

**BYLAWS
OF
AMERICAN CULINARY FEDERATION (ACF) -
ATLANTA CHEFS' ASSOCIATION, INCORPORATED (INC.)
August 2017**

Amended April 15th, 2025

ARTICLE I – NAME and PURPOSE

Section 1. Name. The name of the Corporation is American Culinary Federation (ACF) - Atlanta Chefs Association, Inc., (ACF-ACA) hereinafter referred to as the "Corporation."

Section 2. Address. The address for the transaction of business for the Corporation is 1250 Scenic Hwy S Ste 1701-322, Lawrenceville, GA 30045

Section 3. Purpose. The purposes for which the ACF - Atlanta Chefs Association, Inc. is organized are:

(a) organized as a non-partisan association of chefs and other culinarians, dedicated to the promotion of excellence, education, professionalism, and collegiality in the culinary profession.

(b) to support and promote the American Culinary Federation and the ACF – Atlanta Chefs Association, Inc. throughout the State of Georgia through personal and professional development, competitions, networking, and community outreach programs designed to enhance the professional growth of current and future members.

ARTICLE II – MEMBERSHIP

Section 1. Eligibility. ACF and Corporation membership is open to Culinarians and other individuals engaged in the culinary profession, allied employment, or any person of the general non-food professional community that has a passion for the culinary arts and who meets the requirements set forth in Section 2. Culinarians refers to professional chefs, cooks and bakers engaged in (a) food and beverage planning, preparation, service or supervision in personal/private kitchens, commercial kitchens, hotels, clubs, restaurants, schools, catering and event facilities, food manufacturing and distribution, research and development, and other institutions; and (b) culinary education. ACF membership is granted upon completion and receipt of a membership application and annual dues. All Corporation memberships shall be granted upon majority vote of the Board.

Section 2. Classifications of ACF National Membership. As specified by the ACF National Bylaws, that were altered in March 2025, there are four main classifications of ACF

membership, each defined with its' own specified privileges and restrictions and the additional three classifications. The Corporation recognizes these seven classifications of membership and extends the following additional rights and privileges to each classification.

ACF – National Bylaws - Categories of Membership: There shall be four (4) main categories of the ACF membership as follows and three (3) subcategories are as followed:

- A) Professional Member – This membership category is for individuals fully committed to the culinary profession, working as chefs or in related roles within the hospitality or allied industries. A Professional Member shall be a person with at least three years full-time employment in the culinary profession. A Professional Member shall have one (1) vote in in any electoral proceedings of the Corporation. Professional Culinarians may hold Corporation elected office as defined in Article III, Section 5 and Article IV, Section 2 of these Bylaws and serve on committees and task forces.

- B) B) Vendor Member – This membership category is for businesses, including sponsored vendors or those choosing to join at an individual level. It allows one member to represent the vendor, and the business will be listed as a Vendor Member on ACF communications, WeAreChefs.com, and related marketing materials. A Vender Member shall be a person employed in a field related to the culinary profession (such as dietetics, home economist, food stylist, etc.) who does not qualify at any level of professional membership of the ACF or the Corporation. Additionally, any person who wishes to support and promote the ACF, the Corporation, and culinary profession may become a Vendor Member. Vendor Members shall have one (1) vote in any electoral proceedings of the Corporation. Vendor Members may hold Corporation elected office as defined in Article III, Section 5 of these Bylaws and serve on committees and task forces.

- C) Associate Member – Individuals under 25 years old with full or part-time employment in the culinary profession or a related field. This category is also open to students enrolled in ACF-accredited secondary, post-secondary programs, or apprenticeships regardless of age. An Associate Member shall have one (1) vote in any electoral proceedings of the Corporation. Associate members may hold Corporation Elected Office as defined in Article III, Section 5 and Article IV, Section 2 of these Bylaws and serve on committees and task forces.

