

**BYLAWS OF THE
MINNESOTA REGIONAL SECTION,
INSTITUTE OF FOOD TECHNOLOGISTS**
Amended as of summer 2011

Article I - Name, Headquarters, Territory and Fiscal Year

Section 1.1 - Name

The name of this organization shall be the Minnesota Regional Section, a subsidiary organization of the Institute of Food Technologists. Hereinafter, these shall be referred to as SECTION and INSTITUTE, respectively. In the event of any conflict between the Bylaws of this SECTION and the Constitution, Bylaws, and Policies and Procedures of the INSTITUTE, the latter shall prevail.

Section 2.1 - Headquarters and Territory

The headquarters of the Minnesota Regional SECTION shall be located in the Minneapolis/St. Paul, Minnesota area. The territory of the SECTION shall be the states of Minnesota, North Dakota, South Dakota, the area of Wisconsin with the Zip codes 540, 547, and 548, and the area of Iowa with the Zip codes 510, 511, 512, 513. A geographical Subsection shall consist of the state of South Dakota, the area in Iowa with the Zip codes 510, 511, 512, and 513, and the area in Minnesota with the Zip codes 561 and 562. This Subsection shall be known as the Great Plains Subsection of the Minnesota SECTION, hereinafter "GPSS."

Section 3.1 - Fiscal Year

July 1 to June 30 shall be designated as the fiscal and governance year for the SECTION to maximize coordination of income and disbursements and financial reporting to conform with established income-generating operations. Terms of office for elected officers and committee appointments shall conform to these dates to facilitate programming and scheduling of duties by appointed chairs. The period covered by the dues of all classes of membership shall be the fiscal year. Members in arrears over 180 days shall be dropped from the official rolls of the SECTION.

Article II - Purpose and Objectives

The purpose and objectives of this SECTION, as a non-profit scientific and educational organization, shall be:

- a. To promote interest in the field of food science and technology.
- b. 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.
- c. To advance the profession of food science and technology by promoting the maintenance of high professional standards among its members.

d. To provide cooperative relations with the faculties and students of educational institutions in the SECTION area that offer food science and technology and related courses.

Article III - Membership

Section 3.1 - Classes of Members

- a. SECTION Member - Persons who are Members, Professional Members, or who hold Emeritus status in the INSTITUTE may become SECTION Members.
- b. SECTION Regional Associate - Persons who are or have been engaged in the food or related industries and who do not hold membership in the INSTITUTE may become Regional Associates.
- c. Student Member - Persons who are registered in an accredited educational institution or who are Student Members of the INSTITUTE may become Student Members of the SECTION.

Section 3.2 - Limitations

The number of SECTION Regional Associates shall be limited to twenty-five (25) percent of the total membership of the SECTION, exclusive of students and of retired SECTION Regional Associates.

Section 3.3 - Privileges

All members shall be privileged to participate in the affairs and activities of the SECTION, but only Section Members shall be privileged to vote, hold office, and serve as committee chairs.

Section 3.3 Industrial Associates

Any company that wishes to help support the objectives of the SECTION may become an Industrial Associate under conditions established by the Executive Committee of the SECTION.

Section 3.4 Voting Rights and election to Offices

All members may participate in the activities of the SECTION, but only SECTION Members are qualified to vote or be elected as members of the SECTION Executive Committee.

Section 3.4 - Dues

- a. The annual dues of the several classes of members for each fiscal year shall be determined by the Executive Committee by not later than May 1 of the preceding fiscal year.

- b. Dues for SECTION Regional Associates shall be set higher than dues for SECTION Members; dues for Students shall be set lower than for SECTION Members.
- c. Regional Members holding Emeritus status in the INSTITUTE and retired Regional Associates shall be excused from SECTION dues.

Article IV - Officers

Section 4.1 - Officers

The officers of the SECTION shall be: Chair, Chair-Elect, Administration and Documentation Chair, Membership Chair, Treasurer and Assistant Treasurer. The officers shall have the responsibility for administering and executing the activities of the SECTION within the framework of the policies established by the Executive Committee.

