

BYLAWS
LES DAMES d'ESCOFFIER INTERNATIONAL
WASHINGTON D.C. CHAPTER
Ratified on October 18, 2020

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ARTICLE I. Name

The name of the organization is Les Dames d'Escoffier, Washington, D.C., Chapter (hereinafter referred to as the "Chapter").

ARTICLE II. Purpose

Section 1. Purpose

The purposes of the Chapter are to uphold Les Dames d'Escoffier's (hereinafter referred to as "LDEI") principles and to support its mission of education and philanthropy primarily for women.

A. Education

The Chapter is dedicated to furthering the knowledge, understanding, and appreciation of food, beverage, and hospitality.

B. Philanthropy

The Chapter is dedicated to raising and disbursing funds for scholarships, grants, and other approved projects of the Chapter. The Chapter is dedicated to mentoring individuals who are entering or seeking to expand their knowledge in these fields.

Section 2. Tax Status

The Chapter is a tax-exempt charitable organization registered in Washington, D.C., organized and operated exclusively for exempt purposes as set forth in section 501(c)(3) of the Internal Revenue Code.

ARTICLE III. Fiscal Year and Membership Year

Section 1. Fiscal Year

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

Section 2. Membership Year

The membership year of the Chapter will be July 1 through June 30. New members inducted into the Chapter will be granted full membership benefits as of the date of induction.

ARTICLE IV. Membership

Section 1. Criteria for Applicants

A. Candidates for membership must be professional women whose main paid occupation has been in the food, beverage, and hospitality industries for a minimum of five (5) years.

B. Candidates must have demonstrated leadership and outstanding achievement professionally.

C. Candidates must be dedicated to furthering educational and professional opportunities for women in the food, beverage, and hospitality industries.

D. Candidates must agree to support the purposes of the Chapter and to abide by its Bylaws, Standing Rules, Policies, and Code of Ethics.

Section 2. Applicants and New Member Procedures

- A. Candidates must submit a completed Chapter membership application to the First Vice President by the designated deadline.
- B. The Membership Committee will meet, review all applications, and recommend candidates for membership to the Board of Directors of the Chapter (hereinafter referred to as “Board”).
- C. The Board will vote to approve or deny candidates who are recommended for membership.
- D. New members must follow the procedures for membership as outlined in Standing Rules.
- E. Candidates must reside or work within the states of Maryland, Virginia, West Virginia, the Delmarva peninsula and the District of Columbia.

Section 3. Requirements for Member in Good Standing

- A. Members must support and work for the purposes of LDEI and the Chapter and abide by their Bylaws, Standing Rules, Policies, and Code of Ethics. Members are expected to attend and support fundraising activities of the Chapter.
- B. Members must pay annual dues by the date stated in the Standing Rules.
- C. Members must attend one Chapter event and one of the two (2) General Membership Meetings annually in person or electronically as set forth in the Standing Rules. Proxies do not constitute attendance.
- D. All members, board of directors, committee chairs, working group chairs and administrator will adhere to the document retention policy as outlined in the standing rules.

Section 4. Membership Categories

- A. Active An active member fulfills the membership requirements as outlined in Article III, Section 3, and is therefore entitled to all LDEI and Chapter benefits with full voting privileges.
- B. Nonresident A nonresident fulfills the membership requirements as outlined in the Bylaws but is not required to meet the attendance requirement. This category of membership applies to Active members who leave the Chapter area, live beyond ninety (90) miles from Washington, D.C., and wish to maintain their affiliation. Nonresident members retain full voting privileges.
- C. Dual Members A member may maintain membership in two (or more) chapters. The member pays chapter dues to all chapters, pays LDEI dues through her primary chapter, and is listed in the LDEI directory under all chapters. A dual member is on all of the chapters' rolls, receives all of those chapters' communications, and benefits from the Chapter event discounts. If the Washington, D.C., Chapter is her primary chapter, she will abide by the membership requirements of the Chapter. If it is not her primary chapter, she will have the privileges of a nonresident member.
- D. Honorary An honorary membership is awarded by the Board in recognition of exceptional contributions by an individual in food, beverage, and hospitality. Honorary memberships may be reviewed annually. Honorary members do not pay dues to the international or chapter organizations, are exempt from attendance requirements, and do not have the right to vote. The member will be designated "Honorary" in the Chapter directory. Her name will not be submitted for inclusion in the LDEI Directory.