- D) D) Gastronomy Member – Individuals not employed in the culinary field but possessing a deep passion for the culinary and hospitality industry. A Gastronomy Member shall be a person of the general non-food professional community that has a passion for the culinary arts. A Gastronomy Member shall have one (1) vote in any electoral proceedings of the Corporation. A Gastronomy Member may hold Corporation elected office as defined in Article III, Section 5 of these Bylaws and serve on committees and task forces.

- a. **Property Membership:** Ideal for companies seeking to enroll multiple employees. Each employee has the flexibility to join a local chapter or become a national member, enhancing organizational engagement. Property Members that have selected the corporation to be their host chapter are eligible to vote, and shall have one (1) vote in chapter elections.
- b. **Military:** Offers military personnel the opportunity to access membership benefits at a discounted rate, recognizing their service and contribution to the culinary field. Military Members that have selected the corporation to be their host chapter are eligible to vote, and shall have one (1) vote in chapter elections.
- c. **Retired:** Provides retired professionals the chance to continue benefiting from ACF membership at a discounted rate, acknowledging their lifelong dedication to the culinary arts. A Retired Professional Culinarian shall be a person of the specified age currently designated by the Social Security Administration as eligible for retirement benefits, retired from employment, and who shall have been an ACF Professional Culinarian member for a minimum of ten (10) consecutive years at the time of retirement. Regardless of age, a member with at least seven (7) years tenure in any category who is permanently and totally disabled from culinary employment shall be eligible for Life Retired Professional Membership. A Retired Professional Member shall retain the rights and privileges of the membership category from which they retired. This membership category shall include all Retired, Disabled, and Life Senior Chef Members. Retired Professional Members may hold Corporation elected office as defined in Article III, Section 5 and Article IV, Section 2 of these Bylaws and serve on committees and task forces.

Section 3. Membership Categories.

(a) ACF National Member. Individuals may choose to only join the ACF National organization and not a local ACF Chapter. However, a combination ACF National and Chapter membership is encouraged over ACF National membership only. ACF National Members are not members of the Corporation but are welcome at Corporation events. ACF National Members have no voting privileges nor shall they hold any elected or appointed office or director position in the Corporation.

(b) ACF- Atlanta Chefs Association Chapter Membership. Individuals that complete membership requirements for ACF National and local ACF Chapter may be considered for Corporation membership. Corporation membership is conveyed only upon majority vote of the Corporation Board of Directors.

(c) ACF Property Member. ACF Property Membership shall include only the categories of Junior Culinarian, Student Culinarian, Culinarian, and Professional Culinarian. An ACF Property member who also elects to join the ACF-Atlanta Chefs Association shall have local, regional,

and national voting rights and is eligible to hold office pursuant to the member's specific membership category and the Corporation Bylaws. ACF Property members who are not members of the Corporation have no voting privileges nor shall they hold any elected or appointed office or director position in the Corporation.

Section 4. Membership Obligations. As a condition of membership, all Corporation members shall be bound and abide by the Corporation's Bylaws, policies and procedures, as amended from time to time, including without limitation, the Culinarians Code and the Corporation's rules governing Unethical Conduct, the procedures for joining the Corporation, and termination and suspension of membership.

Section 5. Dues and Fees. Dues and Fees shall be established by the Board of Directors of the Corporation from time to time.

(a): As a member of the ACF Atlanta Chefs Association, Inc. Board of Directors, the Chapter Fee for membership shall be a remitted upon renewal, if the Board of Directors ACF National Membership is paid in full at the time of renewal, and the ACF Member of the Board of Directors for ACF Atlanta Chefs Association, Inc. is in good standing with the ACF National Office.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Members. The Board of Directors shall consist of the Immediate Past President, President, a minimum of one (1) and maximum of (2) Vice Presidents, Secretary, and Treasurer; a minimum of two (2) and maximum of (4) Sergeants at Arms, nine (9) elected Board members, and optionally, three (3) appointed At-Large Directors. The Immediate Past President shall serve as Chair.

