

Revised Bylaws Approved by Board on May 10, 2022

BYLAWS LES DAMES D'ESCOFFIER INTERNATIONAL
WASHINGTON DC REGIONAL CHAPTER

ARTICLE I Name

The name of the organization is Les Dames d'Escoffier, Washington, D.C., Regional Chapter (the "Chapter"), encompassing the District of Columbia, Delaware (excluding the greater Wilmington area), Maryland, Virginia, and West Virginia ("the Region").

ARTICLE II Purpose

II(1) Purpose

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

II(1)(A) Education: The Chapter is dedicated to furthering the knowledge, understanding, and appreciation of the food, beverage, and hospitality industries.

II(1)(B) Philanthropy: The Chapter is dedicated to raising and disbursing funds for scholarships, grants, and other approved projects of the Chapter for the purposes stated in II(1).

II(2) Tax Status

The Chapter is a tax-exempt charitable organization registered in Washington, D.C., and 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 Term

III(1) Fiscal Year and Membership Term. The Chapter fiscal year and membership term will be July 1 through June 30.

III(2) New Members. New members may participate in all Chapter activities as of the date of their induction and will be granted voting privileges effective on the first day of the membership term after the date of induction.

ARTICLE IV Membership

IV(1) Membership Qualifications

IV(1)(A) Women who reside or work within the Region with at least five (5) years of professional experience and who demonstrate achievement and accomplished stature in the food, beverage or hospitality industries may apply for membership.

IV(1)(B) Candidates must be dedicated to furthering educational and professional opportunities for women in the food, beverage and hospitality industries.

IV(1)(C) Candidates must agree to support the purposes of the Chapter and abide by its Bylaws, Standing Rules and Policies. Candidates must also agree to support LDEI's Mission, Vision and Guiding Principles. They must meet the ethical standards in both LDEI's and the Chapter's Code of Ethics.

IV(2) Application for Membership

IV(2)(A) Qualified candidates may apply during the annual Open Membership period. Candidates will submit a completed Chapter membership application to the First Vice President by the designated deadline.

IV(2)(B) The Prospective Member Committee will review applications and recommend candidates for membership to the Board of Directors (the “Board”), which will vote to approve or disapprove each of the Committee’s recommendations for membership.

IV(2)(C) Upon admission, new members shall sign a Letter of Commitment that they have reviewed and agree to abide by the Chapter Bylaws, Standing Rules and Policies.

IV(3) Requirements for Members in Good Standing

IV(3)(A) Members shall support and work for the purposes of LDEI and the Chapter and abide by the Bylaws, Standing Rules and Policies.

IV(3)(B) Members shall pay annual dues as stated in the Standing Rules.

IV(3)(C) Annually, members are expected to participate in one or more Chapter events and fundraising activities and are expected to attend at least one (1) of the two (2) General Membership Meetings in person or electronically as stated in the Standing Rules. Proxies do not constitute attendance.

IV(4) Membership Categories

IV(4)(A) Resident Member: A Resident member is an active member who fulfills the membership requirements set forth in Article IV(3), and is entitled to all LDEI and Chapter benefits with full voting privileges.

IV(4)(B) Nonresident Member: A Nonresident member is an active member who fulfills the membership requirements as set forth in Article IV(3). This category of membership applies to members who have relocated outside the Chapter’s Region but wish to maintain their membership in the Chapter. Nonresident members are entitled to all LDEI and Chapter benefits with full voting privileges.

IV(4)(C) Dual Member: A member, Resident or Nonresident, may maintain membership in more than one chapter. The member pays Chapter dues to each chapter, pays LDEI dues through her primary chapter, and is listed in the LDEI directory under each chapter. A Dual member is on each of the chapters’ rolls and receives each of those chapters’ communications and benefits. As a member of the Washington, D.C. Regional Chapter, she shall abide by the membership requirements of the Chapter. Dual members are entitled to all LDEI and Chapter benefits with full voting privileges.