Section 4.2 - Eligibility

The Chair and Chair-Elect, must be Section Members who are Professional Members of the INSTITUTE, and must reside within the SECTION Zip code areas when elected and for the duration of their terms of office. The Membership Chair, Administration and Documentation Chair, Treasurer, Assistant Treasurer, and all Section Representatives of the Executive Committee must be Section Members of the SECTION. No individual may hold more than one elected position at a time.

Section 4.3 - Terms of Office

- a. The terms of the SECTION Officers shall be one year beginning on July 1 following election or until their successors qualify.
- b. The terms of the Section Representatives of the Executive Committee shall be two (2) years, arranged to start in September of alternate years.
- c. The Chair, Chair-Elect, and Section Representatives may not serve consecutive terms.
- d. The Treasurer and Assistant Treasurer shall be limited to three (3) consecutive terms.
- e. The Membership Chair and Administration and Documentation Chair shall be limited to three (3) consecutive terms.

Section 4.4 - Duties

- a. The Chair shall be the Chief Executive Officer of the SECTION, and shall:
 - 1. Participate in the development of overall strategy and setting annual SECTION priorities
 - 2. Preside at all meetings of the SECTION and the Executive Committee

3. With the approval of the Executive Committee, appoint all committees (including student members) and designate the Chair of each and fill any vacancies occurring therein, in accordance with the provisions of these Bylaws.

4. Perform such other duties as are usual pertaining to the office of Chair, and as are assigned in these Bylaws or by the Executive Committee.

b. The Chair-Elect shall:

1. Participate in the development of overall strategy and setting annual SECTION priorities

2. Serve *ex-officio* as Chair of the Program Committee.

3. Perform such other duties as the Chair of the SECTION may delegate

4. Perform the duties of the Chair in the event of the Chair's temporary absence.

5. Succeed immediately to the office of the Chair in the event of the Chair's resignation, disability, or death.

6. Succeed automatically to the office of Chair at the expiration of their respective terms of office.

c. The Administration and Documentation Chair shall:

1. Keep a record of the proceedings of the SECTION.

2. Record and distribute the minutes of the meetings of the Executive Committee.

3. Serve as official liaison between the SECTION and the INSTITUTE in all administrative matters.

4. Prepare an Annual Report of the SECTION on forms supplied by the INSTITUTE and submit said report within thirty (30) days after the end of the year.

5. File the required annual nonprofit corporation registration with the office of the Minnesota Secretary of State.

d. The Membership Chair shall:

1. Maintain an accurate membership roster of the SECTION.

2. If necessary, prepare ballots for election of Officers and Members-at-Large, or for proposed amendments to the SECTION Bylaws; mail said ballots only to Section Members of the SECTION; and receive said ballots for transmittal to the Tellers Committee. Alternatively to a ballot, the Membership Chair will transmit the appropriate information to the INSTITUTE for inclusion in the electronic balloting process conducted by the INSTITUTE.

3. Notify the INSTITUTE of the results of the election of Officers by the appropriate date if the election was not conducted as part of the INSTITUTE'S electronic ballot.

4. Forward approved amendments to these Bylaws to the INSTITUTE.

5. Keep the INSTITUTE provided with an up-to-date copy of the Bylaws of the SECTION.

e. The Treasurer shall:

1. Have charge of all funds of the SECTION, which shall be deposited or invested in repositories approved by the Executive Committee.

2. Submit to the Executive Committee, at bimonthly intervals or as otherwise directed, a report of all financial transactions and the financial condition of the SECTION.

3. Submit such reports to the members as the Executive Committee may deem necessary for their information.

4. When required by the Executive Committee, obtain a fidelity bond, the cost of which shall be borne by the SECTION.

5. Upon completion of each fiscal year, prepare an Annual Financial Report and turn it and all records over to the Auditing Committee.

6. On forms supplied by the INSTITUTE, prepare and submit an annual Financial Report within sixty (60) days after the end of the fiscal year

7. Serve as a financial advisor to the Subsection, and report to the Executive Committee from time to time on this activity.

8. File annually Form 990 with the Internal Revenue Service within five and one-half (5 ½) months after the end of the SECTION fiscal year.

f. The Assistant Treasurer shall:

1. Receive all moneys due the SECTION, make all disbursements approved by the Executive Committee, keep an accurate record thereof, and report to the Executive Committee as directed.

2. When new officers take office, assure that the required paperwork has been completed, including bank resolutions and signature cards.