(a) Upon Corporate execution and establishment of satellite operations, Board of Director membership shall increase by two (2) Board of Director positions designated to represent the established branch chapter pursuant to the policies and procedures of the Corporation.

Section 2. Number. The Board of Directors shall consist of no fewer than twelve nor more than twenty-five members. The number of Directors shall be determined from time to time by resolution of the entire Board of Directors.

Section 3. Terms of Office. The members of the Board of Directors shall be elected by the eligible voters of the Corporation membership, with the following exception;

1. Three (3) optional At-Large Directors shall be nominated by the President and approved by the current Board of Directors.

(a) Terms of office for elected Officers shall be in accordance with Article IV, Section 3.

(b) No one person shall hold the position of an elected Director or Officer for more than eight (8) consecutive years.

(c) Directors shall be elected to a full two-year term with the option of running for up to three (3) additional terms as a Corporate Director or Officer. This provision limits members to a maximum of eight (8) consecutive years in elected office.

(d) No elected Officer of the Corporation currently serving eight consecutive years in office is eligible for candidacy as a Corporate Director.

(e) The terms of office shall begin with installation as the last order of business of the December General Meeting following the election. Newly elected Directors assume the duties and responsibilities of office beginning at 12:01am EST, on January 1 in even numbered years and continuing until a successor is duly elected and qualified. A Board member appointed to fill a Director vacancy shall serve the remainder of the term or until a successor is elected and installed in office.

(f) The fact that there are one or more vacancies on the Board of Directors at any time shall not affect the validity of any action taken during the period of such a vacancy.

Section 4. Powers and Duties. The Board of Directors shall be the governing body of the Corporation. The Board shall have ultimate authority over and responsibility for the business affairs, operations, assets, and staff of the Corporation, subject to the limitations in these Bylaws, the approved policies and procedures of the Corporation, and instructions of Counsel. The Board of Directors shall have the power to remove Officers and Directors for cause, pursuant to the instructions of Counsel. No compensation shall be paid to Directors for serving on the Board of Directors.

Section 5. Qualifications.

(a) The qualifications of elected Officer are set forth in Article IV.

(b) Only those ACF Atlanta members who are: Professional, Vendor, Gastronomy, Associate, Property, Retired, Military membership status shall be eligible to serve as a Director of the Corporation.

(c) To serve as an Elected Director, a Corporation member shall:

1. Have held ACF membership for at least three (3) consecutive years and must maintain ACF National and Corporation membership in good standing while holding office;
2. Have been a member of the Corporation for at least two (2) years; and
3. Have participated in at least two (2) major ACF or Corporation events within the last three (3) years prior to his/her election.
4. Have participate or attended in at least (2) two Chapter meetings per year prior to his/her election.

(d) Directors and Officers who have reached the consecutive limitation of her/his terms of office shall be considered ineligible for elected Office in the pending election cycle.

(e) The At-Large Directors are to be nominated by the President and approved by the Board of Directors. They are to be involved in the culinary profession in some way that will bring value to the Board of Directors.

Section 6. Election. The elected Directors who serve on the Board shall be elected as provided in these Bylaws.

Section 7. At-Large Directors. Appointment of At-Large Directors is an option available to the President which may be utilized at her/his discretion. At-Large Directors are expert industry advisors and their responsibilities are as such. When this option is utilized At-Large Director positions shall be filled by two thirds (2/3) majority vote of Directors then in office, regardless of their number. The Board of Directors shall not increase the number of Directors pursuant to this section by more than two in any given year, subject to the limits on Board members in these Bylaws. The At-Large Directors shall serve for a full two-year term with the option of being appointed for a second, two-year term.

(a) At-Large Directors shall not have voting rights in the Corporation.

Section 8: Resignations. All resignations shall be made in writing and addressed to the President.

Section 9. Regular Meetings. There shall be at least four (4) regular meetings of the Board of Directors per year. The President and or the Executive Director shall select the time and place including an online option of each meeting and shall give at least **ten (10) days'** notices of all Board meetings to the Board members.

