

BYLAWS

Global Culinary Innovators Association

GCIA

The Global Culinary Innovators Association (GCIA) was formally announced on May 17, 2014 as an association incorporated in the state of Florida. All income from dues and other resources is to be used to further the advancement of the member's education, the Association, its mission statement and objectives.

Mission Statement: The Global Culinary Innovators Association is an organization of multi-unit menu developers coming together to form a network that educates and elevates all aspects of the restaurant business and experience.

BYLAWS

ARTICLE I NAME

The name of this non-for-profit corporation shall be Global Culinary Innovators Association, hereinafter referred to as "GCIA" or "Association."

ARTICLE II MISSION STATEMENT AND OBJECTIVES

Section 1: Mission Statement

The GCIA brings multi-unit menu developers together forming a network that educates and elevates all aspects of the restaurant business and experience.

Section 2: Objectives

- A. Promote the professional growth and development of corporate multi-unit culinarians in the foodservice industry;
- B. Provide for the professional advancement and enrichment of the members and their corporate research and development staff.
- C. The organizations activities shall reside in the following areas:
 - ❑ Education
 - ❑ Food Trend Analysis
 - ❑ Leading Nutritional Information
 - ❑ Information Resource Management
 - ❑ Career Enrichment
 - ❑ Professional Development

ARTICLE III MEMBERSHIP

Section 1: General Membership

Membership in the association shall be limited to menu developers employed in the commercial and non-commercial segments of the foodservice industry and engaged in activities enumerated below without restriction except as set forth in Section 2 of this article.

Membership is conferred only by:

- A. Receipt of a properly executed application, including payment of applicable dues.
- B. Affirmative review and evaluation of credentials by the Membership Committee. Said review shall be pursuant to Membership Evaluation Criteria as set forth in the Association's Membership Criteria Point System.
- C. Members will be entitled to all privileges of membership in accordance with the bylaws and other applicable regulations of the Association. Changes to the Membership Evaluation Criteria may be adopted only after general discussion among the Board of Directors. Any changes will require concurrence of $\frac{3}{4}$ of the voting board of directors.
- D. When a members leaves a qualified member company, the new person in the qualifying position must apply and meet the Membership Criteria Point System.

Section 2: Classification

Member Reserved to individuals who meet the following requirements:

1. Possess the necessary qualifications, training, and experience to be recognized professionally as a food industry new menu developer. The qualifications include employment in a multi-unit foodservice operation that is based on the ranking, but not limited to the ranking, between 201 and 400 in annual sales in the USA plus other descriptions as defined in the Membership Criteria Point System of the association.
2. Employment within qualifying companies engaged in operating multiple retail outlets in the commercial or non-commercial sectors of the Food and Hospitality industries.
3. Candidates' responsibilities within said qualifying companies must be managerial in nature and should reside in most of the following categories:
 - Menu Development
 - Product Development
 - (Culinary) Operations and Food Production Management
 - Culinary Training / Education
 - Marketing
 - Quality Assurance
 - Purchasing & Procurement

Membership shall be limited to lead menu developer for an operating entity as qualified through the membership application.

In the event of a change of employer, employment status within a qualifying company, or termination of employment by qualifying company a grace period of 90 days shall be granted to members. During the grace period all membership privileges shall remain intact and any normally occurring expenses for dues and access to membership resources shall be waived. The member and/or new applicant must submit a new application and be approved by the membership committee. The company can transfer any credit due for the remainder of the term to another qualified applicant within the company unless paid for individually by the member.

Additional Member A member in good standing can petition the board, through the membership committee, to allow another individual from the same company, and/or retail brand, to apply for membership. The board must approve this by $\frac{3}{4}$ vote of the entire board if conducted electronically or $\frac{3}{4}$ of the voting members present for an official meeting. The candidate must meet the criteria as stated in the membership guidelines.

