



BYLAWS OF THE

CHAPTER OF THE NATIONAL ASSOCIATION FOR CATERING AND EVENTS

PREAMBLE

National Association for Catering and Events is subject to, and governed by, the New York Not-for-Profit Corporation Law (the "N-PCL"). In the event of a conflict between the provisions of these Bylaws and the provisions of the N-PCL, the N-PCL shall prevail. In the event of a conflict between the provisions of these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall prevail. NACE Chapters shall follow these provisions.

ARTICLE 1 – NAME and Mission

The name of this chapter is the _____ of the National Association for Catering and Events ("Chapter").

The mission is to be the premier resource and community for catering and event professionals.

ARTICLE 2 – PURPOSES and LIMITATIONS

- 2.1. Purposes. NACE has been recognized as exempt from federal income taxation under Section 501(c)(6) of the Code and shall be operated exclusively to assist caterers and event professionals in achieving career success by raising the level of education and professionalism in the catering industry; and to carry on such other activities as are permissible for corporations exempt from federal income tax under section 501(c)(6) of the Code.
- 2.2. Limitations. NACE shall not engage in any activities or exercise any powers that are not in furtherance of its purposes. NACE shall not carry on activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code or the corresponding provisions of any future United States internal revenue law.

ARTICLE 3 – MEETINGS OF NACE MEMBERS

- 3.1. Annual Meeting. The members of the Chapter shall hold an annual election and/or business meeting of NACE members between (meeting dates) _____ for the election of officers and directors and other NACE business.
- 3.2. Special Meetings. The President or the Board of Directors of a chapter of NACE may call special meetings of NACE for any purpose. Notice for any special meeting shall be given in the same manner as for the Annual Meeting, except that it shall also specify the purpose of the meeting, and only fourteen (14) days' notice shall be necessary.
- 3.3. Notice. Notice of meetings shall be provided to all members at least fourteen (14) days before the time appointed for such meeting. Notice shall state the place, date, and hour of the meeting and, unless it is an Annual Meeting, indicate that the notice is being issued by or at the direction of the person or persons calling the meeting. Members shall have seven (7) days from date of said notice to request additions to the agenda. In the event of an emergency affecting the Annual Meeting, and not of a personal nature, the President or the Board of Directors may adjourn such meeting to another time or place. Notices can be communicated by mail, email, or fax.

- 3.4. Chair. The President shall preside as Chair at all meetings of the membership. In the absence of the President, the President-Elect or Vice President shall serve as temporary Chair.
- 3.5. Voting Members. Voting members will be considered professional members in good standing, who's chapter membership is designated as this Chapter.
 - 3.5.1. Process of Certifying Voting Members. A designated chapter leader, as identified by the board, will confirm that all members are members in good standing at least 7 days prior to elections.
 - 3.5.2. Authority of Voting Members to Act. Any member duly certified to act as a voting member shall have and may exercise all the powers, rights, and privileges outlined in their membership category. Each delegate in National elections or any member in local elections shall have one vote to cast.
- 3.6. Quorum. The quorum for annual or special meetings shall be a majority of the voting members present at the meeting.
- 3.7. Action by Unanimous Written Consent. Any action required or permissible to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof.
- 3.8. Absentee Ballot. Members that are absent from a meeting at the time of a vote may vote by absentee ballot.
- 3.9. List of Certified Voting Members. A list of certified members shall be produced at any meeting of members upon the request of any member who has given written notice to the Secretary. If the right to vote at any meeting is challenged by a current member, certified members or Board of Directors, the Chapter's Immediate Past President shall require such list to be produced. All persons who appear on the certified voting members list may vote at such meeting.
- 3.10. Order of Business. The order of business for all meetings shall be provided by the Board of Directors. Where no order is so provided and when not otherwise expressly provided for in these Bylaws, the meeting shall be governed by the latest edition of Robert Rules of Order.
- 3.11. Minutes. Full minutes of each meeting of the membership shall be recorded by the Secretary, containing results of the deliberations of the membership and be made available to the membership upon request, within 20 days.

ARTICLE 4 – OFFICERS

- 4.1 Officers. The officers of the Chapter shall be the (list electable positions)
 All officers shall serve for (term)
- 4.2. Election of Certain Officers. At least two months prior to the Chapter's Election Meeting, the Secretary shall circulate to the membership an election announcement, along with the Nominations Committee's list of potential candidates up for election for the positions of (positions available for elections)
 It will be the responsibility of Nominations Committee to conduct a timely review and study of qualifications of the presentation of individual nominees and candidates for officer positions, prior to election announcement. No person shall serve more than (number of terms) terms unless a majority vote of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to one (1) additional year. No person shall serve more than (number of terms) . After serving the maximum total number of

consecutive years on the Board, a member may be eligible for reconsideration as a Board member after (amount of time) has passed since the conclusion of such Board member's service.

