



LES DAMES D'ESCOFFIER, WASHINGTON, DC CHAPTER BYLAWS

October 2009

Article I. NAME AND PURPOSE

Section 1. The name of this organization is Les Dames d'Escoffier, Washington, DC (hereinafter referred to as the Chapter).

Section 2. The purposes of the Chapter will be to maintain affiliation with Les Dames d'Escoffier International, hereinafter referred to as the "Society upholding the Society's principles and supporting its goals of education, philanthropy and advocacy,

a. Education:

- i. To further the knowledge, understanding and appreciation of food, beverage and hospitality in the tradition of Auguste Escoffier.
- ii. To advise, assist and support fellow members in matters pertaining to food, beverage and hospitality.

b. Advocacy :

- i. To promote the education and advancement of women with careers in food, beverage and hospitality.
- ii. To promote high standards in the industries and professions related to food, beverage and hospitality.
- iii. To provide a supportive culture for professional networking among members.
- iv. To disseminate such information as advances the purposes and interests of the Chapter.

c. Philanthropy:

- i. To raise and disburse funds for scholarships, grants and other approved projects of the Chapter.
- ii. To support individuals, groups and programs that strive to achieve the philanthropic goals of the Chapter.

Article II. MEMBERSHIP

Section I. Criteria for Applicants

- a. Candidates for membership will be professional women who have demonstrated leadership and achievement in professional and philanthropic capacities and who have been actively engaged



full time for a minimum of five (5) years in careers in the food, beverage and hospitality industries.

- b. Candidates will be dedicated to furthering education and opportunities for women in the food, beverage and hospitality industries.
- c. Candidates will agree to support the purposes of the Chapter and agree to abide by its Bylaws, Standing Rules and Code of Ethics.
- d. Candidates will commit to support the fundraising activities of the Chapter and agree to fulfill all membership requirements.

#### Section 2. Applicants and New Members' Procedures:

- a. Candidates must submit the Chapter membership application to the First Vice President serving as Membership Committee Chair.
- b. The Membership Committee will meet, review all applications and recommend candidates for membership to the Board of Directors of the Chapter (hereinafter the Board).
- c. The Board will, in its sole discretion, make the final decision on all applications for membership. Election to membership will require the affirmative vote of at least seventy-five percent (75%) of the members of the Board present and voting.
- d. New members must pay the Chapter membership initiation fee and annual dues by the date set by the Treasurer.

#### Section 3. Membership Requirements:

- a. Members will be women who have been actively engaged in careers in food, beverage and hospitality for at least 5 years,
- b. Members will support and work for the purposes of the Chapter and abide by its Bylaws, Standing Rules and Code of Ethics.
- c. Members must pay annual dues by the date set by the Treasurer.
- d. Members must attend at least one of the two General Membership Meetings held annually and one Chapter event annually. Proxies do not constitute attendance.
- e. Members are expected to attend and support the fundraising activities of the Chapter since this is an essential function of Les Dames.



#### Section 4. Termination of Membership:

- a. Failure to meet the attendance and dues requirements as set forth in the Standing Rules will result in a review by the Board and may result in termination of membership.
- b. If a former member of the Chapter has been terminated and wants to be readmitted to membership, she must reapply.
- c. A member in good standing who is granted a leave of absence must send in her dues within 30 days of receiving her dues reminder at the end of her agreed upon leave to reinstate her membership. Otherwise, her membership will be terminated and she must reapply for membership.

