of Chair as assigned in these Bylaws or by the SECTION Executive Committee; and
- (5) Appoint a Student Member to the SECTION Executive Committee, and Student Members to other committees.

b. Chair-Elect

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

- (1) Participate in the development of overall strategy and setting annual Section priorities
- (2) Serve *ex officio*, as Chair of the Program Committee;
- (3) Perform other duties designated by the Chair;
- (4) Perform the duties of the Chair in the event of the Chair's absence; and
- (5) Succeed immediately to the office of Chair in the event of the Chair's resignation, disability, or death.

c. Secretary

The Secretary (or Secretary/Treasurer)'s responsibilities shall include, but are not limited to:

- (1) Participate in the development of overall strategy and setting annual Section priorities
- (2) Keep a record of the proceedings of the SECTION;
- (3) Record and distribute the minutes of the meetings of the SECTION Executive Committee;
- (4) Ensure that the Section Articles of Incorporation are current;
- (5) Distribute notices of regular meetings and/or newsletters ten (10) days prior to each meeting;
- (6) Maintain an accurate membership roster of the SECTION;
- (7) Prepare ballots for election of officers and Members-at-Large or for proposed amendments to the Bylaws; transmit ballots only to SECTION Members, and receive ballots for transmittal to the Tellers Committee.
- (8) Notify the INSTITUTE of the results of the election of new officers by April 1;

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- (9) Provide the INSTITUTE with an up-to-date copy of the Bylaws of the SECTION when amendments are made;
- (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 INSTITUTE by July 15 each year.

d. Treasurer

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

- (1) Participate in the development of overall strategy and setting annual Section priorities
- (2) Have charge of all funds of the SECTION, which shall be deposited in an account approved by the SECTION Executive Committee;
- (3) Collect all monies due the SECTION including membership dues and monies collected at SECTION meetings;
- (4) Make all disbursements as approved by the SECTION Executive Committee. Copies of all bills and receipts for disbursements should be maintained by the Treasurer;
- (5) 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 SECTION Executive Committee;
- (6) Obtain a fidelity bond, the cost of which shall be borne by the SECTION, when required by the SECTION Executive Committee;
- (7) Prepare an Annual Financial Report and turn it and the records over to the Audit Committee upon completion of the governance year;
- (8) Ensure that the proper paperwork has been completed, including bank resolutions and signature cards, when new officers take office;
- (9) 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 completed;
- (10) File the required Annual State Not-for-Profit reports, as applicable;
- (11) Ensure that sufficient funds be carried forward each year as operating funds for the new fiscal year; and
- (12) Within sixty (60) days after the close of the fiscal year, submit a financial report to the INSTITUTE on forms provided by INSTITUTE's Membership Relations Director.

e. Member(s)-at-Large

The Member(s)-at-Large's responsibilities shall include, but are not limited to:

- (1) Serve as a member of the SECTION Executive Committee;
- (2) Participate in the development of overall strategy and setting annual Section priorities

- (3) Coordinate, in consultation with the officers, the nomination process for SECTION participation at the annual IFT Strategic Leadership Forum and ensure SECTION participation at the IFT Town Hall Meeting

Article VI – Committees

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

Section 6.1 Program

A Program Committee shall be appointed to develop SECTION meeting programs. The Chair-Elect shall serve as the *ex officio* Chair.

Section 6.2 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 SECTION Members. The Nominating Committee shall develop and present the slate of candidates for all elected positions in accordance with the regulations in these Bylaws.

Section 6.3 Tellers

The Tellers Committee shall be comprised of three (3) SECTION 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 SECTION 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 6.4 Audit

The Audit Committee shall be comprised of two (2) 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. Within thirty (30) days of the end of the fiscal year the Audit Committee shall review and certify the correctness of the Annual Financial Report and the records of the Treasurer. 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 6.5 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 members who have been SECTION members not over three (3) years at the time of their appointment, 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 6.6 Membership

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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 INSTITUTE. It may call upon the INSTITUTE for assistance, as needed.

