

**Bylaws of THE FOUNDATION OF  
THE NATIONAL ASSOCIATION FOR CATERING AND EVENTS**

**SECTION 1: NAME**

The name of this corporation is THE FOUNDATION OF THE NATIONAL ASSOCIATION FOR CATERING AND EVENTS, HEREAFTER KNOWN AS THE FOUNDATION OF NACE, A Non-Profit Benefit Corporation registered as a 501(c)(3).

**SECTION 2: LOCATION**

The principal office of the Foundation shall be housed within the National Association for Catering and Events headquarters, or as determined by the board of trustees of the Foundation. The board may at any time change the location or establish branch or subordinated offices at any other place or places where the corporation is qualified to conduct its activities.

**SECTION 3: PURPOSES AND LIMITATIONS**

- A. General Purpose: This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.
- B. Specific Purpose: The specific purpose of this corporation is to provide a vehicle for tax deductible contributions to support catering and events related education, scholarships, research, and philanthropy.
- C. Limitations: This Corporation shall not; except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation. The Corporation shall not carry on any other activities not permitted to be carried on:
  - a. By a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.
  - b. By a Corporation, contributions to which are deductible under Sections 170c2 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law. Further, no substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

**SECTION 4: MEMBERS**

This Corporation shall have no members. The corporation may refer to persons or entities associated with it as "members," but no such reference shall constitute anyone a member.

**SECTION 5: ELECTION OF BOARD OF TRUSTEES**

- A. The Board of Trustees shall consist of three (4) Officers: President, Vice-President/President-Elect, Past President and Secretary/Treasurer. There shall be a minimum of two and a maximum of four additional Trustees, and the NACE Executive Director (ex-officio). Fifty percent of the Trustees must be members in good standing of the National Association for Catering and Events.

**SECTION 6: COMMITTEES AND TASKFORCES**

- A. The board may appoint committees or task forces, as needed to fulfill its mission.

**SECTION 7: ELECTION OF OFFICERS AND TRUSTEES**

- A. The President shall set the election date by January 1, annually.
- B. The Slate of Trustees will be presented by the Past President to the full Board 60 days prior to the start of the new Board terms.
- C. Each Officer's term of service shall be for one year, beginning July 1 and ending June 30 of the following year.

- D. The annual Election of Officers is by a majority vote of the Trustees.
- E. The Secretary/Treasurer and Trustees shall serve no more than (5) five consecutive, (1) one-year terms.
- F. The term of Past President shall be for (1) one, (1) one-year term.
- G. The term of President shall be for (1) one, (1) one-year term.
- H. The term of Vice President shall for (1) one, (1) one-year term.

## **SECTION 8: TRUSTEE POWER**

- A. General Corporate Powers - Subject to any limitations of the Articles of Incorporation or bylaws regarding actions that require approval of the Trustees, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees.
- B. Specific Powers - Without prejudice to the general powers set forth in Section 6A(1) of these bylaws, but subject to the same limitations, the trustees shall have the power to:
  - a. Appoint and remove all of the Corporation's Officers, Agents and Employees; prescribe powers and duties for them that are consistent with law, with articles of incorporation, and with these bylaws; and fix their compensation and require from them security for the faithful performance of their duties.
  - b. Change the principal office or the principal business office from one location to another; cause the corporation to be qualified to conduct its activities in any state, territory, dependency, or country; and designate any place for holding any meetings.
- C. Vacancies on the Board.
  - a. Events Causing Vacancy - A vacancy or vacancies on the board shall exist on the occurrence of the following: The death or resignation of any Trustee; or by declaration of unsound mind by an order of the court, convicted of a felony, or found by final order or judgment of any court to have breached a duty of law governing non-profit public corporations; or by a majority vote of the Board of Trustees.
  - b. Resignations - Except as provided below, any Trustee or Officer may resign by giving written notice to the President of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Trustee's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. If the President is resigning his/her position, the resignation shall be submitted to the current Board of Trustees.
  - e. Filling Vacancies - Vacancies on the board shall be filled by a majority vote by the Board of Trustees at any time, following the previously outlined process.
  - d. Trustees' Meetings - Any meeting may be held by conference telephone or similar communication equipment, as long as all Trustees participating in the meeting can hear one another. All such Trustees shall be deemed to be present in person at such a meeting. Telephone meetings are considered regular meetings. Meetings of the Board shall be held at any place that has been designated.
    - 1. Annual Meeting - The Board shall hold, annually, a regular meeting for purposes of organization and transaction of other business. The annual meeting shall be held between the dates of June 1 and September 30. Twenty-one (21) days' notice must be provided prior to the annual meeting. The specific purpose need not be specified.
    - 2. Special Meetings - Special meetings of the Board may be called at any time by any Officer, or any two Trustees. Special meetings for the purpose of removing an Officer or Trustee can be called by twenty-five (25) percent of the Board.
    - 3. Notice - Notice of the time and place of special meetings shall be given to each trustee by one of the following methods: By first class mail or priority mail; by email; by telephone; or by any other reasonable method.
    - 4. Time Requirements and Notice Contents - Twenty-one (21) days' notice must be provided prior to any face-to-face meeting. All other meetings require 36-hours notice. The notice shall state the time and place of the meeting. It need not specify the purpose of the meeting.

5. Quorum - A majority of the Trustees shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Trustees present at a duly held meeting at which a quorum is present shall be the act of the Board. Actions may not be taken or decision made and approved without a quorum and majority rule.
6. Adjournment - A majority of the Trustees present may adjourn any meeting to another time and place.
7. Notice of Adjourned Meeting - Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given. The Secretary will ensure all Trustees are notified of future meetings.
8. Action without a Meeting - Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.
9. Compensation and Reimbursement - Trustees will receive no reimbursement for their services or personal expenses as they related to serving on this Board.

D. Responsibilities of Officers:

- a. President - Subject to such supervisory powers as the board may give, and subject to the control of the board, the President shall oversee the foundation's affairs. The President shall preside over all Board meetings and shall have such other powers and duties as the board or the bylaws may prescribe.
- b. Past President - The Immediate Past President shall work with the Executive Director on governance matters. Oversee the election process. Provide board training alongside the Executive Director. Manage donor relationships with support from staff liaison.
- c. Vice President/President-Elect - If the President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions of the President. The Vice President is responsible for fulfilling the duties of the President, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.
- d. The Secretary/Treasurer - Responsible for monitoring and reporting on the financial affairs of the Foundation and assisting with the legal documents management for the organization, to include minutes of all meetings, proceedings and actions of the Board.

E. Responsibilities of Trustees:

- a. All Trustees have the responsibility to follow the duties of care, loyalty and obedience to the Foundation.
- b. Trustees are expected to support the financial maintenance and growth of the Foundation.
- c. Trustees are expected to attend all Foundation meetings, with only two unexcused absences.
- d. Trustees are expected to support and execute the mission and strategic initiatives of the Foundation.
- e. All Trustees will sign the confidentiality and expectations document for service at the start of the new term.

## **SECTION 9: INDEMNIFICATION**

- A. Right of Indemnity - To the fullest extent permitted by law, this corporation shall indemnify its Trustees, Officers, Employees, and other persons, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceedings".
- B. Approval of Indemnity - On written request to the Board by any person seeking indemnification, the Board shall promptly determine whether the applicable standard of conduct has been met and, if so the Board shall authorize indemnification within the parameters of the law.
- C. Advancement of Expenses - To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification of these bylaws in defending any proceeding covered shall be advanced by the corporation before final disposition of the proceedings. The