Section 5. Transferring Members

- A. A member in good standing in another LDEI chapter who wishes to transfer her membership to the Chapter may do so by providing a letter from the current president or presiding officer of her chapter confirming that she is a member in good standing.
- B. A transferring member will pay Chapter dues, which may be prorated.

Section 6. Leave of Absence

- A. A member may request a leave of absence for one (1) year at a time for up to three (3) consecutive years by sending a written request to the Membership Committee prior to the membership renewal deadline. The criteria for a leave of absence are outlined in the Standing Rules. The Membership Committee will review the request and make a recommendation to the Board. The Board will grant or deny the request. The leave of absence must follow the Chapter's fiscal year and will affect membership benefits in both LDEI and the Chapter.
- B. A member in good standing who has been granted a leave of absence and wishes to be reinstated must inform the Membership Committee of her intention to be reinstated and pay her dues as outlined for all members in the Standing Rules.

Section 7. Termination of Membership

- A. Failure to pay membership dues by the designated deadline will result in termination of membership, unless an exception is approved by the Board. The criteria for an exception are outlined in the Standing Rules.
- B. Failure to meet the attendance requirements will result in a review by the Membership Committee. The Membership Committee will make a recommendation to the board which may result in termination of the membership. An exception for nonpayment of dues may be evaluated annually and granted by the Board upon receipt of a member's request outlining the need or circumstances for said request. The Board will review and evaluate the request based on the member's need and Chapter engagement. The board may then grant a one-time extension or exception to the member's dues payment.
- C. The standing of any member whose actions are deemed to be out of compliance with the Chapter's Bylaws, Standing Rules, Policies, or Code of Ethics is subject to review by the Membership Committee. The Membership Committee will make a recommendation to the Board, which may result in termination of membership.
- D. If a former member wishes to be readmitted to the Chapter, she must reapply.

ARTICLE V. Board of Directors

Section 1. General Powers

- A. The affairs of the Chapter will be managed by the Board, which will consist of the elected Officers and Directors.
- B. The Officers and Directors are responsible for the duties set forth in the Bylaws and Standing Rules.

- C. The Board may authorize any officer or agent to enter into any contract on behalf of the Chapter.

Section 2. Officers

Officers of the Chapter will be elected by the members and will serve on the Board of Directors of the Chapter. The Officers will be President; First Vice President; Second Vice President, Education and Community Outreach; Second Vice President, Development and Fundraising; Treasurer; Recording Secretary; and Communications Secretary. Any office can be shared by two members, with approval of the Board, depending on the requirements of the office. If an office is shared by two members, each is deemed an Officer with full voting privileges.

A. President

- a. The President will be the principal executive officer of the Chapter. To be eligible for election to the Office of President, a candidate is required to have served as an Officer or Director for two (2) terms or two (2) years, unless otherwise recommended by the nominating committee and authorized by the Board.
- b. The President will preside at meetings of the General Membership and at Special Meetings without voting privileges, except in the case of a tie. The President will cast the deciding vote.
- c. The President will preside at meetings of the Board with full voting privileges.
- d. The President will serve as Chair of the Executive Committee with full voting privileges.
- e. The President will be an ex-officio member of all standing committees without voting privileges.
- f. The President will appoint, subject to Board approval, ad hoc standing committees and working groups as needed by the Chapter.
- g. The President will appoint, subject to Board approval, chairs of standing committees, ad hoc standing committees, and working groups as needed by the Chapter.
- h. The President will appoint a Parliamentarian and whistleblower compliance officer. The president may appoint a sergeant at arms.
- i. The President is authorized, as outlined in the Standing Rules, to sign checks, to authorize the use of credit/debit cards, and to sign contracts and any deeds, mortgages, bonds, or other financial instruments the Board has authorized to be executed, except in cases where the signing and execution thereof will be expressly delegated by the Board, by these Bylaws, or by statute to some other Officer or agent of the Chapter.
 - i. Following her term in office, the President will become a Director as Immediate Past President and will retain full voting privileges.
 - ii. The procedures to perform the President's duties are set forth in the Standing Rules.

B. First Vice President

- a. The First Vice President will have the responsibility of assisting and supporting the President in managing the Chapter and in Chapter administration. To be eligible for the position of First Vice President, a candidate is required to

have served as a Director for at least one (1) term, unless otherwise authorized by the Board.

b. The First Vice President will serve as Chair of the Membership Committee, oversee its subcommittees, and be responsible for all administrative matters relating to membership throughout the year.

c. Specific procedures to perform the First Vice President's duties are set forth in the Standing Rules.

