

Amended and Restated Bylaws  
of  
Women's Foodservice Forum of Illinois

Adopted: March 25, 2000  
Revised: November 10, 2005  
Revised: November 6, 2007  
Revised: October 24, '08  
Revised: December 1, 2009  
Revised: March 24, 2011

**BYLAWS OF  
WOMEN'S FOODSERVICE FORUM OF ILLINOIS**

**ARTICLE 1 PURPOSES, DISTRIBUTIONS, ACTIVITIES**

Section 1.1 - PURPOSES. Women's Foodservice Forum of Illinois (the "Corporation") has been organized for the following purposes:

- (a) to engage in initiatives that support the development of women for career growth in the food service and hospitality industries;
- (b) to provide business organizations with the knowledge of women's workplace issues;
- (c) to provide women in the food service and hospitality industries with the resources and support to reach their full professional and career advancement potential;
- (d) to embrace and advocate for the equality of opportunity of women in all aspects of the food service and hospitality industries;
- (e) to conduct studies and research related to developing women in the food service and hospitality industries;
- (f) to solicit membership, disseminate information, promote the goals and purposes of the Corporation, and seek funds and sponsorship from business organizations;
- (g) to carry forth any and all such purposes as set forth in the Articles of Incorporation, from time to time, all subject to the not-for-profit laws of the State of Illinois.

Section 1.2 - DISTRIBUTIONS. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Members, Directors, Officers, or other private persons, except that the Board of Directors shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

Section 1.3 - ACTIVITIES. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

**ARTICLE 2 MEMBERS**

Section 2.1 - MEMBERSHIP QUALIFICATIONS. The requirements for membership in the Corporation shall be agreement and support of the purposes of the Corporation, as stated in the Articles of Incorporation, payment of all membership dues and any other requirements that the Board of Directors may establish, provided such requirements are consistent with the Corporation's purposes and with any applicable laws. The Corporation's paid membership dues deposit records shall be prima facie evidence of those Members who have paid the stated dues for a specific year and shall be used to determine those Members entitled to vote at any meeting of the Members. The Board of Directors may establish additional classes of affiliate membership, which shall not have voting rights, and determine qualifications and fees for affiliate membership for each such class. Membership is neither transferable nor assignable.

Section 2.2 - ANNUAL MEETING. Unless a different date and time shall be established by the Board of Directors with not less than fourteen (14) days notice to the membership, the Annual Meeting of the Members (“Annual Meeting”) shall be held in connection with and at the same designated place as the Corporation's Annual National Conference ("National Conference"), on a day and time established by the Executive Committee.

Section 2.3 - NOTICE OF ANNUAL MEETING. Notice of the Annual Meeting of the Members shall be in writing and shall set forth the place, date, and hour of the meeting and the purpose or purposes for which the meeting is called. This notice shall be by United States mail, overnight delivery, facsimile, or electronic mail (“email”) to each Member not less than fourteen (14) days before the date of the Annual Meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his/her address as it appears on his/her membership record, with postage thereon paid.

Section 2.4 - SPECIAL MEETINGS. Special meetings of the Members (“Special Meeting”), for any purpose or purposes, may be called by a majority vote of the Executive Committee or the Board of Directors. Notice of any Special Meeting shall be given in the same manner as for the Annual Meeting. No business other than that specified in the notice of the Special Meeting shall be transacted at any Special Meeting of the Members of the Corporation.

Section 2.5 - RESPONSIBILITIES. The Members shall elect the Board of Directors and shall transact any other business that may come before them at the Annual Meeting.

Section 2.6 - QUORUM AND VOTING. The presence, in person or by proxy, of one-third (1/3) of the Members plus a quorum of the Board of Directors is necessary to constitute a quorum for the transaction of business by the Members. Action by the Members requires a majority vote of those Members present in person or by proxy. The registration of a Member at the National Conference shall constitute presence in person at the Annual Meeting.

Section 2.7 - PARTICIPATION BY ELECTRONIC MEANS. Any Member may participate in a meeting of the Members by means of a conference telephone or similar communications equipment allowing all persons in the meeting to hear and be heard by all other participants. Such participation shall constitute presence in person at the meeting.

