

# **SOUTHERN ALBERTA ACADEMY OF CHEFS BYLAWS**

## **ARTICLE I – MEMBERSHIP**

### **Section 1 – MEMBERSHIP**

- 1.01 Any person may become a member of the Society upon approval as provided in the bylaws of the Society.
- 1.02 The bylaws of the Society may provide for various classifications of members consistent with the purpose of the Society.

### **Section 2 – CLASSIFICATION OF MEMBERS**

- 2.01 Applicants who have been approved by the Board of Directors shall be classified by the Board of Directors.
- 2.02 The membership of the Society shall be divided into five (5) classifications
  - (a) Chef Members;
  - (b) Associate Members;
  - (c) Honourary Members;
  - (d) Life Members; and
  - (e) Junior Members

### **Section 3 – CHEF MEMBERS**

- 3.01 Chef Members are persons who are or have been employed as chefs or cooks (at the time of admittance to the Society) and are entitled to all rights and privileges of the Society and shall share in the responsibilities as defined herein.

### **Section 4 – ASSOCIATE MEMBERS**

- 4.01 Associate Members;
  - (a) represent firm whose primary business is to serve the hospitality industry;
  - (b) taken in the name of a firm, shall be transferable to any one (1) appointed representative of that company
  - (c) shall have voting privileges
- 4.02 Associate Members shall be eligible to hold office of this Society, but are, ineligible for the position of President, Vice President, and Secretary.

### **Section 5 – HONOURARY MEMBERS**

- 5.01 Honourary Membership, which must be submitted in writing to the Board of Directors, may be conferred by a majority vote at a General Meeting.
- 5.02 Honourary Membership is a status conferred only on adult persons who have distinguished themselves by meritorious service in the furtherance of the ideals of the Society. Honourary Membership is an honour not to be lightly or indiscriminately conferred.

- 5.02 Honourary Members shall pay no initiation fee, no annual dues, and shall have no voting privileges.

### **Section 6 – LIFE MEMBERSHIP**

- 6.01 Life Membership, which must be submitted in writing to the Board of Directors, may be conferred by a majority vote, at a General Meeting, of any member of the Society.
- 6.02 Such membership shall carry voting privileges, but no obligation to pay dues
- 6.03 On application from a branch, a Life Membership shall be granted to anyone who:
- (a) has been a Federation Member for 10 years or more and is a retired person, including transfer time, age is not a factor.
  - (b) is a member in good standing with the Federation at the time of submission

### **Section 7 – JUNIOR MEMBERS**

- 7.01 Junior Membership may be conferred by a majority vote at a General Meeting.
- 7.02 Junior Membership is a status conferred only on adult persons who are, at the time of application, recognized as a student enrolled in an accredited Cooking program.
- 7.03 Junior Membership shall be recognized until one (1) year after completion of the TQ 5 or equivalent paperwork
- 7.04 Junior Membership shall be involved in all fundraising, events and meeting but shall have no voting privileges

### **Section 8 – APPLICATIONS FOR MEMBERSHIP**

- 8.01 All applications for membership, in this society must be made in writing, on a form provided by the society and accompanied at the time of submission by the appropriate initiation fees.
- 8.02 All applications for membership, in this society, shall be signed by two (2) members of the Board of Directors and be conferred, by a majority vote, at a General Meeting.
- 8.03 There shall be no discrimination against colour, creed, race, religion, gender, marital status, or nationality
- 8.04 All applications shall be:
- (a) accompanied by all applicable initiation fees and one year's dues for the Society and all other Societies of which the Society is a member;
  - (b) returned to any member of the Board of Directors; and

- (c) submitted by the President to the Board of Directors
- 8.05 Following submission of an application, the President shall read the application and may be conferred by a majority vote at the next General Meeting.
- 8.06 No application shall be deemed eligible for Membership in the Canadian Culinary Federation or S.A.A.C. unless:
  - (a) he/she must hold a valid Certificate of Qualification for the trade of Cook in Alberta;
  - (b) he/she must hold similar certification from any Province where applicable;
  - (c) he/she must hold an equivalent Certificate from any member country of the World Association of Cooks Societies
  - (d) he/she must hold a TQ-5 from the Canadian Armed Forces
- 8.07 Notwithstanding the above, any applicant who qualifies as a member in the Canadian culinary Federation will be considered qualified for membership in the Southern Alberta Academy of Chefs.