IV(4)(D) Emerita Member: An emerita membership may be awarded to a member who meets the following criteria: (i) is retired from paid employment and (ii) has been an active member for more than 25 years during which she contributed substantially to the Chapter, as outlined in Standing Rules. A member must be nominated for this membership by two Chapter members to the Membership Committee. If the Membership Committee approves the nominee for emerita status, it will make a recommendation to the Board for approval. If approved, the member will be able to participate in Chapter activities and programs but will not be a voting member. She will pay the LDEI assessed dues and 50% of Chapter dues.

IV(4)(E) Honorary Member: An honorary membership may be awarded by the Board in recognition of exceptional contributions by an individual in the food, beverage, and hospitality industries. A woman must be nominated for this membership by two Chapter members to the Board. Honorary memberships may be reviewed annually. Honorary members do not pay dues to LDEI or the Chapter, are exempt from attendance expectations, and do not have voting privileges. The member will be designated “Honorary” in the Chapter directory. Her name will not be submitted for inclusion in the LDEI directory.

IV(5) Transferring Members

IV(5)(A) A member in good standing in another LDEI chapter who meets the residence requirement and wishes to transfer her membership to the Chapter may do so by providing a written or electronic request for transfer to the First Vice President with a letter from the presiding officer of her chapter or the President of LDEI confirming that she is a member in good standing.

IV(5)(B) A transferring member shall pay Chapter dues, which shall be prorated by the Treasurer.

IV(6) Leave of Absence

IV(6)(A) A member may request a leave of absence for one (1) year at a time for up to three (3) consecutive years by submitting a written or electronic request to the Membership Committee Chair or Treasurer prior to the membership renewal deadline. The criteria for a leave of absence are outlined in the Standing Rules. The First Vice President or Treasurer will review the request and make a recommendation to the Board. The Board will grant or deny the request. The term of the leave of absence must follow the Chapter’s fiscal year and will suspend membership benefits in both LDEI and the Chapter.

IV(6)(B) A member in good standing who has been granted a leave of absence and wishes to be reinstated must inform the First Vice President of her intention to be reinstated and pay dues as outlined for all members in the Standing Rules.

IV(7) Termination of Membership

IV(7)(A) Failure to pay membership dues by the designated deadline will automatically result in termination of membership unless a leave of absence is granted or an exception is approved by the Board, as outlined in the Standing Rules.

IV(7)(B) The standing of any member whose actions are alleged to be out of compliance with the Chapter’s Bylaws, Standing Rules, or Policies is subject to review by the Membership Committee and/or the Board and follows the Standing Rules process.

IV(7)(C) If a former member wishes to be readmitted to the Chapter, she must reapply for membership.

ARTICLE V Board of Directors

V(1) General Powers

V(1)(A) The affairs of the Chapter will be managed by the Board. The Board includes Officers and Directors, as defined below.

V(1)(B) Board members are responsible for the performance of their respective duties as set forth in the Bylaws and Standing Rules. Officers are elected with specific job responsibilities and Directors will be assigned responsibilities as needed by the Board.

V(1)(C) Board members shall chair, co-chair or directly oversee a Committee (or a Subcommittee as approved by the Board as outlined in the Standing Rules).

V(2) Election of the Board of Directors

Election of the Board of Directors (all Officers and Directors), excluding the immediate Past President, occurs annually. A single slate is put forth by the Board Nominating Committee, approved by the Board and voted on by the membership electronically. The results will be broadcasted to all members as soon as practicable after they are tabulated. The new Board will be introduced to the Membership at the next General Membership Meeting.

V(3) Officers

V(3)(A) Officers of the Chapter will be elected by the members and will serve on the Board. The Officers will be President; First Vice President; Treasurer; Second Vice President, Development and Fundraising; Second Vice President, Education and Community Outreach; Recording Secretary; and Communications Officer. Any office can be shared by two members: (i) before voting on the slate, with approval of the Board upon the recommendation of the Board Nominating Committee, or (ii) during the term with Board approval upon a request from the Officer or if the Board determines that a co-Officer is needed. If an office is shared by two members, each is an Officer with full voting privileges. This does not apply to Directors.

V(3)(B) Eligibility for Officer Roles: With the exception of the President, a candidate is required to have served as a Director for at least one (1) term to be eligible for the position of Officer on the Board, unless otherwise pre-approved by the Board upon the recommendation of the Board Nominating Committee.

