



# Les Dames d'Escoffier

INTERNATIONAL

New York Chapter

## STANDING RULES and BYLAWS

### STANDING RULES

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Rev. 12711/193

## STANDING RULES

### SECTION I – MEMBERSHIP

#### 1. Membership Categories

A. Active Member Status – Active members must attend a minimum of two events or meetings, one of which may be as a non-delegate at the LDEI Conference. The annual meeting and new-member induction are strongly encouraged. Additionally, she must perform one of the following:

- i. Be an active member of a committee
- ii. Sponsor or provide assistance at one event
- iii. Serve on the Board of Directors
- iv. Serve on the Board of LDEI
- v. Provide other assistance such as furthers the purposes of the organization, as reviewed by the Board

Members will be requested to complete an "affidavit" when submitting dues to attest to their fulfillment of the yearly requirements for active membership. Should a member fail to fulfill requirements in a given year, upon approval by the Board, she may be considered as having been granted a "grace year." She will be notified that in the current year she must fulfill all requirements for active member status or her membership will not be renewed the following year.

B. Non-Resident Status – This applies to members in good standing who have moved to another area in which there is no Les Dames chapter. These members are required to pay NY chapter dues at a rate established by the Board (generally about two-thirds of regular chapter dues) plus the full assessment for Les Dames International. They receive all mailings and invitations to all events but are exempt from participation requirements; they do not have voting rights.

C. Dual Membership Status – This applies to a member in good standing who desires to have membership in more than one chapter. The Dame pays chapter dues and LDEI dues as part of her primary chapter and is listed as a member in both chapters. She also pays chapter dues to the chapter of the new dual membership at the rate established for non-resident members, but not LDEI dues. She does not have voting rights in the secondary chapter and is exempt from participation requirements. She receives all chapter mailings and invitations to all events. She is welcome to write letters of recommendation for prospective Dame applicants to both chapters.

D. Emerita Status – The Board of Directors may award Emerita Status to members who have provided extraordinary service to the New York chapter of Les Dames d'Escoffier (LDNY). Emerita members must have been a member of LDNY for at least 15 years and made major contributions to the growth and development of LDNY for at least 10 years prior to their selection.

LDNY members may request to be considered as a candidate for Emerita status and the

Emerita-Past Presidents Circle (E-PPC) can also determine potential Emerita members. The (E-PPC) will then make recommendations to the Board of Directors at the June board meeting for board approval. Emerita members pay no chapter dues. Any members who are granted Emerita status in 2021 or thereafter, are required to pay LDEI assessments. They may be encouraged to make contributions to LDNY. Emerita members count toward chapter allotment for LDEI delegates. Emerita members have full voting rights and receive all communications and invitations to all events but are exempt from participation requirements. Emerita members may retain their status as long as they may desire but need to reaffirm their wish to continue their affiliation with the chapter and LDEI by a communication to E-PPC each year.

E. Inactive Status – A member may request a leave of absence for a period of one year by writing to the Board. This may be for professional or personal reasons. Approval by the Board will be given in writing. Inactive members are required to pay full dues during designated period, but all other requirements are waived. They will continue to receive all communications. Within the one-year period, an Inactive member may be automatically reinstated by written request to the Board. The member does not have voting rights during the period of Inactive Status.

F. "Dames de Distinction" – This title is awarded by the Board of Directors to recognize extraordinary achievement and contribution in the fields of food, beverage or arts of the table. Women throughout the world are eligible, including members of the LDEI Society. The title is bestowed by the Board of Directors of any Les Dames Chapter. New York Chapter-designated Dames de Distinction receive all mailings and invitations to events.

Note: The title Grande Dame may only be awarded by LDEI.

G. Supporting Members – The Board may at its discretion accept and classify a new or existing member as a Supporting Member on an annual basis, provided such member makes a significant contribution annually by means of one or more of the following:

- i. Financial contribution of no less than \$2000
- ii. In kind participation of \$2000 or more via services to raise funds for scholarship or other chapter missions
- iii. Underwrite an event budgeted to raise at least \$2000 for scholarship or other chapter missions.

Supporting Members shall be required to pay chapter dues and LDEI dues and have all other privileges of membership but shall be exempt from participation requirements. Their contributions will be acknowledged on LDNY platforms.

## 2. Termination of Membership

A. Voluntary – A member may voluntarily terminate her membership at any time by written notice to the Board of Directors.

B. Involuntary – The membership of any member may be terminated for failure to meet membership obligations. This includes failure to pay dues and/or to fulfill other membership obligations. A majority vote of the Board of Directors is required. The member will be notified in writing.

3. Transfer of Membership – A member of one chapter of the Society may transfer membership to another Chapter of the Society in accordance with rules established by LDE International. Members who are accepted for transfer to the New York Chapter may participate in Chapter activities immediately as active members and will be formally introduced at the next New Member Induction event or Annual Meeting. Both dues and attendance requirements must be met on a prorated basis (see Section II, 1, b)
4. Reinstatement of Former Members – A former member may be reinstated upon written request to the President and concurrence of the Board. The reinstated member must pay chapter and LDEI dues for the year of reinstatement.

## **SECTION II – FINANCIAL**

1. Dues
  - A. Regular, Non-Resident, and Inactive Members – The Treasurer issues invoices for annual dues, in the amounts established by the Board of Directors at the March meeting, by no later than April 15. Dues invoices include amounts for local dues as well as for LDEI assessments. Members whose dues are not paid by June 1 are deemed in arrears and will be mailed a second notice. Payments accepted after June 1 may be required to include a "late fee" as established by the Board of Directors. Issues of members who have not resigned but who have not paid dues by August 1 will be referred to the Board of Directors for appropriate action, which may include loss of membership with no further notice required. All dues must be paid by August 31.
  - B. New Members, Transfer and Emerita Members – New members pay full chapter and LDEI annual dues at the time of their acceptance unless an exception has been voted by the Board. (Expenses for investiture/initiation and attendance at the induction dinner are paid for by chapter.) LDEI recognition jewelry items are paid for by the chapter. Transfer Members joining prior to September 1 pay chapter dues on a prorated (monthly) basis but do not pay the LDEI assessment if such assessment had been paid by the chapter from which she transferred; if not, the transfer member pays the full LDEI assessment. If there has been an overlap in dues, it is the responsibility of the transferring member to request any appropriate refund from the chapter from which she has transferred. LDEI dues for Emerita members are paid by the NY Chapter treasury.
2. Fiscal Year – The chapter's fiscal year starts on January 1 and ends on December 31.
3. Dues to Les Dames d'Escoffier International – The Treasurer shall remit to LDEI upon proper notice the required assessment dues for each member (Active, Non-Resident, Inactive, and Emerita).
4. Members' Accountability – All members who represent the Chapter in the making of any contractual agreement or undertaking any financial dealing must submit any proposed Contract or Letter of Agreement to the Board for approval prior to signing and provide file copies to both the Treasurer and the Secretary. If the amount in the Contract is \$2,000 or more, in total or by installments, the contract or letter must be signed by the President. At the conclusion of any project or activity involving expenditure(s) of \$2,000 or more, a report on the final financial accounting, including check reconciliations, must be prepared by the Committee chair involved

and submitted to the President and Treasurer.

