

**BYLAWS OF THE  
MINNESOTA REGIONAL SECTION,  
INSTITUTE OF FOOD TECHNOLOGISTS  
Founded 1957; Incorporated 1965**

The Minnesota Section of the Institute of Food Technologists (“the IFT”), a not for profit corporation duly formed under the provisions of the Minnesota Not For Profit Corporation Act (“the Act”), hereby adopts the following Bylaws:

**Article I - Name, Headquarters, Territory and Subsection**

**Section 1.1 - Name**

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

**Section 1.2 - Headquarters and Territory**

The headquarters of the Minnesota 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 postal zip codes 540, 547, and 548, and the area of Iowa with the postal zip codes 510, 511, 512, 513.

**Section 1.3 – Subsections**

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.”

Whenever travel distances to SECTION meetings or other considerations make it advisable, an additional subsection may be established by a group of interested IFT members or the SECTION Board of Directors. Within sixty (60) days of establishment of an additional subsection, the parent Section shall notify the IFT Executive Vice President of its proposed name, territory, and officers. No additional subsection may be formed unless and until written approval is received from IFT.

SECTION shall allocate to the subsection operating funds at least equal to the dues of the Subsection membership, less any costs that may be incurred by the parent Section.

SECTION may establish other rules and guidelines for the operation of the Subsection.

**Article II - Purpose, Objectives and Restrictions**

**Section 2.1 - Purpose and Objectives**

The purpose and objectives of this SECTION as a non-profit scientific and educational organization, consistent with those of the IFT, 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'S territory that offer food science and technology and related courses.

### **Section 2.2 - Restrictions**

- a. All policies and activities of the SECTION shall be consistent with the Articles of Incorporation of the IFT and the SECTION, the SECTION Affiliation Agreement, these Bylaws, the Bylaws of IFT, applicable laws, or other requirements applicable to the exemption requirements imposed on IFT and on the SECTION, including that the SECTION not be organized for profit and that no part of its earnings inure to the benefit of any private individual.
- b. These SECTION Bylaws may not conflict with the IFT Bylaws or any policies, procedures, rules or directives established or authorized by the IFT or with the SECTION Affiliation Agreement in place between IFT and SECTION.

## **Article III - Membership**

### **Section 3.1 - Eligibility**

- a. Membership in the SECTION is limited to individuals in good standing in the IFT who are in compliance with the IFT's rules and regulations pertaining to membership, and who have paid membership dues to the SECTION.
- b. Revocation or suspension of membership by the IFT shall constitute revocation or suspension of membership in the SECTION.

### **Section 3.2 - Categories**

There are three (3) membership categories: Member, Professional Member, and Student Member. There is also one (1) honorary membership status (see Section 3.2d)

- a. Member. Any person who is active in the food industry and/or who evidences interest in supporting the objectives of the IFT shall be eligible to become a Member.
- b. Professional Member. Any person who meets the minimum requirements of the IFT by education, training or experience in food science and technology or associated disciplines and provides the necessary information shall be eligible to become a Professional Member:

- A Bachelors, a higher degree, or equivalent, in disciplines associated with food science and technology from a recognized teaching institution, and five (5) years of professional experience in food science and technology, for which
- A Master's degree or equivalent may be presented in lieu of one (1) year of experience, or
- A Doctoral degree in lieu of three (3) years' experience, or
- A non-food science-related bachelors or higher degree, or equivalent from a recognized teaching institution and ten (10) years of documented contributions to the profession and, if applicable, the IFT.

The IFT Board of Directors may waive these minimum requirements for persons who have distinguished themselves by their achievement or through long experience in the field of food science and technology.

c. Student Member. Any graduate student or person matriculated in an educational institution as a full-time student pursuing a degree (Associate or higher) in the field of food science and technology or in one or more of the sciences or branches of engineering concerned with advancing food science and technology shall be eligible as a Student Member. All student members shall be members of the IFT Student Association.

d. Emeritus Status. Any Member or Professional Member who has retired from professional life in a remunerative capacity and has been a member of the IFT for at least twenty (20) years shall be eligible for emeritus status. Individuals with Emeritus status shall retain all rights and privileges previously held, and shall not be charged SECTION dues.

### **Section 3.3 - Voting Rights**

Members, and Professional Members, including those on emeritus status, shall be eligible to vote and hold office. Student Members may chair and serve on committees in accordance with the provisions of these Bylaws.

