

Preface to Constitution and Bylaws

1. The ACF Chefs Las Vegas (formerly known as the Fraternity of Executive Chefs of Las Vegas, Inc., ACF), an affiliate of the American Culinary Federation, is governed by a charter issued by the State of Nevada in March of 1977.

2. Robert Rules of Order, Newly Revised replaces Robert Rules of Order Revised. It is the parliamentary authority chosen by the ACF Chefs Las Vegas.

3. Definitions:

Culinary - "Of or relating to the kitchen or cookery."

Culinarian - "A chef, a cook, a person occupied in the preparation of food."

Chef - "The Chief of the kitchen skilled in food preparation, who has charge of the kitchen personnel, in an establishment, planning menus, ordering food, directing and assisting cooks, training apprentices, preparing special dishes: also a cook."

4. Explanation:

The names, ACF Chefs Las Vegas and the Chapter , are used interchangeably throughout this Constitution and By-Laws.

REVISED JUNE 29, 2008

CULINARIAN'S CODE

I pledge my professional knowledge and skill to the advancement of our profession and to pass it on to those who are to follow.

I shall foster a spirit of courteous consideration and cooperation with our profession.

I shall place honor and the standing of our profession before personal advantages.

I shall not use unfair means to effect my professional advancement or to injure the chances of another colleague to secure and hold employment.

I shall never expect anyone to be subject to risks which I would not be willing to assume myself.

I shall help to protect all members against one another from within our profession.

I shall be just and enthusiastic about the success of others as I am about my own.

I shall be too big for worry, too noble for anger, too strong for fear, and too happy to permit pressure of business to hurt anyone, within or without the profession

Adopted by the American Culinary Federation, Inc. at its Convention in Chicago, August 1957 and amended at its convention in Orlando, July 2007.

CONSTITUTION

SECTION I This constitution of the ACF Chefs Las Vegas is adopted pursuant to the provisions of the General Non-Profit Corporation Law of the State of Nevada, and together with such Bylaws as may be duly adopted pursuant to law, shall collectively constitute the By-Laws of the ACF Chefs Las Vegas

SECTION II ACF Chefs Las Vegas was founded in 1968 by a group of Executive Chefs of Las Vegas, Nevada. The purpose for which the ACF Chefs Las Vegas , was formed, is set forth in its certificate of incorporation, as follows:

To organize the Chefs of Las Vegas, Clark County, Nevada, into a society for mutual assistance and education by admitting to membership those defined in the Constitution and Bylaws of the ACF Chefs Las Vegas: to promote, strengthen and develop those bonds of friendship which should exist among the members of the profession; to study, discuss and define its interests when and wherever it may be necessary, and to encourage the advancement of the culinary profession.

The general purposes and powers are to endeavor to secure employment for the members of this corporation and advance the best interests of both employers and employees; to impose fines and other penalties upon its members for the infringement of property; to acquire land and build improvements thereon for the use of the corporation, its successors and its lessees; to own and hold real estate necessary for the business and objects of the corporation; to borrow money and execute promissory notes, bonds and other evidences of indebtedness; to execute mortgages, deeds of trust, or contracts on pledge, affecting the property of the corporation; to employ servants and agents and to prescribe their duties as well as their salaries; to make any contract and perform any other act of thing necessary or convenient to carry out the objects and purposes of this corporation; to receive any and all bequests or devices that may be made to this corporation by any member thereof or by any other person whomsoever.

SECTION III ACF Chefs Las Vegas is a non-profit, non-partisan and non-sectarian corporation of professional Chefs, Working Chefs, Pastry Chefs, Sous Chefs, Pastry Cooks and journeyman cooks engaged in the planning, preparation, service and supervision of food and beverages, in commercial kitchens, in hotels, clubs, restaurants, institutions, schools and other establishments, as well as serving as research and development consultants, experimental chefs and food directors. There shall be no discrimination in regards to race, color, sex, religion, national origin or politics.

MEMBERSHIP

- A. Professional Culinarian Members
- B. Culinarian Members
- C. Junior Culinarian Members
- D. Student Culinarian Members
- E. Senior Professional Culinarian Members
- F. Associate Members
- G. Allied Members
- H. Property Members
- I. Honorary Members
- J. Culinary Enthusiast Members

ADMINISTRATION

SECTION I The ACF Chefs Las Vegas President is the governing officer of the corporation.

SECTION II The Board of Directors is the governing body of the corporation.