Section 10. Special Meetings. Special meetings of the Board of Directors shall be called by the President or a majority of the Board. The Secretary shall give the Board members notice of a special meeting not less than 5 days before the meeting. The notice shall include the time, place and agenda for the meeting.

Section 11. Actions.

(a) Except as otherwise provided by law or in these Bylaws, the act of the Board of Directors means action at a meeting of the Board by majority vote of the Directors present at the time of the vote, if a quorum is present at such time. There shall be no proxies for Board of Director meetings.

(b) Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action including through electronic communication using tele-communications or email.

(c) Any one or more members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all

persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 12. Quorum. Five (5) Directors, of which at least two (2) are current Executive Officers, shall constitute a quorum of the Board of Directors at all meetings and an affirmative vote of the Board of Directors shall be a majority of those present and eligible to vote.

Section 13. Committee Participation. To the extent possible, all members of the Board of Directors who are not serving in an Officer capacity will also be eligible to serve as Chairperson of any committee or task force.

Section 14. Bylaws Interpretation. The interpretation of these Bylaws shall rest with the Board of Directors unless and until superseded by a vote of the membership by a two-thirds majority vote of a quorum at a regular membership meeting.

ARTICLE IV - OFFICERS

Section 1. Members. The Officers of the Corporation shall be the Immediate Past President, President, Vice President, Secretary, Treasurer, and Sergeants-at-Arms. Except for the Immediate Past President, they shall be elected by the membership in accordance with these Bylaws.

Section 2. Qualifications for Corporation Officer.

(a) Only those members who have Culinarian, Professional Culinarian, or Senior Culinarian status shall be eligible to serve as an Officer of the Corporation.

(b) Only those members who have Professional Culinarian or Senior Professional Culinarian status shall be eligible to serve as President of the Corporation.

(c) Additionally, to serve as an Officer, a Corporation member shall:

1. Have held ACF membership for at least five (5) consecutive years and must maintain ACF National and Corporation membership in good standing while holding office;
2. Have been a member of the Corporation for at least two (2) consecutive years;
3. Have served for at least one full two-year term as (i) any elected ACF Chapter Officer or Director; or (ii) served one full two-year term on a national committee/task force; and
4. Have participated in at least four (4) major ACF or Corporation events within the last five (5) years prior to his/her election.
5. Have participate or attended in at least (2) two Chapter meetings per year prior to his/her election.

(d) Directors and Officers who have reached the consecutive limitation of her/his terms of office shall be considered ineligible for elected Office in the pending election cycle.

Section 3. Terms of Office. Corporation Officers shall be elected by the majority vote of the eligible ACF-Atlanta Chefs Association, Inc. membership. Each Officer shall be elected to a full two-year term with the option of running for one additional (second) term for the same office. No one person shall hold the position of an elected Officer for more than eight (8) consecutive years (i.e. two (2) terms as a Vice President and then two (2) terms as President). The term of office for Immediate Past President shall be concurrent with the newly elected President. The terms of office shall begin with installation as the last order of business of the December General Meeting following the election. Newly elected Officers assume the duties and responsibilities of office beginning at 12:01 am EST, on January 1 in even numbered years and continuing until a successor is duly elected and qualified. An Officer appointed to fill a vacancy shall serve until a successor is elected and installed in office.

Section 4. Powers and Duties. In addition to the powers and duties conferred by the Bylaws, the Executive Officers shall have the customary powers and duties of their office, subject to such terms, conditions and limitations as may be imposed by these Bylaws, and Corporation policies and procedures.

The Board of Directors may elect to establish an Executive Committee. The Executive Committee shall be comprised of the President, Immediate Past President, Vice President(s), Secretary, Treasurer.

(a) President. The President shall serve as the Chief Executive Officer of the Corporation and as an Ex Officio, non-voting member of all the Corporation's committees. The President shall have general charge of the business of the Corporation subject to the advice and counsel of the Corporations' Officers and Directors.