3. Perform supporting duties as the Treasurer or Chair may delegate.

g. Section Representatives

The Section Representatives responsibilities shall include, but are not limited to:

1. Serve as a member of the SECTION Executive Committee

2. Participate in the development of overall strategy and setting annual Section priorities

3. Coordinate, in consultation with the officers, the nomination process for SECTION participation at the annual IFT Strategic Leadership Forum and ensure SECTION participation at the IFT Town Hall Meeting
4. Additional responsibilities as assigned by the SECTION Chair

Section 4.5 - Limitation of Liability

No SECTION Executive Committee member or officer shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of his or her office except as dictated by law.

Article V - Executive Committee

Section 5.1 - Composition

There shall be an Executive Committee comprised of the Officers, the immediate past Chair, six (6) Section Representatives elected by the membership of the SECTION, three (3) whom shall be Section Members, the Chair of the Subsection, Chairs of the Finance, Long Range Planning, and Newsletter, Committees, and the Presidents of the Food Science Clubs at the University of Minnesota and the University of Wisconsin-River Falls, *ex-officio*, provided they are Student Members of the SECTION. Up to two (2) of the Section Representatives may be Regional Associates. All have voting rights.

Section 5.2 - Duties

- a. The Executive Committee shall have the responsibility for establishing the policies and developing the activities necessary to meet the objectives of the SECTION.
- b. In addition, it shall oversee the operations of the Great Plains Subsection (GPSS), such oversight to include (but not be limited to) review and approval of the Bylaws of the GPSS and any amendments thereto, receipt of election results and annual reports of the GPSS, transfer to the GPSS of any GPSS member dues received by the SECTION, the provision of financial advice to the GPSS by the SECTION Treasurer, and any other appropriate oversight as provided for in the judgment of the SECTION Executive Committee.
- c. At its first meeting each fiscal year, the Executive Committee shall adopt an annual budget based on its planned program of activities for the year.
- d. Except for the office of Chair, the Executive Committee shall fill any vacancy occurring among the officers or its own membership.

Section 5.3 - Meetings

The Executive Committee may schedule meetings prior to each SECTION meeting, but must schedule a minimum of three (3) meetings annually. Additional meetings may be held upon call of the Chair, or of three (3) other members of the Executive Committee with due notice. A quorum shall consist of fifty (50) percent or more of current Executive Committee membership, including at least one officer.

Section 5.4 - Non-performance

The SECTION Executive Committee may ask an officer or committee Chair to resign if that person is not properly or adequately conducting the duties of the position for four (4) months. In addition, the SECTION Executive Committee may ask a Member-at-Large to resign if that person misses more than three (3) SECTION Executive Committee meetings in one year. A two-thirds (2/3) vote of the SECTION Executive Committee is required to follow through on a charge of non-performance. The SECTION Executive Committee shall then fill any vacancies created by these actions. The individual may request the SECTION Executive Committee to appoint an ad hoc Appeals Committee to review the case and bring it before the general membership for consideration.

Article VI - Committees

All committee appointments shall conform to July 1 to June 30 operating year, unless otherwise noted, to facilitate programming and scheduling of duties by appointed chairs. The SECTION Executive Committee may establish committees as needed to conduct the activities of the SECTION.

Section 6.1 - Program

There shall be a Program Committee to develop the SECTION meeting programs. The Chair-Elect shall serve as the Chair of this committee, *ex-officio*.

Section 6.2 - Nominating

- a. The Nominating Committee shall develop and present the slate of candidates for all elected positions in accordance with the regulations in these Bylaws.
- b. The Nominating Committee shall be a standing committee consisting of a Chair and two (2) members, all of them being Section Members, one of whom shall be elected by the Executive Committee each year for a three (3) year term. The Chair shall be from among those three, shall be appointed for a one-year term, and shall normally be from those elected by the Executive Committee each year for a three-year term. The Chair shall be from among those persons who have previously served on the Committee.
- c. On or before September 15 of each year, the Chair of the SECTION shall propose preferably three (3), but not fewer than two (2) Section Members for membership on the Nominating Committee, one of whom shall be elected for a three (3) year term by the Executive Committee by secret ballot not later than December 1. Nominations for membership on the Nominating Committee may also be made by

petition of three (3) members of the Executive Committee submitted prior to October 1 and any Section Members so nominated shall have their names included on the ballot.