V(3)(C) President

V(3)(C)(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 First Vice President for at least one year and have served at least one additional year as an Officer or Director, unless otherwise recommended by the Board Nominating Committee and approved in advance by the Board.

V(3)(C)(b) The President will preside at meetings of the Board, General Membership and all Special Meetings.

V(3)(C)(c) The President will be an ex-officio member of all Standing Committees without voting privileges, unless otherwise provided in the bylaws.

V(3)(C)(d) The President may form Ad Hoc Committees as needed, and will appoint chairs for Ad Hoc and Standing Committees, with Board approval.

V(3)(C)(e) The President will recommend a Parliamentarian and a Compliance Officer, subject to Board approval.

V(3)(C)(f) 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 is expressly delegated by the Board, by these Bylaws, or by statute to some other Officer or agent of the Chapter.

V(3)(C)(g) Following her term in office, the President will remain on the Board as a Director and serve as Immediate Past President.

V(3)(D) First Vice President

V(3)(D)(a) The First Vice President will be responsible for assisting and supporting the President in managing the Chapter and in Chapter administration. She accepts the position with the intent of assuming the office of Chapter President and during her terms, she trains under the current President.

V(3)(D)(b) The First Vice President serves as Chair of the Membership Committee and the Prospective Member Committee, oversees its subcommittees as set forth in the Standing Rules, and is responsible for all administrative matters relating to membership throughout the year.

V(3)(E) Second Vice President, Education and Community Outreach (EDCO)

V(3)(E)(a) The Second Vice President (EDCO) serves as Chair of the Education and Community Outreach (EDCO) Committee and oversees its subcommittees as set forth in the Standing Rules.

V(3)(F) Second Vice President, Development and Fundraising

V(3)(F)(a) The Second Vice President (Development and Fundraising) serves as Chair of the Development and Fundraising Committee and oversees its subcommittees as set forth in the Standing Rules.

V(3)(G) Treasurer

V(3)(G)(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. She also will manage and oversee any paid administrative employees in coordination with the Communications Secretary.

V(3)(G)(b) The Treasurer serves as Chair of the Finance Committee and oversees its subcommittees as set forth in the Standing Rules.

V(3)(H) Recording Secretary

V(3)(H)(a) The Recording Secretary will be the official custodian of all Chapter documents and records, current and archived, other than those under the jurisdiction of the Treasurer. She is responsible for application of the Document Retention Policy.

V(3)(H)(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; overseeing elections; taking attendance and confirming the presence of a quorum.

V(3)(I) Communications Officer

V(3)(I)(a) The Communications Officer serves as Chair of the Communications Committee and is responsible for all Chapter communications, website, and databases. She will oversee public relations and social media committees and their subcommittees and manage and oversee any paid administrative employees in coordination with the Treasurer.

V(3)(J)(b) The Communications Officer's responsibilities include, but are not limited to, overseeing Chapter communications, print and electronic correspondence, and e-newsletters; maintaining and posting the Chapter roster; and maintaining the database.

V(4) Officer Terms

V(4)(A) Each Officer is elected for a one (1) year term and is eligible for re-election to a second consecutive term in the same office. 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.

V(4)(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.

V(4)(C) After seven (7) consecutive years on the Board, a member will be ineligible for nomination to any Board position for one (1) year.

V(4)(D) Notwithstanding the term limitations set forth in V(4)(A) of these bylaws, the Board Nominating Committee may recommend to the Board that an Officer 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 prior to the Board's approval of the slate.

V(5) Directors

V(5)(A) Directors of the Chapter will be elected by the members and will serve on the Board.

V(5)(B) There are five (5) Directors, including the Immediate Past President, with voting privileges. There is one (1) Alternate Director without voting privileges.

V(5)(C) The Directors, including the Alternate Director, but excluding the immediate Past President, will be elected by the membership from a slate proposed by the Board Nominating Committee.

V(5)(D) Eligibility for Director Roles: A candidate for Director is required to have been a member of the Chapter for at least one (1) year, unless otherwise pre-approved by the Board upon the recommendation of the Board Nominating Committee.