5. General Financial Affairs – The chapter's Certified Public Accounting firm shall be recommended annually by the Chapter Treasurer and confirmed by majority vote of the Board of Directors.

### **SECTION III – OFFICERS AND BOARD**

#### 1. The Board of Directors: General

- A. Board meetings are held monthly with the possible exception of August according to a calendar established at the first Board meeting following the installation of new officers. Generally held from 6 to 8 PM, the meetings may occur on whatever day of the week is established at the convenience of the majority. Per the Bylaws, “One third of the entire number of Directors shall constitute a quorum for the transaction of business per the LDEI Bylaws.” A quorum consists of one-third of Officers and one-third of Directors-at-Large.
- B. Board decisions are reached by majority vote. In the event of a tie vote of those attending, it may be required to poll absent members by telephone or e-mail.
- C. In the event a quorum is not present and there is business before the Board requiring a decision, the Board may take a telephone or email vote of the Board, with the results reported in subsequent Minutes.
- D. In exceptional circumstances when a vote needs to be taken between Board meetings, a telephone, video conference or email vote may be taken. Assuming that a quorum is reached among the responders, the decision by telephone or video conference will be considered final when the votes total to a majority based on the total number of Board members. If no quorum is reached via telephone or video conference vote, alternative outreach must be done to reach a sufficient number of responders. Any action required or permitted by the Board can be authorized without a meeting if all members of the Board unanimously approve by written or electronic consent, less any legitimate recusals or abstentions, such as for conflict of interest. This will be affirmed in the next Board meeting and recorded in the minutes.
- E.
- F. Officers, Directors, and Committee Chairs are generally responsible for their own correspondence and communications unless otherwise agreed upon.
- G. Board members are expected to attend all Board meetings in full. If unable to attend, the Director is responsible for notifying the President or Secretary. A board member may miss three board meetings a year. If a board member exceeds three meeting absences, the President may at her discretion (and in consultation with the Board) ask the member to step down or request a leave of absence. In a special personal circumstance, an officer or director-at-large may request a temporary leave of absence of up to six months. Upon approval of the Board, another board member or any member in good standing may be appointed by the Board.
- H. An “Executive Committee” consisting of the officers may hold ad hoc meetings called at the discretion of the President. Reports of decisions made, and major discussions shall be sent to all directors before the next meeting of the full Board.

2. The Board of Directors: Officers' Responsibilities

- A. Key responsibilities of the President and Vice President are outlined in the Bylaws and may be incremented from time to time by other accountabilities as may be assigned by the Board.
- B. In addition to the responsibilities outlined in the Bylaws, the President's responsibilities include:
- i. To attend and lead all monthly Board meetings, except under exceptional personal circumstances.
  - ii. To provide Board members with copies of the LDNY Bylaws and Standing Rules and LDEI Code of Ethics. To request that officers and Board members review the rules and sign the code of ethics prior to the first meeting of their term.
  - iii. To confirm Committee Chairs and to provide each Chair with copies of the Standing Rules for her committee at the start of their term. (All Committee Chairs should be in place by January 15.)
  - iv. To review and sign binding contracts (e.g., event venues, speakers) and to review said contracts with other officers and the LDNY legal advisor as needed.
  - v. To review, along with the Chapter Treasurer, and prepare the new fiscal year budget to present to the board by February of the calendar year.
  - vi. To act as a signatory for Chapter bank account for their term and transfer this authority to the incoming President.
  - vii. To send out all general chapter communications.
  - viii. To use her best judgment to determine the frequency of communications with Chapter members.
  - ix. Any vacancies on the Board of Directors shall be filled by the President, but she shall first obtain advice and consent of the Executive Committee in filling any vacancies among officers or directors, prior to obtaining the approval of the Board.
  - x. To maintain a contact sheet of all essential vendors and contracts for the Chapter including but not limited to: Banker, Lawyer, Accountant, Tech Support, Insurance, Stationer.
  - xi. The President may be reimbursed for reasonable out-of-pocket expenses incurred for her responsibilities and will be required to provide backup to the Chapter Treasurer. The President may not be reimbursed for office staff time to assist her with administrative duties.
  - xii. At the conclusion of her term as President, the President is responsible for meeting with the President-elect to transfer key documents (see above) and help guide the President-elect through the transition process.
- C. In addition to the responsibilities outlined in the Bylaws, the Vice President's responsibilities shall include:
- i. To assist and support the President of LDNY in any way she requests, or as the occasion presents itself;

- ii. To take over any officer's role if requested when the officer is not present or is otherwise not available;
- iii. To attend all monthly Board meetings, except under exceptional personal circumstances;
- iv. To attend important milestone occasions in the LDNY yearly calendar such as a fundraising gala, the new members induction ceremony, events for new members, and the end-of-year party.

D. In addition to responsibilities listed in the Bylaws, the Secretary shall:

- i. Maintain (or delegate the maintenance of) computerized databases of the membership roster and of current versions of Bylaws and Standing Rules.
- ii. Distribute copies of the LDNY Bylaws and Standing Rules and LDEI Code of Ethics. Collect and save signed LDEI Code of Ethics prior to the first meeting of the term.
- iii. Submit address changes and other basic roster information to LDEI for inclusion in on-line and printed directories.
- iv. Work with the President to manage communications among the Board and membership to ensure effective meetings, record-keeping and follow-up.
- v. Maintain and safeguard the administrative records of the Chapter (particularly minutes of Board and Annual General Meetings and copies of contracts entered into or on behalf of the Chapter) according to legal requirements.
- vi. In the absence of an official Parliamentarian, act to fulfill those duties, referencing Robert's Rules of Order and LDEI and Chapter Bylaws and Standing Rules.

E. In addition to responsibilities listed in the Bylaws, the Treasurer shall:

- i. Maintain liaisons with the accounting firm and any legal assistance retained by the Chapter and assure that requirements for tax filings, etc., are fulfilled on a timely basis. (A retiring treasurer supervises the filing of the tax returns for the final year of the term she served.)
- ii. Maintain adequate bookkeeping practices as approved by the accounting firm, preferably using a computerized program.
- iii. Maintain bank records and statements as a signatory for Chapter bank account for the two-year term, plus one additional month, during which said responsibility must be transferred to the incoming Treasurer.
- iv. Arrange contracts and payments for any external administrative assistance for officers or committees as voted by the board on an as-needed basis.
- v. Report monthly to the Board of Directors on financial activity and issues and present an unaudited Year-to-Date Financial Report to the general membership at the Annual Meeting.
- vi. Make available to the membership copies of audited financial reports, tax, and other required filings as they become available.
- vii. Serve as an ex-officio or advisory member of the Fund -Raising Committee,

particularly to ensure that requirements are met to maintain the Chapter's tax-exempt status.

- viii. Serve to advise all committees to ensure that all Contracts and Letters of Agreement are prepared appropriately for all not-previously board approved expenses in excess of \$500.
  - ix. Provide tax-exemption certificates to members making purchases for Chapter activity.
  - x. Maintain and safeguard the financial records of the Chapter according to Files Syllabus and standard accounting practice.
  - xi. Leads, with the President, the process for developing an Annual Budget for approval by the Board of Directors at the January meeting; presents to the Board reviews of status of budget on a regular basis.
  - xii. Serve as advisor to the Scholarship Committee.
- F. All officers must establish and maintain appropriate files and file maintenance procedures and thoroughly orient officers succeeding them.

