

**BY LAWS
OF
AMERICAN CULINARY FEDERATION CHAPTER
WASHINGTON STATE CHEFS' ASSOCIATION**

ARTICLE I

Name

This organization shall be called the American Culinary Federation Chapter, Washington State Chefs' Association (ACF/WSCA).

ARTICLE II

Preamble

The objective of this Association is to promote education of its members and the general public by helping to improve their knowledge, skills, ability, and culinary arts in the food service industry.

In order to achieve these aims, the following Bylaws have been adopted to govern the procedures and activities of the ACF Washington State Chefs' Association, and its membership.

ARTICLE III

Membership

Section I – Eligibility

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

Section II – Categories of Membership

There shall be eight categories of ACF/WSCA membership as follows:

(a) Junior Culinarian. A Junior Culinarian shall be a high school student between 16 and 18 years of age. Junior Culinarians shall have no vote.

(b) Student Culinarians. A Student Culinarian shall be a person that is involved in the culinary profession and have fewer than two years work experience at the time of joining. A Student Culinarian shall be a student enrolled in a post-secondary culinary education program, or a registered apprentice as defined by the ACF apprenticeship training program. A Student Culinarian shall have no vote in any electoral proceedings of the ACF/WSCA. Student Culinarian membership shall be subject to a lifetime limit of four years.

(c) Culinarians. A Culinarian shall be individuals including line cooks, bakers, pastry cooks or other culinarian not involved in the management or supervision of the respective property with a minimum of 6 months full time employment. A Culinarian shall be pursuing on-the-job training and experience necessary to advance to the membership level of Professional Culinarian. A Culinarian shall have one-half (1/2) vote in any electoral proceedings of the ACF/WSCA. A Culinarian membership shall be subject to a lifetime limit of five years.

(d) Professional Culinarians. A Professional Culinarian shall be a person with at least three years full-time employment in the culinary profession. A Professional Culinarian shall have one vote in any electoral or other voting proceedings of the ACF/WSCA.

(e) Senior Professional Culinarians. A Senior Member shall be a person at least 65 years of age, retired from employment and who shall have been an ACF Professional Culinarian member for a minimum of ten (10) consecutive years at the time of retirement. Regardless of age, a member with at least seven (7) years tenure in any category who is permanently and totally disabled from culinary employment shall be eligible for ACF Life Senior Professional Culinarian membership. Senior Professional Culinarians shall retain the rights and privileges of the membership category from which they retired, including the right (if any) to vote in any electoral or other voting proceedings of the ACF/WSCA. Senior Culinarians cannot hold elected national office. This membership category shall include all Retired Disabled and Life Senior Chef members.

(f) Associate Member. An Associate Member shall be a representative of a group, company or corporation providing products or services to the culinary profession. Associate Members shall have no voting rights and cannot hold elected national office. An Associate Membership may designate not more than two of its executives or employees to represent them at any or all functions, except closed meetings of the Board of Directors. Associate members shall have no vote, hold no office, but may be appointed to special committees.

(g) Allied Member. An Allied Member shall be a person employed in a field related to the culinary profession (such as dietetics, home economist, food stylist, etc.) who does not qualify at any level of professional membership of the ACF. Additionally, any person who wishes to support and promote the ACF/WSCA and culinary profession may become an Allied Member. Allied Members shall have no voting rights and cannot hold elected national office.

(h) Culinary Enthusiast Member. A Culinary Enthusiast Member shall be a person of the general non-food professional community that has a passion for the culinary arts. A Culinary Enthusiast Member shall have no voting privileges. A Culinary Enthusiast Member cannot hold elected national office.

(i) National Member. The National Membership Category may include all levels of membership as defined and stated in the ACF Bylaws. This category is designated for potential members that are located overseas and cannot take advantage of attending a chapter

meeting/function. National Membership within the United States shall be designated "National Membership Status." Chapter membership is encouraged over National membership whenever possible. A National Member shall have all voting privileges as reflective of his or her membership level and shall be eligible to vote only in the National election. An ACF National Member residing within the United States and its territories shall be eligible to run for national office.

Notwithstanding the provisions of Subsections (a) through (i) above, members who belong to the National Chapters shall not be eligible to serve as national officers or at-large directors, or to vote in regional elections.