V(6) Director Terms

V(6)(A) Each Director is elected for a two-year (2) term. Each term period corresponds to the fiscal year.

V(6)(B) To ensure continuity, half of the Directors will be elected each year whenever possible. To accomplish this, the Board Nominating Committee, with the approval of the Board prior to formation

of the slate of candidates, may recommend that one or more Director candidates be nominated for a one (1) year term.

V(6)(C) A Director serving a two-year (2) term will be ineligible for renomination as a Director for a hiatus of one (1) year, after which she may be nominated again as a Director.

V(6)(D) A Director serving a one-year (1) term as described in V(6)(B), may be renominated as a Director to a two-year (2) term.

V(6)(E) A Director serving a two-year (2) term who is ineligible for renomination and election as a Director may be nominated as an Officer.

V(6)(F) The Alternate Director is elected for a one-year (1) term, which does not count in the number of years served on the Board and may be re-elected for one additional term. She attends Board meetings and will replace a Director if a vacancy occurs. The Alternate Director does not fill Officer vacancies.

V(6)(G) After seven (7) consecutive years on the Board, a director will be ineligible to serve as a Director or as an Officer for one (1) year.

V(6)(H) A partial term, served to fill a vacancy, will not be counted as a full Board term and will not affect future Board terms.

V(7) Board Meetings

V(7)(A) There will be 13 regular Board meetings per year. Board members are expected to attend every Board meeting and to notify the President in advance if she is unable to attend. Any Board member who is expected to submit a report at the meeting should provide her report in advance of the meeting if she is unable to attend. Notwithstanding the foregoing, a Board member who fails to attend four (4) Board meetings within any membership term (a twelve-month period) shall be automatically removed from office.

V(7)(B) All out-going and in-coming Board members are expected to attend an in-person or electronic business meeting held after the Spring General Membership Meeting and before the beginning of the Chapter's fiscal year. The purpose of the meeting is to facilitate an effective transition of Directors and Officers of the Board.

V(7)(C) Members of the Board may attend meetings in person or electronically whereby all participants can hear and communicate with each other simultaneously. Such participation in a meeting will constitute attendance at the meeting.

V(7)(D) 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 in advance to all Board members. These meetings may be held in person or electronically whereby all participants can hear each other simultaneously. Because the subject of a special meeting is an important matter, Board members shall make every effort to attend such meetings.

V(7)(E) Meeting Protocol. Board meetings will be governed according to parliamentary procedure as set forth in the then-current edition of Robert's Rules of Order Newly Revised, except if it conflicts with the Bylaws, in which case the Bylaws control. Robert's Rules of Order may be suspended by resolution duly adopted as provided therein. Chapter members in good standing may observe any meeting. If a Chapter member has a matter they would like to have presented to the Board, she may ask a Committee

Chair or Board member to represent her in petitioning to add the matter to the agenda for discussion and debate. Procedures for Chapter members to attend board meeting are set forth in the Standing Rules.

V(8) Vacancies

V(8)(A) President. 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 be assumed by the First Vice President. If the First Vice President is not willing and able to serve, then the Treasurer shall assume the Presidency. If the Treasurer is not willing and able to serve, then the Second Vice President, Development and Fundraising shall assume the Presidency. If the Second Vice President, Development and Fundraising is not willing and able to serve, then the Second Vice President, Education and Community Outreach shall assume the Presidency. If the Second Vice President, Education and Community Outreach is not willing and able to serve, then the Recording Secretary shall assume the Presidency. If the Recording Secretary is not willing and able to serve, then the Communications Secretary shall assume the Presidency. If those Officers are unable to serve, with approval of the Board, the duties will transfer to a qualified Director who is willing and able to perform the duties of the vacating President for the remainder of the term.

V(8)(B) Officers. Should an Officer position be vacated for any reason, the President will appoint a replacement from the current Directors with the approval of the Board, to perform the duties of the vacating Officer for the remainder of the term. Should no current Director be willing and able to serve, the President may appoint the most recent past Officer who has held that position, subject to Board approval, to serve for the remainder of the term.