#### **SECTION IV – COMMITTEES – GENERAL**

1. Composition of Committees – Permanent standing committees with annual operations include Archives, Communications, Programs (Events and Education), Fundraising, Green Tables, LDE International, Membership, Mentoring, and Scholarship. Ad Hoc committees operating toward specific goals include Annual Induction Event, Nominating, and such others as may be established from time to time by the Board.
2. Committee Leadership and Operation – It is desirable that Committee Chairs be members of the Board of Directors, but if a chair is not a member, the Board shall appoint from among its members a liaison to the Committee who shall serve as a member. At the first Board meeting following elections the President shall identify, with input and counsel from the Board, her selections of chairs for committees that do not have elected leaders. The President is an *ex officio* member of all committees. Committees shall determine their times of meeting, requirements for a quorum, etc. and manage their own record-keeping and communications.
3. General Obligations – All committees are obliged to report regularly to the Board of Directors, detailing plans, explaining decisions, identifying issues, and addressing long-range planning. Chairs will be invited to attend Board meetings during time of key activity. They will receive minutes of Board meetings that contain information relevant to their committees' activity. Committee chairs are expected to maintain full records of all activity and to provide effective transitions to leaders succeeding in Chairs.
4. Membership Participation – Via such routes as letters from the President, notices in the newsletter, etc., members shall be regularly informed of opportunities for Committee service so that they may fulfill membership requirements. Chairs are encouraged to invite, whenever possible, broad participation among the membership.



## **SECTION IV(A) – PERMANENT COMMITTEES**

### 1. DIGITAL ASSETS COMMITTEE

- A. Composition – The Committee shall be composed of volunteer members, with its Chair appointed by the Board.
- B. Responsibilities – The Digital Assets Committee shall be responsible for acting as a liaison between the LDNY Board and all LDNY committees. They shall:
- i. Provide the online infrastructure behind communications, events, programs, fundraising, sponsorship, scholarship (and applications), membership (and applications) and transitions of LDNY Board members.
  - ii. Develop and maintain a Standing Operating Procedure (SOP) manual for the LDNY Board.
  - iii. Sync LDNY financial information between the LDNY digital/online member portal and LDNY financial software.
  - iv. Sync LDNY event information between the LDNY digital/online platform and the LDNY digital/online member portal.
  - v. Be responsible for maintaining the website, member portal, Board emails, logins for programs and applications, LDNY online/digital file repository and technical aspects of all LDNY activities. That includes, as necessary, monthly event updates, member news postings, fundraising news/popups, and Board/member/podcast photo galleries, and will post such updates on as timely a basis as possible.
  - vi. Provide support on behalf of LDNY for digital-related LDEI initiatives such as Green Tables.
  - vii. Have archival functions gathering proactively and retrieving as necessary digital items that document and conserve the organization's contributions to the nation's culinary traditions and the culinary history of New York City since the mid-twentieth century. These items may include (but are not limited to) digital materials, publications, menus, photographs, and other mementos of events, press clippings, etc.
- C. Procedures and Policies – The committee chair is accountable to the Board for monthly reports on Digital Assets-related activities, annual summary to membership, and other related projects requested by the Board. The committee is responsible for proactively gathering and remitting items suitable for digital conservation when the Board or a committee asks. The committee will send primary materials to the Fales Collections, Bobst Library, New York University for filing in the Les Dames d'Escoffier New York Collection.

Within two months of an event, the committee chairs and event organizers shall work with Digital Assets to determine items to be conserved.

## 2. COMMUNICATIONS COMMITTEE (Publicity, Social Media)

- A. Composition – The Committee shall be composed of volunteer members. Its Chair (or co-chairs) is appointed by the Board, preferably from among members who have served previously on the Committee. Ideally, the Chair should be willing to perform a two-year commitment.
- B. Responsibilities – The Committee is charged with connecting the Chapter values and vision with stakeholders in both public and private sectors and establishing recognition for the Chapter in the food, beverage, and hospitality industries. The committee oversees activities that fulfill the Chapter’s external communications needs of the Chapter as influencer and is also responsible for broadly publicizing LDNY initiatives and programs to effectively raise awareness of the organization’s mission.
- C. Procedures – The Chapter website will be updated periodically under the direction of the Chapter webmaster. The Committee shall be responsible for maintaining the program calendar and determining appropriate content for member submission. Every member is responsible for maintaining the accuracy of her own listing and submitting timely and relevant professional news.
- D. One Committee member will be appointed as the LDEI communications contact for all LDEI media – print and electronic.
- E. Two Committee members will serve as event and scholarship publicists, writing press releases as needed and sending to appropriate trade and consumer media.

## 3. FUNDRAISING COMMITTEE

- A. Composition – The Committee shall be composed of volunteer members, with its Chair appointed by the Board, preferably from among members who have served previously on the Committee. Ideally, the Chair should be willing to perform a two-year commitment. The Treasurer shall serve as an *ex officio* member of the Committee or in an advisory capacity.
- B. Responsibilities – The Committee is responsible for the concepts, planning and execution of activities that provide the funding for the purposes of the Society relating to scholarships, awards and grants, and other charitable efforts. The scope of such fund-raising activities may be broad and is limited only by the approval of the Board of worthy concepts. Ideally such activities also will promote the understanding, appreciation and knowledge of food, wine, and the arts of the table, either to interested sectors of the public or to those potentially or actually involved in careers related to food and wine. In addition to its fund-raising-event activity, the Committee also initiates, plans, and executes on-going efforts to derive financial support for the Chapter's charitable and educational purposes via other routes. Sources of funds can be from within the membership (such as through the encouragement of contributions, bequests and grants), as well as from soliciting grants and sponsorships from board-approved commercial organizations such as high-quality food, wine, and hospitality businesses.
- C. Procedures – The Committee is accountable for bringing to the Board for approval concepts, including preliminary plans and budgets, for at least one fund-raising event per year. While

some smaller events may be managed on opportunistic bases with short lead times, larger events require detailed planning at least one year in advance, especially if the financial plan involves the need for major up-front funding of promotion and marketing expense. Large events also require a separate financial subcommittee, as well as oversight from the Secretary and Treasurer to assure that, legal procedures pertaining to fund-raising by not-for-profit groups are being followed. At events where alcohol is to be consumed, the facility should have proof of insurance certificate.

4. GREEN TABLES COMMITTEE

- A. Composition and Operation – The Committee shall consist of member volunteers with its chair/co-chairs approved by the Board.
- B. Responsibilities – The Committee shall lead the involvement of the Chapter in dialogue and programs with the New York Chapter Board. The Committee will be responsible for following/implementing Green Tables programs that are appropriate to the Chapter.
- C. Procedures – The procedures of the committee will vary according to the nature of the program selected. The projects selected for Green Tables will reasonably fit the guidelines suggested in the LDEI Green Tables guideline. The committee will also, in conjunction with the Programs Committee plans events or programs for the membership/public to promote this project and awareness.