#### Section 5. Membership Categories:

- a. Active – Fulfills membership requirements as outlined in Article II, Section 3 and has full voting privileges.
- b. Non-resident-- fulfills membership requirements as outlined in Article II, Section 3 except part e, but is not required to meet the Bylaws attendance requirement. This category of membership applies to Active Members who leave the Chapter area, or live beyond 90 miles from Washington, DC, and wish to maintain their affiliation. They retain full voting privileges.
- c. Non-active – Active Members who do not attend meetings as required by the Bylaws or do not have an excused absence from those meetings would have their membership status changed to “Non-active”. Non-active members who wish to retain their affiliation will pay full dues but will not have voting privileges; receive no program discounts, and are designated “non-active” in the Chapter directory/roster. Once a non-active member meets the membership requirements again, she will become an active member the following year with full privileges.
- d. Honorary - non-voting category of membership that is awarded by the Board in recognition of services rendered in food, beverage and hospitality. Honorary Members are exempt from Article II, Section 3, parts b, c, d and e, The member will be designated “Honorary” in the Chapter directory/roster.
- e. Leave of absence -- A member may request a leave of absence for up to three years for reasons such as child-rearing, job change or loss, temporary relocation, or financial or personal difficulties by sending a written request to the Board. The Board must decide whether to grant the request. The leave of absence must follow the Chapter's fiscal year, July 1 through June 30 and will affect membership benefits in the Society and the Chapter: the member will not receive member event discounts, newsletters, Quarterly magazines or directories and will have no voting rights. The member will be designated “Leave of absence” in the Chapter directory/roster.



### Section 6. Transferring Members

- a. A member in good standing from another chapter within the Society who wishes to transfer her membership to the Chapter may do so as long as she presents a letter from the current president or officer of her chapter stating that she is a member in good standing and that she pays the pro-rated dues of the Chapter.

## ARTICLE III. BOARD OF DIRECTORS

### Section 1. General Powers:

The affairs of the Chapter will be managed by the Board consisting of the elected Officers and Directors.

### Section 2 Officers

Officers of the Chapter will be elected by the members and will also serve as Directors of the Chapter. The Officers will be a President, a First Vice President/Membership, a Second Vice President/Programs, a Treasurer/Organization Management Software (OMS) Administrator, Technology and Program Administrator, a Recording Secretary, and a Corresponding Secretary.

a. President:

- i. The President will be the principal executive officer of the Chapter and will, in general, supervise and control all the business and affairs of the Chapter. The President will preside at all meetings of the members and of the Board and will be an ex-officio member of all standing committees without voting privileges.
- ii. The President will appoint Committees as needed by the Chapter subject to Board approval.
- iii.-Should an Officer leave her office for any reason, the President will appoint, with the approval of the Board, a Board member to the position, to carry out the term.
- iv. In the case of the President's temporary inability to perform duties, responsibility will go to First Vice President or next senior officer able to perform the duties of President with approval of the Board.
- v. The President is authorized to sign checks, credit cards and contracts along with any other Officer of the Chapter authorized by the Board, and any deeds, mortgages, bonds, contracts or other instruments the Board has authorized to be executed except in cases where the signing and execution thereof will be expressly delegated by the Board, these Bylaws or by statute to some other Officer or agent of the Chapter.
- vi. To be eligible for election to the Office of President, a candidate is required to have served as a Director or Officer for two (2) terms or two (2) years, unless fewer than three (3) such individuals are available.



vii. Following her term in office, the President will be invited to attend all Board meetings as an ex-officio member without voting privileges for one (1) year.

viii. Specific procedures to perform the President's duties are set forth in the standing rules.

b. First Vice President/Membership:

i. There will be two Vice Presidents of the Chapter.

ii. The First Vice President will have the responsibility for administrative, parliamentary and legal matters. The First Vice President will serve as Chair of the Membership Committee.

iii. Specific procedures to perform the First Vice President's duties are set forth in the standing rules.

iv. The First Vice President or next senior officer available will assume the duties of the President in the event of her absence or incapacity.

c. Second Vice President/Programs:

i. The Second Vice President/Education Programs will have the responsibility for special activities and will serve as chair of the Education Programs Committee.

ii. The First Vice President, Second Vice President or the next senior officer available will assume the duties of President in the event of her absence or incapacity.

iii. To be nominated for a position of vice president, a candidate must have served as an Officer or Board Member for one (1) term.