V(8)(C) Directors. Should a Director leave her position for any reason, the Alternate Director shall replace that Director and serve out the remainder of the vacating Director's term.

V(8)(D) Alternate Director. If the Alternate Director role becomes vacant, the President shall recommend a replacement who has been a member for at least one (1) year, subject to Board approval.

V(8)(E) Past President. Should the Past President be unable to serve, the next most recent past president who is willing and able to serve shall assume the position.

V(9) Removal

Any Board member may be removed with or without cause by a majority vote of the General Membership, at a duly-convened meeting with a quorum present and called for such purpose. Notwithstanding the foregoing, a Board member who fails to attend four (4) meetings of the Board of Directors within any membership term (a twelve-month period) shall be automatically removed from office.

ARTICLE VI Additional Positions

VI(1) Parliamentarian. The Parliamentarian is a member who manages rules and procedures at Chapter meetings. The Parliamentarian may or may not be an elected Officer or Director. She will have Board voting privileges only if she is a member of the Board.

VI(2) Compliance Officer. The Compliance Officer is an individual who ensures that the Chapter and its members comply with regulatory and legal requirements as well as the Chapter Bylaws, Standing Rules and Policies.

VI(3) Appointments. The Parliamentarian and Compliance Officer shall be recommended by the President, subject to Board approval, at the first Board meeting of the term.

ARTICLE VII General Membership Meetings

VII(1) General Membership Meeting Designation and Schedule

There will be 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.

VII(2) General Membership Meeting Notification and Order of Business

VII(2)(A) The Autumn and Spring General Membership Meetings will be held at dates fixed by the Board as outlined in the Standing Rules, unless an exception is made by the Board.

VII(2)(B) The Communications Officer 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 and not more than forty-five (45) days before the date of the meeting, setting forth the date, time, and place. The agenda and any other supporting documents or documents to be voted on during the meeting shall be distributed to the membership no fewer than seven (7) days before the date of the meeting, with the exception of Bylaw amendments which shall be provided twenty-one (21) days before the meeting. 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. Each member has the sole responsibility to keep her contact information up to date in the LDEI website database and with the Chapter Communications Officer.

VII(2)(C) The order of business in the Autumn and Spring General Membership Meetings will generally follow the agenda outlined in the Standing Rules.

VII(2)(D) Meeting Protocol. Meetings will be governed according to parliamentary procedure as set forth in the current edition of Robert's Rules of Order Newly Revised, except if it conflicts with the Bylaws in which case the Bylaws control. Robert's Rules of Order may be suspended by resolution duly adopted as provided therein.

VII(3) Special Meeting of the Chapter

VII(3)(A) Special Meetings of the Chapter members may be called by the 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.

VII(3)(B) Not more than five (5) days after the receipt of such a call, the Communications Officer 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 after the date of the notice, nor will be more than thirty (30) days later than the call for such a meeting.

VII(3)(C) If any binding vote is to be taken, proxy forms must be sent with the notice of the meeting.

VII(3)(D) Meeting Protocol. Meetings will be governed according to parliamentary procedure as set forth in the current edition of Robert's Rules of Order Newly Revised, except if it conflicts with the

Bylaws in which case the Bylaws control. Robert's Rules of Order may be suspended by resolution duly adopted as provided therein.

ARTICLE VIII Quorum, Voting and Proxy

VIII(1) Quorum

VIII(1)(A) Board Meeting Quorum: Fifty (50) percent of the members of the Board, who are present in person or electronically, will constitute a quorum, except that seventy-five (75) percent will constitute a quorum for purposes of voting on any amendment to the Bylaws. There will be no proxies at Board meetings.

VIII(1)(B) General Membership Meeting Quorum: A quorum will consist of 40% of members entitled to vote (i.e., members in good standing). Members may be present in person, electronically or by proxy.

VIII(1)(C) In the absence of a quorum, a Board meeting can be called to order, agenda approved, and meeting adjourned by vote of a majority of the members present. New motions may be made and discussed, but no vote may be taken.

VIII(1)(D) In the absence of a quorum, a General Membership 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 and discussed, but no vote may be taken.