#### **Section 9 – GOODSTANDING**

- 9.01 A member in good standing when the member has paid the current annual membership fee required of a member of the class to which the member belongs.

#### **Section 10 – MEMBERSHIP CERTIFICATES**

- 10.01 Permanent Membership Certificates, and Annual Membership Cards shall be issued upon approval of membership and payment of dues, but these Certificates and Membership Cards shall remain the property of the Society.

#### **Section 11 – CONDUCT OF MEMBERS**

- 11.01 Any member may be removed from Membership in this Society, on a recommendation of the Board of Directors:
  - (a) whose conduct is deemed, in any respect, to be derogatory to the character or prejudicial to the interest of the Southern Alberta Academy of Chefs;
  - (b) who disobey the tenets of the Code of Ethics of the Canadian Culinary Federation.
- 11.02 If the Board of Directors recommends that a member be suspended or expelled from the Society, that recommendation will be placed before the next regular meeting of the Society and if confirmed by a majority vote of the members present and voting at that regular meeting, will become effective immediately after that vote is complete.
- 11.03 The person who is subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the regular meeting before the special resolution is put to a vote.

11.04 A suspended member may be reinstated to active membership by a majority vote of the voting members voting at a regular meeting

## **Section 12 – CESSATION OF MEMBERSHIP**

12.01 A person shall cease to be a member of the Society:

- (a) by mailing or delivering the Member's resignation in writing to the Board of Directors, at the address of the Society;
- (b) if he/she is in arrears for Dues or Assessments, in excess of thirty (30) days;
  - (i) Notwithstanding the above, any member may apply for re-instatement upon payment in full of all fees in arrears which shall be subject to approval of the Board of Directors
- (c) if he/she fails to attend three (3) consecutive meetings without prior notification and just reason;
- (d) if he/she fails to attend fifty (50) percent of the regular monthly meetings in a calendar year, without just reason.
- (e) on the death of the Member or, in the case of an Associate Member, on dissolution of their Company

12.02 Non-resident members shall be exempt from regulations 12.01 c & d.

## **ARTICLE II – FEES AND DUES**

### **Section 1 – PAYMENT OF FEES AND DUES**

1.01 Every member shall pay fees and dues as prescribed herein.

### **Section 2 – INITIATION FEE**

2.01 The Initiation Fee for membership in the Society shall be set [presently thirty (\$30.00) dollars] by the Board of Directors of the Society, and shall be payable when an applicant for membership in the Society files his/her application for membership with any of the Directors.

2.02 Applicant's initiation fee shall be returned to the Applicant if the application is not accepted.

### **Section 3 – ANNUAL DUES**

3.01 The Annual Dues of each member of the Society shall be set [presently eighty (\$80.00) dollars] by the Directors of the Society.

3.02 All membership dues are payable by the members to the Society, in advance, on or before February 28<sup>th</sup> of the current year; to be revised on an annual basis.

### **Section 4 – CONFIRMATION OF FEES AND DUES**

4.01 Changes to the amount of Fees or Dues shall be determined from time to time at a General Meeting of the members of the Society.

## **ARTICLE III – MEETINGS**

### **Section 1 – REGULAR/ GENERAL MEETINGS**

- 1.01 The Society shall hold meetings (general) alternately on the first Monday then Wednesday in each calendar month except July and August
- 1.02 The Board of Directors may, at its sole discretion, vary the time and date of each meeting.
- 1.03 The general meeting for the month of June, for Election of Officers shall be every second (2) year.
- 1.04 Prior to the election meeting in the month of June, the President shall appoint a nomination committee of not less than three (3) members. The said committee to canvas the membership with a view of assuring a full slate of Officers to be nominated at the meeting.
- 1.05 Thirty-three (33) percent of the members in good standing of this society shall constitute a quorum at a general meeting of the Society.

