



The Greater Memphis Chapter of the American Culinary Federation

BY-LAWS of The Greater Memphis Chapter of the American Culinary Federation Inc.

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be The Greater Memphis Chapter of the American Culinary Federation, Inc. (the Chapter). It shall be a nonprofit organization incorporated under the laws of the State of Tennessee.

Section 2 — Purpose: The Greater Memphis Chapter of the American Culinary Federation, Inc. is organized exclusively as a non-partisan association of chefs and other culinarians in the greater Memphis area dedicated to the promotion of excellence, education, professionalism and collegiality in the culinary profession.

The purpose of this corporation is to support collaboration among culinarians for the betterment of the industry through:

- Sharing of ideas
- Education of the membership and the general public
- Certification for its membership
- Networking for job opportunities of the membership

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership. ACF membership shall be open to Culinarians and other individuals engaged in the culinary profession and allied employment who meet the requirements set forth in Section 2. Culinarians refers to professional chefs, cooks and bakers engaged in (a) food and beverage planning, preparation, service or supervision in commercial kitchens, hotels, clubs, restaurants, schools and other institutions; (b) culinary education; (c) culinary research, development or testing; or (d) other culinary employment.

Section 2 – Categories of Membership: There shall be nine categories of ACF membership as follows:

- a) Active Member. An Active Member shall be a Culinarian with at least three years full-time employment in the culinary profession. An Active Member shall have one vote in all business brought before the membership.
- b) Junior Member. A Junior Member shall be a Culinarian with less than three years full-time employment in the culinary profession; a student enrolled in an accredited post-secondary culinary education program; or a registered apprentice as defined by the ACF apprenticeship training program. A Junior Member who is at least 18 years of age shall have one-half (½) vote in all business brought before the membership. Junior Memberships shall be subject to a lifetime limit of four years.

- c) Junior Culinarian. A Junior Culinarian shall be a high school student between 16 and 18 years of age who is enrolled in a vocational program. Junior Culinarians shall have no vote in any business brought before the membership.
- d) Senior Member. A Senior Member shall be at least 62 years of age, retired from employment and have been an ACF Active member in category for at least 10 years. Regardless of age, a member with at least two years tenure in any category who is permanently and totally disabled from culinary employment shall be eligible for Senior Membership. They shall retain the rights and privileges of the membership category from which they retired, including the right (if any) to one vote in all business brought before the membership and to hold office.
- e) Life Senior Chef Member. A Life Senior Chef Member shall be an Active Member who is at least 65 years of age, retired from employment and has been a member in good standing for at least 10 years. Life Senior Chef Members shall be exempt from dues for life. They shall have the rights and privileges of an Active Member, including the right to one vote in all business brought before the membership, and to hold office.
- f) Associate Member. An Associate Member shall be a representative of a group, company or corporation providing products or services to the culinary profession, or who wishes to support and promote the ACF and culinary profession. Associate Members shall have no voting rights.
- g) Allied Members. An Allied Member shall be an individual employed in a field related to the culinary profession (such as dietetics, home economics, food stylist, etc.) who does not qualify to be an Active, Associate or Junior Member. Allied Members shall have no voting rights.
- h) National Honorary Members. A National Honorary Member shall be nominated by the ACF President and unanimously approved by the Board of Directors of the ACF. Members voted to National Honorary Membership from the Active or Life Senior Chef category shall retain their voting privileges and eligibility for office. Otherwise, they shall not have voting rights and shall not be eligible to hold office. They shall be exempt from dues.
- i) National Life Member. A National Life Member shall be an Active or Life Senior Chef Member who has served as President of the ACF or been elected as National Chef of the Year or to the AAC Hall of Fame. They shall have the rights and privileges of Active Members, including the rights to vote and hold office. They shall be exempt from dues.

Section 3 — National ACF Membership. All applications for Chapter membership will be forwarded to the ACF national office for approval. Approval will be based exclusively upon conformance by the applicant with the established ACF membership criteria and procedures. In the event the ACF rejects an application, it shall also be deemed rejected for the purpose of chapter and national membership and the rejected applicant shall not be considered a member of the ACF local chapter or national for any purpose.

Section 4 — Property Membership: This category would include Active and Junior Memberships. The property would pay the dues and hold the memberships, which would be designated to the employee(s) as long as they remain with the property. If an employee leaves before their anniversary date, they would have the option of becoming an individual member at that point by paying a full year's dues at their current status rate. In order to maintain consecutive membership time credit, the individual must renew membership within 60 days of departure from property. The member shall have the same voting rights as their perspective membership category. The property would then transfer the membership to another employee.

Section 5 — Voting Rights: Voting members may vote in any and all business presented to the membership as per the aforementioned membership categories.

Section 6 — Membership Obligations: As a condition of membership, all ACF members shall be bound and abide by the ACF Bylaws, policies and procedures, as amended from time to time, including without limitation, the Culinarian's Code and the ACF rules governing Unethical Conduct, the procedure for joining the ACF, and termination and suspension of membership.

Section 7 — Annual dues: The amount required for annual dues shall be determined by the category of membership. That schedule of dues will be maintained by the Chapter and reported to the ACF National Office. Changes to annual dues may only be made by a majority vote of the members at a meeting of the full membership with at least two months notice regarding this particular business item.

Section 8 — Resignation and termination: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Regular meetings of the members shall be held monthly, at a time and place designated by the vice-president or their designee.

Section 2 — Annual meetings: An annual meeting of the members shall take place in the month of October, the specific date, time and location of which will be designated by the vice-president. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3 — Special meetings: Special meetings may be called by the President, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting.

Section 4 — Notice of meetings: Printed notice of each meeting shall be given to each voting member, by mail and/or e-mail, not less than two weeks prior to the meeting.