VIII(1)(E) Members in good standing may participate in a meeting in person or electronically. Electronic participation whereby all person participating in the meeting can hear each other simultaneously in a meeting will constitute attendance at the meetings.

VIII(2) Voting

VIII(2)(A) Board Voting. All Board members have full voting privileges for Board votes, except for the Alternate Director, who does not have Board voting privileges. Motions will be carried out by majority vote, provided a quorum is present when the vote is taken. A motion is passed by the affirmative vote of a majority of the votes cast, rather than a majority of those present, except Bylaw amendments (see Article X, Section 4(A)).

VIII(2)(B) General Membership Voting. All votes by the General Membership will be carried out by majority vote, provided a quorum is present when the vote is taken. A motion is passed by the affirmative vote of a majority of the votes cast, in person, electronically or by proxy, rather than a majority of those present. Voting may be conducted in person or via electronic voting, as approved by the Board and outlined in the Standing Rules.

VIII (3) Proxy

VIII(3)(A) Members of the Chapter in good standing who desire to record their votes by proxy in General Membership and Special Meetings may return, prior to meetings, an official signed proxy form to the Recording Secretary.

VIII(3)(B) The proxy may be revoked by the member at any time prior to the meeting.

VIII(3)(C) Proxy votes will be counted in determining the presence of a quorum for membership meetings.

VIII(3)(D) Proxy voting is not permitted at Board meetings.

ARTICLE IX Committees and Ad Hoc Committees

IX(1) Designation

IX(1)(A) For purposes of conducting its continuing business, the Chapter shall have eleven (11) Standing Committees: Board Nominating, Communications, Development/Fundraising, Education/Community Outreach, Finance, Governance, Grants, Membership, Mentoring, Prospective Member, and Scholarships.

IX(1)(B) Standing Committees may be formed, suspended, or eliminated, with Board recommendation and membership approval, at which time the bylaw is officially amended. Committee chairs may form any number of subcommittees for their respective committees with Board approval. All subcommittees shall be listed in the Standing Rules.

IX(1)(C) A member of the Board shall chair, co-chair or directly oversee every Committee.

IX(1)(D) The President may form, subject to Board approval, Ad Hoc Committees as needed by the Chapter. Such committees shall assist the Board in the management of Chapter business and activities. After each committee meeting, a written report shall be submitted by each committee to the Board prior to the next Board meeting.

IX(1)(E) Committee chairs are responsible for filling Committee vacancies, should they occur. Unless provided otherwise in the Bylaws and Standing Rules, terms of Committee members shall be one year. Committees will follow procedures set forth in the Standing Rules.

IX(1)(F) The Chair oversees all subcommittees as outlined in the Standing Rules.

IX(1)(G) All committees shall take minutes and report monthly to the Board. All minutes and reports shall be submitted and maintained in compliance with the Document Retention Policy. Subject to compliance with the Standing Rules, committees work autonomously.

IX(1)(H) Any budgeted monies designated for committee operations and function of a particular committee must be used as such. Any unspent monies revert to the Chapter at the end of its fiscal year.

IX(1)(I) No committee shall have power or authority regarding:

- a. the amendment or repeal of these Bylaws or the adoption of new bylaws;
- b. the amendment, alteration, repeal, or taking of any action inconsistent with any resolution or action of the Board when the resolution or action of the Board provides by its terms that it shall not be amended, altered, or repealed by action of a committee or the Board;
- c. the sale, lease, exchange or transfer of the Chapter's property and assets; or
- d. the dissolution of the Chapter or a revocation of a dissolution.

IX(2) Membership Committee

IX(2)(A) The Membership Committee is chaired by the First Vice President Membership and may consist of the chairs of its subcommittees and other members. It is responsible for membership issues throughout the year.

IX(3) Prospective Member Committee

IX(3)(A) The Prospective Member Committee is chaired by the First Vice President Membership. The committee will comprise six (6) members who have been Active Members of the Chapter for a minimum of two (2) years and will serve a term of two (2) years. Each year, three (3) committee members will be replaced by members chosen from the Chapter membership roster in reverse alphabetical order, beginning from the last committee member appointed the previous year. If a member is unable to serve when asked according to the rotation, they will be automatically asked the following year. Any vacancies that occur on the committee will be filled in the same manner, by reverse alphabetical rotation, to complete the term of the person being replaced.

