

Bylaws of



**American Culinary Federation
High Sierra Chefs Association
adapted October 18, 2022**

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PREAMBLE

The ACF, High Sierra Chefs Association Educational Fund, Inc. is a not-for-profit IRS Code Section 501 (C) (3) corporation, organized as a non-partisan federation of chefs and other culinarians, dedicated to the promotion of excellence, education, professionalism and collegiality in the culinary profession.

ARTICLE 001 DEFINITIONS

The following defined terms and abbreviations are utilized in the Bylaws

AAC refers to American Academy of Chefs.

ACF refers to American Culinary Federation, Inc.

ACFEF refers to American Culinary Federation Education Foundation, Inc.

National refers to American Culinary Federation, Inc.

HSCAEF Board of Directors (BOD) refers to the following:

Chapter Officers

President

Vice President/President Elect

Secretary

Treasurer

Sergeant at Arms

Board Members

Four (4) active elected HSCAEF Chef Members

Two (2) active elected HSCAEF Associate and/or Allied Members

Chairperson of the Board (immediate past President)

Other Board Members

Alternate Chef Member

Alternate Associate and/or Allied Member

Standing and Special Committee Chairs and Committee Members

Chairperson of the Board refers to the Immediate Past President to serve concurrent with the new president

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

General Membership refers to the members that fall into one of the membership categories listed in 002.002, of the HSCAEF who are elected to membership by the HSCAEF Board of Directors.

Good of the Order refers to an informal open forum that allows discussion

ACF HSCAEF refers to ACF High Sierra Chefs Association Educational Fund, Inc.

HSCAEF refers to ACF High Sierra Chefs Association Educational Fund, Inc.

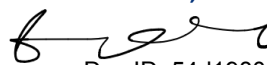
Local Chapter refers to the ACF High Sierra Chefs Association Educational Fund, Inc.

M.C. refers to Master of Ceremonies

National Chapter refers to the American Culinary Federation, National Chapter Inc.

Region refers to one of four ACF regions, as follows: Northeast, Southeast, Central, and Western.

HSCAEF is located in the Western Region.



ARTICLE 002 **MEMBERSHIP**

002.001 **Eligibility**

ACF HSCAEF membership shall be open to Culinarians and other individuals engaged in the culinary profession, allied employment, or be a person of the general non-food professional community that has a passion for the culinary arts and who meets the requirements set forth in 002.002.

002.002 **Categories of Membership**

There shall be eight (8) categories of the HSCAEF membership. The categories, their membership qualifications, and the vote members shall be entitled to are as follows:

1. Junior Culinarian A Junior Culinarian shall be a high school student between 16 and 18 years of age. A Junior Culinarian shall have no vote in any ACF National Elections; and/or follow the ACF National Bylaws voting criteria. Any Junior Culinarian who is at least sixteen (16) years of age shall have one-half (1/2) vote in the HSCAEF electoral proceedings. Junior members may not serve on the HSCAEF Board of Directors but may chair or participate on a committee.
2. Student Culinarian 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 ACFEF apprenticeship training program. Student Culinarian membership shall be subject to a lifetime limit of four years and is not available to a person who has previously been a Culinarian or Professional Culinarian. A Student Culinarian shall have one-half (1/2) vote in any ACF National Elections; and/or follow the ACF National Bylaws voting criteria and one-half (1/2) vote in the HSCAEF electoral proceedings.
3. Culinarian 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 membership shall be subject to a lifetime limit of five years. A Culinarian shall have one-half (1/2) vote in any ACF National Elections; and/or follow the ACF National Bylaws voting criteria and one (1) vote in the HSCAEF electoral proceedings.
4. Professional Culinarian 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 (1) vote in any ACF National Elections; and/or follow the ACF National Bylaws voting criteria and one (1) vote in the HSCAEF electoral proceedings.



5. Senior Professional Culinarian 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 Life Senior Professional Culinarian membership. Senior Culinarians cannot hold elected national office. This membership category shall include all Retired Disabled and Life Senior Chef Members. Senior Professional Culinarians shall retain the rights and privileges of the membership category from which they retired, including the right (if any) to vote for national officers.
6. Associate Member An Associate Member shall be a representative of a group, company or corporation providing products or services to the culinary profession. An Associate Member shall have no voting rights in any ACF National Elections; and/or follow the ACF National Bylaws voting criteria and (1) one vote in the HSCAEF electoral proceedings. An Associate Member cannot hold an elected National Office.
7. 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 and culinary profession may become an Allied Member. An Allied Member shall have no voting rights in any ACF National Elections; and/or follow the ACF National Bylaws voting criteria and (1) one vote in the HSCAEF electoral proceedings. An Allied Member cannot hold an elected National Office.
8. 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 rights in any ACF National Elections; and/or follow the ACF National Bylaws voting criteria and no vote in the HSCAEF electoral proceedings. A Culinary Enthusiast Member cannot hold an elected National or Local Office.



