

# BYLAWS FOR SOCIETY FOR HOSPITALITY AND FOODSERVICE MANAGEMENT

## ARTICLE I

### NAME, ADDRESS, OBJECTIVES AND ORGANIZATION

Section 1. Name. The name of the association is: Society for Hospitality and Foodservice Management (SHFM).

Section 2. Address. The principal office of the association shall be located as directed by the Board of Directors.

Section 3. Objectives. The objectives of the association shall be:

- A. To provide opportunity for the exchange of knowledge, experiences and opinions through discussion, research, educational programs and publications.
- B. To keep pace with the rapidly changing conditions in the workplace hospitality industry, specifically food, conference, wellness and other workplace service amenities.
- C. To develop greater efficiency and more economical methods of providing high quality food and service and other corporate foodservice and workplace hospitality services at reasonable cost.
- D. To foster and maintain cooperation with representatives in allied fields.
- E. To keep the membership informed of pertinent governmental regulations, scientific advances and other information pertinent to the corporate foodservice and workplace hospitality industry.
- F. To develop and encourage the practice of high standards and professional conduct among management personnel serving the corporate foodservice and workplace hospitality industry.
- G. To engage in all lawful activities necessary and proper to the furtherance of the purposes set forth herein.

Section 4. Organization. The association shall be organized as a not-for-profit corporation under the Illinois General Not For Profit Corporation Act of 1986, as amended. All of the income from dues and other sources shall be used solely for the fulfillment of its stated purposes as set forth in its Articles of Incorporation and in Section 3 of this Article. At no time shall the property of or earnings from activities of the association be used for the individual benefit of any one member.

## ARTICLE II

### REGISTERED OFFICE AND AGENT

The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the Board of Directors may from time to time determine.

## ARTICLE III

### MEMBERSHIP

Section 1. Classes of Membership. The membership of the association shall consist of its Operator, Supplier, Education and Emeritus Members.

Section 2. Operator Member. Any individual employed in a management position by a firm, corporation or organization, or independently operated unit thereof, which either maintains or operates one or more onsite or corporate food and/or other workplace hospitality service(s) (conference center, fitness center, reception, etc.) shall be eligible to become an Operator Member of the association. Operator member categories include, Client Liaisons/Self Operators/Relationship Managers, Contract Service Providers and Integrated Facility Managers, as well as Young Professionals from each of these example categories.

Section 3. Supplier Member. Any individual employed by a company, corporation or partnership primarily engaged in providing products, equipment or services to foodservice or hospitality establishments shall be eligible to become a Supplier Member of the association including Young Professionals.

Section 4. Education Member. Any individual who is an accredited faculty member teaching the Hospitality and Foodservice curriculum on a full-time or part-time basis at an accredited academic institution shall be eligible to become an Education Member of the association. This category shall also include any individual (student) enrolled in an academic institution in the study of the foodservice/hospitality industry shall be eligible to become an Education Member of the association.

Section 5. Emeritus Member. Any individual previously holding an Operator or Supplier, Education membership in the Society, but has since retired from the foodservice industry, shall be eligible to become an Emeritus Member of the association.

Section 6. Voting. Each Operator and Education Member (the "Voting Members") shall be entitled to one vote in the election of directors and in such other matters as may be submitted to vote of the Membership. Supplier Members shall not have voting privileges except for the election of the directors and shall be represented on the Board of Directors with three to five (3 to 5) voting chairs as specified in Article V, Section 2. Emeritus Members shall have no voting rights.

Section 7. Termination of Membership. A membership shall continue until terminated by reason of resignation, non-payment of dues, or termination by action of the Board of Directors for conduct deemed detrimental to the association or for a violation of these Bylaws or any rule or practice of the association. Termination by action of the Board of Directors shall be by two-thirds vote of the Board. For any reason other than nonpayment of dues, the member involved shall be given due notice and shall be entitled to a hearing before the Board of Directors prior to termination of membership. Any

member whose membership is terminated shall be given prompt written notice thereof by the Executive Director. Membership in the association shall automatically terminate whenever a member is ninety (90) days in default of any dues or charges. In special circumstances, such automatic termination may be reviewed and rescinded by the Board of Directors.