5. LDE INTERNATIONAL COMMITTEE

- A. Composition – The committee's voting members shall consist of elected members, plus the president (or co-presidents). Delegates shall be elected by the membership at each Annual meeting to serve a one-year term as per the LDEI bylaws. (The chapter shall have one delegate per each 25 members.) Terms continue for 30 days after the annual LDEI conference.
- B. Responsibilities – The committee shall be responsible for various liaisons with LDE International as directed by the Chapter Board, as well as assignments requested by the board as needed. The Committee shall represent the Chapter at the Council of Delegates meeting at the direction of the Board. A report by a member of this committee should be made to the Board at the Board meeting immediately following the International meeting. The Committee Chair shall also report on LDEI activity and financials at the chapter's Annual Meeting.
- C. Procedures
  - i. The Committee's voting members (as Delegates of Les Dames d'Escoffier International) shall whenever possible be the representatives of the chapter at the LDEI Annual General Meeting. Should any of these Delegates be unable to attend the meeting, the Board shall appoint a "proxy" either from the Committee's non-voting volunteers, or from the Board, to attend in her place. The Chapter president should also attend if possible.
  - ii. Delegates or their proxies and the President may be reimbursed up to \$1000 each (unless another amount has been previously decided upon by the Board) for expenses

related to participation in the LDEI meeting, including registration fees, lowest available airfare (may require a Saturday night stay), three night's double occupancy at the hotel designated by the host Chapter and airport transfer expenses. Receipts must be submitted to the Chapter Treasurer for reimbursement.

## 6. MEMBERSHIP COMMITTEE

A. Composition – The Committee shall consist of seven Board-appointed members elected at the first business meeting of the Board. A minimum of one member of the Committee shall be a board member. The Chair, subject to appointment by the President and Board, must have previously served on the Membership Committee at least one year.

- i. The Board shall ensure that Committee members represent diversity in terms of disciplines within the food and wine professions, as well as lengths of membership within the Chapter to assure an objective evaluation of all candidates.
- ii. Committee members shall serve for a maximum of two consecutive years.
- iii. The Chair of the Committee, in consultation with the Board, shall ensure that two Committee members carry over on the Committee from one year to the next. A quorum consisting of four members of the Committee must be present to hold a meeting. At any meeting where voting on prospective new members occurs, the Committee chair must secure a proxy from any member of the Committee who will not be in attendance to vote. The Chair shall report Membership Committee minutes to the Board at the Board meeting next following any Committee meeting.

### B. Responsibilities

- i. The Committee screens applications from prospective new members and conducts personal interviews, then makes recommendations that are subject to confirmation by majority vote of the Board.
- ii. The Committee works with the President and the Induction Chair to organize the new member investiture and works with the Programs Committee Chair to organize a new member orientation and reception.
- iii. The Committee assists the Secretary by preparing new members' kits for the inductees.

### C. Policies

- i. The Committee shall administer the new-member selection process in keeping with the provisions of the Bylaws stating, "*Members shall consist of women with at least five (5) years of professional experience who demonstrate achievement and accomplished stature in the food, beverage or hospitality industry, agree with the purposes of the Society and are willing to abide by these Bylaws and the Bylaws of the affiliation charter. A prospective member may contact the Chapter with interest for membership consideration or be invited to be considered for membership by any*

*current or retired member of the Chapter in good standing.*” Applicants must live or work within a 100-mile radius of Times Square and not live or work closer to any other Chapter of Les Dames d'Escoffier International. Applicants are judged on the basis of merit, sound ethics, and professional reputation. They must demonstrate their willingness to support the society’s mission and to contribute to the activities of the chapter.

- ii. There is no permanent limit on the number of new members that may be inducted each year. However, at the recommendation of the Membership Committee, the Board may if it wishes, and so votes at the February meeting following a review of current members, put in place a limit effective for that year.
- iii. The membership at large will also be called upon to submit the names of potential new members to the Membership Committee. This request is made in March by email, and regular mail where applicable. Prospective members need one (1) letter of recommendation by a current or retired Dame.
- iv. The Committee Chair will send to the prospective member a packet which includes a cover letter outlining membership requirements, and an application form. The prospective member is responsible for completing the application and submitting it, a copy of their current résumé, and a recommendation letter from a current or retired Dame to the Membership Committee, by the application deadline date.
- v. The Membership Committee will review completed applications, conduct personal interview, and make recommendations to the Board for acceptance based on qualitative judgment. Every effort will be made to make recommendations for the new members from a cross section of fields related to food, beverage, and hospitality to maintain a balanced and diverse membership.
- vi. The Membership Committee participates in the process by which new members are welcomed to the organization and provided with orientation. The Chair provides information to the Treasurer so that dues notices can be issued, and the Chair sends biographical information to the Secretary so that she can submit appropriate data for inclusion in the LDEI directory. The Chair is responsible to see that the Dame who recommends any prospective members takes accountability for the new member taking on active participation, such as but not limited to introducing them to members, recommending committees, insuring they receive LDNY communications, accompanying them to events such as their induction and the Annual Meeting.

D. Procedures – The Standard Membership Committee Activity Calendar (may be altered by the Board);

- i. MARCH: The Chair announces the beginning of the new membership consideration period and arranges for a mailing providing application materials to the membership and any prospective members who contact the Chapter with interest for membership consideration. A current or retired member who intends to recommend a prospective member may provide application materials to the candidate and takes on the responsibility of these being delivered on time to the committee.
- ii. MAY: Deadline for receiving new member applications. The chair copies all applications received and send a copy of each to committee members for review.

- iii. JUNE: Personal interviews are held with the prospective new members.
- iv. JULY: The committee submits its recommendations, complete with bios of each candidate, to the Board for approval at its July meeting. Immediately after Board approval, the Committee arranges for applicants and the recommending Dame to be notified of their status. Applicants who have been chosen for membership receive a packet containing an acceptance letter and notification of the date of the new member Meet and Greet Reception, new member investiture, and invoice for dues (also included should be other pertinent dates for LDEI Conference and upcoming LDNY events). As soon as possible thereafter the new members are to be provided with kits containing directories, recent publications (chapter and LDEI), Bylaws and Standing Rules, forms for committee signup and LDEI directory data. For candidates not chosen for membership, the Chair notifies the Dame who recommended the candidate, so that she may personally notify them.
- v. JULY-SEPTEMBER: Committee works with Induction Chair to organize the new member investiture. The Chair prepares biographies of new members prior to the dinner. The Chair works with the Board and Induction Committee to organize a pre-reception introduction, and to plan the induction ceremony.

7. PROGRAMS COMMITTEE (EVENTS AND EDUCATION)

- A. Composition – The Committee shall be composed of volunteers, with its Chair appointed by the Board, preferably from among members who have served previously on the Committee.
- B. Responsibilities – The committee shall plan and organize events to take place approximately monthly, striving to present meetings with a diverse balance of educational and social components. Events may include luncheons, dinners, tastings, seminars, and lectures, etc., as well as informal get-togethers. As per our 501 (c)(3) status, a majority (at least 51%) of the meetings must be open to the public. One or two events per year may be planned as joint efforts with professional or food/wine affinity groups such as New York Women’s Culinary Alliance, James Beard Foundation, Culinary Historians, etc. Consideration can be given to member affiliations, businesses, sales/marketing/public relations clients, etc. but care needs to be taken to ensure that presentations are of high quality and not overly commercial in nature.
- C. Procedures and Policies – Preliminary proposals including projected budgets are prepared by the Committee for Board approval and final placement on the calendar. Events shall be priced at about \$10 to \$20 above costs so that on an annualized basis the Events programs will generate a modest contribution to the Chapter.

