



BYLAWS

**LES DAMES d'ESCOFFIER INTERNATIONAL
WASHINGTON D.C. CHAPTER**

Ratified on June 1, 2015

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ARTICLE I - Name and Purpose

Section 1. Name. The name of this organization is Les Dames d'Escoffier, Washington, D.C. Chapter (hereinafter referred to as "Chapter").

Section 2. Purpose. The purposes of the Chapter are to maintain affiliation with Les Dames d'Escoffier International, Inc. (hereinafter referred to as "LDEI"), to uphold LDEI's principles, and to support its mission of education, advocacy and philanthropy.

A. Education

1. To further the knowledge, understanding and appreciation of food, beverage and hospitality in the tradition of Auguste Escoffier.
2. To advise, assist and support fellow members and the community at large in matters pertaining to food, beverage and hospitality.

B. Advocacy

1. To promote the education and advancement of women with careers in food, beverage and hospitality.
2. To promote high standards in the industries and professions related to food, beverage and hospitality.
3. To provide a supportive culture for professional networking among members.
4. To disseminate information that advances the purposes and interests of the Chapter.

C. Philanthropy

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

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

ARTICLE II - 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, even if induction occurs prior to July 1.

ARTICLE III - Membership

Section 1. Criteria for Applicants.

1. Candidates for membership must 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.
2. Candidates must be dedicated to furthering education and opportunities for women in the food, beverage and hospitality industries.
3. Candidates must agree to support the purposes of the Chapter and to abide by its Bylaws, Standing Rules and Code of Ethics.
4. Candidates must commit to support the fundraising activities of the Chapter and agree to fulfill all membership requirements.

Section 2. Applicants and New Member Procedures.

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1. Candidates must submit a completed Chapter membership application, including application fee, to the First Vice President serving as New Member Committee Chair by the designated deadline.
2. The New Member Committee will meet, review all applications, and recommend candidates for membership to the Board of Directors of the Chapter (hereinafter referred to as the "Board").
3. 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 Board members representing a quorum.
4. New members must pay the Chapter membership initiation fee and annual dues by the date set by the Treasurer.

Section 3. Membership Requirements.

1. Members must support and work for the purposes of LDEI and the Chapter and abide by its Bylaws, Standing Rules, and Code of Ethics.
2. Members must pay annual dues by the date set by the Treasurer.
3. Members must attend at least one of the two (2) General Membership Meetings held annually **and** one Chapter event annually. Proxies do not constitute attendance.
4. Members are expected to attend and support the fundraising activities of the Chapter since this is an essential function of the organization.
5. Members "in good standing" are members who abide by Bylaws, Standing Rules, and Code of Ethics and who have met dues payment and attendance/participation requirements.

Section 4. Termination of Membership.

1. Failure to pay membership dues by the designated deadline will result in termination of membership, unless an exception is approved by the Board.
2. Failure to meet the attendance requirements will result in a review by the Board and may result in termination of membership.
3. The standing of any member whose actions are deemed to be out of compliance with the Chapter's Bylaws, Standing Rules, or Code of Ethics is subject to review by the Board. This review may result in termination of membership.
4. If a former member wishes to be readmitted to the Chapter, she must reapply.
5. To reinstate her membership, a member in good standing who is granted a leave of absence must pay her dues within thirty (30) days of receiving her dues reminder at the end of her leave. Otherwise, her membership will be terminated and she must reapply for membership.

Section 5. Membership Categories.

1. Active. Fulfills membership requirements as outlined in Article III, Section 3: is entitled to all LDEI and Chapter benefits and has full voting privileges.
2. Non-resident. Fulfills membership requirements as outlined in Article III, Section 3 but is not required to meet the Bylaws attendance requirement (Article III, Section 3, part 4). This category of membership applies to Active members who leave the Chapter area, or live beyond ninety (90) miles from Washington D.C. and wish to maintain their affiliation. They retain full voting privileges.
3. Dual-Members. A member may maintain membership in two (or more) chapters. She pays chapter dues to all chapters, pays LDEI dues through her primary chapter, and is listed in the LDEI directory under all chapters. She is on all chapters' rolls, receives all Chapter communications, benefits from Chapter event discounts. If the Washington D.C. Chapter is her primary chapter, she will abide by membership requirements of the Chapter. If it is her secondary chapter, she will have the privileges of a Non-resident member.