Section 8. Reinstatement of Membership. A member whose membership has been terminated may apply for reinstatement in a manner as shall be prescribed from time to time by the Board of Directors.

## ARTICLE IV

### MEETINGS OF THE MEMBERS

Section 1. Time; Place. There shall be an Annual Meeting of the association at such time and place as determined by the Board of Directors, for receiving annual reports and transaction of other business as may properly come before the membership. Special meetings of the association may be called by the President or upon the written request of at least 25% of the membership of the association or a majority of the Board and shall be held in such place as may be fixed by the President or the requesting party.

Section 2. Notice of Meetings. Written notice of any meeting of the association shall be sent by the Executive Director to the last recorded address of each member at least twenty (20), but not more than sixty (60), days prior thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage prepaid. If sent by email, such notice shall be deemed to be delivered when the email, so addressed, is delivered upon confirmation of the receipt of the transmission. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice except where such attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3. Quorum. One-tenth of the total Voting Membership shall constitute a quorum for the transaction of business at any meeting of the association; provided, however, that if less than one-tenth of the Voting Members are present at a meeting, a majority of the Voting Members present may adjourn the meeting from time to time without further notice.

Section 4. Proxies. At any meeting of the members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Section 5. Manner of Acting. The act of a majority of the Voting Members present at a meeting at which a quorum is present shall be the act of the members, except where otherwise provided by law or these Bylaws.

Section 6. Order of Business. All meetings of the association shall be conducted in accordance with procedures outlined in "Robert's Rules of Order" unless otherwise determined by a majority vote of the Voting Members present at a meeting.

## ARTICLE V

### BOARD OF DIRECTORS AND DUTIES

Section 1. Authority. The Board of Directors shall have the responsibility for taking action necessary to further the purposes and objectives of the association. The Board of Directors shall have supervision, control, and direction of the property and affairs of the association, shall determine its policies within the limits of these Bylaws as shall be deemed advisable, may delegate duties to any officer, committee, or employee of the association, and shall have the power to determine who shall be authorized to sign, on behalf of the association, documents and any and all contracts and shall make such authorizations. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition, Tenure, and Qualification. The Board of Directors shall be comprised of a minimum of sixteen (16) members and a maximum of eighteen members (18), fifteen (15) to seventeen (17) of whom shall be elected as set forth below and the Immediate Past President. The Board of Directors shall set the number of vacancies annually. The Executive Director shall be an ex-officio member of the Board of Directors without the right to vote.

The fifteen (15) to seventeen (17) elected directors shall include (a) ten (10) to fourteen (14) directors elected from the Operator Membership for staggered three (3) year terms (i.e., four (4) to six (6) Voting Membership directors shall be elected annually) and (b) three (3) to five (5) directors elected from the Supplier Membership for staggered three (3) year terms (i.e., one to three (1 to 3) Supplier Member directors shall be elected annually). Notwithstanding the foregoing, there shall be the following limitations with respect to a person's qualifications to serve as a director:

- A. Upon the completion of his or her term as President, any director who has not yet completed his or her three-year term as a director shall automatically be deemed to have resigned from that director position and the resulting vacancy shall be filled by the Board of Directors pursuant to these Bylaws; provided that the person completing his or her term as President shall remain a director for one additional year as Immediate Past President pursuant to these Bylaws;
- B. No Member representing the media shall be eligible for election to the Board;
- C. No more than two (2) persons from any Supplier member category (i.e., food, equipment/technology, consultant services) shall serve on the Board of Directors at any time.
- D. No more than two (2) persons from any Affiliated Group (which term for purposes of these Bylaws shall mean a combination of firms, corporations and organizations which have (a) a parent/subsidiary relationship (i.e., one entity owns at least fifty percent (50%) of the stock or has the right to appoint at least fifty percent (50%) of the directors of the other entity), or (b) a common parent organization may serve on the Board at any one time. In the event that more than two (2) persons from any Affiliated Group are elected, serve ex-officio, or through a merger, acquisition or otherwise become members of the Board, then only the ex-officio member (i.e., the Immediate Past President) and the other director with the longest tenure on the Board (or directors in the event the Immediate Past President is not from an Affiliated Group) shall be eligible to continue Board service, unless either person elects to resign his or her Board position in which case the next senior member will remain eligible for service. In the event of equal tenure, the member with the longest continuous membership in the association would