(b) Vice President(s). The 1st Vice President shall act as the Director of Educational Services and Member Services and is charged with oversight of such committees. The 2nd Vice President (if Applicable) shall split the responsibilities and committees with the 1st Vice President.

(c) Secretary. The Secretary in conjunction with the Executive Director shall be responsible for keeping the records of the Corporation and the preparation of the minutes of all Corporation meetings.

(d) Treasurer. The Treasurer in conjunction with the Executive Director shall oversee the financial affairs of the Corporation. The Treasurer shall see to the timely preparation of annual financial reports and budgets, and periodic financial reports for the Board of Directors. The Treasurer shall cooperate and coordinate with the Internal Audit Committee to assure that its audit functions are carried out in accordance with the Bylaws and approved policies and procedures.

(e) Immediate Past President. The outgoing Corporation President shall serve as Immediate Past President for a term to be concurrent with the newly elected President. The Immediate Past President office is not considered an elected position in considering the limitation of terms

of office. At a minimum, the Immediate Past President shall serve as an advisory to the President, preside at meetings in the absence of the President and serve on the Financial & Internal Audit Committee.

(f) Sergeant at Arms. The Sergeant at Arms is the custodian of personal property of the Corporation. At a minimum, the Sergeant at Arms shall assist the President in keeping good order and discipline at all meetings.

Section 5. Vacancies.

(a) If the President is unable to complete his/her term for any reason, the Immediate Past President shall immediately assume the duties of President until a new President can be elected.

(b) If both the President and Immediate Past President are unable to complete their terms, then succession of the Presidency falls to the 1st Vice President; if the 1st Vice President is unwilling or unavailable to serve, then the 2nd Vice President; is unwilling or unavailable to serve Treasurer will succeed. If the Treasurer is unwilling or unavailable to serve, then the Secretary will succeed.

1. After the above occurs, the Board of Directors shall decide if and in what manner a special election shall be held to fill the office of President.

(c) Any vacancy that occurs in any other office of the Corporation shall be filled through election and determined by majority vote of the Corporation membership currently in good standing. The voting method and timeline shall be determined by the Board of Directors and fair for all participants.

(d) The Immediate Past President shall perform the duties of any Corporation Officer in case of a vacancy until the vacancy can be filled in accordance with the Bylaws.

(e) The successor to any elected Director or At-Large Director who fails to complete his/her term shall be nominated by the President and appointed by the Board of Directors to complete the balance of the vacated term.

ARTICLE V - ELECTION OF OFFICERS AND DIRECTORS

Section 1. The Governance Committee. The Governance Committee shall supervise the election of the Corporations' Officers and Directors in accordance with policies and procedures established by the Committee and approved by the Board of Directors.

Section 2. Member Eligibility for Voting. Only Corporation members with voting privileges that are in good standing on record as of November 1st in the year the election process begins shall be eligible to vote. Members in good standing are defined as being current with all applicable

membership dues and not subject to the restrictions of Article IX of these Bylaws. Each eligible member shall cast her/his own vote. No proxy voting shall be allowed.

Section 3. The Election Process. The election process begins in odd numbered years for the office of President, Vice Presidents minimum of one (1) - maximum of (2) Vice Pretendents, Secretary, Treasurer, minimum of two (2) - maximum of four (4) Sergeants at Arms, and nine (9) Directors.

Section 4. General Timeline. The Board of Directors establishes the timeline for the election process. A specific election timeline shall be disseminated in each election year, by the ACF Atlanta Board of Directors and the Executive Director.

ARTICLE VI - COMMITTEES

Section 1. Elected Committees. The Corporation shall maintain the following Elected Committee: Corporate Governance Committee. The committee shall have a minimum of three (3) members with a maximum of five (5) members. Elected committee members serve a full two-year term. The committee shall follow policies and procedures that have been approved by the Board of Directors.

Nominations for the committee shall be open to the general membership. Election of committee members shall be by the Board of Directors and occur in every even numbered year following the time line specified in the policies and procedures.