SECTION III OFFICERS

- A. There shall be five (5) elected officers as follows: President, Vice President, Secretary, Treasurer, and Sergeant at Arms.
- B. There shall be Committee Chairs as noted in Chapter 8
- C. The elected Officers shall be elected by secret (closed) mail

ballot every two (2) years.

ACF Chefs Las Vegas BYLAWS

CHAPTER I -- MEMBERSHIP

ARTICLE I. PROFESSIONAL CULINARIAN MEMBERS

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 the election of local officers and board members, the election of national officers and at-large directors, and in all organization constitution and bylaws changes.

ARTICLE 1.A. LOCAL CHAPTER MEMBERS

- 1.The “local chapter member only” shall have no vote for any officer of ACF including chapter officers as they do or may serve on the ACF Board of Governors.
- 2.The “local chapter member only” may not hold any office in ACF including chapter elected or appointed standing committee chairs, as they are recognized officers by ACF.
- 3.The “local chapter member only” may not receive any ACF Awards including local Chapter Chef of the Year, as that is a qualifier for the regional and national award.
- 4.The time served as a “local chapter member only” may not be used for AAC requirements as well as any accomplishments during the time of membership.
- 5.A “local chapter member only is not covered by any insurance provided to ACF members and is not qualified to apply for any group insurance offered by ACF to its members.
- 6.The “local chapter member only” is not covered under ACF liability insurance any more than a member of the general public.
- 7.The “local chapter member only” may not be in a management or leadership position of any project or program covered by the ACF liability insurance policy, if they are the whole project or program may be denied coverage by the Executive Director of ACF. The ACF local chapter is required to notify ACF if a “local chapter member only” or any other non-member is in leadership or management position when applying for coverage. If insurance is denied then the ACF local Chapter will be responsible to purchase insurance to protect its members and ACF.
- 8.The “local chapter member only” may not receive any discounts in registration, educational programs, certification, or any discounts offered to ACF members.

9. The “local chapter member only” may purchase any ACF publications at the price offered to the general public.

ARTICLE II. CULINARIAN MEMBERS

A Culinarian shall be a person 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 electoral proceedings of the the national ACF and a full vote in any local chapter election.

ARTICLE III. JUNIOR CULINARIAN MEMBERS

A Junior Culinarian shall be a high school student between 16 and 18 years of age. Junior Culinarians shall have no vote in any local or national matters.

ARTICLE IV. STUDENT CULINARIAN MEMBERS

A Student Culinarian shall be a person that is involved in the culinary profession and has fewer than two years work experience at the 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 national ACF or local chapter elections or proceedings. Student Culinarian membership shall be subject to a lifetime limit of four years.

ARTICLE V. SENIOR PROFESSIONAL MEMBERS

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 consecutive years at the time of retirement. Regardless of age, a member with at least seven years tenure in any category who is permanently and totally disabled from culinary employment shall be eligible for 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 for local officers and board members and national officers and at-large directors.

ARTICLE VI. ASSOCIATE MEMBERS

Associate membership shall be limited to a person, company, group or corporation providing products or services to, or promoting the culinary profession Associate members shall be entitled to all privileges of membership except voting and holding office.

ARTICLE VII. ALLIED MEMBERS

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. Allied members shall be entitled to all privileges of membership except voting and holding office.

ARTICLE VIII. PROPERTY MEMBERS

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 or a registered student at that property. If the individual member's employment or student status ends before the property anniversary date, they shall have the option of becoming an individual member within their respective category by contacting the local chapter and paying a full year's dues.

A Property Member shall have the voting rights and eligibility for holding office appropriate to their category of membership.

ARTICLE IX. HONORARY MEMBERS

The Board of Directors may submit and recommend to the general membership of the Chapter the names of persons for election to honorary membership of the ACF Chefs Las Vegas. Such honorary membership of the chapter shall be conferred solely as a recognition of the interest shown in the profession by the honorary member and for advice and counsel to the profession and the Chapter.

ARTICLE X CULINARY ENTHUSIAST MEMBERS

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 and cannot hold elected office.

ARTICLE XI. APPLICATIONS

Applications for all applicable membership shall be filled out completely and submitted to the Secretary of the chapter together with the prevailing dues.

CHAPTER TWO -- DISCIPLINARY ACTION

ARTICLE I. Any member of this organization shall be subject to disciplinary action by way of reprimand, fine or expulsion from the organization for unprofessional conduct or any other act detrimental to the welfare of this organization.