continue to serve.

- E. The Board may appoint as few as none or as many as two (2) Advisory Directors at its discretion, from the Young Professional membership category, who may be a member from any category of membership so long as they meet the criteria of the Young Professional membership category. They may attend meetings of the Board on an as-needed basis but shall not be entitled to vote on any issues for consideration before the Board. Such Advisory Director shall be appointed by the then-sitting voting members of the Board of Directors and shall serve for a one-year term. Individuals may serve up to two consecutive one-year terms.

Section 3. Meetings. The Board of Directors shall meet at least twice annually. One of these regular meetings shall be held within five days of the annual meeting of the association. The time and place of the other regular meeting shall be determined by Board resolution or in the absence thereof, by the President of the association. Special meetings of the Board of Directors may be called by or at the request of the President or any three directors. Meetings may be held either in or outside the State of Illinois. Meetings may be held either in or outside the State of Illinois. Meetings may be held in person at a location to be mutually determined by the Board of Directors, or via conference call. Directors may attend in person meetings via conference call, if the technology available on-site allows for this accommodation.

Section 4. Notice. Notice of any meeting of the Board of Directors shall be given at least ten days prior thereto by written notice delivered personally or sent by mail, facsimile transmission or electronic mail to each director at his last recorded address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon pre-paid. If notice is given by facsimile transmission, such notice shall be deemed to be delivered upon confirmation of the receipt of the transmission. If sent by electronic mail, such notice shall be deemed to be delivered when it is marked received. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice, except where such attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum. A majority of the whole Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided, however, that if less than a majority of the directors are present at a meeting, a majority of the directors present may adjourn the meeting from time to time.

Section 6. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by law or by these Bylaws.

Section 7. Vacancies. Any vacancy occurring on the Board of Directors may be filled by a majority vote of the remaining Board. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 8. Resignation or Removal. Any director may resign at any time by giving written notice to the President. Any director or officer may be removed from the board: if he/she fails to attend a majority of the annual formal SHFM Board of Directors meetings (one of which must be the annual conference), without good cause acceptable to the board of directors; if he/she evidences an unwillingness to accept the responsibilities of his/her office; or if he/she conducts himself/herself in such a manner that his/her actions are detrimental to the reputation or best interests of the association.

In the event a director has failed to live up to his/her responsibilities as outlined above, the remaining directors may declare the position vacant by a two-thirds (2/3) vote of those present at a formal board meeting, after the director or officer in question is given an opportunity to address the board.

Section 9. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

## **ARTICLE VI OFFICERS AND DUTIES**

Section 1. Officers - Qualification and Election.

The officers of the association shall be a President, a President Elect, and a Treasurer and such other officers as may be determined from time to time by the Board of Directors. The President and President Elect shall be members of the Board of Directors at the time of their election and shall be elected annually by the Board of Directors. The Treasurer position shall be filled by appointment by the Board of Directors and does not have to be a member of the Board of Directors at the time of his/her appointment. Notwithstanding the foregoing, in no event shall more than one (1) officer of the association be from the same Affiliated Group (as defined in Article V, Section 2 of these Bylaws). The officers shall serve without compensation. In addition to the above officers, the Board of Directors may appoint an Executive Director, and such additional administrative officers as they may require who shall serve at the discretion of the Board of Directors.