Sponsor Associates. Individuals actively employed by Corporate or Founding Sponsor companies. Sponsor associates shall be limited to two designated individuals per Founding Sponsor Company and one individual for Corporate Sponsors and is transferable within Sponsor companies upon written or electronic notice to association Executive Director. In the event of a merger of two sponsor companies, the obligations and privileges of the affected companies shall remain intact for remainder of the term of

their agreement, or ending upon the anniversary date of payment of their annual fee, if agreed upon by the Board of Directors. Sponsor Associate shall have limited access to Association events and other resources of the Organization at the discretion of the Board of Directors. Sponsor associates may not cast votes for board member positions or bylaw changes. It is recommended that the sponsor send the corporate chef, marketing individuals, or the director of national account team to the meetings.

Section 3: Termination of Membership

Membership in the Association may be terminated by:

- A. Resignation by the member;
- B. Change of employment or responsibilities of employment (after grace period)
- C. Delinquency of dues exceeding 60 days exclusive of grace period provisions.
- D. The recommendation of the Board of Directors resulting from actions by the member deemed to be harmful to the Association. A 3/4 vote by the Board of Directors is required to terminate membership outside of resignation.

Section 4: Reinstatement of Membership

A member who has been terminated for non-payment of dues or resignation may be reinstated with the approval of the Membership committee and payment of one year's dues and any other outstanding obligations owed to the Association. A former member whose membership was terminated by a vote of the board of directors may petition for re-admission after a period of 6 months from the date of termination of membership. Said petition must be directed to the Chair of the Membership committee and requires a 3/4 vote by the board of directors for re-admission.

ARTICLE IV FISCAL YEAR AND DUES

Section 1: Fiscal Year

The fiscal year shall be January 1 through December 31.

Section 2: Dues

The annual dues of all members of the Association shall be such amounts and payable on such terms as are provided by the Board of Directors. Dues obligations for members shall be suspended in the event of a qualifying change in employment status as described in Article III Section 2. It may be transferred to the new qualifying candidate if requested by the member company.

ARTICLE V DIRECTORS AND OFFICERS

Section 1: Board of Directors

An elected Board of Directors, consisting of 10 members, shall govern the Association. Members elected to the Board shall serve a term of two years, and may be re-elected,

however, no member may serve as a Director for more than two consecutive terms. Board members terms shall be staggered to allow for continuity of leadership for the Organization. One half of the Board Members terms shall commence at the inaugural conference and have three years for one time only for their first term and the other half shall commence at the same event and have the normal two-year term. This will eliminate the chance for all founding board members to retire at one time. The Nominations Committee will nominate a slate of current members to fill all open board positions and the Board will cast votes. The candidates with the largest number of votes will fill these positions and the Board will approve all winning candidates by a majority vote.

In the event of a vacancy among the Board of Directors during a term, the Nominations Committee of the Organization shall nominate a replacement from among the appropriate segment of the membership. The new member shall be elected by a $\frac{3}{4}$ vote of the members of the Board present at an official board meeting or $\frac{3}{4}$ vote of all board members if conducted electronically. The replacement's term will end at the normal end of the position vacated.

Section 2: Elections

Elections for the board members will be conducted following the procedures outlined by the nominations committee, and will take place prior to the annual meeting/GCIA Culinary Combine by electronic communication, meeting, conference call or through the U.S. Postal Service. The installation of the new board members and officers will take place on the last day at the annual meeting/GCIA Combine. The voting rights are transferred to the new board members at that time.

Section 3: Composition

The Board of Directors shall be composed of the following:

- A. Four officers (President, Vice President, Treasurer, Secretary); elected from among the current Members of the Board.
- B. Board Members elected from the membership in good standing of the Organization.
- C. One Founding Sponsor representative chosen during the Marketing Committee meeting at the annual conference as the Chair of the Marketing Committee will hold a non-voting position on the Board of Directors for one 12-month period. Each Founding Sponsor company will have an equal chance to hold this position on a rotating basis.

Section 4: Limitations

Eligibility to serve on the board of directors of the Association shall be limited to one individual per qualifying company and/or retail brand. In the event of a company merger or other event during a director's term resulting in two or more directors being employed by the same qualifying company, affected Directors shall be allowed to complete their elected term of service. However, redundant directors will not be qualified to hold board positions concurrently after the term of service in which the merger or other event occurred.