ARTICLE II. No member of this chapter shall be reprimanded, fined, or expelled, except as hereinafter provided, unless and until:

- (a) written charges duly specifying the offense of which he is charged are filed with the secretary. Charges filed by the Board of Directors shall be signed by the Secretary in his official capacity.
- (b) a copy of the charges is mailed by the Secretary to the member charged at his/her last known address as shown on the records of the corporation.
- (c) said charges have been heard either by the Board or a special committee appointed by the Board of not less than five members of the Association.
- (d) the Secretary has given the person charged at least ten days written notice of the time and place of said meeting. The person charged shall have the right to appear at said meeting and present evidence on his/her behalf.

The Board of Directors or special committee shall reduce their verdict to writing and report the same at the next meeting of the members of the Association. The report shall be modified, amended, or ratified by a two-thirds (2/3) vote of members

present. Such action by the members of the Association is final. If the person charged neglects to appear when summoned at the time and place set for the hearing of said charges, he shall be reported as guilty of contempt and such report shall be conclusive, and the punishment thereof shall be expulsion from membership.

ARTICLE III. No member suspended as hereinabove provided shall be entitled to any rights or benefits accorded to the members of this Association by these By-Laws during the period of his suspension, and any member whose membership is forfeited by expulsion as hereinabove provided, shall immediately forfeit all rights and/or benefits accorded to members of this corporation by these Bylaws.

CHAPTER THREE -- DUES AND FEE STRUCTURES

ARTICLE I. Annual dues are payable on the anniversary date of the member's initial application and dues payment. Any member who fails to pay dues within 45 days of their anniversary date shall be sent a letter letting them know they are in arrears. If they have failed to pay dues within 90 days of their anniversary date, they shall be ineligible to vote and shall be automatically suspended without further action by the chapter. In the event of illness of a member, a stay may be granted for the payment of dues by the Directors.

ARTICLE II. Members suspended for non-payment of dues may be reinstated by a majority vote of the Board of Directors upon written application, payment of current dues and payment of the applicable reinstatement fee.

ARTICLE III. Upon the death of a member of the chapter, the President shall instruct the Sargeant of Arms to arrange a floral tribute and shall arrange for members of the board of directors to attend funeral services. At the next meeting of the Chapter, the President shall ask the assembly to rise for one minute's silence in respect to the departed member.

ARTICLE IV. The "local chapter member only" dues structure will be chosen by the ACF Chefs Las Vegas Board members. The "local chapter member only" will follow the rules set forth in Article IA.

CHAPTER FOUR -- ADMINISTRATION

ARTICLE I. OFFICERS

The officers of this Association shall consist of a President, Vice President, Secretary, Treasurer, and Sergeant-At-Arms.

ARTICLE II. BOARD OF DIRECTORS

There shall be a Board of Directors composed of twelve (12) Persons. The past President shall be Chairman. The officers of the Chapter as set forth in Article I above shall be members of the Board of Directors. Therefore five Officers, the Chairman of the Board and six (6) Board Members shall make up the Board of Directors.

ARTICLE III. REGULAR MEETINGS

The regular meeting of the Chapter shall be held during the fourth week of every month or as directed by the Board of Directors. The Board of Directors shall meet during the first week of every month and set the agenda for the regular meeting.

ARTICLE IV. SPECIAL MEETING

A special meeting of the chapter may be called by the President, and shall be called by the President on the written request of at least seven (7) members. The notice of a special meeting shall set forth the purpose for which the meeting is called and no other subject shall be discussed or acted upon at such special meeting.

ARTICLE V. QUORUM

The presence of the President or Vice President, the Secretary, Treasurer or one Director, together with at least one-fifth (20%) of all active members shall constitute a quorum at regular and special meetings.

ARTICLE VI. ORDER OF BUSINESS

The Board of Directors shall prepare the order of business for each regular meeting at the board meeting during the first week of each month. Any member may contact the President to request to add items to the agenda.

ARTICLE VII. VOTING RIGHTS

None other than members and invited guests shall be allowed in the meetings. There shall be no representation or voting of the membership by proxy. Voting on all propositions shall be by showing of hands or standing at the request of the chair, except upon motion made and carried that voting shall be secret ballot on a stated motion.

ARTICLE VIII. AUDITS

For income tax purposes, The Board of Directors will cause an audit to be made annually and when there is a change in administration. This audit of the Books of Accounts, Vouchers, Records of Income and Disbursements, Assets and Liabilities, and of any and all of the financial affairs of the Chapter shall be conducted by a Certified Public Accountant employed by the Board of Directors.