Section III – Chapter Membership

All local chapter memberships must fall into one of the membership categories listed in Article II, Section 2 of this Article II. No other membership categories shall be recognized by the ACF/WSCA. ACF/WSCA members must maintain their chapter membership in order for their national membership to remain in good standing. However, this requirement shall not apply to National Honorary, National Life and International Members, and shall not be construed to prevent members from transferring chapters.

Section IV – National ACF Membership

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

Section V – Property Member

Property Members shall include all specific categories of Junior Culinarian, Student Culinarian, Culinarian or Professional Culinarian. A Property Membership shall allow a property to maintain a consistent culinary membership presence reflective upon employment within the Culinary/Food & Beverage department of said property.

The individual member shall remain a Property Member as long as he or she is employed by that property. If the individual member's employment ends before the property anniversary date, they shall have the option of becoming an individual member within their respective category by paying a full year's dues.

Property members who are not a member of the local or national chapter are not eligible to vote in regional or national elections nor hold regional or national office. Individual Members shall be encouraged to join the local chapter of their choice. A Property Member shall not be authorized to form its own chapter.

If an individual property member is also a member of a local chapter, such individual member shall have regional and national voting rights. If such individual member chooses to join the national chapter such individual member shall have national voting rights.

Section VI – Voting Rights

All voting members may vote in all ACF/WSCA elections. Bylaw change proposals and other voting asked for by the President and/or Board of Directors are voted on by Full Vote members. All other business requiring the vote of members is vested in the Board of Governors.

Section VII – Membership Obligations

As a condition of membership, all ACF/WSCA members shall be bound and abide by the ACF/WSCA Bylaws, policies and procedures, as amended from time to time, including without limitation, the Culinarians Code and the ACF rules governing Unethical Conduct, the procedure for joining the ACF/WSCA, and termination and suspension of membership.

ARTICLE IV

Funds

Section I. The funds and property of the Association shall be owned and controlled by the Association, and shall not be devoted to any other purpose than the uses of the Association, and expenditures legitimately made for the Association purposes mentioned in the Articles of Incorporation.

Section II. The funds may be invested from time to time by the Directors as the Association shall direct, but no part thereof, or of the Association's property, or of the proceeds of any sales of such property, shall ever be divided among the members.

Section III. In the event of dissolution of the Association all funds remaining after the payment of debts and obligations shall be disposed of by distribution to the Seattle Children's Orthopedic Hospital and Medical Center in Seattle, Washington.

ARTICLE V

Meetings

Section I. The general business meetings of this Association shall be held a minimum of four times yearly, the date and location to be decided upon by the President. All members may attend general meetings. These meetings will regularly be held on the second Monday of each month, except when otherwise announced by the President. The President shall set the agenda for these meetings.

Section II. A special meeting may be called by the President at their own discretion and shall be called by them when so required for purposes of the Association. No business, except such as is specified in the notice, shall be transacted in any special meeting.

Section III. If ten (10) voting members in good standing request a meeting with the Board of Directors, the President shall call the same and state the object thereof.

Section IV. At a general meeting of the Association, ten (10) voting members shall constitute a quorum.

Section V. The Board of Directors will have a minimum of ten meetings each year, the date and location to be decided upon by the President. The President will arrange and provide agendas for

each of these meetings. Any member may attend these meetings as an observer. Members who wish to bring matters before the Board must be placed on the agenda by the President, in advance of the meeting's start.

ARTICLE VI

Entrance Fee and Dues

Section I. Admission and initiation fees for the Association shall be determined by the Board of Directors. Upon determination, the Board shall go to the general membership for approval of changes. Upon announcement of proposed changes at a general meeting and in the following ACF/WSCA Newsletter, discussion and voting will take place at the next general meeting following announcement. Approval will carry with simple majority of voting members present at the general meeting.

Section II. Each member, except Honorary and Lifetime members, shall pay membership dues each year, in accordance with ACF national dues timelines.

Section III. Honorary members shall pay no dues.

Section IV. Lifetime members shall pay no dues.

Section VI. Retired members shall pay National dues only.

