

The Southern California Section of the Institute of Food Technologists
Amended and Restated Bylaws: January 7, 2019 Approved: September 6, 2019

BYLAWS of The
Southern California Section of the INSTITUTE OF FOOD TECHNOLOGISTS
(SCIFTS)

The Southern California Section of the Institute of Food Technologists, Inc., a nonprofit corporation duly formed under the provisions of the California Nonprofit Corporation Law as amended (the "Act"), hereby adopts the following Bylaws.

Article I - Name, Headquarters, Territory, and Subsections

Section 1.1 Name

The name of this organization shall be The Southern California Section of the Institute of Food Technologists, an authorized affiliate section of the Institute of Food Technologists. Hereinafter, these shall be referred to as "SECTION" and "IFT", respectively. In the event of any conflict between the Bylaws of this SECTION and Bylaws of the IFT, the latter shall prevail.

Section 1.2 Territory

The territory of the SECTION shall include the following postal zip codes 90000-91899, 91900-92199, 92200-93199, and 93400-93499

Section 1.3 Subsections

Whenever travel distances to SECTION meetings or other considerations make it advisable, a Subsection may be established by a group of interested IFT members or the SECTION Executive Committee. In the event SECTION wishes to establish a subsection, it shall notify the IFT Executive Vice President of its proposed name, territory, and Officers. No subsection may be formed unless and until written approval is received from IFT.

Article II - Purpose, Objectives, and Restrictions

Section 2.1 Purpose and Objectives

The purposes and objectives of the SECTION shall be consistent with the Articles of Incorporation, State of California, and the mission of IFT. In addition, SECTION objectives shall include:

To hold and conduct meetings for scientific, technical and educational purposes among the members of the corporation (SECTION);

To hold recreational and social gatherings for the members of the corporation (SECTION);

To create a spirit of fraternity among its members and the association of those who are qualified for membership in accordance with the provisions of the constitution and by-laws of the corporation (SECTION);

To promote the advancement of the profession of food technology and the maintenance of high professional standards among its members;

To promote the formation of closer professional and personal relations among members;
To promote the furtherance of the aims and purposes of the IFT;

To further the promotion of cordial and helpful relations with the faculties and students of the nearby institutions giving courses in food technology;

To promote interest in the field of food science and technology;

To encourage and provide the means for discussing and disseminating technical and other information relating to the production, processing, packaging, distribution, preparation, evaluation, and utilization of food;

To advance the profession of food science and technology by promoting the maintenance of high professional standards among its members; and

To promote a safe and abundant food supply.

Section 2.2 Restrictions

(a) All policies and activities of the SECTION shall be consistent with the Articles of Incorporation of IFT and the SECTION, the Section Affiliation Agreement, these Bylaws, the bylaws of IFT, applicable laws, or other requirements applicable to tax-exemption requirements imposed on the IFT and the SECTION, including the requirements that the SECTION not be organized for profit and that no part of its net earnings inure to the benefit of any private individual; and

(b) The terms of the Section Affiliation Agreement between the SECTION and IFT, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and, in the event of a conflict between the terms of the Section Affiliation Agreement and the terms of these Bylaws, the SECTION shall be governed by and adhere to the terms of the Section Affiliation Agreement.

Article III • SECTION Membership

Section 3.1 Eligibility

(a) Membership in the SECTION is limited to individuals in good standing of the IFT who are in compliance with the IFT's rules and regulations and who have paid membership dues to IFT on behalf of the SECTION.

(b) Any revocation or suspension of membership by the IFT of a SECTION member will be consistent with the California law Corporations Code Section 5341 (a), 7341 (a). No member may be expelled or suspended and no membership or membership rights may be terminated except by procedures conducted in good faith and in a fair and reasonable manner. Any expulsion, suspension or termination effected otherwise is void and without effect.

Section 3.2 Categories

Membership types, categories, and statuses are defined in the IFT Bylaws and may only be changed by the IFT Board of Directors.

Section 3.3 Voting Rights

All membership categories shall be eligible to vote on all SECTION matters, except Student Members who are eligible to vote on IFT Student Association matters.

Article IV • Meetings - Section Membership

Section 4.1 Section Meetings

SECTION Executive Committee shall schedule regular meetings of SECTION, no less than one (1) time per year. It shall determine in advance the time and place for each meeting. It may call special meetings, as needed, upon written notice to the members at least ten (10) days and no more than 90 days prior and to the meeting by postal or other delivery, facsimile, e-mail, or any other electronic means as permitted by law.

Section 4.2 Quorum

A quorum to conduct business shall consist of those SECTION members present and voting at a regularly scheduled meeting. A quorum to conduct business shall be in accordance with the requirements of the state of California. See Standard Operating Procedures (SOPs). IFT maintains SECTION membership list and is available according to IFT policy.