Section 2.8 - VOTING AND PROXIES. Every Member is entitled to one vote upon each matter submitted to a vote at a meeting of the Members. A Member may vote in person or by proxy that is executed by the Member or his/her authorized attorney-in-fact and submitted in writing, either by United States Mail, by electronic mail, or in person, to the Chair before or at the time of the meeting. Any Member voting by proxy shall have their proxy vote cast by the Chair.

Section 2.9 - VOTING BY BALLOT. Voting by the Members on any question or in any election may be by voice vote unless the presiding officer shall order that voting be by ballot.

Section 2.10 - INFORMAL ACTION BY MEMBERS. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote on the matter or as otherwise permitted by law.

Section 2.11 - DISSOLUTION. At any Annual Meeting or Special Meeting, upon the recommendation of a majority of the Board of Directors, Members may dissolve the Corporation by a majority vote. Upon the dissolution of the Corporation, the Board of Directors shall, after

causing the Corporation to pay or make provisions to pay all the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization which is organized and operated exclusively under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax law), as the majority of the Board of Directors shall determine.

Section 2.11 - COMPENSATION. Members shall not receive any stated salary for their services as directors or members of committee, but in extraordinary circumstances, upon a majority vote of the Executive Committee, any Member may be reimbursed for reasonable and necessary out-of-pocket expenses incurred in connection with the business affairs of the Corporation. The foregoing notwithstanding, nothing herein contained shall be construed to preclude any Member from serving the Corporation in any other capacity and receiving compensation therefore so long as any such engagement for services is the result of an arm's length negotiation which is fully disclosed to and approved by the Executive Committee. Additionally, the Board of Directors or the Executive Committee shall be free to hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the Corporation.

Section 2.13 - LIMITATION OF AUTHORITY. No Member shall have any authority to act in the name of or in behalf of the Corporation or to bind the Corporation to any obligation unless expressly authorized by resolution properly adopted by the Board of Directors.

### **ARTICLE 3 BOARD OF DIRECTORS**

Section 3.1 - NUMBER AND TENURE. The Board of Directors shall consist of no more than 35 and no fewer than 26 directors. The Board of Directors shall be elected by the Members. The Director nominees shall be selected by the Nominating Committee who shall determine the appropriate mix of Director nominees from various sectors of the foodservice and hospitality industries, including representation from certain identified foodservice and hospitality entities which are committed to the goals and objectives of the Corporation. All Directors must be Members. Additionally, the President of the Corporation (or the individual holding a substantially similar position as a paid employee of the Corporation) shall serve as an ex-officio non-voting member of the Board of Directors.

Except for the initial Board of Directors, and except for those Directors elected prior to April 2010 to the full Board divided into two-year term classes, each Director shall hold office for a term of one year or until a successor shall have been elected and qualified. In the event of unemployment of any Director, such Director may elect to serve out their term for the remainder of the calendar year during which such Director became unemployed. A Director shall be eligible for four successive terms; however, a Director's service as an Officer or member of the Executive Committee shall not count toward this term limitation. No Director shall serve on the Board for more than a total of seven (7) years, regardless of serving as an Officer or Executive Committee member, nor on the Executive Committee for more than five years; unless a majority of the Board of Directors determines by a vote, following a recommendation by the Executive Committee, that it is advisable to extend the maximum length of a particular Director's service for the purpose of promoting the goals and objectives of the Corporation.

Section 3.2 - RESPONSIBILITIES. The business and affairs of the Corporation shall be managed by the Board of Directors, which may delegate the day-to-day management of the Corporation's

activities to staff or a management company.

**Section 3.3 - REGULAR MEETINGS.** The Board of Directors shall hold at least two regular meetings each year. Unless otherwise determined by a vote of a majority of the Board of Directors, one regular meeting shall be held just prior to and at the same place as the National Conference/ Annual Meeting, and another shall be held in November of each year at a date, time and place to be selected by the Executive Committee. Notice of meetings shall be sent to each Director by United States mail, overnight delivery, personal delivery, facsimile, or electronic mail not less than fourteen (14) days before the meeting. Regular minutes of the meetings shall be kept.