Section 5 — Quorum: 1) Five voting eligible members of the total membership of the chapter as listed by the National Office on the day of the meeting shall constitute a quorum.

Section 6 — Voting: All issues to be voted on shall be decided by a simple majority of those present, based on voting eligibility and count established in Article 1, at the meeting in which the vote takes place, except where noted differently, a quorum being present.

Section 7 — Rules of Order: The rules contained in The New Robert's Rules of Order (Revised and Updated Edition) shall govern the Chapter in all cases to which they are applicable, and in which they are not inconsistent with the bylaws or special rules of order of the Chapter. The President of the Chapter or their designee shall be the moderator at all meetings. If the President is not present and fails to appoint a moderator then an officer will preside at the meeting in the following order: vice-president, secretary, treasurer, sergeant-at-arms. The moderator will consult the sergeant-at-arms regarding any questions of procedure or voting. The sergeant-at-arms will have a copy of Robert's Rules and the by-laws of the Chapter to issue a binding opinion to the moderator.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the Chapter. The board will consist of the officers, chairs of standing committees, one junior member and up to two members chosen by the President. All board positions are voting members of the board and have one vote each. The board receives no compensation other than reasonable expenses.

Section 2 — Terms: All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms. There is no limit to non-consecutive terms of service.

Section 3 — Meetings and notice: The board shall meet at least bi-monthly, at an agreed upon time and place. An official board meeting requires that each board member have written notice, via mail or e-mail, at least ten calendar days in advance.

Section 4 — Board officer elections: officers shall be elected or re-elected by the voting representatives of members at the annual meeting. Officers will be elected by a simple majority of members present at the annual meeting, a quorum being present.

Section 5 — Election procedures: Nominations for officer positions will be opened at least two months prior to the election. Any voting member can nominate a candidate to the slate of nominees.

Section 6 — Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Section 7 — Officers and Duties: There shall be six officers of the board, consisting of a chairman of the board, and the Chapter officers; president, vice-president, secretary, treasurer and sergeant-at-arms. Their duties are as follows:

- a) The chairman of the board shall be the immediate past president of the Chapter. Their role is to support any board members with questions about the ACF and how it should be. The Chairman shall provide input and sense of continuity to the Chapter.
- b) The President shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting as listed in Article III. The president is to oversee and assist any and every member who is in need. He or she is to network for the chapter, to motivate members and board members to effectively accomplish set goals. The President shall set an example by actions reflected in business and professional atmosphere and create an environment that welcomes all peers in our industry to become a part of our association. The President is the public face and sets the pulse of the chapter.
- c) The vice-president shall generally chair committees on special subjects as designated by the board. The vice-president shall organize all monthly meetings. He or she will orchestrate the full meeting's agenda with all other involved board members, chairpersons and hosting vendors including the educational component and any other non-business item related presentations. The vice-president shall ensure that the hosting property will provide a quality experience and have all necessary equipment. The vice-president shall provide a map and/or driving directions to the secretary for meetings.
- d) The treasurer shall provide a written financial report at each board meeting providing a summary of all bank accounts or other holdings of the Chapter. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.
- e) The secretary shall be responsible for recording, keeping and distributing minutes of all meetings. He or she shall send out meeting announcements, assimilate and distribute the agenda for all meetings; general, board or special. The secretary shall send out a thank you note to each hosting property or location after hosting a meeting.
- f) The Sergeant at arms shall provide a registration table at all membership meetings. He or she shall provide guidance to facilitate any meeting in the form of interpretation of the bylaws and/or Robert's Rules of Order. Further, the sergeant at arms will assist the President, or whoever is chairing a meeting, in:
 1. determining a quorum for membership and board meetings,

2. counting and recording votes cast on questions
3. creating a report of business items acted on in each meeting for attachment to the meeting minutes.

g) Responsibilities of all board members – All members are responsible for attending all board meetings, regular and special membership meetings and to be present at all functions the Chapter participates in or is associated with. Absences should be very limited.

Section 8 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member's position shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining board members.

Section 10 — Special meetings: Special meetings of the board shall be called upon the request of the president, or one-third of the board officers. Notices of special meetings shall be sent out by the secretary to each board member at least one week in advance via mail, e-mail and/or phone. In exceptional cases, emergency meetings may be called by the president or one-third of the board officers with at least two days notice. Notice to be given by the secretary via e-mail or phone.

ARTICLE V — COMMITTEES

Section 1 — Committee formation: The board may create ad hoc committees as needed for a specific purpose and period of time. The president appoints all committee chairs.

Standing Committees:

Section 2 — Executive Committee: The six board officers serve as the Executive Committee. Except for the power to amend the bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 — Education Committee: The education committee will arrange engaging and appropriate learning segments for every meeting working with the host location and reporting progress to the Vice President or President.

Section 4 — Special Events Committee: The special events committee will organize events that allow the chapter to; 1) raise money for the dedicated cause, 2) to create fellowship in the Chapter and goodwill in the community.

Section 5 — Certification Committee: The certification committee will assist and motivate the membership to seek certification.

ARTICLE VI — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when and as necessary by a two-thirds majority of the membership in a membership meeting, regular or special, a quorum being present. Proposed amendments must be submitted in writing at the membership meeting prior to the one at which the proposed amendment will

be voted on. A copy of the proposed amendment shall be sent out to the entire membership by the secretary via mail and e-mail within five business days of the meeting at which it was presented.

ACF Greater Memphis Chapter Memphis, Tennessee

Membership annual dues schedule (getting current amounts together) posting soon.

Active – Chef, Cook

Allied – Dietician, F&B, etc.

Associate – Purveyor / Vendor

Junior Culinarian – Student, High School (under 18)

Junior – Student / Apprentice (over 18)

Senior Member

Life Senior Chef Member

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