Section 2. Standing Committees. The Board of Directors may create committees as needed such as Membership, Professional Development, Community Outreach and Fundraising, etc.

(a) The charter, scope, organization, and administration of all standing committees shall be in accordance with the policies and procedures approved by the Board of Directors. All membership classifications are eligible to serve on any standing committee. The President shall select a chairperson for each committee, and the appointment will be confirmed by the Board of Directors.

(b) All committee members serve a two-year term. All committees shall follow policies and procedures that have been approved by the Board of Directors.

ARTICLE VII- MEETINGS

Section 1. Meetings. The following meeting schedule is established for the Corporation.

(a) **General Member.** The Corporation shall hold a minimum of four (4) monthly general member meetings annually.

(b) Committees. Elected and standing committees shall meet as needed in the execution of its mission. Meeting date, time, place, and method to be determined by the President or Committee Chairperson.

(c) Executive Committee. The Executive Committee shall meet as deemed necessary at a place, time and date determined by the Corporation President.

(d) Board of Directors. The Board of Directors shall meet at least four (4) times during a calendar year, but no less than once a quarter year at a place, time and date determined by the Corporation President.

Section 2. Notice of meetings. Written notice of the date, time and place of any meeting of the members, (annual, regular, or special) shall be given to each member entitled to vote. Such notice shall be given by the Secretary or Executive Director to the members personally by email or mail or other means of written or electronic communication, charges prepaid addressed to the member of the address appearing on the mailing list maintained by the Secretary or Executive Director of the Corporation. Detailed meeting notices posted on the Corporation's website shall be considered sufficient public notice of meetings, provided the posting meets the time requirements specified in these bylaws. Such notice shall be given or sent to each member thereto not less than fifteen (15) days before the date of the scheduled meeting.

Section 3. Voting. Voting on all propositions requires a simple majority, unless otherwise specified in these Bylaws or by special ruling of the Board of Directors, first passage. Vote shall be taken by either a show of hands or by standing, whichever is the choice of the presiding chairperson, except on motions and a second that the vote shall be by secret ballot on the state of the motion. There shall be no voting of the membership by proxy.

Section 4. Special Meetings. Special meetings of the Corporation may be called by the President or Board of Directors upon giving at least fifteen (15) days written notice to the Members, which notice shall specify the purpose of the meeting. Further, the Board of Directors shall call a Special Meeting of the Corporation's Membership upon written request of at least twenty-five percent (25%) of the voting Members provided a written demand for the call of a special meeting is delivered to a Corporate Officer. The demand must include the signatures of at least twenty-five percent (25%) of the voting members in good standing of the Corporation, and describe with clarity the purpose or purposes for which it is to be held.

Section 5. Quorum. In the absence of a quorum, no business may be transacted at any meeting. The quorum shall be five (5) Directors, of which at least two (2) are current Executive Officers and an additional fifteen (15) Active members in good standing.

ARTICLE VIII - ADMINISTRATION

Section 1. Staff. The Corporation shall have such staff as the Board of Directors deems necessary, including the Executive Director of Operations. Staff issues including organization,

compensation, and benefits shall be committed to the discretion of the Board of Directors, which, in turn, may delegate such authority to the President.

Section 2. Executive Director of Operations. The Executive Director operates as the Chief Operations Officer of the Corporation. The Executive Director reports to the President and is accountable to the Board of Directors. The Executive Director is an independent contractor of the Corporation and therefore has no voting rights. The Executive Director is responsible for the organization's consistent achievement of its mission and financial objectives.

(a) The Executive Director contract is evaluated yearly and determined by the ACF Atlanta Board of Directors by majority vote.

Section 3. Staff and Officer Expenses. The President or her/his proxy and if budgetarily feasible, either the one (1) of the following Vice President, Treasurer, or Secretary and the Executive Director or shall be reimbursed for approved budgeted expenses incurred in attending the ACF Regional Chef Connect (Southeast Regional Conference) and/or the ACF National Convention or other meeting/event required by these Bylaws or the Corporation. At the discretion of the President, the Executive Director and any other officer/director shall be reimbursed for approved budgeted expenses incurred in conducting the business of the Corporation.

