

BYLAWS
Of
Minnesota Les Dames d'Escoffier International
Chapter of
Les Dames d'Escoffier International (LDEI)

ARTICLE I - Name and Purpose

Section 1. The name of this organization shall be Minnesota Les Dames d'Escoffier International. The business of the organization may be conducted as Minnesota Les Dames d'Escoffier International, MN LDEI, Minnesota Les Dames d'Escoffier, MN Les Dames or name as required by LDEI (hereinafter referred to as Chapter).

Section 2. The Chapter is organized exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

Section 3. The purpose of the Chapter shall be: To support and promote women in the food, beverage and hospitality industries through charitable and educational activities.

ARTICLE II - Membership Categories

Section 1. Active Member: A member in good standing, who has paid membership dues, attends programs and contributes time, energy and financial support to the organization.

Section 2. Retired Member: An Active Member who retires from her employment in the food, beverage and related fields. She retains all the obligations and receives all the privileges of full membership. Chapter dues may be less than Active Member dues; LDEI dues will not be reduced.

Section 3. Resignation and Cancellation

- a. A member's membership will be cancelled for the following year if annual dues have not been received by September 15th of the year that dues invoices are sent.
- b. A member may resign by informing the Membership Chair in writing.
- c. A former Active or Retired member may ask to be reinstated at any time by submitting in writing a request to the Membership Chair and with the approval of the Board.

- d. There may be situations where a member will be asked by the Board to resign her membership.

Section 4. Transfer of Membership

- a. A member in good standing from another LDEI chapter may transfer her membership at any time during the year to the Chapter. She must submit a letter of request and a letter of recommendation from her current chapter President to our Chapter President.
- b. If a Chapter member in good standing moves away, the Chapter President will submit a letter of recommendation to the new chapter's President, upon request.

ARTICLE III - Membership Selection

Section 1. Membership Requirements

- a. Exhibit high ethical standards and professional stature in the food, beverage, and related fields.
- b. Attain a minimum of five (5) years professional experience in one or more of the following areas: the *arts* (culinary, hospitality), the *sciences* (nutrition, product development, agriculture) or industry *promotion* (sales, marketing, advertising, PR, design, promotion, publishing, market research).
- c. Demonstrate leadership in her work and professional capacities.
- d. Strive to support LDEI's purpose of supporting local charities with a food or beverage focus as well as mentoring professionals in our field.
- e. Support the Chapter both monetarily (annual dues, program fees, fundraisers) and with time (attend a significant number of monthly programs and contribute to Chapter's fundraisers.)

Section 2. Membership Process

- a. Potential members may be identified by members, sought out by Membership Chair, or may approach the group herself (for example, via Chapter website).
- b. She is given information about our Chapter and membership.
- c. She is encouraged to attend one (1) program as she considers membership. The Chapter will cover the cost of one (1) program.
- d. Completes new member application on Chapter website.
- e. If criteria is met, Membership Chair recommends to the Board that an invitation be offered.

- f. If any Board member has concerns about the professional merits of the potential member, she should discuss it with the Membership Chair.

ARTICLE IV - Fiscal Year and Dues

Section 1. The fiscal year will be October 1-September 30.

- a. Annual Chapter and LDEI dues will be collected during July 15-September 15th.
- b. LDEI dues and list of the paid members are due to LDEI as requested.

ARTICLE V - Board of Directors

Section 1. The Board of Directors (hereinafter referred to as Board) makes decisions on Chapter planning, budget, charitable contributions, programming and policies.

Section 2. The Executive Committee:

The Executive Committee consists of the officers, President, Vice President, Treasurer and Secretary. The Executive Committee may meet to discuss issues and makes recommendations to the full Board.

Section 3. The Board consists of the Executive Committee and Standing Committee Chairs including Fundraiser, Membership, Newsletter, Program, Social Media and the Advisor, who is the past year's President and a voting Board member.

- a. Each Board position may be co-chaired. Each co-chair is a full voting Board member.
- b. The Board term is from October 1-September 30.

Section 4. Duties of the Board

- a. The Board shall have at less six (6) bimonthly meetings during a fiscal year.
- b. A special board meeting may be called by the President.
- c. Board members may request to participate in a board meeting by telephone, computer or other real time electronic means.
- d. To approve any action by the board, a majority vote of those members in attendance at the meeting is required, with a minimum of five affirmative votes.
- e. Dues changes, final selection of an annual Slate of Board of Director and Bylaws revisions must be approved by the general membership by a two-thirds (2/3) vote of those members voting. Voting may be conducted through electronic methods.

- f. Non-budgeted expenditures over \$1,000 require the approval of the Executive Committee.

Section 5. Selection and Term of the Board

- a. Prefer candidates have completed a minimum of one (1) year of active membership.
- b. Members who are interested in serving on the Board should contact a current Board member.
- c. The Slate of Board of Directors will be sent to the full membership by August 1st with voting completed by August 15.
- d. All Board members accept a one (1) year term with the exception of the Vice President, who accepts a three (3) year term, serving as President the second year and Advisor the third year, and Program chairs who accept a two (2) year term.
- e. No member may serve more than two (2) consecutive years in the same position on the Board unless appointed to fill an unexpired term due to a Board member resignation.
- f. If a Board position cannot be filled, the member may remain in the same elected position for one (1) additional term.
- g. In the event that a Board member cannot serve out her term, the Executive Committee appoints a replacement.