Section 6.3 - Finance

The Finance Committee shall consist of at least four (4) members, one of whom shall be the Treasurer and one of whom shall be the Assistant Treasurer. The duties of the Finance Committee shall be to advise the SECTION as to all financial matters, including the management of investments, preparation of the annual budget, and all tax related issues. The Committee shall prepare and submit to the Executive Committee its proposed budget for the coming year during the fourth quarter of each fiscal year, and shall ensure that sufficient funds are carried forward as operating funds for each new fiscal year. The Finance Committee shall also provide all relevant documents to an independent outside accounting firm such that said firm can submit timely state and federal tax returns on behalf of the SECTION.

Section 6.4 - Financial Accountability

The Financial Accountability Committee shall be comprised of three (3) members not holding any SECTION office during the fiscal year covered by the records being audited. The Financial Accountability Committee shall review and certify the correctness of the Annual Financial Report and the records of the Treasurer within sixty (60) days of the end of the fiscal year. Any errors, corrections, or deviations not correctable by action with the Treasurer shall be brought immediately to the attention of the Executive Committee for disposition and action.

The Financial Accountability Committee is responsible for partnering with the Finance Committee to ensure the following practice is completed each year: An agreed-upon procedures engagement (Engagement) shall be conducted by an independent outside accounting firm on an annual basis. The Finance Committee will provide any and all requested documents to said firm such that the Engagement will be completed on or before the federal tax return submission deadline (November 15th) for the fiscal year in question. The independent outside accounting firm will conduct the Engagement each year on areas recommended by the Financial Accountability Committee. Any errors, corrections or deviations found during the Engagement shall be brought immediately to the attention of the SECTION Finance Committee and/or Executive Committee as appropriate.

Section 6.5 - Bylaws

There shall be a Bylaws Committee comprised of a chair and as needed, up to two (2) additional Section Members. The Bylaws Committee shall maintain continuing surveillance over the development of any conflicts between these Bylaws and the Constitution, Bylaws, and Policies and Procedures of the INSTITUTE. It shall review and make recommendations to the Executive Committee on all proposed amendments to these Bylaws and to the Bylaws of the GPSS.

Section 6.6 - Long Range Planning

To assist the Executive Committee in planning the program of activities to meet the SECTION objectives, there shall be a Long Range Planning Committee. The Chair should be a member who served on the Long Range Planning Committee the previous governance year. It is recommended that the Long Range Planning Committee be comprised of two (2) past SECTION chairs, one (1) newer member who has been a SECTION member less than three years, one (1) member with membership in the SECTION more than five (5) years, and a Chair. The Long Range Planning Committee shall review and evaluate existing activities, evaluate future SECTION needs, and make recommendations for changes or new activities.

Section 6.7 - Membership

The Membership Committee shall develop and execute, or supervise the execution of, promotional plans to build the membership of both the SECTION and the INSTITUTE. It is recommended that The Membership Committee be composed of a chair and two (2) additional members. It will cooperate, as requested, in membership promotion plans developed by the INSTITUTE. It may call upon the INSTITUTE and other Committees for assistance, as needed.

Section 6.8 - Newsletter

There shall be a Newsletter Committee, the Chair of which shall serve as Editor of the SECTION Newsletter. It is recommended that the Newsletter Committee be composed of no fewer than three (3) members. The Newsletter shall serve as an announcement of the time, place, and program of each meeting and may contain other news and information.

Section 6.9 - Harold Macy Food Science and Technology Award

There shall be a standing Committee consisting of a Chair and five (5) members, known as the Harold Macy Food Science and Technology Award Committee ("Award Committee"), two (2) members of which shall be appointed each year for a two (2) year term. The SECTION's Chair-Elect shall serve as the fifth member for a one-year term. In addition to these five (5) members of the Award Committee, there shall be a Chair who shall be appointed for a one year term, and who shall normally and wherever practicable be appointed from among those persons who have previously served a regular two (2) year term as a committee member. The Chair of the Award Committee shall not serve more than two (2) consecutive one-year terms in this capacity.