Whenever possible, dates of events should be confirmed two to three months in advance, and announcements mailed three to four weeks prior. Contracts or Letters of Agreement shall be prepared in detail by the Chair for all events with other than minor cost considerations.

7A. RESERVATIONS AND COMP POLICIES

- A. Reservations must be made in advance and prepaid.

- B. Reservations are non-refundable. In the event a Dame must cancel, she may choose to give her reservation to someone else but will not be reimbursed by LDNY. Exceptions (e.g., for death in family; but not weather, business trip, etc.) can be made on a case-by-case basis, or if there is a wait list from which a replacement can be assigned.)
- C. For events with proposed expenses of \$500 or less at the time of board approval, up to two Programs Committee Chairs can attend the event at no charge. For events with expenses projected to be over \$500 at the time of approval, up to two Program Committee Chairs shall pay 50% of member's ticket price. Everyone else involved in the organization, , of the event (committee heads and members, sign in personnel, wine donors) with the exception of those mentioned in Part D below, pays to attend at the applicable rate.
- D. The following will not be required to pay: event host/space provider, event underwriter, event caterer, event bartender, event photographer, guest speaker(s), or a person who is the “main attraction” to the event who is teaching, cooking, speaking or signing books (e.g., guest chef, guest author, guest food producer, honoree).
- E. Members of the media pay to attend unless a special exception has been made in advance. If the media member is a Dame, she pays the member rate.
- F. Clarifications and exceptions to the above are as follows:
- i. Scholarship Reception
    - Scholarship recipients and one guest each are invited as guests of LDNY.
    - Any additional guests are to pay at the "guest" rate.
    - Guest mentees or former scholarship recipients who are invited to speak at the event are considered guests of LDNY.
    - One representative (or liaison person) from each participating culinary school donating a scholarship may attend as a guest of LDNY.
    - Press photographer or covering reporter with assignment may attend to collect information and interview Dames and scholarship recipients.
    - Any person donating a scholarship at the level of \$1,000 or more may attend (or send a representative) as a guest of LDNY.
  - ii. New Member Induction – Each new member inductee attends as a guest of LDNY. Any additional guests are to pay at the guest rate.
  - iii. Holiday Party – Scholarship recipients (current year).
  - iv. Fundraisers – The following would be invited as guests of LDNY:
    - Major underwriters at the contribution level of \$2,000 or more
    - Honoree and one guest.

Exceptions to the above may be considered on a case-by-case basis.

## 8. SCHOLARSHIP

- A. Composition – The committee shall be composed of up to 10 volunteer members, each member serving a three-year term. The selection of the volunteer committee members is the joint responsibility of the committee chair and the President. The committee should be structured so that three members rotate on and rotate off each of year. (Should there be a vacancy among the members, a replacement who will complete the remainder of the term should be named by the committee Chair with the concurrence of the President.) The committee Chair is appointed by the Board from amongst the members who have served previously on the Committee and preferably from a member who is entering the third year of

her term. Ideally the Chair should be willing to perform a two-year commitment. If necessary, the Board has the discretion to extend the Chair's term to the Scholarship Committee to four years to fill this function. The Chair should select a three-year Committee member as her associate and to act as committee treasurer during the 'solicitation of funds' period. The function of the scholarship committee treasurer is to receive all scholarship donations, tally them and acknowledge them with letters indicating the donation's tax-deductible status before forwarding to the LDNY Treasurer, who will deposit the funds.

B. Solicitation of Scholarships and Funds – All LDNY members are encouraged to participate in scholarship fund-raising according to their means and contacts. Formal fund-raising efforts are headed by LDNY's President and by the Scholarship Committee's Chair. Current Scholarships are solicited under the following categories:

- i. **Memorial Scholarships**
- ii. **College-Sponsored Scholarships** – "in-kind" scholarships awarded by the college in conjunction with LDNY
- iii. **Named Scholarships** – contributed by active LDNY members
- iv. **Industry-Sponsored Scholarships** – such as that awarded by Melitta
- v. **General LDNY Scholarships** – traditionally awarded from the General Scholarship Fund, contributed by the membership
- vi. **L'Etoile Scholarship** – Les Dames d'Escoffier, Ltd. (LDNY) has received a grant of \$200,000 from a donor who chooses to remain anonymous, payable in ten annual installments of \$20,000, to establish a scholarship fund, beginning in 2020. The recipient of the scholarship shall be chosen by the Scholarship Committee and the recipient shall meet the following standards, insofar as practical:
  - She is a female undergraduate student who is enrolled in a B.A. or B.S. four-year academic program with a culinary-related focus.
  - She has completed at least two years of the academic program.
  - She has demonstrated excellence in her academic and personal achievements.

The foregoing standards are goals and may be adjusted in the discretion of the Committee based on the candidate pool for the scholarship aid.

In the event that there is not a suitable candidate, the Board may defer the scholarship award to a subsequent year.

The funds will be sent by direct deposit into Les Dames d'Escoffier, Ltd.'s Scholarship Account, commencing on June 1, 2020.

C. Responsibilities – The Committee is responsible for administering the programs that fulfill the Chapter's purpose relating to the provision of scholarship funds, awards, and grants. The candidates should be worthy women desiring to become professionals, and/or to advance their skills in the fields of food, wine and spirits, nutrition, hospitality management, and related disciplines. Candidates should demonstrate a willingness to engage in public/community service relating to the above disciplines. Candidates must be U.S. citizens or have a visa.



#### D. Policies

- i. Candidates applying for LDNY scholarships must reside in the New York, New Jersey, or Connecticut tri-state area at the time of their application. They may not be previous winners of an LDNY scholarship. They must be accepted for or already enrolled in a culinary program. Culinary programs can include but are not limited to degree or non-degree programs such as those offered at Cornell University, Culinary Institute of America, City University of New York Colleges, New York University, Rutgers, International Culinary Center, Institute of Culinary Education, and the International Wine Center. Eligible institutions may be for-profit or not-for-profit. Eligible students may be in programs that are degree- or diploma-granting, non-degree, technical, vocational, or para-professional. They must already be enrolled in studies for a professional career at the post-high school level with the exception of C-CAP. With the approval of the Scholarship Committee and the LDNY President, applications may be accepted from other institutions providing they meet the above criteria.
- ii. Funds awarded may be used for tuition and school-approved expenses. Funds may not be used in any business enterprise or applied for personal use other than as described above. After the Committee reviews each winning candidate's documentation and they are confirmed by Board vote, checks will be issued directly to the recipients' schools.
- iii. The Committee bears primary accountability for maintaining records deemed acceptable by Certified Public Accountants as evidence of the Chapter's compliance with all applicable requirements for non-profit and 501 (c)(3) charitable organizations, to demonstrate proper disposition of public support funds.
- iv. Scholarship grants and awards will be made on merit, as determined by the Committee's review of application materials. The Committee's decisions will be made by majority vote, except that any Committee member affiliated with a culinary institution must recuse herself from voting on any student associated with that institution. The recused member is designated a non-voting advisor to the Committee during the final selection process of these candidates.
- v. A Memorial Scholarship will be awarded from LDNY's scholarship fund and approved by the Board of Directors. Unless established through a bequest or charitable gift, such an award is for a period of one year only (not necessarily in the year in which the member or the former member passed away). If an award is established by bequest or gift to the Chapter, such an award may be granted at the Board's discretion for more than one year or until such time as the funds are expended.
- vi. In determining awards, the Committee will consider the principles of diversity and need, both in the nature of the candidates' fields of study as well as in the scope of the institutions and the programs and opportunities they support.