iv. Specific procedures to perform the First Vice President's duties are set forth in the standing rules.

d. Treasurer/Organization Management Software (OMS) Administrator

i. The Treasurer will have charge and custody and be responsible for all funds and securities of the Chapter; receive and give receipts for monies due and payable to the Chapter from any source whatsoever; and deposit all such monies on behalf of the Chapter in such bank(s), trust companies or other depositories approved by the Board. In general, the Treasurer will perform all the duties incidental to the Office of Treasurer and such other duties as may be assigned to her by the President or the Board.

ii. The Treasurer will keep records of dues payments.

iii. The Treasurer will keep accurate books of accounts on all monies received and disbursed.

iv. The Treasurer will manage contracted organization management software



- v. The Treasurer will submit a report at each Board meeting that itemizes income and expenses on a monthly and quarterly basis. Copies of the annual financial report/budget of the Chapter will be available to all members at the Autumn General Membership Meeting.
- vi. The Treasurer, or in the absence or incapacity of the Treasurer, the President, will expend money of the Chapter on the request of the President or as authorized by the Board and will issue a written account of such expenditure.
- vii. The Treasurer and a Finance Committee, appointed by the President at her discretion, will set an annual budget that shows a three-year comparison. The budget will be subject to approval by the Board first and then by members at the Autumn General Membership Meeting. Members will receive copies of the proposed budget at least two (2) weeks before the Meeting.
- vii. The Treasurer will see that the books are reconciled by July 30 and appropriate tax forms are filed by Nov. 15.
- viii. The Treasurer is authorized to sign checks, credit cards, and also may countersign contracts.
- ix. Specific procedures to perform the Treasurer's duties are set forth in the standing rules.

e. Technology and Program Administrator

- i. The Technology and Program Administrator is responsible for communicating with the Chapter's Web site administrator.
- ii. The Technology and Program Administrator will manage event and program registrations and collect payments.
- iii. The Technology and Program Administrator will perform her duties as set forth in the standing rules.

f. Recording Secretary

- i. The Recording Secretary will be the official custodian of all papers and records of the Chapter, other than those in the jurisdiction of the Treasurer. She will maintain updated Standing Rules and Code of Ethics, as they are added or amended by a majority vote of the Board. She also will maintain updated Bylaws as they are added or amended by a majority vote of members and send the updated copy to the Board for approval. She will post updates of all records on the Chapter's Web site. Such papers and records will be transferred to the next Recording Secretary.
- ii. The Recording Secretary will keep the minutes of all meetings of the membership and of the Board. She will also record attendance records and report such records to the board for membership requirements. If she cannot attend, she will get a substitute. All minutes will be reviewed and corrected by the presiding Officer and then submitted to



the Board for approval. The Recording Secretary will forward a copy of the approved minutes to the Corresponding Secretary for distribution to the membership. Minutes will be available to the board for approval no later than the next month's meeting and will be sent to the members immediately thereafter and also posted on the Chapter's Web site.

- iii The Recording Secretary will receive election ballots and count them with a teller appointed by the President. The Recording Secretary will announce the election results at the Spring General Membership Meeting.
- iv The Recording Secretary will take attendance at the General Membership Meetings. If she cannot attend the meetings, she will get a substitute.
- v. Specific procedures to perform the Recording Secretary's duties are set forth in the standing rules.

g. Corresponding Secretary:

- i. The Corresponding Secretary will notify members of all meetings according to the time schedule put forth in the Chapter Bylaws.
- ii. The Corresponding Secretary will send out annual election materials, minutes of all meetings of the Board and of the Chapter, updated copies of Bylaws, Standing Rules and Code of Ethics and all other announcements.
- iii The Corresponding Secretary will send dues notices.
- iv The Corresponding Secretary will keep the official list of members and make it available to members as needed for Chapter purposes..
- v. The Corresponding Secretary may make the membership list available for non-Chapter purposes only with the approval of the President and the Board.
- vi. The Corresponding Secretary will maintain our database of guests and will send them any program or event announcements.
- vii. The Corresponding secretary will be responsible for chapter communications.
- viii. Specific procedures to perform the Corresponding Secretary's duties are set forth in the standing rules.