- 4.3. Vote Required to Elect. A simple majority vote of the certified voting members present at the meeting shall be necessary to approve the candidates as described in Section 7.2, provided a quorum is present.
- 4.4. Judges and Tellers. The Chair of the Nominations committee shall appoint a judge and two tellers, none of whom shall be a candidate for office, and will process and certify the elections. The Judge and Teller must be professional members in good standing and appointed (15) days prior to the election. The tellers, after collecting and counting the ballots, will duly record the results of the election. The judge and tellers will certify and report the results of the election to the chair of the Nominations Committee, who will be responsible for immediately announcing the results to the general assembly. Any question concerning the results shall be made at this time. If there is no question, the results will be accepted, and the vote declared valid.
- 4.5. Schedule of Elections. At the Annual Elections Meeting, the certified voting members shall elect persons to the following positions, should those positions be open for election (list all eligible electable positions):
 - (i)
- 4.6. Qualifications and Eligibility. All candidates for election must be NACE professional members in good standing as defined in the NACE National bylaws, section 4.4, and meet the following additional eligibility requirements, as well as any requirements of the NACE National bylaws, section 4.4, and of any position descriptions prepared by the Board in accordance with Article 8.2.
 - 4.6.1. President. The President shall (description of President duties)

List qualifications:

4.6.2. _____ . The (Position)
duties)

shall (description of

List qualifications:

4.6.3. _____ . The (Position)
duties)

shall (description of

List qualifications:

4.6.4. _____ . The (Position)
duties)

shall (description of

List qualifications:

4.6.5 _____ . The (Position)
duties)

shall (description of

List qualifications:

4.6.6 _____ . The (Position) shall (description of duties)

List qualifications:

4.6.7 _____ . The (Position) shall (description of duties)

List qualifications:

4.6.8 _____ . The (Position)
duties)

shall (description of

List qualifications:

4.6.9 _____ . The (Position)
duties)

shall (description of

List qualifications:

4.6.10 _____ . The (Position)
duties)

shall (description of

List qualifications:

4.6.11 _____ . The (Position)
duties)

shall (description of

List qualifications:

4.6.12 _____ . The (Position) shall (description of duties)

List qualifications:

4.6.13 _____ . The (Position) shall (description of duties)

List qualifications:

4.7. Duties. The duties of the officers of NACE shall be defined by position descriptions prepared by the Board of Directors and made accessible to the membership.

- 4.8. Vacancies. A vacancy in officership because of death, resignation, removal, disqualification, or otherwise, may be filled by any time by the Board of Directors for the unexpired portion of the term. Vacancies may be filled, or new offices created and filled at any meeting of the Board of Directors. Such action shall be affected by the affirmative vote of a majority of the Board of Directors present at a meeting in which a quorum is present.

ARTICLE 5 – BOARD OF DIRECTORS

5.1. General Powers. The affairs of the Chapter shall be governed by a Board of Directors, which shall have all the rights, powers, privileges, and limitations of liability of directors of a not-for-profit chapter organized under the N-PCL. The board shall establish policies and directives governing business and programs of NACE. The Board of Directors shall report annually to the members on the Chapter's finances and NACE's progress in fulfilling its purposes. Subject to the restrictions and obligations set forth by law, and these Bylaws, the Board of Directors may exercise all powers of NACE to fulfill its duties and carry out the objectives and purposes of the Chapter. The duties of the Board of Directors shall include the following:

- 5.1.1. provide the vision and direction for NACE in the furtherance of NACE's purposes, mission, and objectives;
- 5.1.2. supervise and direct the affairs and business of NACE, its committees and all organizational units, and its publications and determine its policies or changes therein;
- 5.1.3. establish the financial policies of the Chapter and be accountable for the assets of NACE, including but not limited to the authorization of expenditures;
- 5.1.4. maintain relationships with other organizations interested in the catering and event industries; and
- 5.1.5. exercise any other authority and powers as may be granted to them in these Bylaws, and fulfill all the duties, responsibilities, and obligations prescribed by these Bylaws, and applicable law and regulations.

5.2. Number and Qualifications. The Board of Directors shall be composed of the following officers, serving ex officio (list electable board of directors positions):

and the immediate Past President of NACE in the year following his or her term as President. The size of the entire Board shall be determined based upon the number of officers serving at any time. Directors shall be at least eighteen (18) years of age and, unless otherwise provided, must be NACE members in good standing. No elected officer or director shall serve simultaneously on a NACE chapter board and on the board of a competing organization or association, as defined by the board of directors.