Section 6.10 - Scholarship

There shall be a standing Committee consisting of a Chair and five (5) members, known as the Scholarship Committee, two (2) members of which shall be appointed each year for a two (2) year term. The SECTION's Chair-Elect shall serve as the fifth member for a one-year term. In addition to these five (5) members of the Scholarship Committee, there shall be a Chair who shall be appointed for a one year term, and who shall normally and wherever practicable be appointed from among

those persons who have previously served a regular two (2) year term as a committee member. The Chair of the Scholarship Committee shall not serve more than two (2) consecutive one-year terms in this capacity.

Section 6.11 - Chair's Award

There shall be a Committee for selecting the recipient of the Annual Chair's Award consisting of the present SECTION Chair and three (3), preferably immediate, past Chairs. The Chair of the Chair's Award Committee shall serve from July 1 to June 30 and present the award at the subsequent September meeting of the SECTION held in the Minneapolis/St. Paul area. Operation of this committee follows the procedures detailed in the Chair's Award Operating Manual.

Section 6.12 - Dairy Technology

There shall be a Dairy Technology Committee which shall promote a closer relationship among members of the section to improve and benefit the dairy foods segment of the food industry and help to broaden the scientific and practical knowledge base of its members. It is recommended that the Dairy Technology Committee be composed of three (3) members. It may interact with the Program Committee to develop the Section meeting programs or call upon other Committees for assistance, as needed.

Section 6.13 - Other Committees

The Executive Committee may establish other committees as needed to conduct the affairs of the SECTION. The SECTION hand Book shall serve as a guide for all committees.

Section 6.14 - Eligibility

Only Section Members of the SECTION are eligible for appointment as committee chairs and as members of the Nominating and Bylaws.

Article VII - The Harold Macy Food Science and Technology Award

Section 7.1 - Purpose

There is hereby established the Harold Macy Food Science and Technology Award of the SECTION, hereinafter referred to in this article as "the Award". The purpose of the Award shall be to advance the profession and practice of food technology and to honor the memory of the late Dean Harold Macy by the selection each year of an outstanding example of food technology transfer or cooperation between scientists or technologists in any two (2) of the following settings: 1) academic, 2) government, and 3) private industry. The Committee shall also prepare appropriate descriptive material describing the accomplishments involved, and invite the individual awardee or awardees to address the annual Award Meeting of the SECTION.

Section 7.2 - Capital Fund

A special fund, entitled the Harold Macy Food Science and Technology Award Capital Fund ("Capital Fund") shall be maintained by the SECTION. This Capital Fund may consist of cash (including federally insured checking and/or savings bank deposits), federally insured certificates of deposits, bonds or other obligations of the United States government or an instrumentality thereof, corporate bonds rated A or better by Moody's, shares in an established money market fund based on securities having an average maturity of not over 90 days, or any combination of the foregoing.

Additions to the Capital Fund may be made at any time by vote of the Executive Committee of the SECTION from funds contributed to the SECTION for this purpose or from any excess or revenue over expenditures that would otherwise result in SECTION funds in excess of need for program activities other than this Award.

Section 7.3 - Investments

No capital withdrawals may be made from the Capital Fund for any purpose whatsoever, but the distribution of investments within it may be altered from time to time upon vote of the Finance Committee provided the requirements of Section 7.2 are maintained. Transactions may be made over the signature of any one of the following: the Treasurer or Assistant Treasurer, the Chair, and the Chair-Elect of the SECTION.

Section 7.4 - Operating Fund

A separate special fund, entitled the Harold Macy Food Science and Technology Award Operating Fund ("Operating Fund") shall be established into which shall be paid all income arising from the Capital Fund. This Operating Fund shall be held in the form of the same financial instruments as listed in Section 7.2 for the Macy Capital Fund. The entire amount in the Operating Fund shall be available for expenses connected with the Award each year, subject to approval of the Executive Committee of SECTION. If necessary in its judgment to maintain the Award, the Executive Committee may in any year provide addition support from the general funds of the SECTION. Payments from the Operating Fund for authorized purposes shall be made over the signature of the Treasurer or Assistant Treasurer of the SECTION or over the signatures of both the Chair and the Chair-Elect of the SECTION. Payments from the SECTION's general funds, when authorized by the SECTION's Executive Committee, shall be handled in the same manner as other general fund or budget expenditures.