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4. Honorary. A non-voting category of membership that is awarded by the Board in recognition of exceptional contributions by an individual in food, beverage, and hospitality. Honorary members do not pay dues and are exempt from Article III, Section 3. The member will be designated "Honorary" in the Chapter directory.
5. Leave of Absence. A member may request a leave of absence for one (1) year at a time for up to three (3) consecutive 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 prior to the membership renewal deadline. The Board will decide whether to grant the request. The leave of absence must follow the Chapter's fiscal year, and will affect membership benefits in LDEI and the Chapter. The member will not receive member event discounts, newsletters, Quarterly magazine or directories, and will have no voting rights during the leave of absence period.

Section 6. Transferring Members. A member in good standing from another LDEI chapter who wishes to transfer her membership to the Chapter may do so providing she presents a letter from the current president or presiding officer of her chapter confirming that she is a member in good standing, and pays Chapter dues (which may or may not be pro-rated.)

ARTICLE IV - 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.

1. Each Officer attends a minimum of 75% all Board and General Membership meetings and fulfills the requirements of her respective office. Additional absences due to extenuating circumstances may be approved by the President.
2. Each Director attends all Board and General Membership meetings and is expected to serve on at least one Committee or Working Group.
3. Officers and Directors are responsible for duties set forth in the Standing Rules.

Section 2. Officers. Officers of the Chapter will be elected by the members and will serve as on the Board of Directors of the Chapter. The Officers will be a President, First Vice President, Second Vice President, Treasurer, Recording Secretary and Communications Secretary. Any office can be shared by two members based on requirements of the office with approval of the Board. If an office is shared by two members, each is deemed an Officer with full voting privileges.

1. 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.
 - ii. The President will preside at meetings of the General Membership and at Special Meetings without voting privileges, except in the case of a tie where the President will cast the deciding vote.
 - iii. The President will preside at meetings of the Board with full voting privileges.
 - iv. The President will be an *ex-officio* member of all standing committees without voting privileges.
 - v. The President will appoint standing committees and working groups as needed by the Chapter subject to Board approval.
 - vi. In the case of the President's temporary or permanent inability to perform duties, responsibility will go to the First Vice President or next senior Officer or a Director, or if those Officers and Directors are unable, to a qualified Chapter member able to perform the duties of President with approval of the Board. The presiding officer will appoint Officers and Board members, with the approval of the Board, to fill open positions.
 - vii. The President is authorized in her sole capacity to sign checks, to authorize the use of credit/debit cards, sign contracts and any deeds, mortgages, bonds, 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, by these Bylaws, or by statute to some other Officer or agent of the Chapter.
 - viii. 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 fewer than three (3) such individuals are available.

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- ix. Following her term in office, the President will become a Director as Immediate Past President and will retain full voting privileges.
 - x. Specific procedures to perform the President's duties are set forth in the Standing Rules.
2. First Vice President
- i. The First Vice President will have the responsibility to assist and support the President in managing the Chapter and is responsible for duties including, but not limited to, administrative matters, parliamentary, legal and protocol review.
 - ii. The First Vice President will serve as Chair of the Membership Committee and have the responsibility for the new member process, member engagement activities, and administrative matters relating to membership throughout the year.
 - iii. To be nominated for a position of Vice President, a candidate is required to have served as an Officer or Director for at least one (1) term.
 - iv. Specific procedures to perform the First Vice President's duties are set forth in the Standing Rules.
3. Second Vice President
- i. The Second Vice President will have the responsibility for general management of Chapter Education and Community Outreach including, but not limited to, Chapter member and general public education programs, Green Tables, Global Culinary Initiative and the biennial Women in Gastronomy Symposium.
 - ii. The Second Vice President will serve as Chair of the Education and Community Outreach Committee.
 - iii. To be nominated for a position of Vice President, a candidate is required to have served as an Officer or Director for one at least (1) term.
 - iv. Specific procedures to perform the Second Vice President's duties are set forth in the Standing Rules.
4. Treasurer
- i. 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.
 - ii. The Treasurer is chair of the Finance Sub-Committee
 - iii. The Treasurer is authorized in her sole capacity to sign checks and use credit/debit cards for payment authorized by the President or the Board when board approval is required. The Treasurer, and also may countersign contracts.
 - iv. Specific procedures to perform the Treasurer's duties are set forth in the Standing Rules.
5. Recording Secretary
- i. The Recording Secretary will be the official custodian of all documents and records of the Chapter, other than those in the jurisdiction of the Treasurer.
 - ii. The Recording Secretary responsibilities include, but are not limited to, managing official documents of the Chapter, soliciting monthly Director and Committee reports, recording minutes at all Board, General Membership and Special Meetings, counting ballots, calling roll and establishing quorums.
 - iii. Specific procedures to perform the Recording Secretary's duties are set forth in the Standing Rules.
7. Communications Secretary
- i. The Communications Secretary will be responsible for Chapter communications and databases.