002.003 Chapter Membership

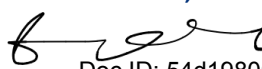
All HSCAEF memberships must fall into one of the membership categories listed in 002.002. No other membership categories shall be recognized by the HSCAEF. HSCAEF members must maintain their chapter membership in order to remain in good standing. However, this requirement shall not apply to HSCAEF Honorary Members, and shall not be construed to prevent members from transferring chapters. Any member within the ACF shall be accepted for membership in the HSCAEF, provided they meet the requirements and acceptance of the National and HSCAEF By-laws. In the event of a Transfer of Membership, for the purpose of chapter membership the rejected applicant shall not be considered a member of the HSCAEF chapter for any purpose.

002.004 Membership Obligations

As a condition of membership, all HSCAEF members shall abide by the ACF and HSCAEF Bylaws, policies and procedures, as amended from time to time, including without limitation, the Culinarians Code and both ACF and HSCAEF rules governing Unethical Conduct of joining the ACF and HSCAEF.

It is also the obligation of members to keep their contact information correct. It is encouraged that members provide a headshot/representative photo along with any additional social media links so that they may be included on the HSCAEF website, as desired by the member.

It is encouraged that HSCAEF members participate in one or more of the chapter committees, HSCAEF and Junior Chapter events, or any functions involving the HSCAEF.



ARTICLE 003 HSCAEF BOARD OF DIRECTORS

003.001 Members

The membership of the HSCAEF Board of Directors shall be comprised of the following positions:

Chapter Officers

President

Vice President/President Elect

Secretary

Treasurer

Sergeant at Arms

Board Members

Four (4) active elected HSCAEF Chef Members

Two (2) active elected HSCAEF Associate and/or Allied Members

Chairperson of the Board (immediate past President)

Other Board Members

Alternate Chef Member

Alternate Associate and/or Allied Member

Standing and Special Committee Chairs and Committee Members

- President will only vote in the event of a tie
- Alternative Chef Member, Alternate Associate and/or Allied Member, Standing Committee Chairs shall be non-voting members

003.002 Nominations

HSCAEF Board of Directors shall be nominated by

- mailed and/or emailed Nomination Form or
- the floor at a regular meeting of the Chapter

No person shall be put on the ballot unless said person has consented, in writing, to accept the office, if elected, and commit for the full term of the position. The Nominating & Election Committee will confirm the nomination prior to the mailing of the ballots.

003.003 Election

The HSCAEF Board of Directors shall be elected (by the majority vote of ballots returned) by the HSCAEF membership.

Ballots shall be electronically distributed annually to all HSCAEF members by the Nominating & Election Committee no later than the first Wednesday in October and must be received, with a date no later than the third Wednesday in October, providing fourteen (14) calendar days.



Voting shall be conducted by ballot as follows:

- each member in good standing shall receive an electronic ballot, enabling a vote of his/her/their preference
- ballots shall be distributed electronically unless member-in-good-standing requests, in writing, a hard copy be sent
- said ballot is to be returned on the date printed on the ballot and fixed by the HSCAEF Board of Directors

The Nominating & Election Committee shall:

- keep any printed ballots unopened in a locked ballot box until the ballots are counted, in open meeting, and tally the votes
- not count improperly filled ballots
- be the judge of whether a ballot is improperly filled and therefore shall be rejected; improperly filled ballots will not be tallied
- not destroy any of the ballots, including rejected ballots, until the newly elected HSCAEF Board of Directors has taken office
- make a report in writing to the presiding HSCAEF Board of Directors setting forth the names of candidates and the number of votes received by each

Election results will be announced to the newly elected HSCAEF Board members by an official letter from the Chairman of the Nominating & Election committee no later than the fourth Wednesday in October. General membership shall be notified within 30 days.

The outgoing HSCAEF President shall inform the members that were on the ballot of the election results, and shall declare said elected HSCAEF Board of Directors at the next general meeting. The outgoing HSCAEF President, at the HSCAEF Awards Banquet held annually in January, shall swear the newly elected HSCAEF Board of Directors into office.