C. Second Vice President, Education and Community Outreach (EDCO)

a. The EDCO Second Vice President will serve as the Chair of the Education and Community Outreach Committee (EDCO) and oversee its subcommittees. To be eligible for the position of Second Vice President, a candidate is required to have served as a Director for at least one (1) term, unless otherwise authorized by the Board.

b. Specific procedures to perform the Second Vice President's duties are set forth in the Standing Rules.

D. Second Vice President, Development and Fundraising

a. The Development Vice President will serve as chair of the Development Committee and oversee its subcommittees. To be eligible for the position of Second Vice President, a candidate must have served as a Director for at least one (1) term, unless otherwise authorized by the Board.

b. Specific procedures to perform the Second Vice President's duties are set forth in the Standing Rules.

E. Treasurer

a. The Treasurer will have charge and custody and be responsible for all funds and securities of the Chapter including, but not limited to, budget development and management, accounting, taxes, financial management software, dues and revenue collection, payments, general banking, and monthly reporting to the Board. To be eligible for a position as Treasurer, a candidate is required to have served as a Director for at least one (1) term, unless otherwise authorized by the Board.

b. The Treasurer is chair of the Finance Committee and its subcommittees.

c. The Treasurer is authorized to sign checks and use credit/debit cards for payments authorized by the President and the Board, when Board approval is required. The Treasurer may also countersign contracts. Approval requirements, procedures, and limits are outlined in the Standing Rules.

d. Specific procedures to perform the Treasurer's duties are set forth in the Standing Rules.

F. Recording Secretary

a. The Recording Secretary will be the official manager of all documents and records, current and archived, of the Chapter, other than those in the jurisdiction of the Treasurer. To be eligible for a position of Recording Secretary, a candidate must have served as a Director for at least one (1) term, unless otherwise authorized by the Board.

b. The Recording Secretary's responsibilities include, but are not limited to, managing official documents of the Chapter; recording minutes at all Board,

General Membership, and Special Meetings; counting ballots; calling roll and establishing quorums.

- c. Specific procedures to perform the Recording Secretary's duties are set forth in the Standing Rules.

G. Communications Secretary

- a. The Communications Secretary will be responsible for all Chapter communications and databases. The Communications Secretary will oversee public relations and social media committees and their subcommittees and manage and oversee any paid administrative employees. To be eligible for a position of Communications Secretary, a candidate must have served as a Director for at least one (1) term, unless otherwise authorized by the Board.
- b. The Communications Secretary's responsibilities include, but are not limited to, overseeing Chapter communications, print and electronic correspondence, and e-newsletters; maintaining and distributing the Chapter roster; and maintaining the database.
- c. Specific procedures to perform the Communications Secretary 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 re-election to a second consecutive term. Each term period follows the fiscal year. After two (2) consecutive terms, an Officer is ineligible for reelection to the same office for a period of one (1) year, but she may be nominated and elected to a different position as either an Officer or a Director.
- B. The Treasurer is exempt from these provisions and may serve more than two (2) consecutive terms, but no more than four (4) consecutive terms.
- C. No Officer may serve more than a total of seven (7) consecutive years on the Board in any combination of positions.
- D. Notwithstanding the term limitations set forth in Article, V, section 3(A) of these bylaws, the nominating committee may recommend that an officer of the Board of Directors who has already served the maximum number of terms in one officer position may have her term for such office extended once by an additional term of one year and be eligible as a candidate on the slate if the board nominating committee has failed to find a suitable and qualified candidate for such office after a diligent search. The additional term must be approved by the board of directors prior to the board's approval of the slate.

Section 4. Directors

- A. There will be five (5) Directors, including the immediate Past President.
- B. There will be one (1) Alternate Director.
- C. The Directors, excluding the immediate Past President, will be elected by the membership from a slate of candidates who are members proposed by the Nominating Committee.
- D. The Parliamentarian may or may not be a director. If she is not a Director, she has no voting rights on the Board.

- E. Each Director will chair or co-chair a committee, working group, or special assignment.
- F. Officers and Directors must read and sign the following documents:
 - a. letter of commitment to the Board
 - b. Conflict of Interest Policy and Whistler-Blower Policy
 - c. letter of acknowledgment that they have read and will adhere to the Bylaws, Standing Rules, Code of Ethics, and Robert's Rules of Order.