Section 2. Term. The President and President Elect shall take office immediately following the next national conference and shall serve for a term of approximately one year and until a qualified successor has been duly elected. The Treasurer shall serve a one-year term, which is renewable once by the Board of Directors.

Section 3. Removal. Any officer may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the association would be served thereby.

Section 4. Vacancies. Any vacancy occurring in an elective office may be filled for the balance of the term thereof by a majority vote of the remaining Board of Directors.

Section 5. President. The President shall be the principal elected officer of the association and shall have general supervision and control over the business and affairs of the association, subject to the direction of the Board of Directors. The President shall call and preside at all meetings of the association, the Board of Directors, and the Executive Committee. The President shall represent the association before the public and allied industries. The President may sign, with the president-elect, or other proper officers of the association, any instruments which the Board of Directors may authorize to be executed, except where such execution shall be expressly delegated by the Board of Directors, these Bylaws, or by law to another officer or agent of the association; and in general shall perform such other duties as are incident to the office of President or which may be assigned from time to time by the Board of Directors.

Section 6. President-Elect. In the absence of the President, or in the event of the President's inability or refusal to act as determined by a majority vote of the Board of Directors, the President-Elect shall perform the duties of the President, and when so acting shall have all of the powers of

and be subject to all of the restrictions upon the President, and shall perform such other duties as may be assigned from time to time by the President or by the Board of Directors. The Executive Director will temporarily take the meeting chair seat and preside over the board meeting to determine an inability or refusal to act vote.

Section 7. Treasurer. The Treasurer shall perform such duties as are incident to the office which may be assigned by the President or by the Board of Directors.

Section 8. Executive Director. The administrative and day-to-day operation of the association may be in a salaried staff head or organization employed or appointed by the Board of Directors. The Executive Director shall be responsible to the Board of Directors. The Executive Director shall have the authority to execute contracts on behalf of the association as approved by the Board of Directors. The Executive Director shall act as the Secretary for the association and shall perform such duties as may be assigned from time to time by the President or by the Board of Directors.

## **ARTICLE VII**

### **PRESIDENTS COUNCIL**

The Presidents Council shall consist of all of the past Presidents of the Association who remain actively involved in the Association. The Presidents Council shall serve as an advisory body to the Board of Directors and shall meet at such times as may be determined from time to time by the Board of Directors. Members of the Presidents Council may serve on committees appointed by the President pursuant to Article VIII.

## **ARTICLE VIII**

### **COMMITTEES**

Section 1. Executive Committee. There shall be an Executive Committee, which shall consist of the officers, the Immediate Past-President of the association, the senior Supplier Member representative to the Board of Directors, and the Chair of the SHFM Foundation Board of Directors. In addition, the Executive Director shall be a member of the Executive Committee without the right to vote. Notwithstanding anything in these Bylaws to the contrary, in no event shall more than one (1) member of the Executive Committee be from the same Affiliated Group (as defined in Article V, Section 2 of these Bylaws). The Executive Committee may exercise the authority of the Board of Directors in the management of the association during the intervals between the meetings of the Board of Directors, subject at all time to the bylaws of the association, and the prior rules, regulations and directives issued, adopted or promulgated by the Board of Directors. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business, and unless otherwise provided under these bylaws or by law, the act of a majority of the voting members of the Executive Committee shall constitute the act of the Executive Committee.

Meetings may be called by the President or by any two (2) Executive Committee members.

Section 2. Nominating Committees. The Nominating Committees of the association shall be as follows:

- A. The President, President-Elect, Treasurer, the Senior Supplier Membership director, the Foundation Chair, two directors appointed by the President and two non-director members appointed by the President. In addition, the Immediate Past-President shall serve as chairman of the Director Nominating Committee and the Executive Director shall serve as an ex officio committee member without the right to vote. The Director Nominating Committee shall develop a list of nominees for director,

each of whom shall be determined to meet any relevant qualifications previously established by the Board, equal to the number of vacancies on the Board of Directors and the Foundation Board of Directors; shall submit such list to the membership at least thirty (30) days prior to the Annual Meeting; and shall perform such other duties as may be specified by the Board of Directors.