- 5.3. Quorum and Voting. Not less than a simple majority of the directors in office and entitled to vote shall constitute a quorum. Each director with voting privileges shall be entitled to exercise one vote; there shall be no voting by proxy. The vote of a majority of the directors present and able to act at a meeting where a quorum is present shall be the act of the Board of Directors.
- 5.4. Meetings of the Board. Regular meetings of the Board of Directors shall be held at least 10 per year, at such times and places as determined by the Board of Directors. One regular meeting shall be in conjunction with the annual membership meeting. Special meetings of the Board of Directors may be called at any time by the President or by written request of three (3) members of the board.

- 5.4.1. Notice of Meetings. Regular meetings may be held without notice if the time and place of such meetings is fixed by the Board of Directors. Meetings, not regularly scheduled, may be held upon notice given to all directors at least twenty-four (24) hours in advance by U.S. mail, electronic mail, facsimile, or any other means of electronic transmission.
- 5.4.2. Participation by Telephone or Video. The directors or any committee of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment, or by video conference, allowing all persons participating in the meeting to hear each other at the same time and each person can participate in all matters, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken. Participation by such means shall constitute presence at a meeting.
- 5.4.3. Agenda and Minutes. A meeting agenda will be prepared by the Chapter Secretary in consultation with the President and distributed to the Board of Directors in advance of such regular meetings. The minutes of all Board meetings shall be duly recorded by the Secretary or Treasurer, whose duty it shall be to distribute to each member of the Board of Directors a copy of the minutes of each meeting of the Board within fourteen (14) days after the close of such meeting. All recorded meeting minutes should be made available to the membership, upon request, and will be published to the NACE website in the members' designated section.
- 5.5. Action by Written Consent.
Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. Such consent shall be placed in the minute book of the NACE and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in counterparts. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director.
- 5.6. Compensation and Reimbursement.
The Board shall receive no compensation other than reimbursement for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving NACE in any other capacity and receiving compensation for services rendered.
- 5.7. Performance. Unless excused for a personal or business emergency (not a conflict in schedule) by the President, directors shall attend at least (amount of in-person meetings required to attend by board members, in percentages) of the in-person meetings. Failure of a director to perform as prescribed may be grounds for removal as provided for by law, these Bylaws, and procedures of the Board for same. If a director is absent from two or more meetings/conference calls without being excused, the director shall be asked to resign.
- 5.8. Resignation or Removal.
- 5.8.1. Resignation. Any director may resign at any time by giving written notice to the President or Secretary. The resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

- 5.8.2 Suspension. The Board of Directors may suspend for cause immediately the authority of any director to act in that position. Any suspension of a director shall take place according to a procedure established by the Board of Directors.
- 5.8.3. Notice of Removal Proceedings. Directors may be removed by the membership from their role as director and officer, and if a vote to remove an individual will be held at a special meeting, the notice of such meeting must state that one of the purposes of the meeting is to vote on the individual's removal. Directors subject to a removal vote shall be given thirty (30) days' notice that such a vote will occur. That director may submit a written statement during those thirty (30) days, or the director may appear at the meeting at which the removal vote will be held and make a statement prior to that vote.
- 5.9. Orderly Transition. It shall be the duty and obligation of all officers, directors, and committee chairs to turn over to their successors all NACE records and correspondence related to their terms of office and such other documents and materials as may pertain to their office. The foregoing obligation shall be completed not later than ten (10) days after the new officers and directors have taken office.

ARTICLE 6 – COMMITTEES

- 6.1. Definition of Committees. "Committees of the Chapter" cannot bind the Board and may include non-Board members. These Committees can be created by the Board or by the voting membership.
- 6.2. Establishment of Committees. The Board of Directors may establish committees. Unless otherwise provided below, the Board of Directors shall establish such committees by resolution adopted by a majority of the entire Board. The Board shall establish, by means of committee charter, the particular functions, duties, and the composition, appointment process, and eligibility of all committees and their members. The Board shall annually review its need for committees to achieve the objectives of NACE and may eliminate existing committees or establish new committees as it deems necessary. Unless otherwise provided by resolution of the Board or in these Bylaws, the President shall serve as nonvoting ex-officio members of all committees, except that the President shall be a voting member of the Executive Committee and shall not serve on the Nominations Committee. At least one (1) member of the Board of Directors shall serve as a liaison to and an ex-officio (nonvoting) member of each committee.
- 6.3. Powers and Authority of Committees. All committees created hereunder shall be under the direction of the Board of Directors and shall only have the limited powers and authority to act as prescribed and delegated to them by the Board or in these bylaws. In no event, however, shall any committee have the authority as to the following matters:
- (a) the submission to members of any action requiring member approval;
 - (b) the filling of vacancies on the Board of Directors or any committee;
 - (c) the amendment or repeal of the Bylaws, or the adoption of new Bylaws; and
 - (d) the amendment or repeal of any resolution of the Board of Directors, which, by its terms, may not be so amended or repealed.

The designation of and the delegation of authority to any committee shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon them by law.