ARTICLE VII

Termination of Membership

National Office will send reminders 30/60 days prior to the expiration of membership. If the member fails to submit their annual dues, prior to the anniversary/renewal date, the member will have their Chapter membership suspended, coinciding with the deletion of the ACF National membership.

ARTICLE VIII

Honorary and Associate Membership

Section I. Upon approval of the Board of Directors, Honorary membership may be offered to any individual making outstanding contribution to the furtherance of the goals of the ACF/Washington State Chef's Association. Honorary members shall have no vote, no dues, hold no office, but may be appointed to special committees.

Section II. Any firm or corporation engaged in the manufacture or processing of foods, supplies or equipment used in the culinary arts, or engages in the sale and/or distribution thereof to the culinary profession, or engaged in rendering service to the culinary industry may apply to become an Associate member. Upon its approval by the Board of Directors and the payment of the then current annual Associate Membership dues, such firm or corporation shall be an Associate member for the current year. It may designate not more than two of its executives or

employees to represent them at any or all functions, except closed meetings of the Board of Directors. Associate members shall have no vote, hold no office, but may be appointed to special committees.

ARTICLE IX

Reinstatement of Expelled Members

When a member has been expelled from the Washington State Chefs Association, said member cannot be reinstated as a member unless two thirds (2/3) of the Board of Directors vote for the re-admission of the expelled member.

ARTICLE X

Government

Section I. The government and management of this Association shall be vested in a duly elected Board of Directors and officers, to wit: President, Vice President, Secretary, Treasurer, (a Sergeant of Arms,) and at least six (6) directors, said officers to also serve as Directors of the Association, seven (7) of whom shall constitute a quorum for the transaction of business at Board meetings. This group being hereafter referred to as the ELECTED Board of Directors. Said officers (and directors) shall hold office for a two year term or until their successors are elected and qualified except as restricted by the statutes of the State of Washington or the By Laws of this Association. The Elected Officers; President and Secretary, shall be elected into office for the terms beginning in the EVEN years and the Vice-President and Treasurer shall be elected into office for the terms beginning in the ODD years. The intent of this will allow for the overlap of newly elected officers. If an elected Officer is not able to fulfill the completion of the two-year period in office, his or her position will be filled, as per usual, for the remaining period of time for that particular position.

Directors shall hold office for a period of two (2) years with three being elected each year, or until their successors are elected and qualified except as restricted by the statutes of the State of Washington or the Bylaws of the Association, allowing for three (3) directors to overlap those just being elected. The immediate past President shall automatically become Chairman of the Board of Directors.

ARTICLE XI

Board of Directors

Section I. The business and affairs of this Association shall be managed by a Board of Directors consisting of not less than ten (10) members as hereinafter provided. The President, Vice President, Secretary, Treasurer and Sergeant at Arms, standing committee chairs, and others as appointed by the board and with approval of the general membership, shall be members of the Board of Directors. Those above mentioned board members who are elected by the membership shall have voting privileges; those members who are appointed shall be non-voting. Each year

the Associate members shall choose one fellow member to be representative to the Board of Directors. Said representative will have one vote in all Board matters. Vacancies on the Board of Directors shall be filled by the remaining members of the Board, or by means unanimously determined by the Board. Each person so elected shall be a Director until his successor is elected at the next proper election. Standing committee chairs and other appointed positions shall be re-appointed following each Presidential election.

Section II. The elected Secretary shall take and provide minutes of all Board Meetings and others as directed by the President. This responsibility shall be delegated with approval of the President.

Section III. The elected Treasurer shall furnish to the Board of Directors and Trustees, prior to each Board of Directors Meeting, an accurate financial statement setting forth the disbursement and receipts of all funds received by the association of the preceding month and all other financial information of the association requested by same.

Section IV. Removal of Board Members. The Board of Directors may, by a vote of two-thirds of its members, remove any officer or director, or expel any member after ten (10) days written notice stating that such removal or expulsion is under consideration, and the reasons therefore, served personally or by registered mail to the last known address or such officer or member. The Officer, Director or member accused shall, upon request, be entitled to a hearing prior to action. The procedure at such hearings shall be determined by the Directors, and their decision as to the existence of a cause for expulsion shall be final and conclusive. Any vacancy in any office or in the Board of Directors resulting from such expulsion shall be filled in the usual manner. The general membership may, by two thirds (2/3) vote of its members; remove any officer or director by following the aforesaid procedure.