Section 5: Officers

Officers are to be elected by the Board of Directors from among elected Board members. The length of term of the office for all officers is one year; Officers are eligible for election to one additional term in the same office. Election of Officers of the Organization shall require a simple majority among all Members of the Board present at an official meeting of the board and may include telecommunications to achieve a quorum or majority of all board members if conducted electronically and a quorum exists. Officers and Executive Director shall comprise the Executive committee of the Association.

- A. *President* Chief Spokesperson for the Association, the President shall preside at all meetings of the Association and the Board of Directors. He/she shall, in conjunction with other Association Officers, appoint all committees not otherwise provided for by the bylaws of the organization. The President shall perform or assign all functions or duties not outlined in the Board of Directors articles of the by-laws or other Officers of the Association, which promote the objectives of the organization. He/she shall acknowledge and follow the duties of office as outlined by the Bylaws and the Board of Directors.
- B. *Vice President*. Attends meetings of the Association and the Board of Directors. He/she shall serve in the place of the President in case of the absence or disability of the President. The Vice President shall acknowledge and follow the duties of office as outlined by the Bylaws and the Board of Directors, and may be asked to perform such other duties as may be designated by the President. The duties also include becoming the chairperson of the Education Committee and overseeing all educational activities of the organization including the educational activities at the annual convention.
- C. *Treasurer*. Oversees the financial affairs of the association and act as the chairperson of the Finance Committee. The Treasurer must approve up-to-date financial reports, in conjunction with the association management company, as required for prudent management of the Association for presentation at each Board meeting. He/she should present a bi-annual periodic review, which accurately represents the financial position of the Association. The Treasurer is a voting member of the Board of Directors.
- D. *Secretary*. Records, He/she shall maintain, in conjunction with the Association's management company an up-to-date copy of the Bylaws, incorporation papers, and a current list of members. The Secretary is the chairperson of the Communications Committee and is responsible for keeping a permanent record of all correspondence of and relating to the Association and overseeing the Web site. He/she is also the official GCIA historian, overseeing the maintenance of the recorded history of the Association. The Secretary is a voting member of the Board of Directors.

Section 6: Committees

The following committees will be chaired in the stated manner: (A) Education Committee by the Vice President, (B) Finance Committee by the Treasurer, and (C) Communications Committee by the Secretary. The (D) Marketing Committee will be comprised of one representative from all Corporate Sponsor Companies and two representatives from all Founding Sponsor Companies and shall from a random selection of Founding Sponsor Company names fill the position of chairperson on a rotating bases. This person will

hold a non-voting position on the Board of Directors. The (E) Membership Committee chair will be selected by the Board of Directors, but will not be published or communicated to members or anyone outside of the Board of Directors. Committee Chairs will be nominated by a member of the (F) Nominations Committee from among the membership and/or board of directors and will require ratification by majority vote of the Board of Directors. The four Officers and Executive Director shall comprise the (G) Executive Committee of the Association.

Section 7: Non Performance

Any Director or Officer may be removed from the Board. This also applies to the Founding Sponsor Board Member:

- A. If he/she fails to attend two of the annual formal Board of Directors meetings (one of which must be at the annual conference), without cause acceptable to the Board of Directors.
- B. If he/she evidences an unwillingness to accept the responsibilities of his/her office.
- C. If he/she conducts him/herself in such a manner that his/her actions are detrimental to the best interests of the Association.

Section 8: Removal

In the event a Director or Officer has failed to acquit his/her responsibilities as outlined above, the remaining Directors may declare the position vacant by a 3/4 vote of quorum of those present at a formal Board meeting, after the Director or Officer in question is given an opportunity to address the Board. The quorum may be reached through telecommunications.

Section 9: Vacancies

- A. When a vacancy occurs on the Board of Directors before the expiration of the normal term of service, (except for the position of an elected Officer), the Nominations Committee shall fill the vacancy by appointment of a Director from the list of active members. Said appointment is conditional upon ratification by a 3/4 vote of a quorum of members of the Board. The new Director will serve out the remainder of the vacant term and can be re-elected to the Board at the end of the term and be eligible for two full two-year terms.
- B. When a vacancy occurs in the office of the President, the Vice-President shall immediately succeed to the office and complete the remaining term.
- C. When a vacancy occurs in the office of the Vice-President, Treasurer or Secretary, the Board of Directors; through a slate created by the Nominations Committee; shall immediately select successors to fill and complete the remaining terms. Said appointment shall require a 3/4 vote of a quorum of the board of Directors. If less than half of the term remains, the Board may choose to leave the office vacant or to fill it by temporary appointment. In no event shall more than one office remain vacant at the same time.