CHAPTER FIVE -- DUTIES OF OFFICERS

ARTICLE I. PRESIDENT

The President shall preside at all meetings of the Chapter and shall represent the chapter in all of its official acts. He/she shall appoint all standing and special committees. He/she shall be ex-officio member of all committees, with the exception of the committee on nominations and elections.

He/she shall be authorized to sign all orders and documents and, jointly with the other designated officers or directors, shall sign all checks of the Chapter.

He/she shall control decorum at meetings and may adjourn meetings
In case of disturbance, or order from the meeting anyone whose
conduct is disorderly.

In case of a tie, the President shall cast the deciding vote, and may
participate in debates by temporarily assigning the chair to the Vice-
President or Chairman of the Board.

ARTICLE II. VICE PRESIDENT

The Vice President shall assume the duties of the President in his/her
absence. 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 and qualifies. The Vice President be familiar
with all duties of the President and other officers. In the event of a
vacancy occurring in the office of the Secretary, Treasurer, the Vice
President assume the duties of that office until the Board of
Directors fills the vacancy.

ARTICLE III. SECRETARY

The Secretary shall present to the Board of Directors all applications
for membership in this Chapter, and shall keep an accurate classified list
of the names and addresses of all members. The secretary shall send out
notices of regular and special meetings, keep a record of dues and
distribute the membership cards. He/she shall draft, and be responsible
for the preparation and mailing of all the Association's official
correspondence and keep records of such.

The Secretary shall keep full record of all proceedings and shall keep
the minutes of all meetings of the Board of Directors and the
chapter and supply to each member of the Board of Directors
a copy of all motions and resolutions passed at the regular meetings,
together with a copy of the minutes of the proceedings.

The Secretary shall notify all new members of their election to
membership. The Secretary should submit as required, a complete member
list to their national office/officers.

The Secretary shall notify members who are delinquent in the payment of
their dues by the first day of February of each year and shall
submit to the Board a list of the names of all of those whose annual

dues have not been paid.

Upon election of new officers and/or new members, contact the national office at once with names, positions, and addresses. He/she shall also notify the national office of any address change or correction.

The secretary shall be responsible for the editing of the newsletter, or any other news sheet or magazine produced by the chapter.

The Secretary shall be authorized to co-sign together with either the President or Treasurer, all checks and drafts upon any and all bank accounts of the Association and any and all documents for financial transactions of the Association which require official signatures.

ARTICLE IV. TREASURER

The Treasurer shall receive dues and all other funds of this Association and shall deposit such funds in a bank designated by the Board of Directors.

The treasurer shall keep an itemized account of all receipts and disbursements of the Association. He/she shall provide a written financial report quarterly to the Board of Directors and the membership. A verbal financial report will be provided to the Board of Directors monthly.

ARTICLE V. SERGEANT-AT-ARMS

The Sergeant-at-Arms shall maintain order at all meetings or gatherings of the chapter. He/she shall take care of the signing of the attendance register book of the Chapter and is the custodian of the chapter banner which to be displayed at all meetings and functions.

The Sergeant-at-Arms shall be in charge of distributing the membership identification badges. He/she shall be responsible for collecting and turning in all money collected during meetings from the membership to the Treasurer. He/she shall assist in making accurate counts during show of hands or standing votes.

ARTICLE VI. Officers of the Association, including employed or paid administrators, cannot appropriate any funds over the amount of one thousand dollars (\$1000) for any expenditure or project without the approval of the Board of Directors.

CHAPTER SIX -- BOARD OF DIRECTORS

- ARTICLE I.** The Board of Directors shall;
- A. Transact the general business of the Chapter in the interim between meetings.
 - B. Report to the Chapter at each regular meeting the business transacted in the interim between meetings.
 - C. Draft and conduct the policy of the Association A motion to annul or reverse a decision of the Board of Directors shall require a two-thirds (2/3) majority of the members present and voting to pass.
 - D. Provide a depository for funds and securities for the Chapter
 - E. Determine what persons shall be bonded, fix the minimum amount of bond for each, and approve the same.
 - F. Have power to fill the vacancies in all electives or appointed offices of this Chapter, except a vacancy occurring in the office of the President or Vice President.
 - G. Have power to investigate or overrule the action of any committee, except the committee on nominations.
 - H. Investigate, consider and approve/disapprove all applicants for membership in the Chapter I.
 - I. Have power to drop a member from membership in accordance with these Bylaws.
 - J. Act as a Court of Appeals in all matters not otherwise provided for herein, in which case its decision shall be final except that an appeal may be taken to the general meeting or special meeting of the chapter.
 - K. Authorize the appointment of special committees as the need for them arises.
- ARTICLE III.** Four (4) members of the Board of Directors shall constitute a quorum for a directors meeting. The President shall appoint a Chef member as a Director Pro Temp, for the purpose of providing a quorum, when such action is necessary.