- 6.4. Committees of the Chapter. In accordance with Article 6.2., the Board or the voting membership may establish and define by committee charter committees of the Chapter, advisory in nature, as it deems necessary. Committees of the Chapter cannot bind the Board and may include non-Board members.

- 6.5 Nominations Committee. The Nominations Committee, a committee of the Chapter, provides for the board's effectiveness and continuing development. The Immediate Past President, or in the event there is no Immediate Past President, a past board member shall serve as the chair of this committee and may choose to have up to three additional committee members.
- 6.6 Ad Hoc Committees and Task Forces. Ad hoc committees and task forces may be established by resolution of the Board of Directors and may exist for a limited duration or be limited to a specific project.
- 6.7 Reporting. All committees or other organizational units shall designate a committee member to keep notes of their meetings and actions undertaken. Committee Chairs shall present written reports within fifteen (15) days of the close of each meeting to the board liaison to include in the next scheduled Board of directors meeting and their Board liaison who will submit them on the proper form for the official record.
- 6.8 Executive Committee. The Board may appoint an Executive Committee composed of a minimum of five (5) directors, one of whom shall be the President of the Board and another shall be either the Secretary or the Treasurer, to serve on the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of NACE between meetings of the Board. The Secretary shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.
- 6.9 Audit Committee. The Board, at its sole discretion, may appoint an Audit Committee in accordance with Section 712-a of the N-PCL.

ARTICLE 7 – FINANCE

- 7.1 Fiscal Year. The fiscal year of the Chapter, and all committees and organizational units shall commence on January 1 and end on December 31.
- 7.2 Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Chapter, shall be signed by two (2) such officer or officers, or agent or agents, of NACE and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall each be signed by either (a) the President and the Treasurer.
- 7.3 Budget. The Board shall adopt an annual operating budget covering all activities of NACE no later than December 20 of the year prior to the year of said budget.
- 7.4 Books, Records, and Minutes. The Chapter shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at the office of its Secretary, a record of its directors, giving the names and addresses of all directors.

ARTICLE 8 – MANNER OF ACTING

- 8.1 Conflict of Interest. The Board shall adopt a conflict-of-interest policy and annual disclosure process that applies to all officers and Directors of NACE.
- 8.2 Standard of Care. A director/officer shall perform all the duties of a director and officer, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director/officer deems to be in the best interest of NACE and in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers of NACE whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted. Except as herein provided in Article 15 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which NACE, or assets held by it, are dedicated.

8.3. Loans. NACE shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the New York Attorney General; provided, however, that the Chapter may advance money to a director or officer of NACE or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

ARTICLE 9 – NO PRIVATE INUREMENT

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its directors, officers, committee members, or other private persons, except that NACE shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE 10 – DECLARATION OF POLICY

Responsibility and authority for any declaration of the Chapter policy, and/or endorsement and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board of Directors. Committees or other organizational units or other individuals of NACE are not authorized directly or indirectly to commit the Chapter in any way or in any manner, financially or otherwise, without prior approval by the Board of Directors, except as specified in the approved budget or in specific resolutions of the Board of Directors. The Board of Directors, except as herein otherwise provided, shall have control of the affairs of NACE, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of NACE.

ARTICLE 11 – LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

11.1. Limitation of Liability. To the fullest extent permitted by the laws of the State of New York, the personal liability of the directors and officers of the Chapter is hereby eliminated.

11.2. Indemnification. The Chapter shall, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 through 726 of the N-PCL and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a director, officer, employee or agent of the Chapter, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

11.3. Insurance. The Chapter shall have the power to purchase and maintain insurance to indemnify the Chapter and its Directors and Officers to the full extent such indemnification is permitted by law.

ARTICLE 12 – HEADINGS, ENUMERATION, AND FORMATTING

The headings, enumeration, and formatting of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify, or place any construction upon any of the provisions of these Bylaws.

ARTICLE 13 – SEVERABILITY

All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of these Bylaws shall remain in full effect.

ARTICLE 14 – GOVERNING LAW

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of New York. In the event of a question, need for clarification and/or discrepancy in any Bylaw, the current version of *The Robert Rules of Order* will serve as the defining reference for resolution.

ARTICLE 15 – AMENDMENTS

Amendments to the Bylaws shall be approved by a majority vote or the unanimous written consent of the entire Board of Directors, or by a majority vote of the members at a meeting of NACE where a quorum is present; the Board shall establish procedures for submitting and approving amendments to the Bylaws in accordance with the N-PCL. The President shall distribute copies of proposed amendments to the Board of Directors at least thirty (30) days prior to a vote thereon.

**Adopted by resolution by the (Chapter name) of NACE
Board of Directors on and certified as such by the**

Chapter Secretary:

Name	Signature	Date
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NACE National Representative:

Name	Signature	Date
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