Section 3. Officer Terms:

- a. Each officer is elected for a one (1) year term, and is eligible for reelection to a second consecutive term. Each term period follows the fiscal year, July 1 to June 30. After two (2)



consecutive terms, an Officer is ineligible for reelection to the same office for a period of one (1) year, however, may be nominated and elected to a different Officer position.

b. The Treasurer and the Technology and Program Administrator are exempt from these provisions and may serve more than two consecutive terms, but no more than four consecutive years.

c. However, no Officer may serve more than a total of seven (7) consecutive years on the Board in any combination of positions.

#### Section 4. Directors:

a. There will be one Director for each ten (10) Chapter members but in no event will there be fewer than seven (7) or more than ten (10) Directors.

b. The Directors will be elected by the membership from a slate of candidates, who are members proposed by the Nominating Committee.

#### Section 5. Director Term:

a. All Directors will be elected for two- (2) year terms, with half of the Directors elected each year. Each term period follows the fiscal year, July 1 to June 30.

b. After two (2) years on the Board, a Director will be ineligible for renomination as a Director for a period of one (1) year, but after this period may be reelected as a Director to the Board.

c. A Director who is ineligible for renomination as a Director to the Board, however, may be nominated for election as an Officer.

d. After seven (7) consecutive years on the Board, a member will be ineligible for nomination as a Director or as an Officer for one (1) year.

#### Section 6. Meetings:

a. Meetings of the Board will be held monthly except for July and August.

b. The calendar will be established at the September Board meeting.

c. Members of the Board of Directors may participate in a meeting by means of a telephone conference or similar electronic communications equipment if all persons participating in the meeting can hear each other at the same time. Such participation in a meeting will be deemed to constitute presence in person at such meetings.

d. Special meetings of the Board may be held from time to time upon at least ten (10) days notice at a date and hour set by the President. These meetings may be held by conference call. Notice of such a meeting of the Board will be sent by the President to each Officer and



Director, to any Committee Chair and to other members expected to report at the meeting. Monthly Board meetings are open to all Chapter members.

Section 7. Voting Quorum:

A majority of the members of the Board will constitute a quorum.

Section 8: Office and Board Vacancies:

If the position of any Officer or Director, excluding the President, becomes vacant for any reason, such vacancy may be filled for the unexpired portion of the term by the affirmative vote of the majority of the Board.

Section 9. Removal:

An Officer or Director of the Chapter may be removed by the affirmative vote of two-thirds of the Board, whenever in its judgment the best interests of the Chapter would be served.

ARTICLE IV. MEETINGS OF MEMBERS AND CHAPTER EVENTS

Section 1. General Membership Meeting Designation and Schedule

There will be at least two (2) General Membership Meetings annually. One of these will be designated as the Spring General Membership Meeting and will be held at a date between May 15 and June 15 as fixed by the Board; the other will be designated as the Autumn General Membership Meeting and will be held at a date in October fixed by the Board. All other meetings will be designated as Special Meetings or Chapter Events. Attendance will be taken at all meetings and Chapter Events.

Section 2 General Membership Meeting Notification and Order of Business:

- a. The Corresponding Secretary will send a notice to every member not less than twenty-one (21) days nor more than forty-five (45) days before the date of the General Membership Meeting, setting forth the time and place. The validity of any action taken at such meeting will not be affected by failure or insufficiency of such notice provided it was sent in a timely fashion. This notice will include an agenda of the meeting.
- b. The order of business for the Autumn and Spring General Membership Meetings will be according to the agendas set forth in the Standing Rules.