ARTICLE VI - Officers

Section 1. **President:** Overall responsibility for leading the Chapter. Has prepared for the role by serving as Vice President in previous year.

- a. Consults with other officers and committee chairs on Chapter business and operations guidelines.
- b. Conducts any business segment of program or delegates to another Board member.
- c. Leads the bimonthly Board meetings the second Wednesday of October, December, February, April, June and August.
- d. Participates in bimonthly chapter Presidents' LDEI conference calls. If not available, delegates to Vice President.
- e. Contributes to Chapter e-newsletter and manages Chapter communications with LDEI.
- f. Attends annual LDEI conference and represents chapter as a delegate.

Section 2: **Vice President:** Works closely with President to learn President responsibilities.

- a. Prepares next year's Slate of Board of Directors with input from Board members as requested.
- b. Attends annual LDEI Conference and represents Chapter as a delegate.
- c. Updates Bylaws as needed; submits to the Board for approval with a two-thirds (2/3) vote of board members voting and then to membership for approval by two-thirds (2/3) vote of voting members.

Section 3. **Treasurer:** Responsible for managing and reporting Chapter finances.

- a. Prepares annual budget with previous treasurer and input from key Board members and obtains final approval by October 31st of her term.
- b. Prepares and presents bimonthly and year-end financial reports.
- c. Manages accounts payable and receivables.
- d. Collects dues for Chapter and LDEI membership.
- e. Reviews all financial statements.

Section 4: **Secretary:** Responsible for Board and Annual Meeting minutes.

- a. Records and submits Board and Annual Meeting minutes to President for review, then to Board for corrections within two weeks of meeting.
- b. Responsible for all chapter membership correspondence such as thank-you notes, condolences cards, etc.

Article VII- Standing Committees

Section 1: Standing Committee Chairs serve a one (1) year term, except Program Chairs who shall serve a two (2) year term.

- a. All Committee Chairs are advisors to their successors during the orientation/startup phase.
- b. Each chair may solicit committee members and members may volunteer for committees.

Section 2: **Fundraiser Chair(s):**

- a. Leads all facets of planning, budgeting, and implementing fundraising events.
- b. Selects and directs Fundraiser Committee chairs.
- c. Reports to Board and membership on fundraiser(s) status.
- d. Submits final report(s) to Board.

Section 3: Membership Chair(s):

- a. Responsible for recruitment and retention of new members.
- b. Manages process of soliciting and onboarding new members.
- c. Submits new member information to Administrative Assistant and LDEI.
- d. Recruits a mentor for each new member.

Section 4: Newsletter Chair(s):

- a. Shares Chapter and LDEI news through a monthly e-newsletter.
- b. Solicits articles and information for the e-newsletter.
- c. Arranges for a member to write a brief program recap for e-newsletter.

Section 5: Program Chairs:

- a. Responsible for planning and conducting monthly programs with professional development content.
- b. Arranges and communicates to the Board and members at least three (3) months of programming, ongoing, to always ensure three (3) months advance notice.
- c. The Chapter may subsidize one (1) program per fiscal year if the Chapter is fiscally sound.

Section 6: Social Media Chair(s)

- a. Promote awareness of the Chapter using social media tools.
- b. Inform members of Chapter activities by creating and posting content.
- c. Support members and other women-owned businesses in our communities.
- d. Work with LDEI and other chapters to portray a consistent and professional image to members and to the business community at large.

ARTICLE VIII – Special Committees

Section 1: Special committees (such as Micro Grants and DEI) will manage specific tasks and services as needed.

Section 2: The committee chairs will be selected by the Vice President prior to her Presidential term.

- a. All committee chairs accept a one (1) year term.
- b. No member may serve more than four (4) consecutive years as the same committee chair.

- c. If a committee chair position cannot be filled, the member may remain in the same position for one (1) additional year.
- d. All committees may have co-chairs.
- e. The committee chairs may select committee members to help with the task or service as needed.
- f. In the event a committee chair cannot serve out her term, the President appoints a replacement.

Section 3: Board Participation

- a. The Special Committee chairs are invited to all Board meetings and are required to attend only when they have a report or need Board advice.
- b. Special Committee chairs are not Board members and do not have voting rights.
- c. A Special Committee can be dissolved by the Board when the task is completed or service is no longer needed.

ARTICLE IX - Amendments

Section 1: Proposed amendments to these bylaws shall be presented to the Board, in writing, at least two (2) weeks prior to the Board meeting and to be voted upon. It shall require two thirds (2/3) of the voting members attending the meeting. Voting may be conducted electronically and passage requires two thirds (2/3) of the voting members.

Section 2: The approved amendment shall be presented to the membership, in writing, two (2) weeks prior to voting. Voting may be conducted electronically and requires two thirds (2/3) of the voting members.

ARTICLE X – Parliamentary Authority

Section 1: The procedure of business shall be in accordance with the current edition of “Robert’s Rules of Order Newly Revised” and as an authority in all matters not covered in the Chapter’s Bylaws.

ARTICLE XI - Administrative Assistant

Section 1: The Board may hire an Administrative Assistant to undertake duties as determined by the Board.

Section 2: Duties of the Administrative Assistant may be:

- a. Maintain and distribute the Membership Directory to the members and Chapter website.
- b. Email dues invoices and reminders as requested.
- c. Contact for applications generated from the Chapter website.
- d. Updates Chapter Website as directed.
- e. Other tasks as requested by the Board

Original: 1996

Revised: August 2022