Section 4. Satellite Operations. Upon majority vote of the Board of Directors, the Corporation may establish a branch chapter(s) in other strategic geographical location(s) throughout Georgia to increase the efficiency of Corporation operations and maximize benefits of Corporation membership. The established branch chapter is responsible to the duly elected Corporation Board of Directors and subject to the Corporation's current Bylaws and all policies, procedures, rules and directives established, adopted, or authorized by the Corporation. Branch chapters are not autonomous and may conduct most or all transactions normally dealt with by the Corporation. However, a branch chapter does not hold the authority to change or make policy or otherwise act independently of the Corporation.

Section 5. Accounting. The Corporation shall use GAAP and the accrual method of accounting as the principal method to measure the financial performance and position of the Corporation. Financial records shall be based on a fiscal year beginning April 1st and ending March 31st.

Section 6. Financial Transactions. The Treasurer or Executive Director shall execute in the name of the Corporation all checks for expenditures authorized by the President and Board of Directors. The Treasurer or Executive Director shall receive and deposit all funds of the Corporation in a bank selected by the Board of Directors. Such funds shall be paid out only by check or electronically through Electronic Fund Transfers (EFT). The Treasurer or Executive Director shall also account for all receipts, disbursements, and balance on hand.

Section 7. Audit. The Board of Directors shall arrange for the Corporation to be audited when established by the board of directors with a majority vote; by an independent certified public accountant. A copy of the report shall be electronically mailed to the Board of Directors within 60 days after its completion.

ARTICLE IX - CONFLICTS OF INTEREST

Section 1. Confidentiality Policy. Maintaining confidentiality of the Corporation's affairs is of paramount importance. All Volunteers shall acknowledge that he/she may receive or have access to information relating to the Corporation which the Corporation does not publicly disseminate, including information relating to its activities, services, programs, plans, membership lists and information, vendor lists and information, sponsor lists and information, vendor and service-provider relationships, finances, technical data, and software ("Confidential Information").

The confidentiality obligations shall be governed by the laws of the State of Georgia.

Section 2. Conflict of Interest Policy. One aspect of fulfilling the Volunteer's fiduciary duties is to avoid conflicts of interest in which a volunteer's allegiance might be split between a corporation position or responsibility and some other professional business or volunteer position or responsibility. If a potential, apparent, or actual conflict of interest arises between a Volunteer and the Corporation, it is the obligation of that Volunteer to:

- (a) promptly disclose the conflict;
- (b) if requested, recuse him/herself from discussions; or
- (c) if requested, withdraw from the Volunteer position at the Corporation. The Board of Directors will consider each matter brought to the attention of the Corporation under this policy and reserves the right to advise the Volunteer involved as to the appropriate action.

Section 3. Procedure. All Officers, Board of Director members, staff members - Executive Director, Committee members or others acting in any capacity for the Corporation shall immediately disclose to the Corporation President and the Board of Directors any situation which may be construed as a conflict of interest in accordance with these Bylaws and the policies and procedures adopted by the Board of Directors.

Section 4. Disclosure. All Officers, Board of Director members, staff members - Executive Director, Committee members or others acting in any capacity for the Corporation shall submit a conflict-of-interest disclosure annually.

ARTICLE X - REMOVAL OF OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS

Officers and Members of the Board of Directors of the Corporation may be removed only for cause by an affirmative vote of two-thirds of the full Board or by an affirmative majority vote cast

by Members eligible to vote at any Annual or Special Meeting. The definition of "cause" includes (i) failure to attend three (3) consecutive Board meetings without excuse; (ii) any conduct which, pursuant to the these Bylaws, may result in suspension or expulsion of any Member; or (iii) any conduct which constitutes a breach of duty or violation of the Georgia Nonprofit Corporation Code §§ 14-3-830 (breach of duty to act in good faith in the best interests of the Corporation and breach of the duty of care), 14-3-831 (liability for unlawful distribution), and 14-3-860 (conflict of interest transactions).