#### E. Procedures

- i. Schools will be contacted in January. Deadline for receipt of applications will be

March 31.

- ii. In April, the Board will advise the Committee of the amount of funding available for distribution in the fiscal year. However, all funds preliminarily available need not be completely awarded; determination may be dependent on the caliber of candidates who apply.
- iii. Selections are to be made by the Committee and the awards determined by May 15.
- iv. The Board is to confirm the Committee's selections at the May meeting (or in any event no later than the June meeting) and recipients are to be notified immediately. With the notification a duplicate letter will be included requiring the winners to sign and return as an assurance they are on-track for their fall education program and that they honor the conditions of the criteria set forth in Policies #2.
- v. The Chair will inform the Mentoring Committee Chair of the winners at the time of their Board approval so they can establish a mentor/mentee program. The Committee should also work with the Communications Committee in broadly publicizing the availability of the Chapter's scholarships and the announcement of the awards that have been made.
- vi. The Committee shall work with the Events Committee and assist in producing an event no later than mid-July, to honor the scholarship awardees, introduce them to the LDNY organization, and launch the ones who so desire into their mentoring relationships.
- vii. The Scholarship Chair shall advise the Treasurer of a recommended line-item budget estimate to cover anticipated expenses for the committee's work in the following year, to cover photocopying, postage, clerical help, etc.

#### 8A MENTORING SUB-COMMITTEE OF SCHOLARSHIP

- A. Composition – The committee shall consist of volunteer members, with its chair appointed by the President.
- B. Responsibilities – The Committee shall be responsible for ongoing activities of advice and counsel supporting the professional careers of interested scholarship awardees and selected other professionally-focused women. Such activity may be undertaken by members of the committee themselves or by others in the organization willing to maintain ongoing involvement or provide specific short-term counseling. The committee will act as liaison to organizations and mentoring networks outside of the Chapter.
- C. Procedures and Policies
  - i. The Committee will invite scholarship awardees to enroll in the program if they so desire. Other prospective mentees may apply for inclusion at the discretion of the committee.
  - ii. The Committee will recruit members to participate in the program, match them with mentees, and provide overall periodic guidance.
  - iii. Mentoring activity shall be individualized to the needs and interests of the students as

they progress in their education and after their graduation.

- iv. Mentoring activity may be applied to members' renewal-participation requirements based on standards set by the committee.

9. Emerita-Past Presidents Circle (E-PPC)

A. Composition – The Immediate Past President will serve as chair of the E-PPC; the committee will consist of four additional Past Presidents. The chair will be responsible for selecting the committee members that should include representation from various years of Presidency.

B. Responsibilities – The E-PPC

- i. Will objectively identify potential candidates based on significant, long-standing contributions to the organization. Chapter Presidency, Committee Chair or LDEI service is not alone sufficient for qualification.
- ii. Will make recommendations to the Board of Directors on an annual basis, at the June Board Meeting, before the annual membership dues drive.
- iii. Will be responsible for creating biographies for each recommended Emerita and submitting these to the Board to be added to the LDNY website
- iv. Will contact each Emerita on an annual basis on May 1 with a deadline of June 1<sup>st</sup> to determine their status. The committee must follow up with Emerita at least two times prior to the deadline. If there is no response from Emerita by June 1<sup>st</sup>, the Emerita will become inactive.

**SECTION IV (B) – AD HOC COMMITTEES**

1. ANNUAL INDUCTION EVENT

A. Composition and Operation – The Committee shall consist of a Board-appointed chair and others whom the Board or the Chair may wish to call upon to provide special expertise, as volunteers.

B. Responsibilities – The Committee provides leadership in the planning and execution of the formal dinner or other important event that celebrates the induction of new members.

C. Procedures – The Committee shall operate with ample lead time to research and engage a special venue and arrange a unique food and wine event. The Committee is responsible for all details such as sourcing of beverages, preparation of printed materials, supervision of service, etc. that are necessary to ensure a professional event presented in a compact, usually weeknight frame. The Committee prepares the budget for the event (including covers, gratuities, mailings, menu, decor, photography, etc.) toward the goal of at least covering costs, preferably ensuring a small profit. Contracts or Letters of Agreement should be prepared for major expense items. The Chair is responsible for follow-up activity such as thank-you letters, acknowledgments, etc., as well as preparation of a report and memos to provide guidance for future chairs.

2. FALES LIBRARY COMMITTEE

- A. Composition – The Committee shall be composed of volunteer members, with its Chair appointed by the Board.
- B. Responsibilities – The committee shall be responsible for liaison with the Fales Library (NYU) management, including maintaining the evolving relationship between LDNY and the Library. The committee shall recommend to the board both temporary and/or longer-term initiatives, and lead or assist in organizing events. The committee shall work with the Archives committee to assist in defining and organizing those items of LDNY activity that need to be conserved in the Library and arranging for access to items as needed by members.
- C. Procedures and Policies – The committee chair is accountable for reporting to the Board occasionally on the state of the liaison with the Library and for bringing to the Board for approval recommendations for initiatives (including proposals for financial commitments) and events.

3. NOMINATING COMMITTEE

- A. Composition and Operation – The Committee shall consist of five voting members plus the President *ex officio*, who serves as a non-voting member. Of the five voting members, two shall be elected by the members at the Annual Meeting and three shall be chosen from the Board of Directors and elected by the Board at the first business meeting of the new Board. Chair will be appointed by the Board from the six members. No one serving on the committee can be chosen for the slate, as that is a conflict of interest. Committee members serve a one-year term with the exception of President, who may be the chair of this committee for only one of the two years.
- B. Responsibilities – The Committee is responsible for selecting a slate of LDNY Officers and Directors at Large as well as other elected positions (LDEI Delegates, Nominating Committee members, etc.) and presenting such slate to the Board for confirmation. The total number of board members is 12: 4 officers plus enough directors at large to equal 12. This number changes depending on whether there is an immediate past president, who serves a one-year term.
- C. Procedures – The President is responsible for notifying the Chair of the Nominating Committee by May 1 of the positions that will require election at the next Annual Meeting. The Committee's recommended slate is confirmed by a majority vote of the Board no later than its August meeting in order to allow the Secretary sufficient time to prepare and mail the ballot in accordance with the Bylaws.