Section 5. Director Terms

- A. Each Director is elected for a two-year (2) term. Each term period follows the fiscal year.
- B. To ensure continuity, half of the Directors will be elected each year whenever possible.
- C. The Nominating Committee, with the approval of the Board prior to formation of the slate of candidates, may recommend a one (1) year Director term for the following year.
- D. A Director serving a two-year (2) term will be ineligible for renomination as a Director for a period of one (1) year. After a year's hiatus, she may be nominated as a Director of the Board.
- E. A Director serving a one-year (1) term may be renominated as a Director to a two-year (2) term.
- F. A Director who is ineligible for renomination as a Director to the Board may be nominated for election as an Officer.
- G. The Alternate Director is elected for a one-year (1) term, which does not count in the number of terms served on the Board.
- H. 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. Board Meetings

- A. There will be a mandatory in-person joint business meeting of the outgoing and incoming board of directors held after the Spring General Membership Meeting and before 7/1 (the beginning of the chapter's fiscal year). This meeting's purpose is to facilitate an effective transition of directors and officers of the board.
- B. Board meetings will be held monthly and are open to all Chapter members.
- C. Each Officer and Director must attend a minimum of seventy-five (75) percent of the total number of Board and General Membership meetings and fulfill the requirements of her respective office. Additional absences due to extenuating circumstances may be approved by the President. When appropriate, an Officer or Director may appoint a proxy in her absence. A proxy does not count as attendance.
- D. Members of the Board may participate in a meeting by means of a telephone conference or similar electronic communications 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 the meetings.
- E. Special meetings of the Board may be held providing notice of a date and hour set by the President is sent at least four (4) days ahead of time. These meetings may be held by conference call. The President will send notice of such a meeting to each Officer and Director.

F. Meetings Protocol. All Board meetings will be governed according to parliamentary procedure as set forth in 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.

Section 7. Vacancies

A. In the case of the President's temporary or permanent inability to perform duties, with the approval of the Board, the responsibilities of the office will go to the First Vice President or next senior Officer or a Director able to perform the duties of the President. If those Officers and Directors are unavailable, with approval of the Board, the duties will transfer to a qualified Chapter member able to perform the duties of President.

B. Should an Officer leave her office for any reason, the President will appoint, with the approval of the Board, a qualified Board member able to perform the duties of the office to carry out the term.

C. Should a Director leave her position for any reason, the President will appoint, with the approval of the Board, the Alternate Director or a qualified Chapter member to the position to carry out the term.

Section 8. Removal

An Officer or Director 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 VI. General Membership Meetings

Section 1. General Membership Meeting Designation and Schedule

There will be a minimum of two (2) General Membership Meetings annually: autumn and spring. All other meetings will be designated as Special General Membership Meetings. Attendance will be taken at all meetings.

Section 2. General Membership Meeting Notification and Order of Business

A. The Autumn General Membership Meeting will be held at a date fixed by the Board, unless an exception is made by the Board. The Spring General Membership Meeting will be held as fixed by the Board, unless an exception is made by the Board.

B. The Communications Secretary will send an electronic notice of a General Membership Meeting to every member in good standing. The notice will be sent no fewer than twenty-one (21) days nor more than forty-five (45) days before the date of the meeting, setting forth the time, place, and agenda. The validity of any action taken at the meeting will not be affected by failure of delivery of such notice provided it was sent in a timely manner to the electronic address of record for the member.

C. The order of business in the Autumn and Spring General Membership Meetings will be according to the agendas set forth in the Standing Rules.

D. Meeting Protocol. All meetings will be governed according to parliamentary procedures set forth in 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.

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 Acting President, or by request in writing to the Recording Secretary outlining the purpose of the meeting and signed by not less than twenty-five (25) percent of 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 in good standing 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 be no fewer than fifteen (15) days later than the date of the notice, nor will be more than thirty (30) days later than the call for such a meeting.

C. If any binding vote is to be taken, proxy forms must be sent with the notice of the meeting.

D. The Special Meeting order of business will be according to the agenda, logistics, and protocol as set forth in the Standing Rules.

ARTICLE VII. Voting, Quorum, and Proxy

Section 1. Voting

A. All Officers and Directors have full voting privileges for Board votes, except for the Alternate Director who does not have Board voting privileges.