003.004 Qualifications for Elected Office

In order to serve as an HSCAEF Board of Director of the HSCAEF, a member shall have been an ACF member for at least two (2) consecutive years prior to taking an elected office and must maintain such status while holding office.

Only those members who have Professional Culinarian status shall be eligible to serve as the HSCAEF Chapter President.

003.005 Term of Office

Each HSCAEF Board Member shall serve a two-year term, beginning with installation at the annual Awards Dinner, held the second Wednesday in January, following the election and continuing until a successor is duly elected and qualified. There shall be no term limit imposed on the HSCAEF Board of Directors.



All elected and appointees of the Board shall deliver to the Board of Directors all accounts, record books, papers and other property, belonging to the HSCAEF within two (2) weeks following their retirement or termination of services. Each immediate past Board Member is responsible for assisting the newly elected Board Member in the transition.

003.006 Vacancies

Should a member of the Board of Directors be unable to fulfill his/her/their duties and obligations, his/her/their office may be declared vacant and a successor shall be nominated by the President and elected by the Board of Directors.

003.007 Powers and Duties

The HSCAEF Board of Directors shall be the representative body of the HSCAEF membership and the managing body for the business affairs, operations and the assets of the HSCAEF.

The HSCAEF Board of Directors shall have the following powers and duties.

The HSCAEF Board of Directors shall:

- be vested with full voting rights as to any and all matters requiring the transaction of general business of the HSCAEF
- have the authority to amend the Bylaws by a majority affirmative vote of the HSCAEF Board of Directors present voting.
 - Any proposed bylaw amendment shall be furnished in writing to the HSCAEF Board of Directors for review at least 30 days prior to its consideration by the HSCAEF Board of Directors.
 - Upon approval by the HSCAEF Board, the Board shall, within 30 days, provide the amendment to the General membership for final approval.
 - The approval of two-thirds majority vote (2/3) of the general membership shall be required of any amendment to the Bylaws adopted by the HSCAEF Board of Directors that would:
 - Reduce the power or authority of the HSCAEF Board of Directors
 - Change the composition of the HSCAEF Board of Directors
 - Abolish or dilute the voting power of the membership in the election of HSCAEF Board of Directors
 - Change the method of selecting the members of the HSCAEF Board of Directors
 - Reverse the decision of the HSCAEF Board of Directors
 - Approve or reject amendment changes submitted by the HSCAEF Board of Directors
- set HSCAEF chapter dues
- provide a depository for funds and securities of the HSCAEF



- determine, if necessary, what person shall be bonded, fix the minimum bond for each and approve the same
- have the power to investigate or overrule the actions of any committee, except the Nominating and Election Committee
- authorize the appointment of Special Committees as the need for them arises
- hold an annual retreat within the first 30 days of the calendar year to plan and approve the following and present to the members no later than the 1st day of February of the calendar year:
 - Formulate and approve the annual budget to include projected revenue sources through sponsor, fund raising, donations and paid membership functions and projected operating expenses.
 - Designate and approve a location, dates and times for the monthly HSCAEF Board of Directors Meetings for the entire calendar year
 - each Committee Chair shall present an annual plan at said retreat
 - each Committee Chair shall present a list of Committee Members (no less than three) at said retreat
 - each Committee Chair shall present a schedule of its monthly meetings

The following matters shall not become effective until general membership approval is obtained within five (5) consecutive days of Notice to the General Membership.

- ties in the election of the HSCAEF Board of Directors
- ties in the election of local Chef, Pastry Chef, Associate and/or Allied and Junior Members of the Year

003.008 Installation Oath

The installation ceremony shall be as follows:

HSCAEF BOARD OF DIRECTORS INSTALLATION OATH

Mr/Ms/Mx _____

Will you please come forward and receive the Oath of Office

Will you please raise your RIGHT hand and repeat after me, using your name where I use mine.

I, _____, do solemnly swear upon my honor that I will faithfully perform, to the best of my ability, all the duties of the office to which I have been elected and adhere to the Culinary Code. At the expiration of my term in office I will turn over to my successor all money, books, vouchers and other matter belonging to the association. So help me God.

Three (3) wraps of the gavel

Will the assembly please rise

Fellow members of the ACF, High Sierra Association Chapter, I now take pleasure in introducing to you your newly elected/appointed Board Member.