Section 4.3 Voting

Whenever SECTION members have an issue before them, voting at SECTION membership meetings may be in person or by proxy with each voting member having a single vote. A majority of SECTION members voting in person or by proxy where a quorum is present carries an action.

Section 4.4 Action Without a Meeting

Where permitted by law, any corporate (SECTION) action required or permitted to be taken by the members at a meeting of SECTION may be taken without a meeting if the corporate (SECTION) action is taken by the members either by the unanimous written consent procedure or by the action by ballot procedure.

Article V • Composition of SECTION Executive Committee

Section 5.1 Composition of SECTION Executive Committee

The Executive Committee functions as the Board of Directors and each member has the duties and responsibilities of a director. The governing body is the Executive Committee, which has authority and is responsible for governance of the SECTION. The Executive Committee sets the organization's strategic direction, enables implementation of SECTION purposes and objectives. The Executive Committee shall also:

- a) Develop plans, proposals, and new initiatives for subsequent action by the SECTION Executive Committee

- b) Appoint members of committees and policy-related volunteer workgroups.
- c) Uphold its fiduciary duty including establishing and approving an annual budget.

SECTION Executive Committee shall consist of:

- d) Officers: President, President-Elect, Immediate Past President, Treasurer and Secretary
- e) SECTION Representatives (one for every 200 members as determined on September 1st of each year), approximates 5 representatives.
- f) One or more student members, who may be appointed to serve as a Student Representative(s).

The President of the SECTION shall serve as Chair of the Executive Committee. In the event of the inability of the President to serve as Chair, the President-Elect shall serve as the President pro tem.

Section 5.2 Eligibility

No individual may hold more than one elected position at a time.

SECTION Officers, SECTION Representatives, and committee chairs must be current IFT and SECTION members in good standing during her/his entire term of office.

Section 5.3 Terms

- President (1 year)
- President-Elect (1 year)
- Immediate Past President (1 year)
- Secretary (3 years, may not serve consecutive terms)
- Treasurer (3 years, may not serve consecutive terms)

SECTION Representatives serve staggered three year terms. No SECTION Representative may serve more than one consecutive full term except for an individual who is asked to serve a partial term to fill a vacancy.

The Treasurer is permitted to vote on all matters except those related to finance.

Section 5.4 Meetings – SECTION Executive Committee

- a) Frequency SECTION Executive Committee shall meet at least once per year, upon the call of the President or upon written request of any five (5) members of the SECTION Executive Committee.
- b) Notice of Meetings Notice of SECTION Executive Committee meetings is provided at least ten (10) days before the meetings by postal or other delivery, facsimile, e-mail, or any other electronic means as permitted by law.
- c) Quorum At any meeting of SECTION Executive Committee a quorum for the transaction of business shall be a majority (50% plus 1) of the entire SECTION Executive Committee, of which one must be the President, President-Elect, or Immediate Past President.

- d) Voting All decisions by SECTION Executive Committee shall be by majority vote except as otherwise specified in these bylaws. Voting by proxy is not permitted.
- e) Electronic Participation SECTION Executive Committee members may participate and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. An action required to be taken at a meeting of SECTION Executive Committee, or any action which may be taken at a meeting of SECTION Executive Committee, may be taken without a meeting if a consent in writing, including any by electronic means, setting for the action taken, is signed by all of the members of SECTION Executive Committee entitled to vote with respect to the subject matter thereof.
- f) Action Without a Meeting SECTION Executive Committee members may vote without a meeting on any matter where a quorum exists and the votes are submitted in writing by postal or other delivery, facsimile, e-mail, or any other electronic means. An action taken by such a vote is memorialized by a unanimous written consent for the proposed vote, Corporation Code 5211 (b)-(c),, which is signed by all SECTION Executive Committee members who voted in support of the action, and describes the action taken and authorized.

Section 5.5 Removal/Resignation

A SECTION Executive Committee member may be removed for cause by a vote of the Members, after notice to the member has been given and an opportunity to respond has been given to same. A SECTION Executive Committee member may resign at any time by providing written notice of resignation to the Secretary or, in the case of the resignation of the Secretary, to the President. A SECTION Executive Committee who is absent from three consecutive meetings of the SECTION Executive Committee shall, unless such absences are excused by the affirmative act of the SECTION Executive Committee, be deemed to have resigned from the SECTION Executive Committee and from any office held.

Section 5.6 Vacancies

Any vacancy occurring in the SECTION Executive Committee shall be filled by a successor SECTION Executive Committee Member elected by the SECTION Executive Committee at its sole discretion. The term of any successor SECTION Executive Committee Member elected in accordance with the immediately preceding sentence shall be the remaining portion of the term of the vacated Executive Committee Member position. If, in turn, the President-Elect is unable to serve, the SECTION Executive Committee shall elect one of its members to serve as President pro tem.