Section V. The ex-officio member of the Board shall be the immediate Past President of the Association, if their term of office as a director has expired. Ex officio members of the Board of Directors may attend all regular and special meetings shall have no vote and shall be ineligible to hold office.

Section VI. The absence of the Director from three (3) consecutive Board of Directors' meetings without contacting the President shall be construed as a resignation.

ARTICLE XII

Election of Directors and Officers

Section I. Time of Election. The elections of Officers and Directors shall take place at the regular meeting in November of each year.

Section II. Nominating Procedure. The President shall, before the regular meeting in September each year, appoint a nominating/election committee of not less than three (3) members, said committee will form a slate of nominees for Officers and Directors. Nominations will be taken from the general membership beginning with the September general meeting and continuing through the publishing date for the ACF/WSCA newsletter, which announces the November meeting. This same newsletter will also list all nominees.

The Nominating Committee will make every effort possible to present a full ballot of opposing candidates.

All nominees for president shall have been a member of the ACF/WSCA for a period of three years, served as a committee chair or on the Board of Directors, and hold Professional Culinarian membership.

All nominees for other offices and Board of Directors shall have been a member of the ACF, for a period of three years and be a full voting member of the ACF/WSCA.

Section III. Conduct of Election. The nominating committee shall have distinguishable ballot slips for each designation of voter. Ballots within each designation shall be of uniform in size and color on which shall be written the name of the member to whom the vote is given (for whom the vote is cast).

Absentee Ballots must be requested from the nominee chair no later than one week previous to the November meeting, nominee chair will record names of those members requesting same and take measures to insure that those members do not receive additional ballots. Absentee ballots must be received by the chair no later than the night of the November meeting, in a sealed envelope with requesting member's name and address printed on front. Said sealed envelopes will be opened by the committee, only, at the November meeting at the time of the ballot counting.

Voting privileges of members will be in accordance with ACF national bylaws.

Section IV. Elections shall be conducted in the manner here-in-after described. All elections are to take place at the November general meeting of the Association.

Each year there will be an election for two (2) of the officers' position. The President and the Secretary elections will be held in the ODD years for the terms beginning in the EVEN years, and the Vice President and Treasurer elections will be held in the EVEN years for the terms beginning in the ODD years. All elected officers positions shall be for a period of two year term in office. Each year, three (3) of the six Directors shall be elected for a two (2) year term of office. Each officer and Director so elected shall automatically become vested with the power and authority of a Director on the first day of January following his election, and his duties and obligations shall commence at the same time. The duties and obligations of all retiring Directors, as well as their powers and authorities, automatically cease as of the first day of January following the year of their term in office.

Section V. Succession. The President shall hold no more than two (2) consecutive terms. Directors or other officers may succeed themselves to consecutive terms in office if so desired by the general membership.

Section VI. The new officers and directors shall take office the 1st day of January following the election meeting and shall serve for terms as outlined in Section IV.

ARTICLE XIII

Powers of Officers and Directors

Section I. The Directors shall have full power to act in all matters pertaining to the government of the Association in compliance with the Bylaws of the Association.

Section II. Any and all acts of the Board of Directors, with exception of those pertaining to the routine business of the Association, may be rescinded within 90 days following such action, providing proper notification has been given to the membership. It shall require a two-thirds (2/3) majority of the eligible voting members present at a meeting of the Association to annul, or alter, any action taken by the Board of Directors.

Section III. Charters. All charters, societies, assorted groups or special affairs either sponsored by or affiliated with ACF/WSCA or any person, persons or groups using the name ACF/WSCA, without the consent of the Board of Directors of this Association is strictly forbidden. The Board of Directors shall have approval of all the afore-stated actions.

Section IV. All committees shall be subject to the supervision of the President and Board of Directors. The first member named on a committee shall act as chairman of said committee unless another chairman is chosen by the Board of Directors or committee. The mover of a resolution referred to a special committee is usually the first name thereon.