IX(3)(B) The Prospective Member Committee is responsible for the annual new member process and the screening and selection of candidates for Chapter membership. The Committee will recommend individuals for acceptance as new members, subject to Board approval, and will operate according to the procedures and calendar set forth in the Standing Rules.

IX(4) Board Nominating Committee

IX(4)(A) The Board Nominating Committee is chaired by a Board member, appointed by the President and approved by the Board, and four (4) additional members who have been Active Members of the Chapter for a minimum of two (2) years. The four additional members will be chosen from the Chapter membership roster in alphabetical order, beginning from the last committee member appointed the previous year. If a member is unable to serve when asked according to the rotation, they will be automatically asked the following year. Any vacancies that occur on the committee will be filled in the same manner: by alphabetical rotation.

IX(4)(B) The Board Nominating Committee will be responsible for the nomination of Chapter Officers and Directors and will operate according to the procedures and calendar set forth in the Standing Rules.

IX(4)(C) The Board Nominating Committee members will serve a term of one (1) year.

IX(5) Education and Community Outreach Committee

IX(5)(A) The Education and Community Outreach Committee is chaired by the Second Vice President, EDCO. There will be a minimum of four (4) members on the Committee.

IX(5)(B) The Committee is responsible for researching, organizing, and executing programs that are educational in nature, relating to food, beverage, and hospitality, that follow the budget approval procedure established by the Finance Committee, as outlined in the Standing Rules.

IX(5)(C) Education and Community Outreach programs may be proposed by any member in good standing with oversight by the Committee. The Committee shall obtain the appropriate approvals as outlined in the Standing Rules.

IX(5)(D) Education and Community Outreach topics and schedules require approval by the EDCO Chair and are reported to the Board.

IX(6) Development and Fundraising Committee

IX(6)(A) The Development and Fundraising Committee is chaired by the Second Vice President, Development and Fundraising. There will be a minimum of two (2) additional members.

IX(6)(B) The Committee is responsible for, but not limited to, conducting fundraising activities and developing sponsorships, planned giving, and public donation programs, that follow the budget approval procedure established by the Finance Committee, as outlined in the Standing Rules.

IX(7) Scholarship Committee

IX(7)(A) The Scholarship Committee Chair is appointed by the President, subject to Board approval. The Committee will be subject to the oversight of the Treasurer. There will be a minimum of three (3) additional members.

IX(7)(B) The Board determines funding for scholarships and the Committee determines the recipients. Any budgeted monies designated for scholarships must be used as such. Any unspent monies revert back to the Chapter at the end of the fiscal year.

IX(8) Grants Committee

IX(8)(A) The Grants Committee Chair is appointed by the President, subject to Board approval. The Committee will be subject to the oversight of the Treasurer. There will be a minimum of two (2) additional committee members.

IX(8)(B) The Grants Committee is responsible for solicitation and selection of organizations as 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 one or more candidates recommended for awards, subject to Board approval.

IX(8)(C) The Board determines funding for grants. Any budgeted monies designated for grants must be used as such. Any unspent monies revert back to the Chapter at the end of the fiscal year.

IX(9) Mentoring Committee

IX(9)(A) The Mentoring Committee Chair is appointed by the President, subject to Board approval. There will be a minimum of two (2) additional members.

IX(9)(B) The Mentoring Committee may conduct a mentoring program with individual candidates. The Committee Chair will present the recommended candidates to the Board for approval.

IX(10) Communications Committee

IX(10)(A) The Communications Committee is chaired by the Communications Officer. There will be a minimum of four (4) additional members, which will include the subcommittee chairs.

IX(10)(B) The Communications Committee is responsible for internal and external communications, including, but not limited to, member communications, public relations, website, and social media.

IX(11) Finance Committee

IX(11)(A) The Finance Committee is chaired by the Treasurer. There will be a minimum of 2 (two) additional members with business and/or finance expertise.

IX(11)(B) 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.