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- ii. The Communications Secretary responsibilities include, but are not limited to, Chapter communications, print and electronic correspondence and e-newsletter, maintaining and distributing Chapter roster, database maintenance, coordination with public relations, social media and website management.
- iii. Specific procedures to perform the Communications Secretary's duties are set forth in the Standing Rules.

Section 3. Officer Terms.

1. 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 re-election to the same office for a period of one (1) year, but may be nominated and elected to a different Officer or Director position.
2. The Treasurer is exempt from these provisions and may serve more than two (2) consecutive terms, but no more than four (4) consecutive terms.
3. No Officer may serve more than a total of seven (7) consecutive years on the Board in any combination of positions.

Section 4. Directors.

1. There will be five (5) Directors, including an Immediate Past President.
2. There will be one (1) Alternate Director.
3. 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.
4. Each Director will chair or co-chair a committee, working group, project or special assignment.

Section 5. Director Terms.

1. Each Director is elected for a two-year (2) term. Each term period follows the fiscal year.
2. To ensure continuity, half of the Directors will be elected each year whenever possible.
3. To satisfy practicable Director rotation, the Nominating Committee may recommend a one (1) year Director term for the following year, with the approval of the Board, prior to drawing up the slate of candidates for membership voting.
4. A Director serving a two-year (2) term, 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 of the Board.
5. A Director serving a one-year (1) term may be renominated as a Director to a two-year (2) term.
6. A Director who is ineligible for renomination as a Director to the Board may be nominated for election as an Officer.
7. The Alternate Director is elected for a one-year (1) term, which does not count in the number of terms served on the Board.
8. 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.

1. Meetings of the Board will be held monthly September through June. The President may call a Board meeting in July and/or August. Monthly Board meetings are open to all Chapter members.
2. The annual operating calendar will be established at or before the September Board meeting.
3. 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 such meetings.
4. Officers and Directors are required to attend Board Meetings, General Membership Meetings and Special Meetings in order to actively engage in the business and management of the Chapter. An absence due to

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important business or personal issues must be approved by the President in advance. Repeated absences will be reviewed by the Board and may lead to removal.

5. Special meetings of the Board may be held providing there is at least ten (10) days notice of 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.

Section 7. Vacancies.

1. In the case of the President's temporary or permanent inability to perform duties, responsibility will go to the First Vice President or next senior Officer or a Director able to perform the duties of the President, with the approval of the Board; or if those Officers and Directors are unable, to a qualified Chapter member able to perform the duties of President, with approval of the Board.
2. Should an Officer leave her office for any reason, the President will appoint, with the approval of the Board, a qualified Board member or Chapter member able to perform the duties of the office to carry out the term.
3. 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 V - Protocol for Membership Meetings

Section 1. General Membership Meeting Designation and Schedule. There will be a minimum of two (2) General Membership Meetings annually. 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.

1. The Autumn General Membership Meeting will be held at a date in October fixed by the Board, unless an exception is made by the Board. The Spring General Membership Meeting will be held between May 15 and June 15 as fixed by the Board, unless an exception is made by the Board.
2. The Communications Secretary will send a notice via email to every member no fewer than twenty-one (21) days nor more than forty-five (45) days before the date of a 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 manner to the email address of record for the member. This notice will include an agenda of the meeting.
3. 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.

1. 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 signed by not less than twenty-five percent (25%) of members in good standing. Upon receipt of such a petition, the Recording Secretary will forthwith call a meeting as requested.
2. 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 be no fewer 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.
3. 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.
4. The Special Meeting order of business will be according to the agenda set forth in the Standing Rules.

ARTICLE VI - Voting, Quorum and Proxy

Section 1. Voting.

1. All Officers and Directors have full voting privileges for Board votes, except for the Alternate Director who does not have Board voting privileges.
2. Motions will be carried 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).
3. Board election will be carried by a majority vote of a quorum, being forty percent (40%) of the total number of active, non-resident and dual-membership members.

Section 2. Quorum.

1. Board Meeting Quorum: Fifty-percent (50%) of the members of the Board will constitute a quorum.
2. General Membership or Special Meeting Quorum: Forty-percent (40%) of the total number of members entitled to vote, present in person or by proxy will constitute a quorum.
3. 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 motion(s) may be made but will be subject to Voting and Quorum requirements specified in this Article. Voting can occur after the meeting. Such motion(s) shall be presented to the Board and membership in a meeting, by mail, email or fax, as designated by the Board.