Section 7.5 - Award Committee

The Award shall be administered by the Harold Macy Food Science and Technology Award Committee described in Article VI, Section 6.10. Except for the specific constraints therein specified, appointment of the Chair and members of the Award Committee shall be made and (where applicable) ratified by the same person or persons and in the same manner as are other standing committees of the SECTION.

Section 7.6 - Committee Responsibilities

The Award Committee shall be responsible for selection of the awardee or awardees, arranging reimbursement of their expenses in attending the Award Meeting from whatever distance, and (in cooperation with the Program committee) for all other aspects of the presentation of the Award, which shall normally take place at a regular dinner meeting of the SECTION, preferably in March or April. The selection process thus should be concluded by not later than December, in order that adequate publicity can be given to the meeting at which the Award is to be presented, and to the identity of the awardee or awardees selected. The Award Committee shall be encouraged to consider, in cooperation with the Program Committee which is responsible for other regular meeting and activities of the SECTION, means by which the Award Meeting and the Award itself can be differentiated from other SECTION affairs and can thereby serve better the purpose previously outlined in Section 7.1. Such means may include, but not be limited to, special publicity or a special location or time or format for the meeting. Among other things, a plaque shall be prepared and presented to the awardee or awardees and a printed program containing information about the awardee(s) and about Dean Macy shall be given to members and guests at the meeting.

Section 7.7 - Budget

Projected income to the Operating Fund, and the consequent availability of funds for the purpose outlined in the previous sections, shall be shown separately from, and shall not be included in the annual budget of the SECTION.

The entire balance of the Operating Fund shall be available to the Award Committee each year in support of expenses connected with the Award, whether or not supplemented as provided in Section 7.4. However, such balance shall be available only after the Committee has submitted its budget proposal to the Executive Committee and secured approval of the same. Unused funds in the Operating Fund shall be carried forward and shall form a part of the balance of the Operating Fund in the subsequent year.

Article VIII - Scholarship Awards

Section 8.1 - Purpose

There are hereby established Scholarship Awards of the SECTION, hereinafter referred to in this article as the "Awards". The purpose of the Awards shall be to advance the profession and practice of food technology by encouraging academic excellence and/or volunteered professional service by students majoring in food science and technology at institutions located within the territory assigned to the SECTION. The student(s) must be members of the SECTION in order to be eligible for the Awards. The Awards may provide a vehicle for recognition or memorials for prominent persons, especially those who have been active in the SECTION.

Section 8.2 - Capital Fund

A special fund, entitled the Scholarship Award Capital Fund ("Capital Fund") shall be maintained by the SECTION. This Capital Fund may consist of cash (including

federally insured checking and/or savings bank deposits), federally insured certificates of deposit, bonds or other obligations of the United States government or an instrumentality thereof, corporate bonds rated A or better by Moody's, shares in an established money market fund based on securities having an average maturity of not over 90 days, or any combination of the foregoing. Additions to the Capital Fund may be made at any time by vote of the Executive Committee of the SECTION from funds contributed to the SECTION for this purpose or from any excess of revenue over expenditures that would otherwise result in SECTION funds in excess of need for program activities other than these Awards. Annually, not less than 20% of the proceeds above expenses generated by Supplier's Day activities shall be transferred to the Capital Fund.

Section 8.3 - Investments

No capital withdrawals may be made from the Capital Fund for any purpose whatsoever, but the distribution of investments within it may be altered from time to time upon vote of the Finance Committee provided the requirements of Section 8. 2 are maintained. Transactions may be made over the signature of any one of the following: the Treasurer or Assistant Treasurer, the Chair, and the Chair-Elect of the SECTION.

Section 8.4 - Operating Fund

A separate special fund, entitled the Scholarship Operating Fund shall be established into which shall be paid income arising from the Capital Fund. This Scholarship Operating Fund shall be held in the form of the same financial instruments as listed in Section 8.2 for the Scholarship Capital Fund. The entire amount in the Scholarship Operating Fund shall be available for expenses connected with the Awards each year, subject to approval of the Executive Committee of the SECTION. If necessary in its judgment to maintain the Awards, the Executive Committee may in any year provide additional support from the general funds of the SECTION. Payments from the Scholarship Operating Fund for authorized purposes shall be made over the signature of the Treasurer or the Assistant Treasurer of the SECTION or over the signatures of both the Chair and the Chair-Elect of the SECTION. Payments from the SECTION's general funds, when authorized by the SECTION's Executive Committee, shall be handled in the same manner as other general fund or budget expenditures.

