

# **Association for Healthcare Foodservice BYLAWS**

## **Article 1 – Name**

The name of the organization is the Association for Healthcare Foodservice (hereafter, the Association).

## **Article 2 – Purpose**

2.1 The purpose of the Association is to provide services for and promote the interests of self-operated food and nutrition services in the healthcare setting. This includes, but is not limited to, the provision of education, benchmarking, networking, advocacy, and representation services for its members.

2.2 The Association is organized pursuant to section 501(c)(6) of the Internal Revenue Code. It will be conducted so that no part of its income or earnings shall inure to the benefit of any member, director, officer, or other individual. Upon dissolution, any assets of the Association remaining after payment of just debts shall be distributed as provided in the Association's Certificate of Incorporation.

2.3 The Board of Directors, by resolution adopted by a majority of the entire Board at a meeting, may recommend to the members that the Association be dissolved. Dissolution shall be affected only if a majority of the entire voting membership approves the recommendation of the Board at a meeting. The notice of the Board of Directors meeting and the notice of the membership meeting shall state that a purpose of the meeting is to take action with respect to dissolution of the Association.

## **Article 3 – Powers & Authority**

3.1 The Association's Board of Directors is responsible for establishing and approving policy for the Association. The Association's Board of Directors has final authority for the Association's governance and operation.

3.2 The Board of Directors will have the responsibility for taking action necessary to further the purpose of the Association.

3.3 The Board of Directors will have supervision, control, and direction of the property and affairs of the Association and will determine its policies within the limits of these bylaws.

3.4 The Board of Directors may delegate duties to any officer, committee, or employee of the Association and will have the power to determine who will be authorized to sign, on behalf of the Association, documents and any and all contracts within the guidelines of the bylaws and approved policies.

## **Article 4 – Membership**

### **4.1 Eligibility**

4.1.1 Membership is available to individuals and facilities interested in the purpose of the Association and who meet current qualifications.

### **4.2 Operator membership shall be granted to:**

4.2.1 Individuals. Individuals whose management responsibilities include at least one self-operated food and/or nutrition service(s) in their respective facilities.

4.2.2 Facilities. Facilities, may then confer membership to designated employee(s) in a leadership role within the food and nutrition operations, including its executives. The facility's food and nutrition operation must be self-operated.

4.2.3 Operator members may not be employed by third party organizations who manage the food and/or nutrition service via an outside contractor.

4.2.4 Additional operator membership is granted to the second and subsequent employees of healthcare organizations whose primary role is in a decision-making capacity for food and nutrition services.

### **4.3 Business Partner Membership shall be granted to:**

4.3.1 Those who own, operate, or are employed by companies who are suppliers of goods and services to the healthcare foodservice industry and are not in the business of supplying ongoing contract management for healthcare foodservice.

4.3.2 Additional Business Partner memberships may be granted to the second and subsequent employees of companies who have a primary member meeting the qualifications in 4.3.1.

4.3.3 Business Partner membership belongs to the company and not the individual.

### **4.4 Non-Operator Memberships shall be granted to:**

4.4.1 An individual who is a student or full time faculty in an accredited foodservice or nutrition program; or

4.4.2 An individual formerly employed by a healthcare facility who when that person left was qualified as an operator member and whose employment, if any, after leaving the organization is consistent with the purpose of the Association in the promotion of self-operated healthcare foodservice.

4.4.3 Affiliated Members – Individuals who share the common goal of promoting self-operated healthcare foodservice with AHF and do not qualify for any other membership category (e.g. nonprofit organizations) may join as an affiliated member. Membership privileges shall be the same as the other non-operator members.

### **4.5 Retired Memberships shall be granted to:**

4.5.1 An individual who has left active membership to retire from professional practice. These individuals may either have been previous operators or business partner members.

### **4.6 Other membership categories**

4.6.1 Membership may be offered to industry partners, such as associations and media partners, with full disclosure to the Board of Directors.

#### **4.7 AHF will allow for institutional memberships, which will be called corporate memberships.**

4.7.1 The primary corporate contact will be responsible for communication to AHF headquarters with the names and contact information of those to be listed on their membership.