Section 3. Special Meetings:

- a. Special Meetings of the Chapter may be called by the President or, in the event of her incapacity, by the next senior Officer, or by a request in writing to the Recording Secretary and signed by not less than twenty-five percent (25%) of the members in good standing. Upon receipt of such a petition, the Recording Secretary will forthwith call a meeting as requested.



- b. Not more than five (5) days after the receipt of such a call, the Corresponding Secretary or, in the event of her absence or incapacity, another Officer of the Chapter, will send to every member a notice of the proposed meeting, setting forth the date, time, place and purpose for which the Special Meeting is being called. The date of the meeting will not be less than fifteen (15) days later than the date of the notice, nor will it be more than thirty (30) days later than the call for such meeting.
- c. If any binding vote is to be taken, proxies must be sent with the notice of the meeting and a no-vote possibility must be provided.
- d. The Special Meeting order of business will be according to the agenda set forth in the Standing Rules.

#### Section 4. Educational Programs and Fundraisers

- a. Educational Programs and Fundraisers may be held in accordance with the interests of all members as a whole or of groups of members, upon call by the Board or by the President, or by a member authorized by the Board.
- b. Members will be notified of such events at least fifteen (15) days in advance when possible. No quorum will be necessary for such meetings. Actions binding on the membership are not authorized at Educational Programs and Fundraisers.
- c. For any programs projected to cost more than \$2,000, a budget will be approved by the Board.

#### ARTICLE V. VOTING QUORUM AND PROXY

SECTION 1 Voting on all issues at General Membership Meetings or a Special Meeting will be by majority vote.

Section 2. Members of the Chapter in good standing who desire to record their votes by proxy at such meetings may return to the Recording Secretary an official proxy, signed, prior to the meeting. Such a proxy may be revoked by the member at any time prior to the meeting. Proxy votes will be counted in determining the presence of a quorum.

Section 3. At any meeting, forty percent (40%) of the total number of members entitled to vote, present in person or by proxy, will constitute a quorum for all purposes. In the absence of a quorum, a meeting may be adjourned by vote of a majority of the members of the Chapter present and proxies. A simple majority of members present carries a motion. In the case of a tie, the president's vote will break the tie.



## ARTICLE VI. COMMITTEES

### Section 1. Designation:

- a. The President will create committees as needed by the Chapter subject to Board approval. Such committees will assist the Board in the management of the Chapter. After each committee meeting, a report, either verbal or written, will be made at the next Board meeting.
- b. For purposes of attending to its continuing business, the Chapter will have six (6) standing committees: Membership, Board Nominating, Public Relations/Communications, Education Programs, Scholarships, and Grants. The President will serve as an ex-officio member of all Committees without voting privileges.

### Section 2. Membership Committee:

- a. The Membership Committee will be responsible for initiating the annual membership process, screening and selection of recommended candidates for membership in the Chapter. The Committee will present its recommended slate of new members to the Board for approval.
- b. The Committee will consist of the First Vice President serving as Chair and six (6) members recruited from the membership for a term of two (2) years. The Membership Committee will be selected by and operate according to the procedures and calendar set forth in the Standing Rules.

### Section 3. Board Nominating Committee:

- a. The Board Nominating Committee will be responsible for the nomination of Chapter Officers and Directors.
- b. The Board Nominating Committee will consist of five (5) members, each of whom has been a member of the Chapter for a minimum of two (2) years. They will be recruited from the membership for a term of one (1) year. The President will appoint one (1) of these Board members Chair of the Nominating Committee subject to approval of the Board.
- c. The Board Nominating Committee will be selected by and operate according to the procedures and calendar set forth in the Standing Rules. When the Committee has difficulty filling a slate, it can request the Board to waive certain requirements for candidates.