**Section 3.4 - SPECIAL MEETINGS.** Special Meetings of the Board of Directors may be called by the Chair, a majority of the Executive Committee, or a majority of the Board of Directors. The person or persons authorized to call Special Meetings of the Board may fix any place, either within or outside the State of Illinois, for the holding of any Special Meeting of the Board of Directors. Notice of any Special Meeting shall be given in the same manner as for a Regular Meeting, provided, however, that such notice shall include the purpose of purposes of the Special Meeting. No business other than that specified in the notice shall be transacted at any Special Meeting. Minutes of the meetings shall be kept.

**Section 3.5 - PARTICIPATION BY ELECTRONIC MEANS.** Any Director may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons in the meeting to hear and be heard by all other participants. Participation by electronic means shall constitute presence in person at that meeting.

**Section 3.6 - QUORUM AND VOTING.** At any meeting of the Board of Directors, the presence of a majority of Directors then holding office shall constitute a quorum for the transaction of business. Actions to be taken by the Board shall require the affirmative vote of a majority of the Directors present at the meeting, unless the act of a greater number is required by law on these bylaws. The means of voting shall be determined by the Chair or other such authorized person presiding at the meeting and may be verbal, show of raised hand or by written ballot.

**Section 3.7 - ABSENCE.** Directors are expected to attend all Board meetings, but may be excused with good cause shown, in the judgment of the Chair. A Director who is absent from two consecutive Regular Meetings of the Board without excuse shall be deemed to have resigned.

**Section 3.8 - VACANCIES.** Any vacancy on the Board of Directors may be filled without delay by an affirmative majority vote, at a regular or special meeting, of the Board of Directors then in office. The Director so elected shall hold office for the remainder of the predecessor's term in office. If the partial term served by any Director so elected is twelve (12) months or longer, then such partial term shall be deemed to be a full term of service for the purpose of imposing the term limitations described in Section 3.1 of these Bylaws.

**Section 3.9 - UNANIMOUS CONSENT ACTION BY THE BOARD.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting with the written consent of all Directors.

## **ARTICLE 4 OFFICERS AND COMMITTEES**

**Section 4.1 - OFFICERS.** The Officers of the Corporation shall be a Chair, Chair-elect, Vice Chair, Treasurer and Secretary. These Officers shall be elected from among the Directors by a

majority affirmative vote of the Board of Directors at the regular Board of Directors meeting held in conjunction with the Annual Conference. No one person may hold more than one position at one time. Election of an officer shall not itself create any contract rights. The Officers of the Corporation shall serve on the Executive Committee.

Section 4.2 - TERM OF OFFICE. Officers other than the Treasurer shall serve a one (1) year term beginning immediately upon election, and may be re-elected for one additional one-year term. The Treasurer shall serve a two-year term and is typically elected in even years. The Treasurer may be re-elected for one additional two-year term.

Section 4.3 - ELECTION OF OFFICERS. The Chair and the Nominating Committee (described in Section 4.16 hereof) are jointly responsible for developing a slate of officers and are encouraged to seek input from the President and Board of Directors of the Corporation in developing the proposed slate of officers. As part of the development of the proposed slate of officers, the Chair and/or the Nominating Committee will communicate a call for officers to the Board of Directors. However, the Chair Elect shall make the final decision regarding the establishment of a proposed slate of officers. At the election of officers, the Board of Directors will vote on the proposed slate of officers presented by the chair and any additional nominations for officers, including self-nominations, which may be made on the floor by any member of the Board of Directors.

Section 4.4 - REMOVAL. Any Officer may be removed by the vote of two-thirds of the Directors then in office whenever, in their judgment, the Officer's removal is in the best interests of the Corporation. Removal as an Officer shall also constitute removal as a member of the Executive Committee, as a Director and from any other committees on which the individual may serve.

Section 4.5 - OFFICER VACANCIES. A vacancy in any office, other than the office of Chair or Chair-elect, may be filled at a regular or special meeting by the majority vote of the Board of Directors then in office. A vacancy in the office of the Chair shall be filled by the Chair-elect; a vacancy in the office of Chair-elect shall be filled by the Vice Chair. The newly-elected officer shall hold the office for the unexpired portion of the term of the predecessor, and may therefore be re-elected to serve one (1) full additional term.