4.7.2 The primary corporate contact must be employed directly by the system/facility and must have direct responsibility for at least one self-operated facility to be eligible for membership. Healthcare systems and facilities that have at least one self-operated healthcare foodservice facility may employ third party organizations such as an outside contractor to manage additional food and/or nutrition services. However, additional members under the corporate membership must be employed directly by a self-operated facility.

#### **4.8 AHF does not allow members or liaisons from contracted facilities.**

#### **4.9 Rights of Membership**

4.9.1 Operator members will have the right to vote, serve on committees and hold office in the Association, as well as receive all appropriate association communications.

4.9.2 Non-operator members will have the right to serve on committees but will not have the right to vote in elections or hold elected office. They will receive all appropriate association communications.

4.9.3 Retired operator members will have the right to vote and chair or serve on committees but not the right to hold office. Retired members from other membership categories will have the right to serve on committees. All retired members will receive all appropriate communications.

4.9.4 Business Partners will have the right to chair or serve on committees, but will not have the right to vote in general elections or hold elected office. They will receive all appropriate association communications.

#### **4.10 Establishment of Membership**

4.10.1 Upon receipt of a properly completed application form and appropriate dues, membership in the Association will become effective following review by the appropriate committee and approval of the Board of Directors. Applications that are denied will be notified by the Association executive and their dues will be returned.

#### **4.11 Code of Ethics**

4.11.1 The Association shall have a code of ethics that shall be approved by the membership. As a condition of membership, members shall acknowledge and abide by the Association bylaws and codes.

#### **4.12 Termination of Membership**

##### **4.12.1 Resignation**

4.12.1.1 Any member may resign at any time by so notifying the Association executive in writing.

##### **4.12.2 Suspension and Expulsion**

4.12.2.1 A membership will continue until terminated by reason of resignation, nonpayment of dues, failure to meet membership criteria or termination by action of the Board of Directors for conduct deemed detrimental to the Association or for a violation of these bylaws or any rule or

practice of the Association. Termination by action of the Board of Directors will be by two-thirds vote of the Board. For any reason other than nonpayment of dues, the member involved will be given due notice and will be entitled to a hearing before the Board of Directors prior to termination of membership. Any member whose membership is terminated by the board will be given prompt written notice thereof by the Association executive.

4.12.2.2 Any member suspended or expelled may be reinstated by the affirmative vote of a majority of the Board of Directors.

4.12.2.3 In the case of unemployment, individuals may complete their current dues year and may join as a non-operator until applicable membership qualifications are met. At the end of the membership term, the individual must notify the Association of the appropriate new membership category for which they are eligible.

4.12.2.4 In the case of unemployment, a business partner member may join as a non-operator member until other membership requirements are met and as long as they do not take employment that conflicts with purpose, mission and vision of the organization.

#### **4.12.3 Dues Delinquency**

4.12.3.1 Any member who has not paid the appropriate annual dues within 30 days of the date due may be removed from the membership list, providing a prior notification of such delinquency has been sent to such member.

#### **4.12.4 Change of Employment Status**

4.12.4.1 Any member who changes jobs and becomes an employee of a contract management company shall be removed from the membership list 30 days upon receipt of notification of employment status change from either the member or other source.

### **Article 5 – Dues**

#### **5.1 Rate of Dues**

5.1.1 Annual dues of the Association shall be as established by the Board of Directors of the Association.

5.1.1.1 Dues will be established for each category of membership.

5.1.1.2 Group rates and discounts may be established as approved by the Board of Directors.

5.1.1.3 Complimentary memberships can be extended as consistent with policies and guidelines approved by the Board of Directors

#### **5.2 Administration of Dues**

5.2.1 No portion of the dues paid by any member shall be refundable because his membership is terminated for any reason. Any funds or property that may be donated to further the work or program of the Association shall become the property of the Association.

### **Article 6 – Meetings**

#### **6.1 Annual Membership Business Meeting**

6.1.1 There shall be an annual membership business meeting for the transaction of such business as may come before the membership. The date and location will be determined by the Board of Directors.