### **Section 2 – SPECIAL MEETINGS**

- 2.01 A special meeting may be called by the President at his/her discretion, and shall be called by him/her when so required for the purpose of the Society. No business, except as is specified in the notice of special meeting, shall be transacted at such a special meeting.
- 2.02 A special meeting is to be called by seven (7) days written notice.
- 2.03 If ten (10) members in good standing, request a special meeting, the President shall call such a special meeting within fourteen (14) days, by written notice to the membership.
- 2.04 Thirty-three (33) percent of the members in good standing of this society shall constitute a quorum at a special meeting of the Society.

### **Section 3 – BOARD MEETINGS**

- 3.01 Any four (4) members of the Board of Directors shall constitute a quorum for a Board meeting. Such meetings may be held without notice, if a quorum of the Board is present.
- 3.02 Meetings of the Board of Directors shall be held as often as the business of the Society shall require, and at least once every three months, and shall be called by the President.

#### **Section 4 – ANNUAL MEETINGS**

4.10 The regular meeting in September will be designated the Annual General Meeting. The newly elected Officers and Directors shall take office at this Meeting.

### **ARTICLE IV – ELECTION OF OFFICERS AND DIRECTORS**

#### **Section 1 – OFFICERS**

1.01 The officers of the Society are:

- (a) President;
- (b) Past President;
- (c) Vice-President;
- (d) Treasurer;
- (e) Secretary;
- (f) Two (2) Chef Directors;
  - a. Education Director
  - b. Social Director
- (g) Junior Membership President and
- (h) Junior Membership Vice-President.

#### **Section 2 – TERM OF OFFICE**

2.01 The term of each officer shall commence upon election and continue for two (2) years.

2.02 All officers may hold the same, position on the Board of Directors for as long as they are willing to serve and are elected every two (2) years.

#### **Section 3 – ELECTION OF DIRECTORS AND OFFICERS**

3.01 The election of officers and directors shall take place at the General Meeting in the month of June as aforesaid.

3.02 No member shall:

- (a) accept office in the Society unless able to undertake fully and fulfill all responsibilities of said Office, barring unforeseen circumstances.
- (b) be eligible to be nominated for election as Officers or to the Board of Directors who is in arrears of his/her dues or in any manner peculiarly indebted to the Society.
- (c) be eligible to be nominated for election as Officers or to the Board of Directors unless he/she is a full member in good standing of the Southern Alberta Academy of Chefs and the Canadian Culinary Federation.

#### **Section 4 – NOMINATING COMMITTEE**

4.01 At the May meeting of the Society in each year in which an election is due, the President shall call forth any nominations for office without a formal committee being struck.

- 4.02 Only the names of members who have consented to serve if elected shall be presented.
- 4.03 Members may make further nominations from the floor at the time of the election.
- 4.04 All elections, if more than one (1) candidate up for the same position, shall be by secret ballot, unless secret ballot is dispensed with by unanimous decision.

#### **Section 5 – PROXIES**

- 5.01 Members may vote in an election by proxy if they are unable to attend
- 5.02 All proxies must be filed with the Secretary before the election begins

#### **Section 6 – VACANCY OF OFFICE**

- 6.01 Vacancies in any of the elective offices occurring during the year, shall be filled by election of the membership at the first regular meeting following the vacancy occurring. Such an elected member to complete the unexpired portion of the term of office and serve until the next annual election of Officers.
- 6.02 The Society shall retain power of vacating the Office of any member of the Board of Directors, for good cause shown, on an affirmative vote which is unanimous to the balance of the Board of Directors.

#### **Section 7 – BOARD OF DIRECTORS**

- 7.01 The Board of Directors shall consist of
  - (a) President
  - (b) Past President;
  - (c) Vice-President;
  - (d) Treasurer;
  - (e) Secretary and
  - (f) Two (2) Chef Directors
    - a. Education Director
    - b. Social Director

#### **Section 8 – POWERS OF THE BOARD OF DIRECTORS**

- 8.01 The Directors shall:
  - (a) have full authority to act in all matters pertaining to the management of the Society – in strict compliance with the by-laws;
  - (b) have charge of and general supervision over the funds and property of the Society and shall see that all such funds and property are transferred in good condition to the succeeding Board of Directors;
  - (c) act as Finance Committee for the Society;
  - (d) act to disapprove all applications for membership or associate membership in the Society;

- (e) hear all charges brought against members, hear all evidence for and against these charges, and act as mediator if such action is warranted and
- (f) may delegate specific responsibilities to committees appointed by them, from the membership of the Society.