D. Policies

- i. Eligibility: The Committee, in consultation with the Secretary, determines members' eligibility. Eligibility Policies include: Officers and other Directors at Large shall be chosen from the Active Membership. No one shall be elected to the office of President who has not first served as a Director at Large for one year. It is recommended that other Officer-nominees (Secretary and Treasurer) shall have served (or be currently serving) at least one year of a term as Director at Large. Any

- member in good standing is eligible for nomination for Director at Large. Any member being considered for election as an Officer or Director at Large must have attended a minimum of two events in the year prior to her nomination.
- ii. Obtaining of Commitment: In selecting candidates, the Committee is responsible for ensuring that any member asked to consider serving be fully apprised of the term and expectations of the office, including commitments to attend Board and other meetings and carry out designated responsibilities.
  - iii. Diversity: The Committee is to consider the Board's overall diversity, as well as ability and willingness to serve, when selecting candidates, and shall seek to include long-time experienced members as well as those new to the organization.

#### 4. PARLIAMENTARY

- A. Composition and Operation – The Committee shall consist of a Parliamentarian as appointed by the President and possibly an assistant. The Parliamentarian should be a current or former member of the Board.
- B. Responsibilities – The Parliamentarian acts as a resource to the President, Board and Committees with the goal of facilitating smooth operations of the organization within guidelines from Chapter Bylaws, Standing Rules, LDEI Bylaws and Policies, and Robert's Rules of Order.

#### C. Procedures and Policies

- i. The Parliamentarian attends all Board and annual meetings, if not in person, then by telephone availability. Unless an elected Director, the Parliamentarian does not have voting rights. She receives all copies of meeting minutes that are sent to Board members.
- ii. The President and the Parliamentarian are responsible for identifying needs for changes in Bylaws and Standing Rules and for initiating Board action.
- iii. The Parliamentarian assists the Secretary by maintaining current official copies of Bylaws and Standing Rules.
- iv. In the absence of the Parliamentarian (or by vacancy in the position) the Secretary is responsible for such duties.

#### 5. MEMBER ENGAGEMENT

The Ad Hoc Member Engagement Committee will consist of Six (6) members that will serve as a function of and report to the Membership Committee. The makeup of the Ad Hoc Engagement Committee will have a balance of recent, several years and long standing Dames. The purpose of this committee is to encourage engagement.

- 1. The Ad Hoc Member Engagement Committee will take an active role in the onboarding of newly inducted members during their first year of membership.

The Ad Hoc Member Engagement Committee will contact the recommending Dames of new members quarterly to check in about events they have attended with or invited their members to, and inquire about their members' involvement. The Ad Hoc Committee members will regularly communicate with first year members to ensure they are actively involved with LDNY activities and they will report findings to the Membership Committee, which will then communicate to the Board of Directors.

2. The Ad Hoc Member Engagement Committee will conduct a yearly short survey to the entire membership, requesting feed back and provide a space for comments. They will tabulate results and offer solutions in a written report to the Membership committee. The committee will make best attempts to personally contact members that do not respond to the survey, or have not attended events in the last calendar year, by phone, text or email, with the goal to reengage these members and promote involvement in LDNY activities.

*As Adopted by the Board of Directors November 4, 1998; amended June 1999, December 2002, April-September 2003, May 2004, December 2004, March 2008, November 2011, October 2013, January 2015, April 2018, April 2019, November 2020, June 2021, November 2021, November 2022, September 2024. January 2025. Please retain permanently (Updated 2025) or until revision issued.*

# LES DAMES d'ESCOFFIER --- NEW YORK CHAPTER

## BYLAWS

### ARTICLE I – Name and Purpose

Section 1. The name of this corporation is Les Dames d'Escoffier, Ltd. (hereinafter referred to as "Chapter").

Section 2. The purposes of the Chapter shall be:

- A. To contribute scholarship funds, awards, and grants to worthy women desiring to become professionals or to advance their skills in the fields of food, wine, other beverages, nutrition, the arts of the table and related disciplines;
- B. To promote the understanding, appreciation and knowledge of food, wine, other beverages, nutrition, the arts of the table, and other fields as they relate to these disciplines;
- C. To promote the education and advancement of, and to supply advice and assistance to, those in careers related to food and wine;
- D. To supply advice and assistance to members and the public in matters pertaining to food and wine;
- E. To promote improvement in the supply, preparation and service of food, wine, and other beverages;
- F. To publish such information as advances the purposes of the Chapter;
- G.** To solicit, collect and raise funds and other property for educational and other purposes of the Chapter;
- H. To maintain affiliation with Les Dames d'Escoffier International, Inc. (hereinafter referred to as the "Society")

## **ARTICLE II – Members**

**Section 1.** Members shall consist of women with at least five (5) years of professional experience who demonstrate achievement and accomplished stature in the food, beverage or hospitality industry, agree with the purposes of the Society and are willing to abide by these Bylaws and the Bylaws of the affiliation charter. A prospective member may contact the Chapter with interest for membership consideration or be invited to be considered for membership by any current or retired member of the Chapter in good standing. A member of one chapter of the Society may transfer membership to another chapter of the Society with the consent of the Board of Directors of the chapter to which she transfers. A Dame in good standing may be a member of more than one chapter at the same time. The maximum number of members is set by the Board of Directors as needed. Each member shall pay dues to the Chapter as determined each year by its Board of Directors and attend a minimum of two events, one of which may be the annual meeting, and fulfill any other requirements as they may be established by the Board of Directors and entered into Standing Rules. Failure to meet membership obligations will be subject to review by the Board of Directors.

**Section 2.** The specific date, time and place of the Annual Meeting of the Chapter members shall be determined by the Board of Directors. The said Annual Meeting shall be held each year between September 15 and October 15. Notices of the time and place of the Annual Meeting shall be delivered, either personally or by first class mail or by email, not less than twenty nor more than fifty days before the meeting upon each person whose name appears on the Chapter books as a member, and if mailed, such notice shall be directed to each Chapter member at the address as it appears on the Chapter books unless member shall have filed with the Secretary a written request that notices be mailed to some other address, in which it shall be mailed to the address designated in such request.

**Section 3.** By mailing or emailing at least three weeks prior to the Annual Meeting the members of the chapter shall elect by secret ballot the officers and directors-at-large from among their number. At the annual meeting the chapter members shall confirm the election of the officers and directors-at-large to serve their terms commencing at the close of the annual meeting. The President shall appoint, or in the absence of such appointment, the members may elect two persons to serve as inspectors of election at the Annual Meeting or special meetings.

**Section 4.** Special meetings of the Chapter must be called by the Secretary on receipt of the written request of the President or of ten percent of the members. Notice of a Special Meeting of the members shall comply with the provision of Article II, Section 1.

**Section 5.** At any meeting of the members, one third of the total number of members entitled to vote, present in person or by proxy, shall be a quorum for all purposes. In the absence of a quorum, a meeting may be adjourned to another time by vote of a majority of the Chapter members present in person or by proxy.

**Section 6.** At every meeting of the members, each member shall be entitled to vote in person or by proxy duly appointed by instrument in writing signed by such member and bearing a date not more than fifty days prior to said meeting. This proxy may be assigned to any other Chapter member. Each member may limit the proxy in any manner. Each member shall be entitled to one vote. Election shall be



had by a plurality vote and all questions decided by a majority vote of the members present and voting in person or by proxy at a duly called meeting except as provided by law.