B. Motions will be carried out by majority vote of a quorum, except Bylaw amendments which require the vote of two-thirds of the Board (see Article IX, Section 3) before they are presented to the membership for ratification by a majority vote of the quorum.

C. Board election will be carried by a majority vote of a quorum, being forty (40) percent of the total number of active, nonresident, and dual-membership members.

Section 2. Quorum

A. Board Meeting Quorum: Fifty (50) percent of the members of the Board, present in person or by proxy, will constitute a quorum.

B. General Membership or Special Meeting Quorum: Forty (40) percent of the total number of members entitled to vote, present in person or by proxy, will constitute a quorum.

C. Executive Committee Quorum: A majority of the Executive Committee, present in person, by telephone, or electronically, will constitute a quorum. There will be no proxies for the Executive Committee.

D. In the absence of a quorum, a meeting can be called to order, agenda approved, and meeting adjourned by vote of a majority of the members present plus proxies. New motions may be made but will be subject to Voting and Quorum Requirements specified in this Article. Voting can occur after the meeting. Such motions shall be presented to the Board and membership in a meeting, by mail, email, fax, as designated by the Board.

E. Members in good standing may participate in a meeting by means of a telephone conference or similar electronic communications if all persons participating in the meeting can hear each other at the same time.

Section 3. Proxy

- A. Members of the Chapter in good standing who desire to record their votes by proxy may return, prior to the meeting, an official signed proxy form to the Recording Secretary.
- B. The proxy may be revoked by the member at any time prior to the meeting.
- C. Proxy votes will be counted in determining the presence of a quorum.

ARTICLE VIII. Committees and Working Groups

Section 1. Designation

- A. The President may form, subject to Board approval, ad hoc committees and working groups as needed by the Chapter. Such committees will assist the Board in the management of Chapter business and activities. 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 eight (8) standing committees: Scholarships, Grants, Development/Fundraising, Board Nominating, Membership, Mentoring, Education/Community Outreach, and Communications.
- C. Standing committees may be formed, suspended, or eliminated, with board approval and membership ratification, at which time it becomes a bylaw amendment.
- D. All committees will report monthly to the Board as set forth in the Standing Rules. Any budgeted monies designated for committee operations and function of said committee must be used as such. Any unspent monies revert to the Chapter at the end of its fiscal year. Committees do not award grants or scholarships. Only the Board can award a grant or scholarship. Committees research and make recommendations to the Board of Directors. The Board may approve or disapprove the committee's recommendation.
- E. Any budgeted monies designated for committee operations and function of said committee must be used as such. Any unspent monies revert to the Chapter at the end of its fiscal year. Committees do not award grants or scholarships. Only the Board can award a grant or scholarship. Committees research and make recommendations to the Board of Directors. The Board may approve or disapprove the committee's recommendation.

Section 2. Executive Committee

- A. The Executive Committee will be responsible for the management of the business and affairs of the Chapter. All actions of the Executive Committee shall be reported in full and ratified by the Board of Directors at the following board meeting. The Executive Committee may be called by the President or as outlined in the Standing Rules.
- B. The President serves as Executive Committee Chair. The committee shall consist of the officers of the Chapter.

Section 3. Membership Committee

- A. The Membership Committee will be responsible for the new annual membership process and the screening and selection of recommended candidates for Chapter membership. The Committee will present its recommended slate of new members to the Board for approval.

B. The First Vice President serves as Membership Committee Chair. The committee will comprise 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.

C. The Membership Committee Chair will be responsible for filling Membership committee vacancies should they occur.

D. Member Engagement Subcommittee

a. The Member Engagement Subcommittee will be responsible for recommending and conducting activities with the goal of gaining greater involvement of members in Chapter activities, providing new member benefits, and enhancing member experiences.

b. The Member Engagement Subcommittee will be chaired by the First Vice President and members recruited from the membership.

Section 4. 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 a Board member, appointed by the President and approved by the Board, serving as Chair, and four (4) additional members, each of whom has been a member of the Chapter for a minimum of two (2) years.

C. The Board Nominating Committee Chair will be responsible for filling Board Nominating Committee vacancies should they occur.

D. The Board Nominating Committee members will serve a term of one (1) year and be selected and operate according to the procedures and calendar set forth in the Standing Rules.

Section 5. Education and Community Outreach Committee

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

B. The Second Vice President, EDCO, will serve as Education and Community Outreach Chair. There will be a minimum of two (2) members on the Committee.