## **Article IV - Meetings**

### **Section 4.1 - Section Meetings**

The SECTION Board of Directors shall schedule regular meetings of the SECTION, not less than one (1) time per year. It shall determine in advance the time and place for each meeting. It may call special meetings as needed, upon written notice to the members at least ten (10) days and no more than 90 days prior to the meeting by postal or other delivery, facsimile, e-mail, or any other means as permitted by law.

### **Section 4.2 - Quorum**

A quorum to conduct business shall consist of those SECTION members present and voting at meeting legally scheduled in accordance with Section 4.1 of this Article.

### **Section 4.3 - Voting**

Whenever SECTION members must vote on a matter under these Bylaws or otherwise, this Section will apply. Voting at SECTION meetings must be conducted in person or electronically with each voting member having a single vote. A majority of SECTION members voting in person or electronically carries an action.

## **Article V - SECTION Board of Directors**

### **Section 5.1. - Composition**

The SECTION Board of Directors shall consist of the following groups:

- a. Voting Officers: President, President-Elect, Immediate Past President, Treasurer, Assistant treasurer and Secretary.
- b. Other Voting Members: Finance chair, six (6) Directors-at-large, the University of Minnesota Food Science & Nutrition Club President and the Newsletter Editor.

The President of the SECTION shall serve as Chair of the Board of Directors. In the event of inability of the President to serve as Chair, the President-elect or the Immediate Past President, in that order, shall serve as the President pro tem.

### **Section 5.2 - Eligibility**

No individual may hold more than one elective position at a time. SECTION officers, Directors-at-Large and committee chairs must be current IFT members in good standing during their entire terms of office. The President and President-Elect must be Professional Members of the IFT and must reside/work within the SECTION zip code areas when elected and for the duration of their terms of office.

### **Section 5.3 - Terms of Office**

President, 1 year; President-elect, 1 year; Immediate Past President, 1 year; Secretary, 1 year. However, the latter may be re-elected for up to two additional terms. The Treasurer and Assistant Treasurer shall be appointed by the SECTION Board of Directors for up to 3-year terms, and may serve no more than one additional term. Terms of office of Directors-at-Large shall be two (2) years, staggered such that three (3) shall be elected each year.

### **Section 5.4 – Duties**

- a. The Board of Directors shall have the responsibility for establishing the policies and developing the activities necessary to meet the objectives of the SECTION. In addition, it shall oversee the operations of the GPSS, 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, transfer to the GPSS of any GPSS member dues received by the SECTION, and any other oversight appropriate in the judgment of the Board of Directors.
- b. The Board of Directors shall adopt an annual budget at the first meeting of each fiscal year based on its planned program of activities for the year. The Board 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 President or of three (3) other members of the Board with at least ten (10) days' notice. A quorum shall consist of fifty (50) percent or more of current voting members of the Board, including at least one officer. SECTION Board of Directors members may participate and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or person so participating. All decisions by SECTION Board of Directors shall be by majority vote in person or electronically except as otherwise specified in these Bylaws.

c. The SECTION Board of Directors 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, or in the case of a Director-at-Large, if that person misses more than three (3) Board meetings in one year. A two-thirds (2/3) vote of the Board of Directors shall be required to follow through on a charge of non-performance. The SECTION Board of Directors shall then fill any vacancies created by these actions. The individual may request the SECTION Board of Directors to appoint an ad hoc Appeals Committee to review the case and bring it before the general membership for consideration.

d. The SECTION Board of Directors may authorize the purchase of and maintain insurance on behalf of any of its members or of any employee or agent of the SECTION against any liability asserted against or incurred by such person, which arises out of such person's status in such capacity.

### **Section 5.5 - Vacancies**

Any vacancy occurring in the SECTION Board of Directors shall be filled by a successor SECTION Board of Directors Member elected by the SECTION Board of Directors in its sole discretion. A member of the SECTION Board of Directors or officer elected to fill a vacancy by the SECTION Board of Directors shall serve for the unexpired term of his or her predecessor, except for the President-Elect. The President-Elect must be elected to the position of President but may run unopposed.

### **Section 5.6 - Limitation of Liability**

No SECTION Board of Directors 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 VI - Nominations and Elections**

### **Section 6.1 - Nominations**

a. The Nominating Committee shall prepare a slate of preferably two (2) but not less than one candidate for each office to be filled except those of Treasurer and Assistant Treasurer. In the case of an incumbent Secretary seeking permissible re-election, a second candidate need not be selected. The number of candidates for Director-at-

Large should be at least 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 Secretary,
2. The petitioners have determined the candidates' willingness to serve if elected, and
3. The petition is received by the/ 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 President-Elect and the appointment confirmed by vote of the Board of Directors.