Section 3. Proxy.

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

ARTICLE VII - Expenditure

1. For any activity projected to cost more than two thousand dollars (\$2,000), a budget must be presented by the Committee Chair and approved by the Board.

ARTICLE VIII - Committees and Working Groups

Section 1. Designation.

1. The President may form committees and working groups as needed by the Chapter subject to Board approval. 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.
2. For purposes of attending to its continuing business, the Chapter will have seven (7) standing committees: Membership, Board Nominating, Communications, Education and Community Outreach, Scholarships, Grants/Mentoring, and Development/Fundraising.
3. All committees will report monthly to the Board as set forth in the Standing Rules.

Section 2. Membership Committee.

1. The New Member Committee will be responsible for the initiation of the annual membership process and the 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.
2. The New Member 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.
3. The Member Engagement Committee 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 experience.

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Section 3. Board Nominating Committee.

1. The Board Nominating Committee will be responsible for the nomination of Chapter Officers and Directors.
2. The Board Nominating Committee will consist of a Board member serving as Chair appointed by the President and approved by the Board, and four (4) additional members, each of whom has been a member of the Chapter for a minimum of two (2) years.
3. 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. When the Committee has difficulty filling a slate, it can request that the Board waive certain requirements for candidates.

Section 4. Education and Community Outreach Committee.

1. 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.
2. The Education and Community Outreach Committee will consist of the Second Vice President as Chair. There will be a minimum of two (2) members on the Committee.
3. Subcommittees include Green Tables, Global Culinary Initiatives and Women in Gastronomy.
4. Education and Community Outreach programs may be proposed and executed by any member or group of members with oversight by the Education and Community Outreach Committee.
5. Education and Community Outreach topics and schedules require approval by the Chair and President, and are reported to the Board.
6. Education and Community Outreach Committee will operate according to the procedures and calendar set forth in the Standing Rules.

Section 5. Development Committee.

1. The Development Committee will be responsible for, but not limited to, developing sponsor relations, conducting fundraising activities and public donation programs.
2. Sponsor candidates and donation programs must be aligned with the Chapter's mission and Code of Ethics.
3. The President will appoint a Chair, subject to the approval of the Board. The Committee will be comprised of a minimum of two (2) members.
4. The Development Committee will operate according to the procedures set forth in the Standing Rules

Section 6. Scholarship Committee.

1. 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 standard of the food, beverage or hospitality industries, and must be approved by the Board.
2. The Committee Chair will present the recommended candidates to the Board for approval.
3. The President will appoint a Chair and a maximum of five (5) members for a two (2) year term unless otherwise approved by the Board. Appointments are, subject to approval of the Board. The President will fill vacancies as they occur.
4. The Scholarship Committee will operate according to the procedures and calendar set forth in the Standing Rules.

Section 7. Grants/Mentoring Committee.

1. The Grants/Mentoring 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 Code. The Committee Chair will present the recommended candidates to the Board for approval.

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2. The Grants/Mentoring Committee may conduct a mentoring program with individual female candidates who are affiliated with a tax-exempt charitable or educational organization according to the U.S. Internal Revenue Code, as approved by the Board.
3. The President will appoint a Chair and a maximum of five (5) members for a two year (2) term subject to approval by the Board. The President will fill vacancies as they occur.
4. The Grants/Mentoring Committee will operate according to the procedures and calendar set forth in the Standing Rules.

Section 8. Communications Committee.

1. The Communications Committee will be responsible for internal and external communication, including, but not limited to, member communications, public relations, website and social media..
2. The Communications Committee will consist of the Communications Secretary as Chair. There will be a minimum of two (2) members on the committee. The Second Vice President will serve as a member in *ex-officio* capacity.
3. The Communications Committee will operate according to the procedures and calendar set forth in the Standing Rules.

Section 9. Working Groups.

The President may create working groups to complete special, defined projects within a specified period of time, i.e. Bylaws and Standing Rules review, 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 IX - 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 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. Resolutions. In intervals between meetings of the Board, the presiding Officer may send to Board members resolutions relating to the affairs of the Chapter which in the Officer's opinion require the Board's prompt attention. The resolutions may be adopted by the majority of 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 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.

Section 4. Meetings Protocol. All 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.

Ratified on June 7, 2014

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.