### **ARTICLE III – Board of Directors**

Section 1. The Board of Directors shall consist of the elected officers, the immediate past President plus seven (7) Directors at Large, or eight (8) Directors at Large when the immediate past President's term on the board has expired. Directors-at-Large shall be elected for a term of two years to succeed those whose terms expire on the date of such meeting. Each Director shall be elected to serve until a successor shall be elected. No Officer or Director-at-Large shall be re-elected to the Board in the same position without first relinquishing her Directorship for a period of one year, after which period she may be re-elected to the Board. However, all Officers shall serve on the Board so long as they hold office and anyone elected succeeding to the office of President shall continue to serve on the Board for one year following the election of a successor.

Section 2. The Board of Directors shall have the management and control of its chapter, its funds and property, and shall make such rules and regulations for the management and operation not inconsistent with these Bylaws, the affiliation charter, the purposes of the Society and the Chapter, as the Board may deem necessary or expedient.

Section 3. Regular meetings of the Board shall be held at least every month on a day and at an hour set by the Board and at such other times by order of the President, or by the Secretary at the request of one fifth of the Directors. One third of the entire number of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as provided by law.

Section 4. Notice of all Directors' meetings shall be given by mail at least ten days or by telephone at least five days before the meeting. Any and all Chapter business may be transacted at any Directors' meeting.

Section 5. All the corporate powers, except such as are otherwise provided for in these Bylaws and by statute, shall be and hereby are vested in and shall be exercised by the Board of Directors.

Section 6. In respect of all questions regarding interpretation of these Bylaws, the decision of the Board of Directors shall control.

Section 7. Any vacancies on the Board of Directors shall be filled by the President with the approval of the Board.

Section 8. The Board of Directors may remove a member of the Board for cause. The Board shall first give the member written notice of the cause for removal and the opportunity to be heard by the Board at a meeting scheduled no earlier than fourteen days after the provision of such notice. The written notice of such meeting shall include an agenda item for the removal of the Board member and a statement of the cause. A Board member's removal for cause shall require a vote of two-thirds of the full Board of Directors at such meeting, and the action of the Board shall be final.

## **ARTICLE IV – Officers**

**Section 1.** The Officers of the Chapter shall be a President, a Vice President, a Secretary, a Treasurer and such other Officers as may be deemed necessary by the Board of Directors.

**Section 2.** The President and immediate Past President shall hold office for one year. The Vice President, Secretary, Treasurer, and the Directors-at-Large shall hold office for two years. No individual shall be elected to any office for more than two full years, but after relinquishing such office for twelve months may be re-elected thereto. The President may elect to extend her one-year term for an additional one year by giving notice to the Board of Directors no later than May 1<sup>st</sup>, and her term shall be extended upon approval of the Board. If the President does not serve a second one-year term, the Vice President shall assume the position of President.

**Section 3.** No one shall be elected to the office of President who has not first served as a Director for one year. The President shall preside at all meetings of the members and the Board of Directors of the Chapter and shall be an *ex-officio* member of all Committees including the Nominating Committee. The President shall sign the name of the Chapter to all written contracts authorized by the Board of Directors and such contracts shall be counter signed by the Secretary, or in case of absence or incapacity, by the Treasurer or by some other individual designated by the Board. In the event of the death, incapacity or resignation of the President, the Vice President shall succeed to the Presidency.

**Section 4.** The Vice-President shall assist the President in tasks assigned by the President or the Board and shall perform the duties of the President in the event of absence or incapacity.

**Section 5.** The Treasurer shall collect and keep all funds of the Chapter and disburse them under the direction of the Board of Directors. She shall keep the Chapter account and shall make a report of its financial condition annually and at such other times as shall be required by the President or the Board. The Treasurer shall maintain status of the Chapter as non-profit organization according to applicable federal and state laws.

**Section 6.** The Secretary shall record and certify the minutes of the meetings of the members and the Board, issue notices of Board meetings, and keep records of attendance at Board meetings. The Secretary also shall keep the roll of members, issue all ballots, and notices of meetings of members, and conduct correspondence of the Chapter and of the Board as directed. All minutes or copies thereof shall be made available at a reasonable time prior to the next meeting. The Treasurer shall keep the seal of the Chapter.

**Section 7.** If any officer is unable to serve for any reason, the vacancy shall be filled by the President with the approval of the Board within thirty days.

## **ARTICLE V – Committees**

Section 1. The Board of Directors, the members or the President may establish such Committees as may be necessary from time to time to promote the purposes of the Chapter. Except when elected the members of these Committees shall be appointed by the incoming President with the consent of the Board. All proceedings of these Committees shall be reported to the Board at its next succeeding meeting and shall be subject to revision or alteration by the Board, provided that no rights of third persons shall be prejudiced by such revision or alteration.

Section 2. The Nominating Committee shall be responsible for the nomination of Directors and Officers, Directors of Les Dames d’Escoffier International, and the elected members of the Nominating Committee. The Nominating Committee shall consist of five members plus the President as an ex-officio member without voting privileges. Of the five voting members, two shall be elected by the members at the Annual Meeting and three shall be elected by and chosen from the Board of Directors at its meeting next following the Annual Meeting of the members.

Section 3. The Les Dames d'Escoffier International Committee shall be responsible for various liaisons with the international body as directed by the Chapter Board and shall manage the representation of the Chapter at the International Annual Meeting with the approval of the Board. The committee shall consist of one member per 25 chapter members including the President as an ex-officio member with voting privileges, and as many additional non-voting members as needed to serve. Of the six voting members, two shall be elected by the members at each Annual Meeting to serve one-year year term.

## **ARTICLE VI – General**

Section 1. Any person made a party to any legal action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that she is or was a Director or Officer of the Chapter shall be indemnified by the Chapter against judgments, fines, amounts paid in settlement, and reasonable expenses (including fees of an attorney retained with the consent of the Board of Directors) to the extent provided by Law.

Section 2. No member shall enter into any obligation, promise, or commitment, verbally or in writing, on behalf of the Society, the Chapter, or any segment thereof without written consent of the Board of Directors reached by majority vote.

Section 3. The Chapter's fiscal year shall be fixed by the Board of Directors.

Section 4. In the intervals between meetings of the Board of Directors or any Committee thereof, the presiding officer of such body may submit to the members of such body resolutions relating to the Chapter's affairs which require its prompt attention. The resolutions may be adopted by the majority consent of the members of such body communicated by mail, e-mail, and voice mail, facsimile or telegraph with the same force and effect as if adopted at a meeting of such body duly called to consider and take action upon said resolutions.

Section 5. Any one or more members of the Board of Directors or any Committee thereof may participate in a meeting of such Board or Committee by means of a conference telephone or similar

communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6. These Bylaws may be amended by a vote of two thirds of the Board of Directors at any meeting of the members of the Board provided that a copy of the Bylaws to be amended and of the proposed amendments be included in the written notice of such meeting. Any Bylaws amended by the Board of Directors shall be subject to ratification by a majority of the members either by mail or at the next following Annual Meeting of the Chapter membership provided that a copy of the Bylaws to be amended and of the proposed amendments is included in the mailed notice.

Section 7. All meetings shall be governed in parliamentary procedure by the current edition of *Robert's Rules of Order Newly Revised*, except that these rules may be suspended by resolution duly adopted as provided therein.

*As Adopted by the Board of Directors November 4, 1998; amended June 1999, December 2002, April-September 2003, May 2004, December 2004, March 2008, November 2011, October 2013, January 2015. 2019. November 8, 2021.*