6.1.2 A notice of the annual meeting will be sent to members of the Association at least 30 days prior to the meeting.

## **6.2 Special Meetings**

6.2.1 Special meetings may be called by the Board of Directors of the Association either in person or electronically. Special meetings shall be limited to consideration of subjects listed in the official call for such meetings.

## **6.3 Meetings of the Board of Directors**

6.3.1 The Board of Directors of the Association shall meet in person not less than once a year. Additional meetings may be held throughout the year either in person or via conference call.

6.3.2 Matters requiring immediate action by the Board of Directors between meetings may be acted upon by the Executive Committee and subsequently reported to the Board of Directors.

## **6.4 Quorum**

6.4.1 A majority of the membership present shall constitute a quorum for membership meetings.

6.4.2 A majority of the members of the Board of Directors plus two shall constitute a quorum.

6.4.3 A majority of members of committees shall constitute a quorum.

## **6.5 Rules of Procedure**

6.5.1 The order of business for annual meetings shall be as provided by the president.

6.5.2 Members may present agenda items to the president in writing twenty [20] days prior to the date of the annual meeting.

6.5.3 Where an order is not so provided for in these bylaws, meetings shall be governed by the Roberts Rules of Order Newly Revised.

6.5.4 The president of the Association shall preside at all meetings. In the absence of the president, the president-elect shall assume the chair.

6.5.5 Proxy voting is not permitted under these bylaws.

## **Article 7 – Officers and Board of Directors**

### **7.1 Eligibility**

7.1.1 Each elected officer and director of the Association shall be an operator member in good standing of the Association.

7.1.2 Appointed members of the Board of Directors must be members in good standing. The Chair and Vice Chair of the Industry Advisory Board shall be appointed members of the Board of Directors.

### **7.2 Organization**

7.2.1 The Board of Directors shall consist of the president, the president-elect, the immediate past president, the past president, secretary, treasurer, treasurer-elect and a minimum of five operator directors, and the chair and vice chair of the Industry Advisory Board, all of whom shall be voting members of the Board of Directors.

7.2.2 The directors shall be elected via ballot by the membership of the Association.

7.2.3 The president shall act as chair of the Board of Directors.

7.2.4 The Association executive shall serve as a non-voting ex-officio member of the Board of Directors.

7.2.5 Additional ex-officio, non-voting members may be appointed by the president, as approved by the Board of Directors.

### **7.3 Terms of Office**

7.3.1 The president-elect shall be elected for a term of one year and then ascend to the office of president.

7.3.2 The secretary shall be elected for a term of two years.

7.3.3 The treasurer-elect shall be elected for a two-year term. After the first year, the treasurer-elect ascends to the position of treasurer.

7.3.4 The directors shall be elected for a term of two years.

7.3.5 Directors may not serve more than two consecutive terms in the same office.

7.3.6 Officers may not serve more than one consecutive term in the same office.

7.3.7. The terms of the secretary and treasurer shall not expire concurrently, unless circumstances require.

7.3.8 The president-elect at the end of the term shall take office as president for one year.

7.3.9 The president remains on the Board of Directors for one additional year.

### **7.4 Election of Officers and Directors.**

7.4.1 All potential candidates for an officer or board position are encouraged to participate consistently in the Express benchmarking program.

7.4.2 The election of president-elect, treasurer-elect and the board shall be conducted annually. In the event that the current treasurer-elect is unable or unwilling to perform the duties of the treasurer's position, the treasurer's position will also be placed on the ballot.

7.4.3 A ballot listing the names of up to two candidates per officer position and appropriate number of director candidates proposed by the nominating committee and approved by the board shall be provided to each eligible voting member of the Association at two weeks (14 days) prior to the date specified for return of the ballot.

7.4.4 Actual tabulation will be conducted in a manner as directed by the Board of Directors and an audit may be conducted.

7.4.5 A majority of ballots cast shall constitute an election.

7.4.6 The name of the winners of the election shall be communicated by the Association executive to the Board of Directors and subsequently to the membership.