ARTICLE XIV

Auditing Committee

Three members, at least one being a trustee, appointed by the President, by January 1 of each year, shall constitute the auditing committee. Said appointment shall be ratified by a majority vote of the Board of Directors. They will audit all moneys and papers pertaining to the Association at least once each year, or at any time as directed by the Board of Directors.

The Board chair will coordinate the auditing committee and previous year's treasurer to insure that yearly audits will take place in a timely manner to allow for the audit report at the February meeting of each year.

ARTICLE XV

Grievance

Section I. The Board chair shall act as grievance committee chair and will initially hear grievances from members to determine if they have foundation to be investigated. If the grievance involves the Board chair, then the Vice President shall assume position as committee chair. Board members will channel members with grievances to committee chair and should remain impartial to foundation of grievance until brought before the committee.

Section II. The Elected Board of Directors shall act as grievance committee (chair) with their decisions being final.

Section III. Elected Board members directly involved with grievance shall not serve as committee.

ARTICLE XVI

Trustees of the ACF/WSCA

Section I. Members. There shall be a minimum of three at any time. The President shall appoint qualified members to fill vacancies. Said appointees shall be approved by the Board of Directors, then by a simple two-thirds (2/3) of the voting membership present at the following general meeting.

Section II. Qualifications. All appointees shall have to be a past president of the ACF/WSCA, not hold a position as officer or Board chair on Board of Directors during the time as trustee, and be a member active in the Association.

Section III. Duties/Responsibilities:

1. To give advice, raise concerns and have access to all information regarding the annual elections and building fund.
2. To meet with the Treasurer yearly, whether or not to perform a simple audit or have a professional audit of the previous year's financial data, and to incorporate their decision or findings in their annual report to the general membership.
 - a. Simple audit would be performed by three members of the Trustees. They would give advance notice to current & immediate past Treasurer of what they wanted to audit.
 - b. With direction from or approval of the BOD, Trustees would arrange for a professional audit of chapter's financial records.
3. To serve as an informational source to all members.

ARTICLE XVII

Building Fund

Section I. Disbursement of funds of the ACF/WSCA Building Fund shall be done only after the following steps have been taken.

1. Amount of requested disbursement and reasons for, will be presented at the Board meeting and all pertaining subsequent meetings.
2. Affirmative majority vote of combined Board of Directors and Trustees.
3. Following above steps, all voting membership will be notified of said request for disbursement and meeting at which they will be able to vote or withdrawal.
4. At said meeting, after sufficient discussion, a simple majority of voting members in attendance must vote for approval.

ARTICLE XVIII

Amendments

Section I. These Bylaws may be amended by two-thirds (2/3) vote of the voting members of the association.

Section II. A proposal to amend the Bylaws may be initiated by the Board of Directors or by a two-thirds (2/3) majority of the voting membership.

Section III. Upon receipt of an authorized proposal to amend Bylaws, the Secretary shall cause full text of the proposed amendment to be printed with the summary of the argument available, both for and against adoption of the proposed amendment. It shall be circulated at least thirty (30) days before a ballot is mailed to each member.

Section IV. If two-thirds (2/3) of the members eligible to vote shall vote in favor of the adoption, the proposed amendment shall be adopted.

ARTICLE XIX

Dissolution

Section I. The Washington State Chefs' Association may be dissolved by the affirmative vote of three-fourths (3/4) of all of the voting members of the Association. A special meeting must be held for such a purpose with at least sixty (60) days notice in writing to all members.

Section II. In the event of the dissolution of the Washington State Chefs Association, all funds remaining after the payment of the debts and obligations shall be distributed to the Seattle Children's Foundation.

ARTICLE XX

Rule of Order

Robert Rules of Order, latest revision, is the basis for handling any matter of procedure not otherwise covered in these Bylaws. All meetings shall be conducted under these rules.

ARTICLE XXI

Interpretations

Section I. Upon all questions arising as to the construction of these Bylaws, the decision of the Board of Directors shall be final, unless rescinded by the Association at a general meeting, or a special meeting called for that purpose.

Section II. Wherever the words two-thirds (2/3), three-fourths (3/4) or majority appear, it shall mean of the eligible voting members, unless otherwise stipulated or required.

Section III. Whenever the words member or members are used in these Bylaws, it means of this Association.