IX(11)(C) The Finance Committee shall review the investments of the Chapter and shall establish investment strategy. The Finance Committee shall establish financial criteria and procedures in keeping with the Chapter's policies. All Chapter programs must adhere to the budgetary criteria established by the Finance Committee and approved by the Board and as outlined in standing rules.

IX(11)(D) The Finance Committee shall make recommendations to the Board for Chapter dues above the LDEI assessment. The Board shall approve or disapprove any changes to the Chapter assessment.

IX(12) Governance Committee

IX(12)(A) The Governance Committee Chair is appointed by the President, subject to Board approval.

IX(12)(B) The President will sit on the Committee as a voting member. There will be a minimum of three (3) additional committee members and the Parliamentarian. Due to the nature of the committee work, members are expected to serve for a two-year (2-year) term.

IX(12)(C) The Governance Committee shall make recommendations to the Board, Committees and Membership on governance policies, best practices and procedures related to nonprofit organizations and monitor adherence with nonprofit governance regulations.

ARTICLE X General

X(1) Indemnification

X(1)(A) The Chapter may, to the fullest extent permitted by the relevant provisions of the Nonprofit Corporation Law of the District of Columbia, as such law presently exists or may hereafter be amended, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Chapter, or is or was serving at the request of the Chapter as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise, and may advance expenses to such person reasonably incurred in connection therewith.

X(1)(B) The rights to indemnification and advance payment of expenses provided by Section X(1)(A) shall not be deemed exclusive of any other rights to which those seeking indemnification and advance payment of expenses may be entitled under any bylaw, agreement, action of disinterested directors or otherwise, both as to action in her official capacity and as to action in another capacity while holding such office.

X(1)(C) Notwithstanding any of the foregoing, in no case may the Chapter indemnify or reimburse any person for any taxes on such individual under section 4958 of the Internal Revenue Code of 1986 as it presently exists or may hereafter be amended, or under the comparable or corresponding provisions of any future U.S. internal revenue laws.

X(2) Insurance

The Chapter may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Chapter or who is or was serving at the request of the Chapter as the director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise, against any liability asserted against her and incurred by her in any such capacity, or arising out of her status as such, whether or not the Chapter would have the power to indemnify her against such liability under the provisions of this Article X.

X(3) Emergency Exceptions

In the event of an emergency, the terms of DC Code § 29–403.03 shall govern.

X(4) Bylaws

X(4)(A) Amendments and Revisions. Bylaws may be amended or revised by the Board, subject to the approval of the Chapter membership.

Board Vote: A vote by the Board on amendments to the Bylaws requires a quorum of seventy-five (75) percent. A copy of the current Bylaws and the proposed amendment(s) shall be provided to the Board at least seven (7) days before the meeting at which the proposed amendments(s) will be voted upon by the Board. The amended bylaws will be adopted upon an affirmative vote of two-thirds of the votes cast, rather than a majority of those present.

Membership Vote: Any proposed Bylaws approved by the Board are subject to approval by a majority 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 electronically, provided that a quorum is present in all cases. The membership will be notified of the proposed bylaw amendment(s) at least twenty-one (21) days before the general membership meeting or special meeting, as outlined in the Standing Rules.

X(5) Standing Rules

Standing Rules are the Chapter's operating procedures; they supplement and clarify the bylaws. They may be revised as needed by a majority vote of the Board of Directors at a meeting, provided a quorum is present. If there is any inconsistency between the Bylaws and the Standing Rules, the Bylaws shall control.

X(6) Policies

IX(6)(A) Policies consist of the Chapter's guiding principles and practices. The purpose of policies is to protect and steer the Board, membership, and staff as they fulfill the mission of the organization. They are a reference tool for appropriate action, ethical decision making, and for dealing with potential or actual conflicts.

IX(6)(B) Any member may propose a new policy or change to an existing policy by petitioning the appropriate committee. Policies may be created by any committee and sent to the board for approval. The Board may create, revise, or amend any policy. They may be created, revised, or amended as needed by a majority vote of the Board of Directors at a meeting, provided a quorum is present. If there is any inconsistency between the Bylaws and the policies and procedures, the Bylaws shall control.