## Les Dames d’Escoffier-Houston Chapter BY LAWS

**ARTICLE I NAME AND PURPOSE**

**Section 1.** The name of this organization is Les Dames d’Escoffier, Houston Chapter (hereinafter referred to as “Chapter”).

**Section 2.** The Chapter is organized exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

**Section 3.** The purposes of the Chapter shall be:

* + 1. To further the knowledge, understanding, and appreciation of food, wine, and the arts of the table in the tradition of August Escoffier.
		2. To promote the education and advancement of, and to offer advice and assistance to, fellow members and women in careers related to food, wine, and hospitality, and disseminate such information as advances the purposes and interests of the Chapter.
		3. To raise and disburse funds for professional food, wine, and hospitality scholarship funds and other worthy projects.
		4. To promote high standards in the supply, preparation, and service of food and wine.
		5. To maintain affiliation with Les Dames d’Escoffier International (hereinafter referred to as the “Society”) and to respect its code of ethics.

**ARTICLE II MEMBERSHIP**

**Section 1.** Membership criteria:

1. Members shall be professional women of achievement who are, and have been, actively engaged for a minimum of five years in their career in food, wine, and related industries.
2. Members must agree to support and work for the purposes of the Chapter and to abide by its Bylaws.

**Section 2.** New member procedures:

1. Candidates must submit the Chapter membership application to the Membership Committee Chair.
2. The Board of Directors of the Chapter shall, in its sole discretion, make the final decision on all applications for membership. Election to membership shall require the affirmative vote of at least eighty (80%) of the members of the Board of Directors present and voting.
3. New members must pay the Chapter membership annual dues by the date set by the Board.

**Section 3.** Membership requirements:

1. Members shall be women who are actively engaged in careers in food, wine, and related industries.
2. Members must support and work for the purposes of the Chapter and abide by its Bylaws.
3. To maintain membership, members must meet the attendance requirements as set forth in the standing rules.
4. Members must pay the current dues by the date set by the Board of Directors.

**Section 4.** Reciprocity:

A member in good standing of the Chapter is eligible to transfer membership to another Chapter of the Society with the consent of the Board of Directors of the Chapter where she is transferring, but no individual may be a member of more than one (1) Chapter at any time.

**Section 5**. Termination of membership:

Failure to meet the attendance and dues requirements as set forth in the standing rules shall result in a review by the Board of Directors and may result in termination of membership.

**Section 6.** Membership categories:

1. Active member—fulfills membership requirements as outlined in Article II, Section 3.
2. Associate member—fulfills membership requirements as outlined in Article II, Section 3, except c. This category of membership applies to current members who leave the chapter and wish to maintain their affiliation. They shall not have voting privileges.
3. Chapter emeritus member—fulfills membership requirements as outlined in

Article II, section 3, but is exempt from c. This category of membership applies to members in good standing for at least five years who are no longer actively engaged in careers in food, wine, and related industries, but who wish to maintain their affiliation. They shall not have voting privileges.

1. Chapter honorary member---in recognition of services rendered to the Chapter, the Board of Directors may award honorary membership. Chapter honoraries are exempt from Article II, section 3, c and d.

**ARTICLE III**

**MEETINGS OF MEMBERS AND CHAPTER EVENTS**

**Section 1.** There shall be at least eight (8) meetings or special events of members annually. One of these shall be designated as the Annual Meeting and shall be held at a date in October, fixed by the Board of Directors. All other meetings shall be designated as General or special meetings or Chapter events. Attendance records of members shall be taken at all meetings and Chapter events.

**Section 2.** Annual Meeting:

* 1. The Secretary shall notify every member, not less than 21 days nor more than 30 days before the date of the Annual Meeting, setting forth the time and place of such meeting. The validity of any action taken at such meeting shall not be affected by failure or insufficiency of such notice provided it was given in a timely fashion.
	2. This notice shall include an agenda of the meeting.
	3. The order of business at the Annual Meeting shall be:
		1. Proof of notice, and proof of call
		2. Secretary’s report to include the reading of minutes of the last general meeting
		3. Treasurer’s report
		4. Committee reports, and if committee chairman is not present, the report is included in the President’s report
		5. Unfinished business
		6. New business
		7. Installation of new officers
		8. Adjournment

**Section 3.** General Meetings:

All conditions apply at outlined in Article III, Section2, except where not applicable and include other timely business.

**Section 4**. Chapter Events:

Chapter events may be held in accordance with the interests of all members as a whole, upon call by the Board of Directors or by the President, or by a member authorized by the Board of Directors. Members shall be notified of such events at least fifteen (15) days in advance when possible.

**ARTICLE IV VOTING QUORUM**

**Section 1.** Voting on all issues at a General or Special Meeting shall be by majority vote of those members present and voting.

**ARTICLE V BOARD OF DIRECTORS**

**Section 1.** General Powers:

1. The Board of Directors, consisting of elected officers and committee chairs, shall conduct the business of the Chapter.
2. Concerning all questions of organizational construction arising under these Bylaws, the decision of the Board of Directors shall control.
3. All corporate powers, except such as otherwise provided for in these Bylaws and by statute, shall be vested in and exercised by the Board of Directors.
4. There shall be Directors send to the Annual Meeting of Les Dames d’Escoffier International based upon the chapter membership number, one (1) director for each twenty-five (25) active members or portion thereof.