### **Section 9 – RECISSION OF DIRECTORS’ DECISIONS**

9.01 Any and all actions of the Directors – with the exception of those concerning routine business of the society – may be rescinded at the first general meeting following such action. It shall, however require two-thirds majority vote of the members present at that meeting to annul, alter, or vary any action taken by the Board of Directors.

9.02 Any and all actions of the Board of directors not rescinded at the first general meeting following such action shall stand approved permanently.

### **Section 10 – REMUNERATION OF DIRECTORS**

10.01 There shall be no remuneration for Directors or Officers of the Society

### **Section 11 – MEMBERSHIP OF CANADIAN CULINARY FEDERATION**

11.01 The Society shall be a member of the Canadian Culinary Federation.

11.02 The Society shall make payments on behalf of all eligible members as required by the Canadian Culinary Federation; provided however, there shall be no change affecting the financial obligation of this Association to the Canadian Culinary Federation, except after a motion making such a change has been passed at a National convention of the Canadian Culinary Federation.

11.03 Representatives to the Canadian Culinary Federation conventions shall be selected, by the membership, in sufficient time for the Secretary of the Society to prepare proper credentials for them.

11.04 In the event that the society is not represented at a Canadian Culinary Federation convention by personal representatives elected from this Society, the Board of Directors shall appoint and authorize a proxy with authority to act.

## **ARTICLE V – DUTIES OF OFFICERS AND DIRECTORS**

### **Section 1 – PRESIDENT**

1.01 The President shall:

- (a) preside at all meetings of the Society and of the Board of Directors;
- (b) appoint all committees of the Society, unless otherwise ordered by the Society;
- (c) have casting vote in the event of a tie on any question before the Board of Directors or in meetings of the Society and

- (d) sign all warrants upon the Treasurer and in general have supervising power over the affairs of the society to see that its general rules and regulations are rigidly enforced.

## **Section 2 – PAST PRESIDENT**

2.01 The Past President shall:

- (a) be the Chairman of the Board;
- (b) conduct all Executive meetings and
- (c) assist and guide the incoming slate of Officers.

## **Section 3 – VICE-PRESIDENT**

3.01 The Vice-President shall:

- (a) preside at meetings of the Society and of the Board of Directors in the absence of the President and
- (b) have the same power as the President in his/her absence.

## **Section 4 – TREASURER**

4.01 The Treasurer shall:

- (a) have custody of the Society's Constitution and Bylaws and all other records and documents of the Society;
- (b) receive all monies belonging to the Society and to disburse the same under the direction of the Board of Directors by cheque or order signed by the President and attested by the Treasurer;
- (c) hold in trust all securities, investments, and other property, as well as the funds belonging to the Society and shall transfer, exchange, or deposit the same or any part thereof when required by the Society to do so;
- (d) keep a full and correct account of all monies received, expended and /or invested, and at general meetings, produce the bank statements, together with a full report in writing of all the receipts and disbursements, with a detailed statement of the funds and investments belonging to the Society and further to supply the same to the President, Board of Directors, or Auditing Committees whenever required by them to do so and
- (e) be under bond in the manner and to the amount determined by the Board of Directors.

## **Section 5 – SECRETARY**

5.01 The Secretary shall:

- (a) see that accurate minutes are kept of all the proceedings of the Society and of the Board of Directors in a fair and impartial manner;
- (b) endorse and file all papers and documents pertaining to the transactions of the Society;
- (c) issue, sign, or attest when required by the Society or its by-laws, all drafts and other official documents;
- (d) file all communications of the Society or of the Board of Directors for future reference;

- (e) liaise with our “WebMaster” regarding any photos, documentation and such to be posted to our web page and
- (f) in the absence of both the President and Vice-President from a meeting, bring the meeting to order and a temporary Chairperson shall be appointed for the meeting.