- D. In the case of a vacancy of the Sponsor Board member, the Marketing Committee comprised of one representative from all Corporate Sponsor Companies and two representatives from all Founding Sponsor Companies shall vote be selected from a random selection of Founding Sponsor Company names to fill this position.

ARTICLE VI MEETINGS

Section 1: General Membership Meeting

There shall be at least one general meeting of the Association each year. The Board of Directors will determine location and date. The purpose of this meeting will be to:

- A. Announce newly elected members to fill vacancies on the Board of Directors;
- B. Conduct the annual business meeting of the association;
- C. Provide educational and professional enrichment opportunities for the Membership
- D. Acknowledge the support of the Sponsor membership
- E. Additional activities as determined by the Education Program Committee.

Section 2: Board of Directors Meeting

There shall be a minimum of two formal Board Meetings of the Board of Directors per year:

All Board members are required to attend one of the two annual meeting including, in person, the annual meeting/GCIA Combine and one of the other official Board meetings each year. The requirement for Board Meeting attendance other than during the Annual meeting/summit may be satisfied by teleconference if necessary. Excused absences will be permissible if approved by the Executive Committee.

Section 3: Committee Meetings

The Executive Committee will meet only when necessary to resolve an issue:

- A. An issue that might include the activity of one or more board members or an active member.
- B. Any other time (which may occur as telephone conference meetings) throughout the rest of the year as determined by the President and / or Executive Director.

ARTICLE VII QUORUM

A simple majority of the voting members of the Board of Directors shall constitute a quorum at a meeting of the Board. This is for meetings both in-person or through telecommunications. For voting purposes, telecommunications can be used to reach a

quorum. The Board of Directors shall determine the number of active members of the association who shall constitute a quorum at any general meeting of the Association.

ARTICLE VIII MANAGEMENT COMPANY

- A. An administrative services company, approved by a $\frac{3}{4}$ vote of the Board of Directors, shall be responsible for full management of daily Association operations and shall report to the Board of Directors.
- B. The management company shall act on behalf of the Association by virtue of a properly executed written contract, which includes compensation and defines the scope of the management company's responsibilities to the Association.
- C. The contract may be terminated sooner than its two-year expiration if either party gives 180 days written notice or as defined in the written contract and compensation will continue for a minimum of one year. A decision to terminate by the Association shall require a $\frac{3}{4}$ vote of the Board of Directors.
- D. The annual budget will be prepared by the management company and approved during the fourth quarter meeting/conference call and begin on January 1st of each year. An annual audit, if requested by the Board of Directors, is to take place prior to the Fall/Winter board meeting.
- E. Any use of the name, logo, artwork or intellectual material of the association must be approved by the board of directors and maintained by the management company.

ARTICLE X INDEMNIFICATION

The corporation (Global Culinary Innovators Association) shall indemnify to the extent allowed by the laws of the state of Florida, 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 by reason of the fact that the person is or was a Director, Officer, employee, or agent of the corporation. The person to be indemnified must have 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 or its Directors, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

**ARTICLE XI
AMENDMENTS TO THE BYLAWS**

Section 1: Submission of Amendments

Committee or individual members in good standing may submit proposed changes of the bylaws to the Board of Directors. Proposed amendments must be submitted in writing proposed 30 days prior to a scheduled board meeting and must be adopted or discharged no later than 30 days after being approved in a formal scheduled board meeting. All proposed changes to the organization bylaws would require consideration by the board prior to presentation to the general membership. Minutes of said consideration will be open to examination by general membership and feedback from the general membership must be received more than 30 days in advance to be considered by the board.

Section2: Adoption of Amendments

Amendments may be adopted by a three quarters vote of the Board of Directors after receiving feedback from the general membership. Electronic communication is acceptable. Red line changes in the document will be sent out to the board for the vote.