Mr/Ms/Mx _____ your chapter

Name _____ Position _____

One (1) rap of the gavel; Will the assembly please be seated




ARTICLE 004 DUTIES OF THE HSCAEF BOARD MEMBERS

004.001 Chapter President

The President shall

- preside over and conduct on the part of HSCAEF members in accordance with the procedures set forth in Article 011.001:
 - the HSCAEF Board of Directors
 - the annual meeting
 - and as an ex officio, non-voting member of all Committees, except the Nomination Electing Committees
- present a report on the Committee's activities to the Board of Directors

004.002 Vice President

The Vice President shall

- learn and acquaint themselves with the duties of the Secretary and the office procedures of the HSCAEF
- serve as a stand-in for the President when needed
- serve as a stand-in for the Secretary when needed
- M.C. the meetings of the general membership with the assistance of the President

In the event of a vacancy occurring in the office of the President, the Vice President shall assume the duties of the President until the next regular election or until a successor is elected.

004.003 Treasurer

The Treasurer shall

- oversee the financial affairs of the HSCAEF
- be responsible for properly managing funds and for all tax reporting requirements
 - maintain a favorable IRS determination letter recognizing the Organization as tax exempt under Section 501 (c)(3) of the Internal Revenue Code
 - maintain "incorporation status" with the State of Nevada and keep current any fees
- preserve all papers, letters, and transactions on each and every bank account of the HSCAEF
- receive dues and other funds of the HSCAEF association and shall deposit such funds in the HSCAEF bank account designated by the HSCAEF Board of Directors
- assist at all HSCAEF Board and General meetings, to collect money, registrations, etc.
- prepare a monthly dated financial report in writing, to be presented to the HSCAEF Board of Directors, at the regular board meeting, which shall be attached to the minutes and recorded.
 - the monthly Treasurer report is never accepted or adopted; when the annual Auditor's Report is accepted, all financial reports are cleared
- see to the preparation of the annual financial report



- with the cooperation of the President, see to the preparation of the proposed budget, for presentation at the annual board of directors meeting held in January
 - on an election year the immediate past Treasurer will assist the newly elected Treasurer with the upcoming budget to be presented within 45 days after the date of the Annual HSCAEF Board of Directors Meeting.
- arrange for (2) Board Members appointed by the President to audit the HSCAEF annually
 - cooperate and coordinate with the Internal Audit Committee to assure that its audit functions are carried out in accordance with the Bylaws
- also have such other powers and duties as may be assigned by the HSCAEF President

All checks and drafts upon any and all bank accounts of the HSCAEF and any and all documents for financial transaction of the HSCAEF which require official signatures shall be co-signed on behalf of the HSCAEF by any two (2) of the following:

- President
- Treasurer
- and/or an HSCAEF Board-designated member.

The President shall be notified of all checks not co-signed by him/her/them within 5 days.

004.004 Secretary

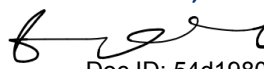
The Secretary shall

- be responsible for the preparation of the minutes and keeping the records of all HSCAEF meetings
- answer and filter incoming mail, e-mail, fax or any other correspondences on a weekly basis
- have such other powers and duties as assigned by the HSCAEF President
- keep an accurate list, updated monthly, of the names, addresses, phone numbers, e-mail addresses and the employment (if applicable) of all members
- be responsible for keeping a record of all committee reports which shall be attached to the minutes and recorded
- do all the mailing to the general Chapter membership
- be responsible for checking, replying or forwarding all HSCAEF e-mail weekly
- arrange for a floral tribute at the cost approved by the HSCAEF Board of Directors, upon the passing of a member
- arrange for a card or floral tribute at the approval of the HSCAEF Board of Directors for any extended illness of a member

004.005 Sergeant-at-Arms

The Sergeant-at-Arms shall

- maintain order at all meetings or gatherings of the HSCAEF

- maintain a level of respect and courtesy for anyone at the lectern/podium
- be responsible for starting all meetings/events on time
- be the custodian of the Flag and see that it is displayed at every meeting
- take care of and see to that all members sign the attendance book at every meeting

004.006 Chef Members

There shall be four (4) Chef Board members and one (1) alternate.

Chef Board Members shall

- effectively conduct the association's business according to these bylaws
- chair one of the HSCAEF committees
- assist in assembling members to participate in the chapter's fundraising events

004.007 Alternate Chef Member

Alternate Chef Board Members shall

- effectively conduct the association's business according to these bylaws
- chair one of the HSCAEF committees
- assist in assembling members to participate in the chapter's fundraising events
- temporarily or permanently be appointed by the President to fill-in for an absent or vacant Chef Board Member position
- serve for a term to be concurrent with the current President

004.008 Associate and/or Allied Members

Associate and/or Allied Members shall

- effectively conduct the association's business according to these bylaws
- chair one of the HSCAEF committees
- assist in assembling sponsors to fund chapter's fundraising events

004.009 Alternate Associate and/or Allied Members

Alternate Associate and/or Allied Members shall

- effectively conduct the association's business according to these bylaws
- chair one of the HSCAEF committees
- assist in assembling sponsors to fund chapter's fundraising events
- temporarily or permanently be appointed by the President to fill-in for an absent or vacant Associate and/or Allied Board Member position
- serve for a term to be concurrent with the current President.