Section 8.5 - Scholarship Committee

Scholarship Awards shall be administered by the Scholarship Committee described in Article VI, Section 6.11. Except for the specific constraints therein specified, appointment of the Chair and members of the Scholarship Committee shall be made and (where applicable) ratified by the same person or persons and in the same manner as is other standing Committees of the SECTION.

Section 8.6 - Committee Responsibilities

- a. The Scholarship Committee shall be responsible for selection of the awardees, establishing the amounts of the Awards, arranging reimbursement of the Awards, and (in cooperation with the Program Chair) for all other aspects of the presentation of the Awards, which shall normally take place at a regular dinner meeting of the SECTION, preferably in April or May. The selection process thus should be concluded by not later than March, in order that adequate publicity can be given to the meeting at which the Awards are to be presented, and to the identity of the awardees selected.
- b. With the exception of the Caldwell Award, for which specific criteria are set forth elsewhere in this Section, rules and procedures identifying the Awards that may be made, the qualifications required of awardees, and the actual method of selection shall be adopted by the Scholarship Committee, subject to approval by the SECTION Executive Committee. Such rules and procedures will be recorded on the application form for Awards.
- c. The Elwood F. Caldwell Scholarship Award for Volunteer Service.
 - 1) **Purpose:** The Elwood F. Caldwell Award shall be a special scholarship award given annually in recognition of former University of Minnesota Department Head and Professor Emeritus Elwood Caldwell. Dr. Caldwell was responsible for bringing financial stability to the Minnesota IFT Section with the introduction of Suppliers' Day. He also was the originator of the Macy Award and mentored many Section officers in areas ranging from bylaws to fiscal responsibility during his many years of service.
The purpose of the Award is to recognize and reward student volunteers and thereby encourage volunteer service by students to fellow food technologists and to the communities in which they live. All forms of community involvement shall be considered, with special emphasis placed upon service to the Minnesota Section of IFT.
 - 2) **Criteria:** The awardee must be a student member of the SECTION who has demonstrated commitment to the SECTION and/or commitment to the betterment of the community in which he or she lives. Leadership roles in volunteer activities shall be especially valued. Nominees must have established a satisfactory GPA at the college or university currently attended, and academic excellence is encouraged but shall NOT be used as a criterion in distinguishing among nominees.
 - 3) **Administration:** Administration of the Award shall be by the Scholarship Committee. The Award shall consist of an engraved acrylic peak monument or comparably distinctive memento other than a conventional plaque, and a monetary amount at least \$250 in excess of any other scholarship awarded by the SECTION during that academic year. The recipient shall be selected from among candidates nominated by a peer, professor, industry professional or other person or persons familiar with the character and volunteer service

exhibited by the nominee. Nomination requirements shall be in accord with those published annually by the Scholarship Committee.

Section 8.7 - Budget

Projected income to the Operating Fund, and the consequent availability of funds for the purpose outlined in the previous sections, shall be shown separately from, and shall not be included in, the annual budget of the SECTION. The entire balance of the Operating Fund shall be available to the Scholarship Committee each year in support of expenses connected with the Awards, whether or not supplemented as provided in Section 8.4. However, such balance shall be available only after the Committee has submitted its budget proposal to the Executive Committee and secured approval of the same. At the end of the year, unused funds in the Scholarship Operating Fund shall be transferred into the Scholarship Capital Fund.

Article IX - Nominations and Elections

Section 9.1 - Nominations

- a. Not later than November 1 the Nominating Committee shall convene itself and begin to prepare a slate of two (2) candidates for each office to be filled except that of Treasurer. In the case of an incumbent Recording and/or Membership Secretary seeking permissible re-election, a second candidate need not be selected. The number of candidates for Members-at-Large should be at least half again as many as the total to be elected. The Nominating Committee shall determine the eligibility of each candidate from the Membership Secretary and shall determine the willingness of the candidate to serve if elected.
- b. The Nominating Committee shall report its slate of candidates to the membership at a regular meeting of the SECTION prior to the Annual Election.
- c. Additional candidates may be nominated by petition over the signatures of ten (10) Section Members, provided that:
 1. The petitioners have determined the candidates' eligibility from the Membership Secretary,
 2. The petitioners have determined the candidates' willingness to serve if elected, and
 3. The petition is received by the Membership Secretary not later than five (5) days following the meeting at which the Nominating Committee's report is presented.
- d. The Treasurer and Assistant Treasurer shall be nominated by the Chair-Elect and the appointment confirmed by vote of the Executive Committee.