Section 6.7 Student Affairs Committee

- a. There shall be a Student Affairs Committee comprised of two (2) SECTION Members, the Presidents, or their designated representatives, of the Student Chapters of the INSTITUTE and the Food Science Clubs in the geographic region of the SECTION, plus no more than two (2) Student Members-at-Large from other recognized educational institutions in the geographic region of the SECTION not having a Student Chapter or 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.

Article VII – Nominations and Elections

Section 7.1 Nominations

- a. The Nominating Committee shall prepare a slate of candidates no later than November 1 for each office to be filled. In the case of an incumbent Secretary or Treasurer seeking re-election, a second candidate need not be selected. The Nominating Committee shall determine the eligibility of each candidate and 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 five (5) SECTION 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 ten (10) days following the meeting at which the Nominating Committee gives its report.

Section 7.2 Annual Election

- a. The Secretary shall prepare and transmit a ballot to each SECTION Member. The balloting deadline shall be no later than thirty (30) days after transmission of the ballot, but no sooner than twenty-one (21) days after transmission. Within five (5)

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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 elected the candidate receiving the majority of votes cast. In the event of a tie vote, selection shall be made by lot.

Section 7.3 Results

- a. The officers elected shall be announced to the membership at the next meeting of the SECTION following the results of the election.
- b. The Secretary shall report newly elected officers to the INSTITUTE upon request.

Section 7.4 Vacancies

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

Article VIII – Meetings

Section 8.1 Section Meetings

The SECTION Executive Committee shall schedule regular meetings of the SECTION, 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 8.2 Quorum

A quorum to conduct business shall be ten (10) percent of the SECTION Membership.

Article IX – Dissolution

Section 9.1 By the Institute Board of Directors

If this SECTION ceases to function as a SECTION of the INSTITUTE for a period of more than one year, or holds less than three (3) meetings in any one year, or if its membership is less than twenty-five (25) members of the INSTITUTE for a period of one year, the Board of Directors may terminate the charter of this SECTION. Such dissolution of the SECTION shall not affect the standing in the INSTITUTE of the members of the SECTION.

Section 9.2 By Membership

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The membership of this SECTION may vote to dissolve the SECTION. The INSTITUTE should be notified of the intent to dissolve. The INSTITUTE will transmit a ballot to all members of the INSTITUTE residing within the SECTION zip code boundaries. A two-thirds (2/3's) majority vote is required for dissolution.

Section 9.3 Fiscal Responsibility

In the event of voluntary dissolution of this SECTION, or revocation of its charter by the INSTITUTE Executive Committee, and after the discharge of all of its debts and obligations, any remaining funds and property of the SECTION shall be conveyed 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 INSTITUTE shall be notified in writing of said action, immediately upon its completion. 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. 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 X – General Provisions

Section 10.1 Amendments

Proposed amendments to the Bylaws shall be submitted to the INSTITUTE in writing and may be initiated by the SECTION Executive Committee or any five (5) SECTION Members.

The INSTITUTE shall review all proposed amendments and respond to the initiating group within 45 days. The INSTITUTE may:

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

Proposed amendments acceptable to all parties shall be voted on by the SECTION Executive Committee. The SECTION Executive Committee may:

1. Approve the proposal and amend the Bylaws
2. Reject the proposal and return it to its initiators

Section 10.2 Limitation of Liability

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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 except as dictated by law.

Section 10.3 Administration

The governance year of the RMIFT is the same as the INSTITUTE governance year (September 1 through August 31). The governance year covers the terms of the officers and committees and the meeting programs.

Section 10.4 Dues Year

The period covered by the dues of all classes of members and by the fees of Industrial Associates shall be one year from January 1 through December 31. Members in arrears over one hundred and twenty (120) days shall be dropped from the official rolls of the SECTION.

Section 10.5 Fiscal Year

The fiscal year of the RMIFT is the same as the INSTITUTE fiscal year (September 1 through August 31).