004.010 Chairperson of the Board

The Immediate Past President shall serve as advisor to the HSCAEF President for a term to be concurrent with the newly elected President.




004.011 Standing, Special and Committee Chairs

Committee Chair shall

- perform such duties as may be as assigned by the President
- preside over the committee, assigned an official task by the President, which needs more detailed attention
- be entrusted with the responsibilities of acting for the society on said task
- in written form, submit a report to the HSCAEF Board of Directors at the HSCAEF Board of Directors meeting each month
- appoint members to the committee, as needed, to complete the task
- along with Committee Members, serve for a term to be concurrent with the current President or until the assigned task is finished, whichever comes first



ARTICLE 005 MEMBERSHIP MEETINGS

005.001 HSCAEF Board of Directors Meetings

Board of Directors Meetings are monthly meetings attended by the HSCAEF Board of Directors. The President (or the Vice President in the absence of the President) is expected to attend all HSCAEF Board of Directors meetings.

There shall be a minimum of ten (10) regular Board of Directors meetings per year. The HSCAEF President may call for additional meetings of the HSCAEF Board of Directors as needed.

005.002 Regular Meetings

Regular meetings are any meetings of the general membership other than the HSCAEF Board of Directors Meeting.

005.003 Special Meetings

Special meetings of the General Membership may be called by the HSCAEF President, a majority of the Board of Directors or by written request of at least seven (7) active members in good standing. The Secretary shall send all members a notice of the special meeting by email not less than 30 nor more than 60 days before the meeting. The notice of special meeting shall set forth the purpose for which the meeting is called, specify the time, place and date. No other subject shall be discussed or acted upon at such a special meeting. The member's email address used for emailing will be the email address listed on the national membership roster. It is the member's responsibility and obligation to keep their contact information current.

005.004 Minutes

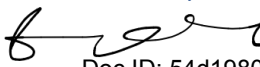
The Secretary shall be responsible for the preparation of the minutes of all HSCAEF meetings. Such minutes shall be emailed to all members of the HSCAEF Board of Directors within two (2) weeks after any regular or special meeting. Corrections to the minutes shall be made within five (5) consecutive day and no less than three (3) days before the next scheduled meeting. At the next scheduled meeting the minutes are submitted for approval, at which time any final corrections can be made. Final minutes shall be posted on the HSCAEF Chapter website for members to reference.

005.005 Quorum

For HSCAEF Board of Directors Meetings a quorum of the HSCAEF Board of Directors shall be a majority of those eligible to vote (51%).

For annual, regular or special meetings of members, the presence of the HSCAEF President or Vice-President, Secretary and two (2) additional board members, together with the general membership present, in good standing, shall constitute a quorum.

In the absence of a quorum, no other business may be transacted.



005.006 Voting

Voting on all propositions shall be by showing of hands or by standing at the request of the chair, except on motion made and carried that voting shall be by secret ballot on a stated motion. Majority vote of members present is required for adoption of a motion.

005.007 HSCAEF Board of Directors Voting Rights

The membership of the HSCAEF Board of Directors shall have the following voting rights:

Officers

President: one vote, used only to break a tie vote

Vice President: one vote

Secretary: one vote

Treasurer: one vote

Sergeant at Arms: one vote

Board Members

Four (4) elected Chef Board Members: one vote per member; one alternate

Two (2) Associate and/or Allied Members: one vote per member, one alternate

Chairperson of the Board (immediate Past President): one vote

Standing and Special Committee Chairs: no vote

005.008 Proxies

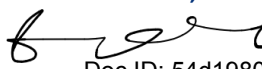
The members of the HSCAEF Board of Directors may not attend any HSCAEF meetings by proxy. In the event that an HSCAEF Board of Directors Member may not be able to attend in person, they may attend by Zoom, phone, or other electronic forms of communication.

General Members may not attend annual, regular or special meetings by proxy. In the event that a General Member may not be able to attend in person, they may attend by Zoom or other electronic means.