### Section 4: Public Relations/Communications Committee

- a. The Public Relations/Communications Committee will be responsible for communicating with the public at large to inform them of Dames' events activities and news.
- b. The Public Relations/Communications Committee will be responsible for developing and maintaining a press/contact list for Chapter public relations and communications use.



c. The Public Relations/Communications Committee will consist of a minimum of two (2) members, including the chair who will be a member of the Board, plus the Second Vice President and Corresponding Secretary in ex-officio capacities. The President will appoint the Chair subject to approval of the Board.

d. The Public Relations/Communications Committee will operate according to the procedures and calendar set forth in the Standing Rules.

#### Section 5: Education Programs Committee

a. The Education Programs Committee will be responsible for researching, organizing and executing programs that are educational in nature, relating to food, beverage and hospitality.

b. The Education Programs Committee will consist of the Second Vice President as chair (which may be a co-Second Vice Presidency) There will be a minimum of two members on the Committee.

c. The Education Programs Committee will operate according to the procedures and calendar set forth in the Standing Rules.

#### Section 6 Scholarship Committee:

b. The Scholarship Committee will be responsible for solicitation and selection of candidates to receive scholarships from the Chapter. Scholarship candidates will submit applications for attendance at educational institutions that are accredited and/or certified to represent the professional standards of the food, beverage or hospitality industries, and must be approved by the board.

c. The Committee Chair will present these candidates to the Board for approval.

d. The President will appoint a Chair and a maximum of five (5) members for a two (2) year term, subject to approval of the Board. The President will fill vacancies as they occur.

e. The Scholarship Committee will be selected by and operate according to the procedures and calendar set forth in the Standing Rules.

#### Section 7. Grants Committee:

a. The Grants Committee will be responsible for solicitation and selection of candidates to receive grants from the Chapter. Grant candidates must be tax-exempt, charitable or educational organizations according to U.S. Internal Revenue Service rules. The Committee Chair will present these candidates to the Board for approval.

b. The President will appoint a Chair and a maximum of five (5) members for a two (2) year term, subject to the approval of the Board. The President will fill vacancies as they occur.

c. The Grants Committee will be selected and operate according to the procedures and calendar set forth in the Standing Rules.



## ARTICLE VII. WORKING GROUPS

### Section I. Designation:

The President will create working groups to complete special defined projects within a specified period of time, i.e. Bylaws, fundraising events, etc., as needed by the Chapter subject to Board approval. The working group will give periodic progress updates to the Board, either in written reports or in person, and a final report at a Board meeting within one month of project completion.

## ARTICLE VIII. GENERAL

### Section 1. Indemnification:

Any person made a party to any legal action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that that person is or was a Director or Officer of the Chapter will be indemnified by the Chapter against judgments, fines, amounts paid in settlement and reasonable expenses (including fees of an attorney retained with the consent of the Chapter) to the extent permitted Bylaw.

### Section 2. Resolutions\_:

In the intervals between meetings of the Board, the presiding Officer may send to Board members resolutions relating to the affairs of the Chapter which in that Officer's opinion require the Board's prompt attention. The resolutions may be adopted by the majority consent of the members of the Board with the same force and effect as if adopted at a meeting duly called to consider and take action upon said resolutions. The presiding Officer will keep a record of the results and announce them at the next meeting of the Board.

### Section 3. Bylaws Amendments:

Bylaws may be amended by vote of two-thirds of the Board, provided that a copy of the Bylaws to be amended and of the proposed amendment(s) are provided to the Board before the vote. Any Bylaws amended by the Board are subject to ratification by a majority of the Chapter members present and voting at a Spring or Autumn General Membership or Special Meeting that may be in person or by teleconference. The Board will decide the appropriate means of a vote.

### Section 2. Meetings Protocol :

All meetings will be governed in parliamentary procedure by the current edition of "Robert's Rules of Order Newly Revised," except that these rules may be suspended by resolution duly adopted as provided therein.

## ARTICLE IX. FISCAL YEAR

Section 1. The fiscal year of the Chapter will be July 1 through June 30-

Les Dames d'Escoffier International  
Washington DC Chapter