### **Section 6 – EDUCATION DIRECTOR**

6.01 The Education Director shall:

- (a) act as a liaison between the Lethbridge College Culinary Careers Department and the Society on such issues as competition, education, workshops, apprenticeship and advisory committees.

### **Section 7 – JUNIOR MEMBERSHIP POSITIONS**

7.01 The Junior Membership President and/or Vice-President shall:

- (a) be a student in a recognized Cooking Program up to one year after completion of his/her Journeyman/Red Seal Examination;
- (b) act as a liaison with students/Junior members between the Lethbridge College Culinary Careers Programs and the Society on such issues as competition, conferences, fundraising, education, workshops, apprenticeship, and job opportunities and
- (c) solicit cooking students to join the Society.

## **ARTICLE VI – OWNERSHIP, FUNDS AND BORROWING POWERS**

### **Section 1 – OWNERSHIP OF ASSETS**

1.01 The ownership and legal title of all the assets of the Society; both real and personal, shall vest in the Society for the benefit and enjoyment of the members thereof.

### **Section 2 – USE OF PROPERTY**

2.01 The funds and property of this Society shall not be devoted to any purpose other than the uses of the society as set forth in the by-laws of the Society.

The funds of the Society may be invested from time to time by the Board of Directors in their discretion, or as directed by the Society, but no part thereof shall be divided among the members of the Society unless the Society surrenders or forfeits its Charter or winds up; in which case all of the assets of the Society of whatever nature or kind shall be divided in equal shares among all members in good standing at such time.

### **Section 3 – BORROWING POWERS**

3.01 The borrowing powers of the Society shall be pursuant to the Societies Act but subject to the within by-laws.

## **ARTICLE VII – CONSTRUCTION AND ALTERATION OF BYLAWS**

### **Section 1 – METHOD OF ALTERATION**

1.01 No alteration, repeal or addition to these bylaws will be effected except at an annual meeting of the Society or at a special meeting of the Society convened for that purpose and until the proposed changes shall have been posted for at least thirty (30) days previous to being acted upon by Special Resolution and the required majority for the passing thereof shall be three-quarters of the membership present at the said meeting.

### **Section 2 – CONSTRUCTION OF BYLAWS**

2.01 All questions arising as to the construction of these by-laws shall be in the final decision of the Board of Directors, unless rescinded by the Society at the Annual General Meeting, or such special meeting convened for that purpose.

## **ARTICLE VIII – COMMON SEAL**

### **Section 1 – CUSTODY AND USE OF SEAL**

1.01 The Treasurer shall have charge of the seal of the Society which wherever used shall be authenticated by the signatures of the Secretary and President, or in the case of the death or inability of either to act, by the Vice-President.

## **ARTICLE IX – INSPECTION OF BOOKS**

### **Section 1 – INSPECTION**

1.01 The books and records of the Society may be inspected by members of the society at the address of the President thereof upon giving two (2) weeks prior notice in writing to the President and/or the Board of Directors

1.02 The books and records of the Society shall be audited at least once each year by a chartered accountant or by an audit committee of no less than three (3) members, elected for that purpose by the Board of Directors.

1.03 The Auditors shall have full access to all of the books, documents and paper writing belonging to the society in the possession of the Treasurer for the purpose of the yearly inspection and their annual statement shall be filed with the Treasurer.

## **ARTICLE X – INTERPRETATION**

### **Section 1 – TERMINOLOGY**

1.01 Wherever the words “two-thirds”, “three-fourths”, majority or such appear, it shall mean of the members voting, unless otherwise stipulated or required.

**Section 2 – SURRENDER OF CERTIFICATE OF INCORPORATION**

2.01 The Society may, by Special Resolution, surrender its certificate of incorporation, except that the Society cannot be dissolved, nor its certificate or incorporation surrendered, nor its assets sold or otherwise disposed of, as long as ten (10) members in good standing desire the continuance of the Society.