7.4.7 Candidates may request final ballot tabulation only for the office for which they were candidates.

7.4.8 In case of a tie vote for officer, or director, the final decision resides with the Board of Directors.

7.4.9 The Association shall provide equal publicity for all candidates as determined by the Board of Directors. Additional campaign activities by the individual candidates must be consistent with Association bylaws and policies. Such campaign policies will be provided to all candidates at the time they are selected for the ballot.

## **7.5 Role of the President**

7.5.1 Serve as chair of the Board of Directors, chair of the Executive Committee, and preside at all membership meetings.

7.5.2 Represent the association at appropriate association meetings and other professional association meetings as budgeted and approved by the Board of Directors.

7.5.3 Execute the established policies and procedures to ensure fulfillment of the stated objectives of the association.

7.5.4 Work with the president-elect and Association executive to develop and submit the annual work plan to the Board of Directors for approval, prior to the start of the fiscal year.

7.5.5 Work with the finance committee and Association executive to develop and submit the operating budget to the Executive Committee and Board of Directors for approval prior to the start of the fiscal year.

7.5.6 Appoint, with the approval of the Board of Directors, chairs of standing committees, special committees, task forces, advisory boards and councils, authorized by the Board of Directors.

7.5.7 Manage the relationship with the management company.

7.5.7.1 Provide supervision and direction to Association executive.

7.5.7.2 Coordinate communication with staff and board.

7.5.7.3 Make recommendations to the Board of Directors related to the management agreement, including facilitation of management reviews, agreement addendums, extensions, and/or solicitation of proposals for new agreements.

7.5.7.4 The president, with approval of the Executive Committee, may at any time, but shall at least once within a four year period, appoint a special task force to evaluate association management progress, structure, competencies, services and fees.

7.5.7.5 Contracts, including termination and renewal language, will be developed and negotiated with the assistance of legal counsel.

7.5.7.6 Contracts will not exceed three (3) years in length and may include renewing contingent upon approval by the Board of Directors.

7.5.7.7 An appointed task force may at anytime recommend to the Board of Directors to begin a request for bids to obtain competitive management proposals after notification to existing Management Company.

7.5.7.8 Bids must be reviewed by the Board of Directors and require a two-thirds majority vote to approve a new management contract and the entire board is required to vote on this issue. A board member may abstain, constituting a vote.

7.5.8 Submit an annual report, in writing, to the Board of Directors prior to the final board meeting of the business year, and provide that report to the membership. The Association executive will retain the report for the permanent files of the association as part of the board records.

7.5.9 Sign agreements and contracts on behalf of the association, upon advice and approval of the Board of Directors in accordance with approved policies and budget.

## **7.6 Role of the President-Elect**

7.6.1 Serve as an officer of the Board of Directors.

7.6.2 Perform all duties and assume all responsibilities of the president in the absence or in the case of the incapacity of the president.

7.6.3 Represent the Association at appropriate Association meetings and other professional Association meetings as budgeted and approved by the Board of Directors.

7.6.4 Assist the president in the preparation of the annual Association budget and operating plan.

7.6.5 Serve as member of Executive Committee.

7.6.6 Serve as member of the Conference Planning Committee, and other committees as assigned by president.

7.6.7 Ascend to Presidency at the end of one year.

## **7.7 Role of the Secretary**

7.7.1 Develop proper record keeping procedures for the Association to ensure accurate history is maintained.

7.7.2 Record, distribute and maintain minutes for Executive Committee and/or Board of Directors when meeting in closed session or without staff support.

7.7.3 Annually review and update as needed the Association policy manual. Submit proposed policy updates to the Board of Directors for approval.

7.7.4 Act as a member of the Executive Committee and the Board of Directors.



## **7.8 Role of the Treasurer**

7.8.1 Establish Fiscal priorities during the budget planning process and monitor the fiscal performance of the Association.

7.8.2 Assist the president, president-elect and Association executive in preparing the annual Association budget and operating plan for board of director approval.

7.8.3 Ensure that annual audit has been completed. Review all reports from the auditor with the staff. Assist in reporting to Executive Committee and Board of Directors.

7.8.4 Review all financial reports, as needed with staff and assist in reporting to Executive Committee and Board of Directors.