005.009 Length of Meetings and Adjournment

All meetings shall observe a one (1) hour time limit for a Standing Motion to Continue. At that time, the President or Vice-President shall call for a motion to continue. A motion must be made and seconded, no discussion, and must carry by a majority vote, or the meeting shall adjourn. If the motion carries, the meeting will continue until all business on the agenda is complete, for a maximum of one (1) hour, and a motion to adjourn is made.

Any meeting of the members, annual, regular or special, may be adjourned by the majority vote of the members present.



005.010 Order of Business

The presiding President or Vice-President shall prepare the "order of business" for each annual, regular, special or Board of Directors meetings.

The order of business at any General or Special Board Meetings shall be as follows.

HSCAEF Board of Directors Meeting

Agenda

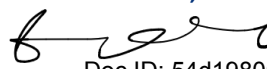
ACF High Sierra Chefs Association Educational Fund, Inc. Chapter

Date:

President:

Location:

- Call To Order
- Pledge of Allegiance
- Quorum Check
- Secretary's Report – Minutes/Correspondence
- Treasurer's Report
- Committee Reports (as needed)
 - AAC
 - Bylaws
 - Chapter History
 - Certification
 - Chef and Child
 - Communication
 - Newsletter
 - Social Media/Website
 - PR
 - Dinner
 - Ethics
 - Membership/Recruiting
 - Nominations & Elections
 - Educational & Scholarship Fund
 - Senior Chef
 - Other
- Old Business
- New Business
- Announcements
- Adjournment



General and/or Special Meetings

Agenda

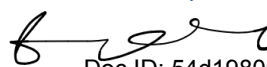
ACF High Sierra Chefs Association Educational Fund, Inc. Chapter

Date:

President:

Host Chef:

- Opening and Welcome
- Pledge of Allegiance
- Introductions of Members & their Guests
- Special Guests Introductions
- Secretary's Report – Minutes/Correspondence
- Treasurer's Report
- Vice President announcement of upcoming meetings
- Committee Reports (as needed)
- Membership Chair introductions of new members
 - Welcome them to the High Sierra Chapter
 - Give them their Chapter packet.
- President Introduces & Thanks Chef & House Staff
- Raffle
- Good of the Order
- Adjourn



ARTICLE 006 COMMITTEES

006.001 Standing Committees

The HSCAEF shall have at least one standing committee.

General Meetings Committee
Membership Committee
Fundraising Committee

Apprenticeship Committee
Education Committee
Chef & Child Committee
Scholarship Committee

Internal Audit Committee

The purpose of this Committee is to conduct an audit that ensures the accuracy of the HSCAEF financial reports and its control of funds and assets. The HSCAEF Board of Directors may adopt guidelines for the conduct of the audit consistent with these purposes.

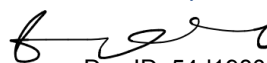
The Treasurer shall have financial records ready to turn over to the Internal Audit Committee annually by the 15th of January.

The Committee shall

- be responsible for conducting an annual internal audit of the HSCAEF
- consist of two (2) HSCAEF Board Members appointed by the HSCAEF President
- conduct the audit annually at the end of each year
- furnish a copy of its report to the HSCAEF Board of Directors
 - said report will be made available upon request to the general membership not more than 45 days after the 15th of January
 - The Treasurer and/or the Board of Directors may respond in writing to the report

Nominations & Elections Committee shall

- conduct the election of the HSCAEF in accordance with policies and procedures established by the HSCAEF bylaws, or approved by the HSCAEF Board of Directors
- tabulate the results and report to the Board its results; Committee Chair shall report the results to the general membership.
- from time to time, survey and poll the membership on topics relevant to the HSCAEF



Other Standing Committees

The HSCAEF Board of Directors may, by resolution, establish additional standing committees, as it may deem prudent and necessary as per HSCAEF general business or purpose.

006.002 Special Committees

The HSCAEF shall maintain, but not be limited to the following Special Committees:

- AAC
- Chapter History
- Special Event
- Senior Chef
- Social Media/Website

006.003 General Rules

The following general rules and procedures apply to all Committees

Standing /Special Committee Chairs

The President shall appoint the Committee Chairs. Any HSCAEF member in good standing shall be eligible to serve as Chair.

- the President shall appoint the Committee Chairs
- shall adopt policies and procedures to govern their activities and provide to the HSCAEF Board of Directors 90 days prior to their effective date for approval of such policies and procedures

Committee Membership

- each committee shall consist of a Committee Chair; remaining membership of the committees shall consist of HSCAEF members in good standing

Duties

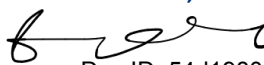
- Standing and Special HSCAEF Committee Chairs appointed by the President shall perform such duties as described in its job description and may be assigned additional duties by the President or the HSCAEF Board of Directors

Term

- Committee Chairs and Committee Members shall serve a one (1) year term, appointed yearly at the HSCAEF Board Retreat or as needed and appointed by the President of the HSCAEF.