Article VI • Officers of the Section

Section 6.1 Officers

The Officers of the Section shall consist of the: President, President-Elect, Immediate Past President, Treasurer and Secretary. The roles and responsibilities are outlined the SECTION's Standard Operating Procedures. (SOPS)

Article VII • Nominations and Election Process

Section 7.1 Eligibility

Being appointed or elected to one office of the SECTION executive committee shall not make a member ineligible for another office.

Individuals shall only hold one office of the SECTION executive committee at a time.

Section 7.2 Nominations

The Nominations and Elections Committee shall develop and present a slate of candidates for all elected positions in accordance with these bylaws and shall present the slate to the membership for a vote.

- a) President-Elect. The Nominations and Elections Committee shall communicate to the Secretary of SECTION the name of at least one (1) Member of SECTION in good standing as a nominee for President-Elect.
- b) SECTION Representatives. The Nominations and Elections Committee shall communicate to the Secretary of SECTION the names of at least one (1) Member of SECTION in good standing as a nominee for SECTION Representative for each 200 members of the section as determined on September 1st of each year.
- c) Secretary. The Nominations and Elections Committee shall communicate to the Secretary of SECTION the names of at least one (1) Member of SECTION in good standing as a nominee for Secretary.
- d) Treasurer. The Nominations and Elections Committee shall communicate to the Secretary of SECTION the name of one (1) Member of SECTION in good standing as a nominee for Treasurer.

Section 7.3 Petitions

Additional candidates for officers of the SECTION may be nominated by petition over the signature of ten (10) SECTION Members, provided:

- a) the petitioners have determined the candidate's eligibility from the IFT and SECTION Secretary,
- b) the petitioners have determined the candidate's willingness to serve if elected, and
- c) the petition is received by the SECTION Secretary not later than five (5) business days following the distribution of the report of the Nominations and Election Committee

Section 7.4 Election Process

Membership shall elect the Officers and SECTION Representatives. Elections must be held by March each year, and the results must be communicated to IFT by April 1.

Article VIII • Committees of the SECTION

Section 8.1 Nominations and Elections

The Nominations and Elections Committee shall be comprised of three (3) SECTION Members who shall include the Immediate Past President and two members appointed by the President to serve alternating two-year terms. The Nominations and Elections Committee shall be responsible for forming a slate of Officers and SECTION Representatives as provided in Section 7.2.

Section 8.2 Finance

a) Composition

The Finance Committee Chair is appointed by the SECTION President for a two (2) year term and shall be no more than 4 (four) consecutive terms. The President, President-Elect, Immediate Past President, and Treasurer shall also serve on the committee, as well as two (2) appointees with non-renewable staggered three (3) year terms.

b) Terms of Service

Appointees may serve additional terms provided they are not consecutive.

c) Roles and Responsibilities

The Finance Committee's roles and responsibilities shall be outlined in the SECTION's SOPs.

Section 8.3 Audit

a) Composition The audit committee will consist of a Chair appointed by the Executive Committee, the Treasurer (ex-officio, nonvoting), one (1) appointee from the SECTION Executive Committee, and three (3) appointed members not currently serving on the Executive Committee. The SECTION Executive Committee will appoint committee members.

b) Terms of Service Appointees shall serve one three (3) year term. Additional terms are permitted provided they are not consecutive.

c) Roles and Responsibilities The Audit Committee's roles and responsibilities shall be outlined in the SECTION's SOPs.

Section 8.4 Other Committees, Workgroups and Task Forces

SECTION's Executive Committee may establish other workgroups to carry on the affairs of SECTION. The creation of a workgroup shall be approved by a majority of the SECTION Executive Committee members voting where a quorum is present. The composition of each workgroup shall be determined by the SECTION Executive Committee. The rules in these Bylaws governing the Executive Committee also apply to workgroups of the Executive Committee. A workgroup may be given the authority of the Executive Committee.

Section 8.5 Quorum for Committees, Workgroups and Task Forces

A majority of the members of a committee/workgroup shall constitute a quorum for the transaction of any business unless defined otherwise in this document. The acts of the majority of the committee/workgroup members at a committee/workgroup meeting at which a quorum is present shall be the acts of such committee/workgroup in each case.

Section 8.6 Vacancies and Removal

Vacancies in membership of any committee/workgroup may be filled by appointments made in the same manner as provided in the case of the original appointments. Any member of a committee/workgroup, except the SECTION Executive Committee, may be removed at any time by the SECTION Executive Committee as described in Section 5.5 of SECTION Bylaws by giving notice and opportunity for response from said member.

