

BYLAWS of the
Ohio Valley REGIONAL SECTION,
INSTITUTE OF FOOD TECHNOLOGISTS

The Ohio Valley Section of the Institute of Food Technologists, Inc. (the "IFT"), a nonprofit corporation duly formed under the provisions of the Ohio Nonprofit Corporation Act of 2012 as amended (the "Act"), hereby adopts the following Bylaws.

Article I • Name, Headquarters, Territory, and Subsections

Section 1.1 Name

The name of this organization shall be the Ohio Valley Section IFT, a subsidiary organization of the Institute of Food Technologists. Hereinafter, these shall be referred to as "SECTION" and "IFT", respectively. In the event of any conflict between the bylaws of this SECTION and the Bylaws of the IFT, the latter shall prevail.

Section 1.2 Territory

The territory of the SECTION shall include the following postal zip codes first three (3) digits: 410, 430-433, 437-439, and 450-459.

Section 1.3 Subsections

Whenever travel distances to SECTION meetings or other considerations make it advisable, a Subsection may be established by a group of interested IFT members or the SECTION Board of Directors. In the event SECTION wishes to establish a subsection, it shall notify the IFT Executive Vice President of its proposed name, territory, and officers. No subsection may be formed unless and until written approval is received from IFT.

Article II • Purpose, Objectives, and Restrictions

Section 2.1 Purpose and Objectives

The purpose and objectives of the SECTION shall be consistent with the mission of IFT.

Section 2.2 Restrictions

- (a) All policies and activities of the SECTION shall be consistent with the Articles of Incorporation of IFT and the SECTION, the Section Affiliation Agreement, these Bylaws, the bylaws of IFT, applicable laws, or other requirements applicable to tax-exemption requirements imposed on the IFT, including the requirements that the SECTION not be organized for profit and that no part of its net earnings inure to the benefit of any private individual; and

(b) The terms of the Section Affiliation Agreement between the SECTION and IFT, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and, in the event of a conflict between the terms of the Section Affiliation Agreement and the terms of these Bylaws, the SECTION shall be governed by and adhere to the terms of the Section Affiliation Agreement.

Article III • Membership

Section 3.1 Eligibility

(a) Membership in the SECTION is limited to individuals in good standing of the IFT who are in compliance with the IFT's rules and regulations and who have paid membership dues to the SECTION.

(b) Revocation or suspension of membership by the IFT shall automatically constitute revocation or suspension of membership in the SECTION.

Section 3.2 Categories

Membership types, categories, and statuses are defined in the IFT Bylaws and may only be changed by the IFT Board of Directors.

Section 3.3 Voting Rights

All membership categories shall be eligible to vote on all SECTION matters except student members, who are eligible to vote on IFT Student Association matters only.

Article IV • Meetings - Section Membership

Section 4.1 Section Meetings

SECTION Board of Directors shall schedule regular meetings of SECTION, no less than one (1) time 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 and no more than 90 days prior and to the meeting by postal or other delivery, facsimile, e-mail, or any other electronic means as permitted by law.

Section 4.2 Quorum

A quorum to conduct business shall consist of those SECTION members present and voting at a regularly scheduled meeting. A quorum to conduct business shall be in accordance with the requirements of the state of Ohio.

Section 4.3 Voting

Whenever SECTION members have an issue before them, voting at SECTION membership meetings may be in person or by proxy with each voting member having a single vote. A majority of SECTION members voting in person or by proxy where a quorum is present carries an action.

Section 4.4 Action Without a Meeting

Where permitted by law, any corporate action required or permitted to be taken by the members at a meeting of SECTION members may be taken without a meeting if the corporate action is taken by the members either by the unanimous written consent procedure or by the action by ballot procedure permitted by law.

Article V • Composition of SECTION Board of Directors

Section 5.1 Composition of SECTION Board of Directors

SECTION Board of Directors shall consist of:

- a) Executive Committee (Officers): Chair/President, Chair-Elect/President-Elect, Immediate Past Chair/Immediate Past President, Treasurer and Secretary
- b) A minimum of three (3) and a maximum of nine (9) Directors-at-Large
- c) One or more student members, who may be appointed to serve as a Student Representative(s)

The President of SECTION shall serve as Chair of the Board of Directors. In the event of the inability of the President to serve as Chair, the President-Elect shall serve as the President pro tem.

Section 5.2 Eligibility

No individual may hold more than one elected position at a time.

SECTION officers, Directors-at-Large, and committee chairs must be current IFT and SECTION members in good standing during her/his entire term of office.

Section 5.3 Terms

President (1 year)
President-Elect (1 year)
Immediate Past President (1 year)
Secretary (1 year)
Treasurer (3 years)

Directors-at-Large serve staggered three year terms. No Director-at-Large may serve more than one consecutive full term except for an individual who is asked to serve a partial term to fill a vacancy.