- B. The Officer Nominating Committee shall be composed of the President, President-Elect, Immediate Past-President and the five most recent Past Presidents from the Presidents Council. The President shall serve as chairman of the Officer Nominating Committee. The Officer Nominating Committee shall develop a list of nominees for Officer positions, each of whom shall be determined to meet any relevant qualifications previously established by the Board, equal to the number of vacancies on the Board of Directors and the Foundation Board of Directors; shall submit such list to the Board at least thirty (30) days prior to the Annual Meeting; and shall perform such other duties as may be specified by the Board of Directors.

Section 3. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be directors of the association, and the President of the Association may appoint the members thereof.

Section 4. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 5. Chairman. Except as provided by these Bylaws, the President shall appoint one member of each committee to serve as chairman of the committee.

Section 6. Removal. Any member of a committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the association shall be served by such removal.

Section 7. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment.

Section 8. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 9. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE IX**

### **INDEMNIFICATION AND INSURANCE**

Section 1. Indemnification. To the extent and at the times permitted by law, the association may, upon action of the Board of Directors, indemnify 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 service as a director, officer, employee or agent of the association, or, service at the request of the association as a director, officer, employee or agent of another corporation, partnership joint venture, trust or other enterprise, for all expenses



(including attorneys' fees), judgments, fines or amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the association, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe that this conduct was unlawful.

Section 2. Insurance. The association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the association, or is or was serving at the request of the association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such.

## **ARTICLE X**

### **MAIL OR ELECTRONIC VOTE**

Whenever, in the judgment of the Board of Directors, any matter should be put to a vote without a meeting, the directors may submit such matter to the relevant members in writing by mail or electronic mail for vote and decision. The matter thus presented shall be determined according to the number of votes received by mail or electronic mail within four weeks after such submission, provided that in each case the written and signed consent, either written or electronic signature, of at least that number of the relevant members required to authorize or take such action at a meeting at which all relevant members were present and voting shall be received, and provided further that prompt notice of any action taken with less than unanimous written or electronic consent shall be given to those relevant members who did not consent in writing to the action so taken.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the association may be fixed from time to time by the Board of Directors.

## **ARTICLE XII**

### **DUES**

The amount of annual dues and fees for all classes of membership shall be determined from time to time by the Board of Directors.

## **ARTICLE XIII**

### **AMENDMENT OF BYLAWS**

Proposed amendments to these Bylaws shall be submitted in writing to the Executive Director at least forty-five (45) days prior to the next scheduled meeting of the association in order to be considered at such meeting. The Executive Director shall provide such proposed amendments to the Board of Directors and membership of the association at least thirty (30) days prior to the meeting. Proposed amendments so submitted shall be presented to the members at such meeting and shall be adopted upon the affirmative vote of a majority of the Voting Members present and voting at the meeting, provided that a quorum is present.

## **ARTICLE XIV**

### **LIMITATION OF LIABILITIES**

Section 1. Limitation of Authority. Nothing herein shall constitute members of the association as partners for any purpose. No member, officer, agent or employee of this association shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of the association. Nor shall any member, officer, agent or employee be liable for his acts or failure to act under these Bylaws, except to the extent provided under the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time.

Section 2. Legal Compliance. It has always been and is now the fixed and unalterable policy of the association to comply at all times with all federal, state and local statutes, ordinances, rules and regulations pertaining to the association, including but not limited to anti-trust laws. No member, director or officer of the association shall do, omit to do, or have the power to do any action the effect of which constitutes a violation by the association of any anti-trust law.

## **ARTICLE XV**

### **DISSOLUTION OF THE ASSOCIATION**

The association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the association. On dissolution of the association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

(As amended September 27, 2018)