

**BYLAWS**  
**Research Chefs Association**  
**Amended March 2018**  
**(Original March 1998; Amended October 2006)**

The Research Chefs Association was founded in 1996. It is a non-profit association incorporated in the state of Missouri. All income from dues and other resources is used to further the advancement of the Association, its mission statement and objectives.

**ARTICLE I**  
**NAME**

The name of the association shall be the Research Chefs Association (RCA). It is non-profit corporation organized under Section 501 (c) (6) of the Internal Revenue Code and is incorporated in the State of Missouri. It is authorized to conduct business in Illinois.

**ARTICLE II**  
**PURPOSE**

The Research Chefs Association's purpose is to bring together persons engaged in or interested in culinary research and development, food science, food manufacturing and food service product or service development to:

- A. Provide a forum for the exploration of opportunities and/or challenges of mutual interest;
- B. Enhance the professional growth and development of its membership;
- C. Promote high standards of professional competence and ethical conduct within its membership;
- D. To delineate the essential uniqueness and enhance the recognition of Culinology® as a distinct profession and field of study;
- E. Provide meaningful services and educational programs for the welfare and benefit of its members;
- F. Keep members informed of culinary and technical developments in all relevant fields of interest;
- G. Stimulate interest in culinary research and development.
- H. Promote Culinology® - the blending of culinary arts and the science of food.

**ARTICLE III**  
**MEMBERSHIP**

***Section 1: General Membership***

Membership in the association shall be without restriction except as delineated in Section 2 of this article. Membership is conferred only by:

- A. Receipt of a properly executed application, including the non-refundable dues payment;
- B. Affirmative review by the Membership Committee;
- C. Issuance of the official certification of membership.

Members will be entitled to all privileges of the class of membership to which they belong and will be expected, in return, to conduct themselves professionally and in accordance with the Bylaws and other applicable regulations of the Association.

### ***Section 2: Classification***

When joining RCA, individuals self-select the appropriate classification. With the exception of the Student classification, all classifications hold voting privileges for Bylaw amendments, Board elections and other matters brought to vote before the RCA membership.

- A. *Chef Member*. Individuals recognized professionally as chefs in any sector of the food industry. Examples include but are not limited to: research/corporate/executive chef, research and development chef, concept/product development chef.
- B. *Food Science & Technology Member*. Individuals recognized professionally as food scientists or food technologists in any sector of the food industry. Examples include but are not limited to: food scientist, food technologist, flavorist, chemist, registered dietitian, nutritionist, lab technician, or food science researcher.
- C. *Affiliate Member*. Individuals recognized professionally in a field affiliated with Culinology, culinary arts, or food science, and who otherwise do not qualify as a Chef, Food Science & Technology, Culinology, Associate or Student member. Examples include but are not limited to: director/manager of culinary department, consultant associated in the food industry, foodservice manager, or food establishment owner, writer, publisher, media/communications professional, academician, administrator, or non-food science researcher.
- D. *Culinology Member*. Individuals recognized professionally as culinologists in any sector of the food industry. Examples include but are not limited to: culinologist, culinary scientist, culinary technician, research and development specialist, or innovation director, including Certified Research Chefs, Certified Culinary Scientists, and Culinology degree graduates. Members eligible for the Chef or Food Science & Technology categories who practice Culinology are eligible for this category.
- E. *Associate Member*. Individuals recognized professionally as employed in supporting fields. Examples include but are not limited to: sales/marketing professional, supplier, co-packer, distributor, or recruiter.
- F. *Student Member*. Individuals recognized as undergraduate or graduate students carrying twelve or more credit hours in a related field. Examples of field of study include but are not limited to: Culinology, culinary arts, food science, food chemistry or related food studies. Student members hold no voting privileges.

### ***Section 3: Term of Membership***

The standard term of membership is one year, from July 1 to June 30 of the following year. The Membership Policy provides details regarding when actual membership commences and the application of member dues.

### ***Section 4: Termination of Membership***

Membership in the Association may be terminated by:

- A. Written resignation by the member, submitted to the chair of the Membership Committee;
- B. In the case of a student member, graduation and acceptance of employment, with option to change to Chef, Food Science & Technology, Affiliate, Culinology or Associate Member.