Unless otherwise dictated by law, the Treasurer shall be appointed by the SECTION Board of Directors to serve a three (3) YEAR TERM. The Treasurer may serve no more than two (2) consecutive three (3) year terms. The treasurer is permitted to vote on all matters except those related to finance.

Section 5.4 Meetings – Section Board of Directors

- a) Frequency SECTION Board of Directors shall meet at least once per year, upon the call of the President or upon written request of any five (5) members of the SECTION Board of Directors.
- b) Notice of Meetings Notice of SECTION Board of Directors meetings is provided at least ten (10) days before the meetings by postal or other delivery, facsimile, e-mail, or any other electronic means as permitted by law.
- c) Quorum At any meeting of SECTION Board of Directors a quorum for the transaction of business shall be a majority of the entire SECTION Board of Directors members, of which one must be the President, President-Elect, or Immediate Past President.
- d) Voting All decisions by SECTION Board of Directors shall be by majority vote except as otherwise specified in these bylaws. Voting by proxy is not permitted.
- e) Electronic Participation SECTION Board of Directors members may participate and act at any meeting through 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. An action required to be taken at a meeting of SECTION Board of Directors, or any action which may be taken at a meeting of SECTION Board of Directors, may be taken without a meeting if a consent in writing, including any by electronic means, setting for the action taken, is signed by all of the members of SECTION Board of Directors entitled to vote with respect to the subject matter thereof.
- f) Action Without a Meeting Directors may vote without a meeting on any matter where a quorum exists and the votes are submitted in writing by postal or other delivery, facsimile, e-mail, or any other electronic means. An action taken by such a vote is memorialized by a written consent, which is signed by all Directors who voted in support of the action, and describes the action taken and authorized.

Section 5.5 Removal/Resignation

An officer or director may be removed for cause by a vote of the Members, as specifically permitted by law. A director may resign at any time by providing written notice of resignation to the Secretary or, in the case of the resignation of the Secretary, to the President. A director who is absent from three consecutive meetings of the SECTION Board of Directors shall, unless such absences are excused by the affirmative act of the SECTION Board of Directors, be deemed to have resigned from the SECTION Board of Directors and from any office held.

Section 5.6 Vacancies

Any vacancy occurring in the SECTION Board of Directors shall be filled by a successor SECTION Board of Directors Member elected by the SECTION Board of Directors in its sole discretion. The term of any successor SECTION Board of Directors Member elected in accordance with the immediately preceding sentence shall be the remaining portion of the term of the vacated Board of Directors Member position. If, in turn, the President-Elect is unable to serve, the SECTION Board of Directors shall elect one of its members to serve as President pro tem.

Article VI - Officers

Section 6.1 Executive Committee (Officers)

The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Treasurer and Secretary. The Executive Committee may act in the place of SECTION Board of Directors when authority is designated by SECTION Board of Directors or in emergency matters where action is necessary. The Executive Committee shall:

- a) Develop plans, proposals and new initiatives for subsequent action by SECTION Board of Directors
- b) Propose candidates for Treasurer-designate
- c) Appoint members of committees and policy-related volunteer workgroups

Article VII - Nominations and Election Process

Section 7.1 Eligibility

Being appointed or elected to one office shall not make a member ineligible for another office. Individuals shall only hold one office at a time.

Section 7.2 Nominations

The Nominations and Elections Committee shall develop and present a slate of candidates for all elected positions in accordance with these bylaws and shall present the slate to the membership for a vote.

- a) President-Elect. The Nominations and Elections Committee shall communicate to the Secretary of SECTION the name of at least one (1) Member of SECTION in good standing as a nominee for President-Elect.
- b) Directors-at-Large. The Nominations and Elections Committee shall communicate to the Secretary of SECTION the names of at least one (1) Member of SECTION in good standing as a nominee for Directors-at-Large.
- c) Secretary. The Nominations and Elections Committee shall communicate to the Secretary of SECTION the names of at least one (1) Member of SECTION in good standing as a nominee for Secretary.

Section 7.3 Petitions

Additional candidates may be nominated by petition over the signature of ten (10) SECTION Members, provided:

- a) the petitioners have determined the candidate's eligibility from the IFT and SECTION Secretary,
- b) the petitioners have determined the candidate's willingness to serve if elected, and
- c) the petition is received by the SECTION Secretary not later than five (5) business days following the distribution of the report of the Nominations and Election Committee

Section 7.4 Election Process

Membership shall elect the officers and directors. Elections must be held by March each year, and the results must be communicated to IFT by April 1.

Article VIII - Committees

Section 8.1 Nominations and Elections

The Nominations and Elections Committee shall be comprised of three (3) SECTION Members who shall include the Immediate Past President and two members appointed by the President to serve alternating two-year terms. The Nominations and Elections Committee shall be responsible for forming a slate of officers and directors as provided in Section 7.2.