7.8.5 Serve as a member of the Executive Committee.

7.8.6 Chair the Finance Committee and/or support the Executive Committee in regards to fiscal management.

7.8.7 Annually review and update the treasurer related portion of the Association policy manual.

7.8.8 Develop and present an annual financial report to the membership.

## **7.9 Role of the Treasurer-Elect**

7.9.1 Assist the treasurer in establishing fiscal priorities during the budget planning process and monitoring the fiscal performance of the Association.

7.9.2 Review all financial reports.

7.9.3 Act as a member of the Executive Committee, the Finance Committee and the Board of Directors.

7.9.4 Ascend to treasurer at the end of one year.

## **7.10 Role of the Board of Directors:**

7.10.1 Interpret bylaws and develop appropriate policies, plans, objectives, and purposes for the Association to ensure that member needs are met.

7.10.2 Establish lines of communication with members and affiliates.

7.10.3 Actively solicit input from the membership to ensure adequate data for decision-making.

7.10.4 Chair or act in a liaison capacity with the designated committee chairs.

7.10.5 Create and bestow awards on behalf of the Association.

7.10.6 Perform all duties in a manner consistent with the Association's bylaws, policies, and procedures.

### **7.11 Role of the Immediate Past President**

7.11.1 At the end of year as president, move to immediate past president.

7.11.2 Function as a voting member of the Executive Committee, Finance Committee, and Board of Directors.

7.11.3 Serve as chair of Nominating Committee.

7.11.4 Perform other duties as voting member of the Board of Directors.

### **7.12 Role of the Past President**

7.12.1 At the end of year as immediate past president, move to past president.

7.12.2 Function as a voting member of the Board of Directors.

7.12.3 Serve as chair of the Past President's Council.

### **7.13 Role of the Association Executive**

7.13.1 Serve as senior staff for the Association; supervise and coordinate work completed by other staff members on behalf of the Association.

7.13.2 Serve as a non-voting ex-officio member of the Board of Directors and Executive Committee.

7.13.3 Implement and administer such policies and procedures as approved by the Board of Directors.

7.13.4 Work closely with the Association president to coordinate the completion of the operating plan.

7.13.5 Responsible for administrative and day-to-day operation of the Association.

7.13.6 Responsible to the Board of Directors.

7.13.7 Assume responsibility for records and archives.

7.13.8 May perform other duties as assigned by the president or Board of Directors.

### **7.14 Forfeiture and Removal from Office**

7.14.1 Officers or directors shall immediately forfeit their office if they lose eligibility for membership or are expelled from membership pursuant to Article 4.12.

7.14.2 Any officer or director is subject to removal from office Pursuant to Article 7.15.

7.14.3 Any officer or director who fails to fulfill the duties of office according to the Association's bylaws, policies and procedures approved by the Board of Directors, or who fails to attend three board meetings per fiscal year may be removed from office by a two-thirds vote of the Board of Directors.

### **7.15 Conflict of Interest**

7.15.1 The directors and officers of the Association shall administer its affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of the Association.

7.15.2 The directors and officers shall exercise the utmost good faith in all transactions relating to their duties in the Association. In their dealings with and on behalf of the Association, they are held to a strict rule of honest and fair dealing with the Association.

7.15.3 All acts of directors and officers shall be for the benefit of the Association in any dealing that may affect the Association adversely. The directors and officers shall not accept any favor that might influence their actions affecting the Association or its members.

7.15.4 During their terms of office, directors and officers shall promptly make full disclosure to the board of any existing or new employment, activity, investment, or other interest that might involve obligations that may adversely compete with or be in conflict with the interest of the Association.

7.15.5 Each person shall complete the conflict of interest form before nomination to office and/or before appointment to fill the vacancy in office.

7.15.6 The Executive Committee shall review all conflict of interest disclosure forms submitted to it. Upon the action of the Executive Committee, individuals not in compliance with the guidelines for conflict of interest as established by the Board of Directors of the Association shall not be eligible to serve as a director, officer, or nominee. Appeals of adverse decisions shall be made directly to the Board of Directors. The decision of the Board of Directors is final.