006.004 Limitation of Authority

Committees shall act in an advisory capacity to the Board of Directors and shall have such authority, as the HSCAEF President shall deem necessary.



ARTICLE 007 AMENDMENTS

007.001 Introduction of Proposed Bylaw Amendment(s)

The Bylaw Committee shall have the authority to recommend amendments of the Bylaws to the HSCAEF Board of Directors.

A proposed amendment to these bylaws may be introduced to the General Membership by

- HSCAEF Board of Directors
 - with a majority affirmative vote of the Board of Directors present voting, and must include the vote of the Professional Advisor(s) voting on behalf of the HSCAEF Board of Directors

or by

- a petition containing the proposed amendment signed by at least twelve (12) members in good standing
 - such petition shall be furnished in writing to the HSCAEF Board of Directors for review at least 30 days prior to its consideration by the HSCAEF Board of Directors, and must be done so before it can be considered by the general membership of the Chapter

007.002 Presentation of Bylaw Amendments

The Board of Directors shall include the proposed amendment

- sending the proposed bylaw amendments electronically to the HSCAEF General Membership
- or
- at the next regular meeting of the membership
 - there can be no vote or discussion on the subject of the amendment at such meeting, but it shall be held over until the succeeding regular meeting

007.003 Adoption of Bylaw Amendment(s)

Within ten (10) days after the proposed bylaw amendment(s) have been either electronically sent to HSCAEF General Members or have been read at the HSCAEF General Meeting as proposed in 007.002, each member shall be sent a ballot whereby a vote may be cast; Yes or No.

- ballots shall be distributed electronically unless member-in-good-standing requests, in writing, a hard copy be sent

The HSCAEF Nominations & Elections Committee shall take charge of the incoming ballots and report the results to the President and Secretary. The



results may be announced to the HSCAEF General Membership electronically and/or at the next General HSCAEF Meeting.

A majority vote of the members present at the general meeting or the majority vote by returned ballot shall be required to constitute acceptance of the proposed amendment.

007.004 Revocation of Obsolete Bylaws

Upon the adoption of these bylaws, all former or pre-existing bylaws of this association shall be deemed null and void and of no further use or effect.

007.005 Robert's Rules of Order

The Rules contained in Robert's Rules of Order, current revised edition, shall govern this association in cases to which they are applicable and in which they are not inconsistent with the Bylaws of the ACF, High Sierra Chefs Association, Inc. Chapter.

007.006 Dissolution of Association

In case of dissolution of the Association, the funds of the HSCAEF shall be donated to a worthy local charity or ACF National. The HSCAEF cannot be dissolved while there are seven (7) members remaining in good standing and are willing to carry on.



ARTICLE 008 APPRENTICE MEMBERS

008.001 Apprentice Members

Any person interested in the HSCAEF /State of Nevada Apprentice Program must become a HSCAEF Junior member prior to submitting the application. Upon acceptance, the apprentice will be held accountable to the regulations governing the program.

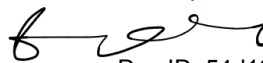
ARTICLE 009 CONFLICTS OF INTEREST

009.001 Disclosure

All HSCAEF Board of Directors, HSCAEF Committee Members, or others acting in any capacity for the HSCAEF shall disclose any and all conflicts of interest. A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence HSCAEF policies or actions which involve or could ultimately harm or benefit financially:

- the individual;
- any member of his/her/their immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or
- any organization in which he/she/they or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder.

Service on the board of another not-for-profit corporation does not constitute a conflict of interest.



ARTICLE 010 SUSPENSION-REMOVAL-EXPULSION OF MEMBERS

010.001 Unethical Conduct

Unethical conduct means theft, embezzlement, fraud, material misrepresentation, deceit, defamation, sexual harassment, malicious abuse of HSCAEF elected office or other misconduct involving dishonesty or moral turpitude. In addition to the above definition of unethical conduct include the following:

- any act which, under the laws of any of the States of the United States of America, shall be grounds for criminal prosecution, or
- of any other act detrimental to the welfare of the HSCAEF or its members, or of any act that renders him/her/them unworthy of membership in the HSCA, or which tends to bring disrepute upon the association.

010.002 Removal of HSCAEF Board of Directors

HSCAEF Board of Directors shall be subject to removal from office for Unethical Conduct, as defined in 011.001.