Article IX – Indemnification and Insurance

SECTION shall, to the fullest extent permitted by law, defend and indemnify any person who is or was an Officer, SECTION Executive Committee Member, employee or agent of SECTION from and against any and all expenses and liabilities actually and necessarily incurred by or imposed upon such person in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, including appeals) to which such person may be or is made a party by reason of being or having been such Officer, SECTION Executive Committee Member, employee or agent. The SECTION Executive Committee may authorize the purchase of and maintain insurance on behalf of any SECTION Executive Committee Member, Officer, employee or agent of SECTION against any liability asserted against or incurred by such person which arises out of such person's status in such capacity.

Article X • Fiscal Year & Governance Year

The fiscal year of SECTION shall be from September 1 of one calendar year through August 31 of the succeeding year.

The governance year of SECTION shall be from September 1 of one calendar year through August 31 of the succeeding year.

Article XI • Dissolution

In the event of voluntary dissolution of this SECTION, or revocation of its charter by the IFT Executive Committee, and after the discharge of all its debts and obligations, any remaining funds and property of SECTION may be transferred to the 501(c) (3) or 501(c) (6) of choice by the SECTION. Said conveyance shall be made within sixty (60) days after SECTION's debts and obligations have been discharged. IFT Office of the President shall be notified in writing of said action, immediately upon its completion.

Article XII • General Provisions

Section 12.1 Section Affiliation Agreement

SECTION, its Officers, SECTION Representatives, and agents must conform with and maintain its Section Affiliation Agreement with IFT and all SECTION affiliation requirements imposed by the IFT.

Section 12.2 Use of Funds

SECTION shall use its funds on matters relating to SECTION and its activities. No part of its funds shall inure or be distributed to its members, with the exception of reasonable reimbursement for expenses related to services rendered in the name of SECTION or IFT official business.

Section 12.3 Conflict-of-Interest Policy

SECTION's Executive Committee shall adopt a conflict-of-interest policy and annual disclosure process that applies to all SECTION Officers and SECTION Representatives.

Section 12.4 Amendments to the Bylaws

- a) These Bylaws may be amended by a two-thirds (2/3) vote of returned mail, facsimile, or electronic media ballots cast by members eligible to vote in mail ballot voting, provided no less than ten percent (10%) of all members eligible to vote shall cast a ballot and the proposed change has been sent in writing to the members thirty (30) days prior to the ballot deadline.
- b) Amendments may be proposed by the SECTION Executive Committee upon its own initiative or upon petition of at least ten percent (10%) of the SECTION members addressed to the SECTION Executive Committee. All such proposed amendments shall be presented to the membership by the SECTION Executive Committee with or without recommendation.
- c) All additions, deletions and changes must be approved in advance by the IFT prior to being submitted to the SECTION membership for approval.

Section 12.5 Limitation of Liability

No individual member of SECTION, SECTION committee, or employee of SECTION, shall incur any indebtedness in the name of SECTION or make any commitments involving SECTION unless authorized to do so by action of SECTION Executive Committee.

Section 12.6 Parliamentary Rules

The most recent edition of Robert's Rules of Order shall be the governing parliamentary rules of SECTION, but only to the extent that such Rules are not inconsistent with the Act, SECTION's Articles of Incorporation, these Bylaws, or policies and procedures duly adopted by SECTION's Executive Committee.

Section 12.7 Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or Bylaws of the IFT or any other applicable provision of applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Adoption and Amendments

- Approved by Southern California Section, Institute of Food Technologist Executive Committee. (October 15, 1980)
- Approved by Institute of Food Technologists, Committee on Constitution and By-Laws. (March 26, 1981)
- Scholarship Committee Amendment: Approved by Institute of Food Technology, Committee on Constitution and by-Laws (March 26, 1981)
- Scholarship Committee Amendment: Approved by Institute of Food Technology, Committee on Constitution and By-Laws (George Foster's letter to SCIFTS). (December 18, 1985)
- In current format (March 1985)
- Re-formatted with amendments (November 17, 1999)
- Re-formatted to conform to the new IFT Committee on Constitution and bylaws' requirement (started November 2007, complete April 2008). In conjunction, created the SECTION STANDARD OPERATING PROCEDURES as a corresponding document to the BYLAWS of the SOUTHERN CALIFORNIA REGIONAL SECTION to create nimbleness in daily SECTION operating decisions.
- Revised to conform with the new IFT guidelines (started October 2014, complete October 2017). In conjunction, the STANDARD OPERATING PROCEDURES were revised and updated.
- Revised April 2018, December 2018 according to come into agreement with SCIFT Articles of Incorporation
- Submitted for approval by vote of SECTION membership, 2019