- C. Delinquency of dues or any past-due payments (examples include, but are not limited to, conference registration fees, education or certification fees, payment for resources, content or products) exceeding 60 days.
- D. On the recommendation of the Board of Directors because of actions by the member deemed to be harmful to the Association. A simple majority vote by the Board of Directors is required to expel a member.

***Section 5: Reinstatement of Membership***

Terminated members may be reinstated by:

- A. If the member terminated via resignation, the member may re-join the Association upon payment of membership dues and compliance with Part B and Part C below, if applicable;
- B. If termination was for reason of non-payment, full and complete repayment of all past-due amounts and with proof of repayment provided to the Chair of the Membership Committee;
- C. If termination was for reason of harmful actions, on the recommendation of the Board of Directors based on actions and commitment by the terminated member. A simple majority vote by the Board of Directors is required to reinstate a member.

**ARTICLE IV  
FISCAL YEAR AND DUES**

***Section 1: Fiscal Year***

The fiscal year shall be determined by the Board of Directors.

***Section 2: Dues***

The annual dues of all members of the Association shall be such amounts and payable on such terms as are provided by the Board of Directors.

**ARTICLE V  
DIRECTORS AND OFFICERS**

***Section 1: Board of Directors***

The Association shall be governed by an elected Board of Directors, consisting of 14 to 16 members. Members elected to the Board shall serve a term of two years, and may be re-elected; however, no member may serve as a Director for more than three consecutive terms. Each Board Member is required to actively serve on at least one committee.

***Section 2: Elections***

Board members are elected by the voting membership. Elections for the Board members can be conducted either by mail, through electronic means or at the Annual Conference following the procedures approved by the Board of Directors. A Board Member-at-Large is nominated by the President, and is elected bi-annually by the Board of Directors.

***Section 3: Composition***

At least half of the Board of Directors shall be composed of members from the Chef classification, with the remaining members elected from membership categories with voting privileges. In the event that there are 15 Directors on the Board, Chef members shall have at least eight (8) seats.

#### **Section 4: Limitations**

The number of Board members employed by the same company is limited to one. In case of a company merger or other event whereby the number of directors from the same company exceeds one, additional Board member(s) from the same corporate entity would be allowed to complete their terms, but would not be considered for reelection until/unless Board composition changes, bringing the company representation limit into compliance with the Bylaws.

#### **Section 5: Officers**

Officers are elected by and from the sitting Board of Directors in accordance with policies and procedures established by the Board. The term of office for all officers is one year. No Director may serve more than two consecutive terms as an officer in the same office.

- A. *President.* Chief spokesperson for the Association, the President shall preside at all meetings of the Association and the Board of Directors. He/she shall establish and appoint all committees not otherwise provided for. The President shall perform or assign all functions or duties not invested in the Board of Directors or other Officers of the Association. He/she shall acknowledge and follow the duties of office as outlined by the Bylaws and the Board of Directors.
- B. *Vice President.* Attends all meetings of the Association and the Board of Directors. He/she shall serve in the place of the President in case of the absence or disability of the President. The Vice President shall acknowledge and follow the duties of office as outlined by the Bylaws and the Board of Directors, and may be asked to perform such other duties as may be designated by the President.
- C. *Treasurer.* Oversees the financial affairs of the Association. RCA staff prepares all financial reports, and the Treasurer reviews and approves the financial reports for each Board meeting. RCA staff prepares a quarterly budget review and the Treasurer reviews and approves this review, which measures the achievement of financial goals against actual income and expenses.
- D. *Secretary.* RCA staff records, distributes and maintains a record of the minutes of each meeting. The Secretary reviews the minutes from each Board meeting, and authorizes them to be presented and approved at the next Board meeting. He/she shall keep an up-to-date copy of the Bylaws, incorporation papers, and a current list of members. The Secretary is responsible for keeping a permanent record of correspondence of and relating to the Association.

The Immediate Past President is a non-voting member of the Board. In matters requiring Board of Director vote, the Immediate Past President will vote only to break ties.

#### **Section 6: Executive Director**

The Executive Director shall perform duties as the Board of Directors may direct. The President may delegate any portion of the Officers' duties to the Executive Director or an appropriately bonded manager, subject to the approval of the Board of Directors. The Executive Director reports to the President of the organization and is responsible to the Board of the Directors. The Executive Director is a hired position. Members do not vote for the Executive Director.

#### **Section 7: The Executive Committee**

The Executive Committee is comprised of the four Officers plus two non-voting members: the Immediate Past President and the Executive Director. The President shall serve as the chair of the Executive Committee.