CHAPTER SEVEN -- ELECTION OF BOARD OF DIRECTORS

ARTICLE I. NOMINATIONS

At the regular meeting of the Board of Directors in September of each election year, the President shall appoint an election committee of three active members who shall nominate not less than six (6) members for the Board of Directors. The report of the Election Committee shall be made in writing at the regular meeting of the chapter in October of election year. Additional nominations maybe made from the floor at the October meeting. No person shall be nominated by the Election Committee unless such person has consented to accept the office and serve if elected, nor shall any person be nominated from the floor unless present at the time of the nomination. Any member wishing to withdraw his/her nomination must do so by letter to the Chairman of the Election Committee prior to the October meeting. All nominees may address the chapter at the October meeting.

ARTICLE II. BALLOTING

Voting shall be conducted by written ballot. The ballot shall contain all names of Officers and Directors to be elected or re-elected and follow the voting procedure.

Voting Procedure:

1. Ballots should be mailed to all paid members prior to the election dates for all elections. All ballots shall be mailed first class to the most current address available to the chapter and shall include a self-addressed stamped envelope. It is the responsibility of each member to provide the chapter with a current address.
2. All ballots should be stamped and embossed with the chapter's seal and shall include final postmark date, as specified by the election committee. No ballots postmarked after this date will be valid and therefore will not be counted in the election.
3. Ballots shall be kept unopened in a locked ballot box by the election committee until the polls are closed. The Board of Directors may make such additional rules and regulations as it may deem

appropriate in the interest of insuring a complete, accurate and secret ballot.

5. The election committee shall supervise preparation and mailing of the ballots and have custody of the returned ballots. The Election Committee shall be the judge of whether a ballot is improperly marked. The Election Committee shall count all ballots and record in writing the number of votes received by each candidate. The ballots shall not be destroyed until the newly elected Board of Directors has taken office.

ARTICLE III. ELIGIBILITY FOR OFFICE

If, at the time of his/her nomination or election, or during the term of his/her selected office, a member of the board of directors holds an elective office in any other culinary or food and beverage management association, the board of directors shall decide whether this represents a conflict of interest and whether this renders him/her ineligible for the board.

ARTICLE IV. TERMS OF OFFICE

All officers are elected for a term of two (2) years. Officers may be nominated and elected for a second two-year term. All other members of the board of directors are elected for a term of four (4) years. They may not serve more than one (1) consecutive term.

ARTICLE V INSTALLATION OF OFFICERS AND BOARD MEMBERS

The installation oath shall be as follows:

Chef., _____, will you please come forward and receive the oath of office. You will place your left hand over your heart, raise your right hand and repeat after me, using your name where I use mine.

“I, _____, do solemnly swear upon my honor as a man (woman) that I will faithfully perform, to the best of my ability, all the duties of the office to which I have been elected: and at the expiration, of my term of office, turn over to my successor all moneys, books, vouchers and other matters belonging to the Association. So help me God.”

ARTICLE VI. ABSENCE

Should a member of the Board of Directors be absent for three (3) consecutive meetings without a written request to the President, his office shall be declared vacant and a successor shall be appointed by the President to fill his/her expired term. However, a leave of absence for a period of not more than three (3) months shall be granted to any member of the Board of Directors upon written request addressed to the Board of Directors.

CHAPTER EIGHT – COMMITTEES AND AFFILIATED ORGANIZATIONS

ARTICLE I STANDING COMMITTEES

The following are considered standing committees of the ACF Chefs Las Vegas: Membership, Certification, and Scholarship. The President shall appoint the committee chairperson and make recommendations for other committee members. The Board of Directors may adapt the composition and procedures of the committees as needed. These regulations and procedures shall be recorded in the Chapter Handbook and updated as changed.

ARTICLE II AD-HOC COMMITTEES

The Board of Directors shall form ad-hoc committees, as needed, to conduct chapter business. The President shall appoint the committee chairperson and make recommendations for other committee members.