## **Section 6.2 – Annual Election**

Because Minnesota utilizes IFT facilities for electronic voting, the report of the Nominating committee shall be sent by the Secretary or President to the IFT staff responsible for elections for processing. Electronic ballots are then issued to qualified Section members for electronic return and counting by IFT.

## **Section 6.3 - Results**

a. Election results are returned by IFT to the Secretary or President and the names of the newly-elected officers and directors-at-large announced to the members at the next meeting of the SECTION following the Annual Election.

## **Article VII - 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. While preliminary committee chair nominations may be made by the President-elect in anticipation of becoming President, all appointments of committee chairs and members are confirmed or made by the SECTION President and approved by the Board of Directors in accordance with the provisions of these Bylaws. The SECTION Board of Directors may establish committees as needed to conduct the activities of the SECTION. Any member of a committee may be removed at any time by the SECTION Board of Directors, with or without cause.

## **Section 7.1 - Bylaws**

There shall be a Bylaws Committee comprised of a chair and as needed, up to four (4) 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 IFT. It shall review and make recommendations to the Board of Directors on all proposed amendments to these Bylaws and to the Bylaws of the GPSS.

### **Section 7.2 - 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 7.3 - Finance**

The Finance Committee shall consist of a chair and 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, in-year financial tracking, and all tax related issues. The Committee shall prepare and submit to the Board of Directors its proposed budget for the coming year during the fourth quarter of each fiscal year, and shall ensure that sufficient funds are carried forward. The committee shall ensure that all relevant documents are submitted to an independent outside accounting firm such that said firm can submit timely state and federal tax returns on behalf of the SECTION.

### **Section 7.4 - Financial Accountability**

The Financial Accountability Committee shall be comprised of a chair not holding any other SECTION office during the fiscal year covered by the records being reviewed; and at least two (2) additional members. The Financial Accountability Committee shall partner with the Finance Committee to review and certify the correctness of the Annual Financial Report and the records of the Treasurer and Assistant Treasurer within ninety (90) days of the end of the fiscal year. Any errors, corrections, or deviations not correctable by action with the Finance Committee shall be brought immediately to the attention of the Board of Directors for disposition and action.

The Financial Accountability Committee shall be responsible for partnering with the Finance Committee to ensure that the following practice is completed each year: An agreed-upon procedures 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 15<sup>th</sup>) 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 Board of Directors as appropriate.

### **Section 7.5 - Macy Award**

There shall be a standing Committee consisting of a Chair and four (4) 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 President-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 three (3) consecutive one-year terms in this capacity.

### **Section 7.6 - Newsletter**

There shall be a Newsletter Committee, a Chair or Co-Chairs of which any one or both shall serve as Editor(s) 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 7.7 – Nominations and Elections**

The Nominations and Elections Committee shall be comprised of three (3) SECTION Members who shall include the Immediate Past President and two members appointed by the President to serve alternating two-year terms. The Nominations and Elections Committee shall develop and present a slate of candidates for all elected positions in accordance with the provisions of these Bylaws.

### **Section 7.8 - President's Award**

There shall be a Committee for selecting the recipient of the Annual President's Award consisting of the current SECTION President and two (2), preferably immediate, past Presidents. The Chair of the President's Award Committee shall serve from July 1 to June 30. The award will be preferably presented at the subsequent September meeting of the SECTION held in the Minneapolis/St. Paul area.

### **Section 7.9 - Program**

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

### **Section 7.10 - 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 President-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 7.11 - Other Committees**

The Board of Directors may establish other committees or task forces as needed to conduct the affairs of the SECTION. The SECTION Policies, Procedures and Guidance Manual shall serve as a guide for all committees.

### **Section 7.12 - Eligibility**

All Members of the SECTION are eligible for appointment as committee chairs and as members of the Nominating committee.

## **Article VIII - Funding of the Macy Award**

### **Section 8.1 - 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 Macy Award Meeting of the SECTION.

### **Section 8.2 - Macy 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 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 Board of Directors of the SECTION from funds contributed to the SECTION for this purpose or by recommendation of the Finance Committee from any excess of revenue over expenditures that would otherwise result in SECTION funds in excess of need for program activities other than this Award.