ARTICLE XI - AMENDMENTS

Section 1. Eligibility to Propose Bylaw Amendments. Any Officer or Director of the Corporation singularly may propose a Bylaws amendment. Any Corporation member with Professional Culinarian or Senior Professional Culinarian privileges may propose an amendment to the Bylaws. Proposed Bylaw amendments must be signed and supported by at least twelve (12) active members in good standing. The change must follow the policies and procedures established by the Board of Directors.

Section 2. Proposal of Amendment. The Board of Directors shall include the proposed amendment for introduction in writing to be given out to the ACF Atlanta Chefs Members at the next Regular General Member meeting of the Corporation. There shall be no vote on the proposed amendment at that meeting.

Section 3. Voting on Amendment. Within ten (10) days after the proposed amendment has been given to in writing at a General Member meeting, each member shall be emailed a copy of the proposed amendment or amendments with a space provided whereby a vote of YES or NO can be cast. Members shall have approximately 21 days from the date of emailing to return their vote to be eligible for counting. The Immediate Past President and the Executive Director are charged with the voting process and verification of votes. The Executive Director shall notify the President and Board of Directors of the voting results. The President will announce the voting results at the next general members meeting. A two-thirds majority vote of members voting shall be required for adoption of the proposed amendment.

ARTICLE XII – INDEMNIFICATION

Section 1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Board Member, officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in a manner he or she reasonably believed to be in or not opposed

to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was unlawful.

Section 2. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact he or she is or was a Board Member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Board Member, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

Section 3. To the extent that a Board Member, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) and reasonably incurred by him or her in connection therewith.

Section 4. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a Court of competent jurisdiction) shall be made by the Corporation only as authorized in a specific case upon a determination indemnification of a Board Member, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standards of conduct as set forth in Sections 1 and 2 of this Article. Such determination shall be made (a) by the Board, by a majority vote of a quorum consisting of Board Members who were not parties to such action, suit or proceeding or (b) if such quorum is not obtainable, or even if obtainable, as a quorum of such disinterested Board Members so directs, or by independent legal counsel under written opinion.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized in a specific case upon receipt of an undertaking by or on behalf of the Board Member, Officer, employee, or agent to repay such amount unless it shall ultimately be

determined he or she is entitled to be indemnified by the Corporation as authorized in this Section.

Section 6. Indemnification provided for in this Article shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which those seeking indemnification may be entitled under any other Bylaw or resolution. This provision shall apply both as to action by a Board Member, Officer, employee or agent in his or her official capacity and as to action in another capacity while holding such office or position. Indemnification provided or authorized shall continue as a person who has ceased to be an Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. The provisions of this Article and the several rights to indemnification created hereby are independent and severable and, in the event, any such provision or right shall be held by a Court of competent jurisdiction in which an action relating to such provisions or rights is brought to be against public policy or otherwise to be unenforceable, the other provisions of this Article shall remain enforceable and in full effect.

Section 8. The Board may authorize by vote of the majority of the full Board, the Corporation to purchase or maintain insurance on behalf of any person who is or was an Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an Officer, employee or agent of another Corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under such provisions of this Article.

Section 9. To the full extent authorized by law, the Corporation shall indemnify any person, made or threatened to be made, a party in any action or proceeding, whether civil or criminal, by reason of the fact that the person is or was a director or officer of the Corporation or served in any capacity at the request of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XIII – DISSOLUTION

The Corporation may be dissolved by a two thirds majority vote of voting members in good standing; however, the Corporation shall not be dissolved while there are fifteen (15) Professional Culinarian or Senior Professional Culinarian members in good standing and willing to carry on the business of the Corporation. If the Corporation is dissolved, the President shall be responsible for turning all assets over to the American Culinary Federation Education Foundation (ACFEF), provided it is a qualified 501(c)(3) organization at the date of asset turnover.