Section 4.6 - EXECUTIVE COMMITTEE. In addition to the Officers described in Section 4.1 of these bylaws, the Executive Committee shall include up to four (4) at-large members of the Board of Directors appointed by the Chair. Additionally, the President of the Corporation (or the individual holding a substantially similar position as a paid employee of the Corporation) shall serve as an ex-officio non-voting member of the Executive Committee.

The Executive Committee shall have full power and authority to fulfill directives from the Board of Directors, and exercise all the authority of the Board of Directors, except those matters which are reserved specifically to the members or Board of Directors by law.

Section 4.7 - MEMBERS AT LARGE. Each at-large member shall serve one (1) two-year term, and to the extent feasible, terms of at-large members shall be staggered. Thus, any given Executive Committee should have up to two (2) at-large members appointed by the Chair-elect (who will be the incoming Chair) and up to two (2) at-large members appointed by the current Chair (who will be the outgoing Chair). The Chair and Chair-elect are expected to collaborate on the appointments of at-large members.

Section 4.8 - MEETINGS. The Executive Committee will meet on a regular basis according to a

schedule developed by the Chair. Special meetings may be held at the call of the Chair, a majority of the Executive Committee or the executive director (or equivalent senior-most employee of the Corporation). Regular minutes of these meetings shall be kept.

Section 4.9 - QUORUM. A majority of the Executive Committee Members shall constitute a quorum for the transaction of any business. Except as otherwise required by law or these Bylaws, action by the Executive Committee requires a majority vote of the entire Executive Committee.

Section 4.10 - CHAIR. The Chair shall preside at all meetings of the Members, Board of Directors and the Executive Committee. The powers of the Chair shall include, without limitations, development of agendas for all Member, Board of Directors and Executive Committee meetings; and the appointment of standing and special or ad hoc committees, and such other powers as the Board of Directors may prescribe from time to time. The duties of the Chair shall include the promotion of the Corporation and its mission.

Section 4.11 - CHAIR-ELECT. In the event of the death, resignation or absence of the Chair, the Chair-elect shall perform the duties of the Chair and when so acting, shall have all powers of and be subject to all restrictions of the Chair's office. The Chair-elect shall perform any other duties as assigned by the Chair and the Board of Directors.

Section 4.12 - VICE-CHAIR. In the event of the death, resignation or absence of the Chair-elect, the Vice Chair shall have all perform the duties of the Chair-elect and when so acting, shall have all powers of and be subject to all restrictions of the Chair-elect's office. The Vice Chair shall perform any other duties as assigned by the Chair and the Board of Directors.

Section 4.13 - TREASURER. The Treasurer shall: a) have charge and custody of and be responsible for all moneys and securities of the Corporation; b) oversee all deposits of monetary funds made by or on behalf of the Corporation; c) oversee the records of the donations of all goods or services; d) supervise the yearly IRS reporting/filing; e) assure that all books, records and accounts are accurately kept and shall present a full detailed financial statement quarterly to the Board of Directors; f) oversee the execution of a yearly audit by an independent certified accountant; and g) perform any other such duties as usually pertain to such office or as are properly required by the Board of Directors.

Section 4.14 - SECRETARY. The Secretary shall supervise the maintenance all of the corporate records (except the financial records) and the recordation of the minutes for all meetings of the Members and the Board of Directors. The Secretary shall also insure that proper notice is given of the Annual Meeting and the Board of Directors meetings and perform such other duties as the Board of Directors may prescribe from time to time.

Section 4.15 - INVESTMENT COMMITTEE. The Board of Directors shall establish an Investment Committee of the Board which shall be governed by and exercise the authority granted to it pursuant to a Committee Charter to be approved by the Executive Committee.

Section 4.16 - NOMINATING COMMITTEE. The Board of Directors shall establish a Nominating Committee of the Board which shall be governed by and exercise the authority granted to it pursuant to a Committee Charter to be approved by the Executive Committee. The Nominating Committee may include former members of the Board of Directors of the Corporation.

Section 4.17 – COMPENSATION COMMITTEE. The Board of Directors shall establish a Compensation Committee of the Board which shall be governed by and exercise the authority appointed to it pursuant to a Committee charter to be approved by the Executive Committee.

Section 4.18 - COMMITTEES. Standing and ad hoc committees shall be designated by the Chair as needed. These Committees shall review and recommend actions to the Executive Committee and the Board of Directors. Committees may not enter into any contracts or approve any expenditure.