### **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 the Treasurer or Finance Chair.

#### **Section 8.4 - Macy 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 8.2 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 Board of Directors of SECTION. Upon request from the Macy Award Committee and if necessary in its judgment to maintain the Award, the Board of Directors 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 Finance Chair of the SECTION- Payments from the SECTION's general funds, when authorized by the SECTION's Board of Directors, shall be handled in the same manner as other general fund or budget expenditures.

### **Article IX - Funding of Scholarship Awards**

#### **Section 9.1 - 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 9.2 - Scholarship 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 Board of Directors of the SECTION from funds contributed to the SECTION for this purpose or by recommendation of the Finance Committee from any excess of revenue over expenditures that would otherwise result in SECTION funds in excess of need for program activities. Annually, not less than 20% of the proceeds above expenses generated by Supplier's Day activities shall be transferred to the Capital Fund or similar funds that support scholarships for students in the field of Food Science.

### **Section 9.3 - Investments**

No 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 9.2 are maintained.

Transactions may be made over the signature of the Treasurer or Finance Chair of the SECTION.

### **Section 9.4 - Scholarship Operating Fund**

a. 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 9.2 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 Board of Directors of the SECTION. If necessary in its judgment to maintain the Awards, the Board of Directors 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 Finance Chair of the SECTION. Payments from the SECTION's general funds, when authorized by the SECTION's Board of Directors, shall be handled in the same manner as other general fund or budget expenditures.

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 Board of Directors. Such rules and procedures will be recorded on the application form for Awards.

### **Section 9.5 - Caldwell Scholarship Award for Volunteer Service**

a. 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. 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.

b. 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. Nominees for this award may also apply and be eligible for other scholarship awards of the SECTION.

c. 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.

## **Article X – Fiscal Year**

The fiscal year and also the governance and operating year of the SECTION shall be from July 1 of one calendar year through June 30 of the succeeding year.

## **Article XI - Dissolution**

### **Section 11.1 - Dissolution**

This SECTION may be dissolved by voluntary vote of the SECTION Board of Directors, by revocation of its charter by the IFT, or otherwise as provided by Minnesota law.

### **Section 11.2 - 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 to such other 501(c)(3) qualified education, scientific, or charitable organization(s) as the SECTION's Board of Directors may determine. Said conveyance shall be made within sixty (60) days after the SECTION's debts and obligations have been discharged and the IFT shall be notified in writing of said action, immediately upon its completion.

### **Section 11.3 - Mandatory Conveyance**

In the event that the Board of Directors 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 IFT for its general purposes.

### **Section 11.4 – Eligibility**

Any organization, including the IFT, 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 Section(s) of the Code as they may be in effect at the time of conveyance.

## **Article XII - Amendments**

### **Section 12.1 - Proposals**

Amendments to these Bylaws may be proposed by action of the Board of Directors or by petition to the Secretary over the signatures of ten (10) SECTION Members and/or professional Members.

### **Section 12.2 - Ballots**

The Secretary shall announce all proposed amendments at a regular meeting of the SECTION. Following this announcement, the Secretary shall mail or send electronically to the SECTION Members and Professional Members only, written copies of the amendments, any explanation pro or con that the Board of Directors deems necessary, and ballots for voting.

### **Section 12.3 – Approval**

A two-thirds (2/3) or more vote by those voting where a quorum exists on a proposed amendment shall be necessary for approval. All proposed amendments to SECTION bylaws must be approved in advance by IFT prior to being submitted to the SECTION membership for approval.

## **Article XIII - General Provisions**

### **Section 13.1 - Section Affiliation Agreement**

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

### **Section 13.2 - Use of Funds**

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

### **Section 13.3 - Conflict-of-Interest Policy**

The SECTION's Board of Directors shall adopt a conflict-of-interest policy and annual disclosure process that applies to all of its Officers and Directors.

### **Section 13.4 - Limitation of Liability**

No individual member of the SECTION, its committees or employees shall incur any indebtedness in the name of the SECTION or make any commitments involving the SECTION unless authorized by action of its Board of Directors.

### **Section 13.5 - Parliamentary Rules**

Robert's Rules of Order Newly Revised shall be the governing parliamentary rules but only to the extent that they are not inconsistent with the Act, the SECTION's Articles of Incorporation, Bylaws or Policies, Procedures and Guidance documents duly adopted by the SECTION's Board of Directors.

### **Section 13.6 - Waiver of Notice**

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