Any HSCAEF member may file a formal written complaint accusing a HSCAEF Board of Director Officer or Board Member of Unethical Conduct with the HSCAEF Secretary.

- in the event the Secretary is the accused, his/her/their duties under this section shall be performed by the Vice-President
- in the event the Vice-President is the accused, his/her/their duties under this section shall be performed by the President

The Secretary shall furnish a copy of the complaint to the accused board member and the Chair of the ACF Ethics Committee within seven (7) days. The ACF Ethics Committee shall conduct an investigation of the complaint, giving both the accuser and the accused notice and the opportunity to be heard. The ACF Ethics Committee shall prepare a written report of its findings and furnish copies to the Secretary, the accuser and the accused. The accused shall have the right to submit a written response to the ACF Ethics Committee report within 15 days after receipt of the report.

No Probable Cause Found

If the ACF Ethics Committee finds that there is no probable cause to believe that the accused may be guilty of Unethical Conduct, then the ACF Ethics Committee shall notify the parties and the Board of Directors of its findings but no further action shall be taken.



Probable Cause Found

If the ACF Ethics Committee finds probable cause with a

- Board of Directors Officer
 - then a recall election shall be conducted for the said office. Recall ballots shall be mailed to all members who are eligible to vote for the office held by the accused within 45 days after the date of the ACF Ethics Committee report. The Chair of the Nominations & Elections Committee shall count the ballots.
 - The accused board member shall be removed from his/her/their office in the event a majority of the ballots are in favor of removal.
- Board Member
 - then the President shall appoint the replacement

010.003 Suspension of Directors

HSCAEF Board of Director may be suspended for the following:

- Two unexcused absences in a row

010.004 Removal of General Chapter Members

HSCAEF members shall be subject to expulsion or other sanction by reason of Unethical Conduct, as defined in 010.001. Any HSCAEF member may file a formal written complaint accusing a General HSCAEF Member of Unethical Conduct with the Secretary. The Secretary shall furnish a copy of the complaint to the accused board member and forward the complaint to the Chair of the ACF Ethics Committee within seven (7) days. The ACF Ethics Committee shall conduct an investigation of the complaint, giving both the accuser and the accused notice and the opportunity to be heard. The ACF Ethics Committee shall prepare a written report of its findings and furnish copies to the Secretary, the accuser and the accused.

No Probable Cause Found

If the ACF Ethics Committee finds the accused not guilty, then there shall be no further action taken in the matter.

Probable Cause Found

If the ACF Ethics Committee finds that the accused is guilty, then it shall recommend in its report appropriate punishment, including without limitation:

- termination of membership
- suspension of membership for up to six months
- written reprimand.



Upon receipt of the report, the Board of Directors may impose any or all punishment recommended by the ACF Ethics Committee, but may not impose any other punishment.

010.005 Finality

Any action duly taken by the ACF Ethics Committee and/or the Board of Directors under this Article shall be final, binding and conclusive on all parties.

010.006 Suspension or Termination of Chapter Membership

If an accused HSCAEF membership is suspended or terminated for Unethical Conduct pursuant to 010.001, his/her/their HSCAEF membership shall be deemed likewise suspended or terminated.



ARTICLE 011 **PROGRAMS AND ACTIVITIES**

The HSCAEF may sponsor such programs and activities in furtherance of its purpose and to promote the culinary profession, as the HSCAEF Board of Directors shall deem appropriate in the exercise of its discretion, including without limitation the ACF, ACEF and AAC.

ARTICLE 012 **INDEMNIFICATION OF DIRECTORS**

To the full extent authorized by law, the HSCAEF shall indemnify any person, made or threatened to be made, a party in any action or proceeding, whether civil or criminal, by reason of the fact that the person is or was a director of the HSCAEF or served in any capacity at the request of the HSCAEF or any other corporation, partnership, joint venture, trust or other enterprise. The foregoing shall not obligate the HSCAEF to purchase directors' liability insurance, but should applicable law permit, the HSCAEF may purchase such insurance if authorized and approved by the Board of Directors.

ARTICLE 013 **CULINARIAN CODE**

As a proud member of the American Culinary Federation, I pledge to share my professional knowledge and skill with all culinarians. I will place honor, fairness, cooperation and consideration first when dealing with my colleagues. I will keep all comments professional and respectful when dealing with my colleagues. I will protect all members from the use of unfair means, unnecessary risks and unethical behavior when used against them for another's personal gain. I will support the success, growth, and future of my colleagues and this great federation.



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(president@acfhscsca.org)
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