**Section 2.** Elections:

1. The Nominating Committee shall present a slate of candidates for office at the June General Meeting.
2. Officers shall be elected by the membership from the slate of candidates at the September General Meeting, and the installation at the October Annual Meeting.

**Section 3**. Term of office:

All officers shall be elected for a term of one year, shall assume office on November 1, the term ending the following October 31, and shall be eligible for reelection to no more than a second consecutive term in that office.

**Section 4.** Meetings of the Board of Directors:

1. Meetings of the Board may be held at the discretion of the President upon at least ten (10) days notice at a date and hour set by the President.
2. The required notice of each meeting of the Board shall be sent by the Secretary to each Board member and any other member expected to report at the meeting.

**Section 5.** Quorum

A majority of the members of the Board shall constitute a quorum.

**Section 6.** Office and Chair vacancies:

If any officer or chair position becomes vacant for any reason, such vacancy may be filled for unexpired term by the affirmative vote of the majority of the Board.

**ARTICLE VI OFFICERS**

**Section 1.** The officers of the Chapter shall be elected by the members. The officers shall be President, First Vice President, Second Vice President, Secretary, and Treasurer, and such other officers as may be deemed necessary by the Board. They are elected for a one-year term, and eligible for reelection to a second consecutive term. After two consecutive terms, an officer is ineligible for reelection to that office for a period of one year.

**Section 2**. President

1. The President shall be the principal executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. She shall preside at all meetings of the members and of the Board and shall be an ex-officio member of all standing committees but without voting privileges.
2. The President shall appoint committees as needed by the Chapter subject to Board approval.
3. The President may sign with the Secretary or any other proper officer of the corporation authorized by the Board, any contracts or any other instruments the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, these Bylaws or statute to some other officer or agent of the corporation.

**Section 3**. First Vice President

1. The First Vice President will serve as Ways and Means Chairman, which includes all special events, and fund-raising events of the Chapter.
2. In the absence or incapacity of the President, the Vice President shall preside and perform the duties of the President.
3. In the event of termination of office by the President, the Vice President shall assume the duties of President for the remainder of the term.

**Section 4.** Second Vice President

Duties of the Second Vice President shall be Membership Chair and assistant to the President in duties pertaining to the office. The Membership Chair shall keep the official list of members and make it available to members as needed for Chapter purposes.

**Section 5.** Secretary

1. The Secretary shall be the official custodian of all papers and records of the Chapter, other than those in the jurisdiction of the Treasurer. Such papers and records shall be transferred to the Archivist at the end of the term of office.
2. The Secretary shall keep the minutes of all meetings of the membership and of the Board, as well as attendance records. All minutes shall be reviewed and corrected by the presiding officer and signed by the Secretary.
3. The Secretary shall notify members of all meetings in accordance with the Chapter Bylaws.
4. The Secretary shall send out minutes of all meetings of the Chapter and Board as directed by the Board.
5. The Secretary may countersign contracts.

**Section 6.** Treasurer

1. The Treasurer shall have charge and custody and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; and deposit all such moneys on behalf of the corporation in such bank(s), trust companies, or other depositories as shall be approved by the Board. In general, she shall perform all the duties incidental to the Office of Treasurer and such other duties as from time to time may be assigned to her by the President or the Board. Disbursement of funds by written check shall require the signature of the Treasurer and the approval of the President.
2. The Treasurer shall keep accurate books of accounts on all monies received and disbursed.
3. The Treasurer shall submit a report at each meeting of the Board. Copies of the annual financial report of the Chapter shall be available to all members at the Annual Meeting.
4. The Treasurer, or in the absence or incapacity of the Treasurer the President shall expend money of the Chapter on the request of the President or as authorized by the Board and shall issue a written account of such expenditure.
5. The Treasurer shall prepare an annual budget. The budget shall be subject to approval by the Board at the November meeting.
6. The Treasurer shall see that the appropriate tax form (Form 990) is filed.
7. The Treasurer may countersign contracts.

**Section 7.** Removal

An officer or any other agent of the Chapter may be removed at any time, with cause, by the affirmative vote of two- thirds of the Directors.

**Section 1.** Designation

**ARTICLE VII COMMITTEES**

The Board may designate and appoint one or more committees and such committees, to the extent approved by the Board, shall exercise the authority of the Board in the management of the corporation. The President shall serve as an ex-officio member of the committees without voting privileges.

**Section 2.** Membership Committee

The Membership Committee shall furnish membership applications as requested to candidates for membership, shall receive and review the applications, and refer them to the Board for action.

**Section 3**. Nominating Committee

1. The Nominating Committee shall consist of five (5) members, including the immediate past President who shall serve as Chairman; the Membership Chairman, and three (3) from the general membership appointed by the President in May. The Nominating Committee shall present a slate of officers at the June meeting, with the election of officers at the September meeting, and installation at the October Annual Meeting.
2. The Nominating Committee Chair shall receive the election ballots and count them with a teller appointed by the President.

**ARTICLE VIII AMENDMENT OF THE BYLAWS**

These Bylaws may be amended by a majority of those Active members present at any regular meeting of the Chapter, provided that notice of the proposed amendment has been mailed by the Secretary to each Active member at least thirty (30) days prior to the date of the meeting.

**ARTICLE IX PARLIMENTARY PROCEDURE**

The rules contained in Robert’s Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and Standing Rules.

**ARTICLE X**

**VOTING BY ELECTRONIC MAIL**

All notices and voting requirements as set forth in these by-laws may be accomplished by electronic mail.