C. The Education and Community Outreach Chair will be responsible for filling committee vacancies should they occur.

D. The Education and Community Outreach programs may be proposed and executed by any member in good standing with oversight by the Education and Community Outreach Committee.

E. Education and Community Outreach topics and schedules require approval by the EDCO Chair and are reported to the Board.

F. The Education and Community Outreach Committee will operate according to the procedures and calendar set forth in the Standing Rules.

G. Subcommittees, as described in the Standing Rules, may include

- a. Green Tables
- b. Global Culinary Initiatives
- c. Women in Gastronomy

Section 6. Development and Fundraising Committee

The Development and Fundraising Committee will be responsible for, but not limited to, conducting fundraising activities and developing sponsorships, planned giving, and public donation programs.

- A. The Committee will be chaired by the Second Vice President, Development, and will comprise a minimum of two (2) additional members.
- B. The Development Committee Chair will be responsible for filling committee vacancies should they occur.
- C. The Development Committee will operate according to the procedures set forth in the Standing Rules.
- D. Subcommittees, as described in the Standing Rules, may include
 - a. Gifts, donations, and planned giving
 - b. Grants and organizations
 - c. Fundraising events
 - d. Sponsorships

Section 7. Scholarship Committee

- A. The President will appoint a Chair from the Directors, and there will be a minimum of three (3) additional committee members who will serve for a two-year (2-year) term.
- B. The Scholarship Chair will be responsible for filling committee vacancies should they occur.
- C. The Scholarship Committee will operate according to the procedures and calendar set forth in the Standing Rules.

Section 8. 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 the United States Internal Revenue Code. The Committee Chair will present the recommended candidates to the Board for approval.
- B. The President will appoint a Grants Committee Chair and there will be a minimum of two (2) additional committee members.
- C. The Grants Committee will operate according to the procedures and calendar set forth in the Standing Rules.

Section 9. Mentoring Committee

- A. The Mentoring Committee may conduct a mentoring program with individual candidates. The Committee Chair will present the recommended candidates to the Board for approval.
- B. The President will appoint a Mentoring Committee Chair and there will be a minimum of two (2) additional committee members.
- C. The Mentoring Committee will operate according to the procedures and calendar set forth in the Standing Rules.

Section 10. Communications Committee

- A. The Communications Committee will be responsible for internal and external communications, including, but not limited to, member communications, public relations, website, and social media.
- B. The Communications Secretary serves as the Chair. There will be a minimum of two (2) additional members on the committee.
- C. The Communications Chair will be responsible for filling committee vacancies should they occur.
- D. The Communications Committee will operate according to the procedures and calendar set forth in the Standing Rules.

Section 11. Finance Committee

- A. If established, the Finance Committee shall be responsible for preparing an annual Chapter budget, establishing policies and procedures concerning Chapter expenditures and reimbursements, and recommending to the Board approval or disapproval of the Treasurer's books of account and/or an audit.
- B. The Finance Committee shall review the investments of the Chapter and shall establish investment policies. The Finance Committee shall establish financial criteria and procedures in keeping with the Chapter's policies. All Chapter programs must adhere to these criteria established by the Finance Committee.
- C. The Treasurer serves as Chair. There will be a minimum of two (2) additional committee members with business and/or finance expertise.
- D. The Treasurer will be responsible for filling committee vacancies should they occur.
- E. The Finance Committee will operate according to the procedures and calendar set forth in the Standing Rules.

Section 12. Working Groups

The President may create, subject to Board approval, working groups to complete special, defined projects within a specified period of time, e.g., Bylaws and Standing Rules to review, fundraising events, etc., as needed by the Chapter. The working group will give periodic progress updates to the Board, either in written reports or in person.

ARTICLE IX. General

Section 1. Indemnification

Any person who is made a party to any legal action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was an Officer or Director 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 by law.

Section 2. Bylaws Amendments

Bylaws may be amended by a vote of two-thirds of the Board, provided that copies 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 a quorum of Chapter members present and voting, including proxies, at a Spring or Autumn General

Membership or at a Special Meeting that may be held in person or by teleconference. The Board will decide the appropriate means of a vote.

Ratified on October 18, 2020

Additional guidelines and details pertaining to the operation of the Chapter are available in Les Dames d'Escoffier Washington D.C. Chapter's Standing Rules.