Section 10.2 - Annual Election

- a. Within ten (10) days after the report of the Nominating Committee, the Secretary shall prepare and send electronically or via U.S. mail no later than February 20 a ballot to each Regional Member only. Balloting deadline shall be no later than thirty (30) days after mailing, but no sooner than twenty-one (21) after transmission. Within five (5) days after the balloting deadline, the Membership Secretary shall convene the Tellers Committee and turn over the returned ballots for counting.
- b. The Tellers Committee shall count the ballots for each office, declaring as elected the candidate receiving the majority of votes cast. In the event of a tie vote, selection will be made by lot.
- c. The Tellers Committee shall declare elected those candidates receiving the highest or next highest numbers of votes until all vacancies shall have been filled.

Section 10.3 - Results

- a. The officers-elect shall be announced to the members at the next meeting of the SECTION following the Annual Election.
- b. The Membership Secretary shall report to the INSTITUTE by April 1 the newly elected Officers and Member-at-Large.

Section 10.4 Vacancies

Any vacancy on the SECTION Executive Committee shall be filled by appointment of the SECTION Executive Committee. A member of the SECTION Executive Committee or officer elected to fill a vacancy by the SECTION Executive Committee shall serve for the un-expired term of their predecessor, except for the Chair-elect. The Chair-elect must be elected to the position of Chair but may run unopposed.

Article X - Meetings

Section 11.1 - SECTION Meetings

The Executive Committee shall schedule regular meetings of the SECTION not less than three (3) times 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 prior to the meeting.

Section 11.2 - Quorum

A quorum to conduct business, including matters requiring mail balloting, shall be the larger of ten (10) Section Members or five (5) percent of the Regional Membership.

Article XII - Dissolution

Section 12.1 - Dissolution

This Regional Section may be dissolved by voluntary vote of the SECTION Executive Committee, by revocation of its charter by the INSTITUTE, or otherwise as provided by Minnesota law.

Section 12.2 - Conveyance of funds and property

In the event of the dissolution of this SECTION, after payment of costs and expenses incident to the dissolution proceedings and after the discharge of its debts and settlement of its affairs, any remaining funds and property of the SECTION shall be conveyed either to the Institute of Food Technologists or to such other education, scientific, or charitable organization(s) as the SECTION Executive Committee may determine. Said conveyance shall be made within sixty (60) days after the SECTION's debts and obligations have been discharged and the INSTITUTE shall be notified in writing of said action, immediately upon its completion.

Section 12.3 - Mandatory Conveyance

In the event that the Executive Committee is unable to agree upon an eligible recipient organization(s) within the sixty (60) day period, the remaining funds and property shall be conveyed to the Institute of Food Technologists for its general purposes.

Section 12.4 – Eligibility

Any organization, including the INSTITUTE, to which the remaining funds and property of the SECTION are to be conveyed must be exempt under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any successors to said Sections of the Code, as they may be in effect at the time of conveyance.

Article XIII - Amendments

Section 13.1 - Proposals

Amendments to these Bylaws may be proposed by action of the Executive Committee or by petition to the Membership Chair over the signatures of ten (10) SECTION Members.

Section 13.2 - Ballots

The Membership Chair shall announce all proposed amendments at a regular meeting of the SECTION. Following this announcement the Membership Chair shall mail, to the SECTION Members only, written copies of the amendments, any explanation pro or con that the Executive Committee deems necessary, and ballots for voting.

Section 13.3 - Approval

A two-thirds (2/3) or more vote by the Section Members voting on a proposed amendment shall be necessary for approval.

Section 13.4 - Adoption

Within forty five (45) days the Membership Chair shall forward written copies of approved amendments to the INSTITUTE for approval, receipt of which shall constitute final adoption. Amendments disapproved shall be reconsidered under the preceding sections of this Article XIII.