ARTICLE III ELECTION COMMITTEE

The Election Committee shall be formed in election years, according to the procedures outlined in Chapter Five – Articles I and II.

ARTICLE IV ASSOCIATE ADVISORY BOARD

The Associate Members shall have an advisory board whose mission is to positively and significantly contribute to the support of the ACF (American Culinary Federation) Chefs Las Vegas through continued education, and adhering to the by laws of the ACF Chefs Las Vegas and the American Culinary Federation. The organization and administration of the board and its procedures for selecting the Associate Member of the Year are set forth in the separate bylaws of that organization. The chair of

the associate advisory board is an ex-officio member of the board of directors. He/she is highly encouraged to attend all board meetings and offer his/her valuable opinions and advice, however, he/she will not have voting rights on the board.

ARTICLE V

STUDENT CULINARIAN CHAPTER

All Junior and Student Culinaricians shall automatically be considered members of the ACF Chefs Las Vegas Student Culinarian Chapter. In addition to supporting all regular organization activities, the Student Culinarian Chapter shall conduct its own membership meetings and events. The ACF Chefs Las Vegas shall offer financial and advisory support to the students. The organization and administration of the Student Culinarian Chapter and its procedures for electing its board of directors are set forth in the separate bylaws of that organization. The president of the Student Culinarian Chapter is an ex-officio member of the board of directors. He/she is highly encouraged to attend all board meetings and offer his/her valuable opinions and advice, however, he/she will not have voting rights on the board.

ARTICLE VI

CHEFS FOR KIDS, INC.

Chefs for Kids, Inc. is a separate non-profit, 501C3 corporation whose goal is to eliminate malnutrition and hunger through education and awareness. The ACF Chefs Las Vegas shall actively support Chefs for Kids through providing leadership, volunteers, and fundraising efforts for the groups. The organization and administration of Chefs for Kids are set forth in the separate bylaws of that organization. The President of the Board of Directors is an ex-officio member of the board of directors. He/she is highly encouraged to attend all board meetings and offer his/her valuable opinions and advice, however, he/she will not have voting rights on the board.

CHAPTER NINE – ACF CHEFS LAS VEGAS AWARDS

ARTICLE I

CHEF OF THE YEAR

at the meeting but it shall be held over until the succeeding regular meeting.

ARTICLE III. Each member shall receive by mail a copy of the proposed amendments with a space provided whereby a vote may be cast: Yes or No. The Board of Directors shall set the time for mailing and return of the proposed amendments. The President shall appoint a Scrutiny Committee of three (3) members to take charge of the incoming ballots and make a tally and report the results to the President or Secretary so the results may be announced at the next regular meeting. A vote of two thirds (2/3) of the members voting shall be required to constitute acceptance of the proposed amendments.

ARTICLE IV. The property of this corporation is irrevocably dedicated to the advancement of the culinary profession and no part of its net income or assets of this organization shall be to benefit any director, officer, or member thereof, or to benefit any private individual. Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provision of payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for the training of culinarians and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code. If this corporation holds any assets in trust, or a corporation is formed for charitable purposes, such assets shall be disposed of in such a manner as may be directed by decree of the District Court of the county in which the corporation had its principal office, upon petition thereof by the Attorney General or by a person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

ARTICLE V. This Association cannot dissolve while twenty five (25) percent of the total active members in good standing vote by secret ballot to continue its existence.

CHAPTER ELEVEN -- ORDER OF BUSINESS

ARTICLE I. The order of business at any regular or special meeting shall be as follows:

- (a) Call to order

- (b) Roll call of officers
- (c) Reading of minutes of previous meeting
- (d) Communications from the President
- (e) Report of committee and officers
- (f) Correspondence
- (g) Unfinished business
- (h) New business
- (I) Program
- (j) Adjournment

ARTICLE II. A one (1) hour time limit for transaction of business shall be observed at all general meetings.

ARTICLE III. The order of business or time limit for the transactions of business may be suspended by a two-thirds (2/3) vote of members present and voting.

ARTICLE IV. The board of directors shall maintain a Chapter Handbook outlining procedures for such items as awards eligibility and selection procedures, scholarship procedures, guidelines for organizing and finding sponsors for meetings, and events and other regular chapter activities.

ARTICLE V. “Roberts Rules of Order, Newly Revised” is the basis of handling any matter or procedure not otherwise covered in these Bylaws or the Chapter Handbook. All special and regular meetings shall be conducted under these rules.

ARTICLE VI. All prior existing Bylaws shall be without further force.