Section 8.2 Finance

a) Composition

The Committee shall consist of the Treasurer (Chair), three (3) appointees with non-renewable three (3) year terms, the President, the President-Elect, and the Immediate Past President.

b) Terms of Service

Appointees may serve additional terms provided they are not consecutive.

c) Roles and Responsibilities

The Finance Committee's roles and responsibilities shall be outlined in the Section's Policies and Procedures Manual.

Section 8.3 Audit

a) Composition The audit committee will consist of a Chair appointed by the Board of Directors, the Treasurer (ex-officio, nonvoting), one (1) appointee from the Board of Director Members, and three (3) appointed members not currently serving on the Board of Directors. The SECTION Board of Directors will appoint committee members.

b) Terms of Service Appointees shall serve alternating two (2) year terms. Additional terms are permitted provided they are not consecutive.

c) Roles and Responsibilities The Audit Committee's roles and responsibilities shall be outlined in the SECTION's Policies and Procedures Manual.

Section 8.4 Other Committees, Workgroups and Task Forces

SECTION's Board of Directors may establish other workgroups to carry on the affairs of SECTION. The creation of a workgroup shall be approved by a majority of the Directors voting where a quorum is present. The composition of each workgroup shall be determined by the SECTION Board of Directors. The rules in these Bylaws governing the Board of Directors also apply to workgroups of the Board of Directors. A workgroup may be given the authority of the Board of Directors.

Section 8.5 Quorum

A majority of the members of a committee/workgroup shall constitute a quorum for the transaction of any business unless defined otherwise in this document. The acts of the majority of the committee/workgroup members at a committee/workgroup meeting at which a quorum is present shall be the acts of such committee/workgroup in each case.

Section 8.6 Vacancies and Removal

Vacancies in membership of any committee/workgroup may be filled by appointments made in the same manner as provided in the case of the original appointments. Any member of a committee/workgroup, except the SECTION Board of Directors, may be removed at any time by the SECTION Board of Directors, with cause.

Article IX – Indemnification and Insurance

SECTION shall, to the fullest extent permitted by law, defend and indemnify any person who is or was an officer, SECTION Board of Directors Member, employee or agent of SECTION from and against any and all expenses and liabilities actually and necessarily incurred by or imposed upon such person in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, including appeals) to which such person may be or is made a party by reason of being or having been such officer, SECTION Board of Directors Member, employee or agent. The SECTION Board of Directors may authorize the purchase of and maintain insurance on behalf of any SECTION Board of Directors Member, officer, employee or agent of SECTION against any liability asserted against or incurred by such person which arises out of such person's status in such capacity.

Article X • Fiscal Year & Governance Year

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

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

Article XI • Dissolution

In the event of voluntary dissolution of this SECTION, or revocation of its charter by the IFT Board of Directors, and after the discharge of all its debts and obligations, any remaining funds and property of SECTION may be transferred to the 501(c) (3) of choice by the SECTION. Said conveyance shall be made within sixty (60) days after SECTION's debts and obligations have been discharged. IFT Office of the President shall be notified in writing of said action, immediately upon its completion.

Article XII • General Provisions

Section 12.1 Section Affiliation Agreement

SECTION, its Officers, Directors, and agents must conform with and maintain its Section Affiliation Agreement with IFT and all SECTION affiliation requirements imposed by the IFT.

Section 12.2 Use of Funds

SECTION shall use its funds on matters relating to SECTION and its activities. No part of its funds shall inure or be distributed to its members, with the exception of reasonable reimbursement for expenses related to services rendered in the name of SECTION or IFT official business.

Section 12.3 Conflict-of-Interest Policy

SECTION's Board of Directors shall adopt a conflict-of-interest policy and annual disclosure process that applies to all Officers and Directors of SECTION.

Section 12.4 Amendments

- a) These Bylaws may be amended by a two-thirds (2/3) vote of returned mail, facsimile, or electronic media ballots cast by members eligible to vote in mail ballot voting, provided no less than ten percent (10%) of all members eligible to vote shall cast a ballot and the proposed change has been sent in writing to the members thirty (30) days prior to the ballot deadline.
- b) Amendments may be proposed by the Board of Directors upon its own initiative or upon petition of at least ten percent (10%) of the SECTION members addressed to the SECTION Board of Directors. All such proposed amendments shall be presented to the membership by the SECTION Board of Directors with or without recommendation.
- c) All additions, deletions and changes must be approved in advance by the IFT prior to being submitted to the SECTION membership for approval.

Section 12.5 Limitation of Liability

No individual member of SECTION, SECTION committee, or employee of SECTION, shall incur any indebtedness in the name of SECTION or make any commitments involving SECTION unless authorized to do so by action of SECTION Board of Directors.

Section 12.6 Parliamentary Rules

The most recent edition of Robert's Rules of Order shall be the governing parliamentary rules of SECTION, but only to the extent that such Rules are not inconsistent with the Act, SECTION's Articles of Incorporation, these Bylaws, or policies and procedures duly adopted by SECTION's Board of Directors.

Section 12.7 Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or Bylaws of the IFT or any other applicable provision of applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.