The role of the Executive Committee is to assist with the Board's decisions and process, and to provide advice and guidance to the President. Specific roles include but are not limited to:

- A. Review issues facing the Association to determine which matters require Board review;
- B. Provide recommendations on topics for vote at upcoming Board meetings;
- C. Provide oversight on ad-hoc committees to facilitate decisions on behalf of the Board;
- D. Develop and recommend to the Board any bylaw and policy revisions and amendments;
- E. Make decisions on behalf of the Board during intervals between Board meetings except as limited by law.

### ***Section 8: Term of Office***

- A. The office term for Board members begins on the first day after the end of the annual membership meeting, and expires on the final day of the annual membership meeting in the second year of office.
- B. The office term for Executive Committee members begins on the first day after the end of the annual membership meeting, and expires on the final day of the annual membership meeting in the following year.

### ***Section 9: Non Performance***

Any Director or Officer who fails to live up to his/her responsibilities may be removed as permitted under the Missouri Non-Profit Corporation Act.

### ***Section 10: Vacancies***

- A. When a vacancy occurs on the Board of Directors before the expiration of the normal term of service (except for the position of an elected Officer), the President shall fill the vacancy by appointment of a Director from the list of active members. The appointment is conditional upon ratification by a simple majority vote of the Board at their next meeting. The new Director will serve out the remainder of the vacant term.
- B. When a vacancy occurs in the office of the President, the Vice-President shall immediately succeed to the office and complete the remaining term.
- C. When a vacancy occurs in the office of the Vice-President, Treasurer or Secretary, the Board of Directors shall immediately select successors to fill and complete the remaining terms. If less than half of the term remains, the Board may choose to leave the office vacant or to fill it by temporary appointment.
- D. In the case of a vacancy of the Immediate Past President, the position will be offered to the next most recent former Past President, or his predecessor as necessary to fill the vacancy.

## **ARTICLE VI MEETINGS**

### ***Section 1: Annual Membership Meeting***

There shall be at least one annual meeting of the members. The Board of Directors will determine location and date. The purpose of the meeting will be to conduct the annual business of the

Association. Written or electronic notice of the meeting will be communicated to the entire active membership at least 60 days prior to the meeting.

***Section 2: Board of Directors Meeting***

There shall be three formal meetings of the Board of Directors per year, including one during the RCA Annual Conference. All Board members are required to attend the Board meeting at the Annual Conference and at least one of the other two official Board meetings each year. Attendance in Board meetings other than the Annual Conference may be in person or via teleconference. Board Members shall receive written or electronic notification at least one month in advance of any in person Board meeting and five (5) day written notice for any Board meetings to be held entirely by teleconference.

**ARTICLE VII  
QUORUM**

***Section 1: Board of Directors Meeting Quorum***

A simple majority of the voting members of the Board of Directors shall constitute a quorum at a meeting of the Board.

***Section 2: General Meeting of the Association Quorum***

A minimum of 40 voting members present at the meeting shall constitute a quorum for General Meetings of the Association.

***Section 3: Voting Quorum and Approval***

- A. For voting matters brought before the Board at General Meetings of the Association, and quorum is properly achieved, matters will be approved by a simple majority of those present and voting.
- B. For voting matters resolved by electronic or email means, voting quorum will be 100 electronic or email responses from voting members. Matters will be approved by a simple majority.

**ARTICLE VIII  
INDEMNIFICATION**

The corporation (Research Chefs Association) shall indemnify to the extent allowed by the laws of the state of Missouri, any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that the person is or was a Director or Officer. The person to be indemnified must have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its Directors, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

**ARTICLE IX  
AMENDMENTS TO THE BYLAWS**

***Section 1: Submission of Amendments***

The Board on its own initiative may put Amendments forward. Any ten members in good standing may petition the Board for consideration of an amendment.

***Section 2: Adoption of Amendments***

- A. Proposed bylaw amendments will be sent via email to the entire membership and will be posted on the RCA website.
- B. Members will vote on bylaw amendments via 1). email or electronic response or 2). voting members present at the annual membership meeting. Amendments will be adopted by a simple majority vote.
- C. Quorum for amendment vote at the annual membership meeting will be defined by Article VII Section 2. Quorum for amendment vote via email or electronic response will be defined by Article VII Section 3B.