## **ARTICLE 5 CONTRACTS, CHECKS AND DEPOSITS**

Section 5.1 - CONTRACTS. The Board of Directors may authorize any officer or officers, employee or employees, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Any such authority may be general or confined to specific instances. .

Section 5.2 - CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers of the Corporation, and in such manner, as shall from time to time be determined by the Board of Directors.

Section 5.3 - DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories, or invested as the Board of Directors may select. The authorization for the opening of a specific bank account shall be provided by majority affirmative vote by the Executive Committee.

Section 5.4 - LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors or Executive Committee.

## **ARTICLE 6 OFFICE OF THE CORPORATION**

Section 6.1 - REGISTERED OFFICE. The registered office of the Corporation, required by the Illinois General Not for profit Corporation Act of 1986, as amended, to be maintained in the State of Illinois shall be c/o Illinois Corporation Service Corporation, 700 South Second Street, Springfield, IL 62703, in the County of Sangamon, and the address of the registered office may be changed from time to time by the majority affirmative approval by the Board of Directors.

Section 6.2 - MANAGEMENT OFFICE. The Management office of the Corporation shall be located at Southpoint Office Center, 1650 West 82nd Street, Suite 650, Bloomington, MN 55431 or such other location as designated by the Chair. The Corporation may have other such offices, as the Board of Directors may designate, or as business of the Corporation may require, from time to time.

## **ARTICLE 7 WAIVER OF NOTICE**

Section 7.1 - WAIVER OF NOTICE. Whenever any notice is required to be given under these Bylaws or under the Articles of Incorporation or under the Illinois General Not For Profit Corporation Act of 1986, as amended, or otherwise, a written waiver, signed by the person entitled

to the notice, whether before or after the event or other circumstances requiring the notice, shall be effective.

## **ARTICLE 8 AMENDMENTS**

Section 8.1 - AMENDMENTS. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority affirmative vote of the Board of Directors present at a meeting at which a quorum is present. The Articles of Incorporation of the Corporation may be altered, amended or repealed by the affirmative vote of two-thirds of the Board of Directors present at a meeting at which a quorum is present.

## **ARTICLE 9 INDEMNIFICATION AND INSURANCE**

ARTICLE 9.1 - RIGHT OF INDEMNIFICATION. Each person who at any time is, or shall have been, a Director or Officer of the Corporation and is threatened to be or is made party to any threatened, pending, or completed action, suit, or proceeding or any appeal therein, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is, or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation or for its benefit as a Director, Officer, employee, trustee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent legally permissible under the Illinois General Not for Profit Corporation Act of 1986 in the manner proscribed therein from time to time against all expenses liability and loss (including but not limited to attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred or suffered by him in connection with any such action, suit, or proceeding or appeal therein. Similar indemnification may be provided by the Corporation to an employee of the Corporation, not a director or officer, who was or is a party or is threatened to be made a party to or is involved in any such action, suit or proceeding, by reason of the fact that he/she is or was an employee of the Corporation or is or was serving at the request of the Corporation or for its benefit as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Section 9.2 - OTHER INDEMNIFICATION. The foregoing right of indemnification shall not be deemed exclusive of any rights of indemnification to which any Director or Officer may be entitled under any Bylaw, agreement, vote of Members or disinterested Directors, provision of law or otherwise. The foregoing indemnity shall survive the death of any person covered thereby and shall be enforceable by his heirs and legal representatives. The foregoing indemnity shall not be applicable in relation to matters as to which such Director or Officer is adjudged to have breached his / her fiduciary duty to the Corporation under the Illinois General Not For Profit Corporation Act of 1986, as amended.

Section 9.3 - INSURANCE. The Corporation shall, at its expense, maintain such insurance as the Board of Directors deems necessary to enable the Corporation to fulfill its duties and obligations pursuant to Section 9.1 hereof.



CERTIFICATE

The undersigned, Secretary of the Corporation, does hereby certify that the foregoing Bylaws, constitute the Bylaws adopted by the Board of Directors of the Corporation as of March 24, 2011.

Signed:

A handwritten signature in cursive script that reads "Laurie Burns".

Laurie Burns

WFF Executive Committee

Secretary

President, Bahama Breeze