### **7.16 Transition**

7.16.1 The Board of Directors recognizes the need for a transition period when a member of the board or an officer no longer meets the operator membership criteria. That transition period will be no more than a year.

7.16.1.1 Immediately upon becoming ineligible for operator membership, the officer, board member, or nominating committee member will notify the president and the Association executive.

7.16.1.2 The president will notify the Executive Committee, Board of Directors, and Nominating Committee.

7.16.1.3 If after the timeline outlined in AHF by-laws (4.12.2.3), the elected official does not meet the qualifications for operator membership, the Association executive will send a formal notice to the member requesting him/her to resign his/her elected position.

7.16.1.4 The same notice will be copied to the president who will begin the process to replace the elected member according to Article 7.17.

### **7.17 Vacancies**

7.17.1 In the event that the president becomes unable or ineligible to fulfill the term of office, pursuant to Article 7.14, the president-elect shall act as president until he/she assumes the presidency.

7.17.2 A vacancy occurring in another elected officer position may be filled for the balance of the term by another eligible officer candidate.

7.17.3 Any vacancy occurring in a board of director's position or a nominating committee position will be filled for the balance of the term by another eligible officer or board candidate. If no remaining ballot candidate is willing or eligible to assume the responsibility of a vacated board of director's or nominating committee member's position, the nominating committee will review and submit names to the Board of Directors for their approval. A majority vote of the Board of Directors will be needed to select the candidate for the vacancy.

## **Article 8 -- Committees**

### **8.1 Organization**

8.1.1 There shall be such standing and other committees as may be established by the Board of Directors.

8.1.2 The charge to each committee shall be as provided in guidelines established by the Board of Directors.

8.1.3 Committees may be authorized by the Board of Directors if funds have been provided in the approved budget of the Association.

8.1.4 The term of such committees shall be one year unless otherwise specified by the Board of Directors in the authorization of the committee. At the end of such period, the committee shall be discharged automatically unless its term is extended by the Board of Directors.

8.1.5 Committee chairs shall be appointed by the president with the approval of the Board of Directors, except where the chair is designated by position, within the bylaws.

8.1.5.1 Terms shall be for one year.

8.1.5.2 Committee chairs may be re-appointed for a second term.

8.1.5.3 No committee chair shall serve three consecutive terms unless approved by the Board of Directors.

8.1.6 Advisory committees/councils may be appointed by the Board of Directors to contribute experience and guidance in planning and implementing Association programs and activities.

### **8.2 Standing Committees, Boards, and Councils**

#### **8.2.1 Executive Committee**

8.2.1.1 The Executive Committee shall consist of the president, the president-elect, the secretary, treasurer, treasurer-elect and immediate past president.

8.2.1.2 The Association executive shall serve as a non-voting ex-officio member of the executive committee.

8.2.1.3 The duties of the Executive Committee shall be to conduct the business of the Association between board meetings in keeping with the board's established policies and directives and to report such actions to the Board of Directors at the next meeting of the Board of Directors.

### **8.2.2 Nominating Committee**

8.2.2.1 The immediate past president shall chair the nominating committee as a full voting member.

8.2.2.2 The nominating committee will also include the president, president-elect plus two (2) operator members elected from the general membership.

8.2.2.3 Elected members of the nominating committee shall not serve consecutive terms, but may serve nonconsecutive terms.

8.2.2.4 The nominating committee shall prepare a slate for the offices required to complete the board, including any vacant positions, and those filled on an interim basis. The chair of the nominating committee shall present the recommended slate of candidates to the president of the Association for approval by the Board of Directors.

8.2.2.5 The election of the officers and directors shall be conducted in accordance with Article 7.4.

8.2.2.6 If the immediate past president becomes unable or ineligible to serve as chair of the nominating committee, pursuant to Article 7.17, the Board of Directors shall appoint an active operator board member to fill the vacancy.

8.2.2.7 A member of the nominating committee may not be a candidate for an elected office.

### **8.2.3 Finance Committee**

8.2.3.1 The Finance Committee will consist of the president, president-elect, treasurer, treasurer-elect, and immediate past president with the Association executive as nonvoting ex-officio member.

8.2.3.2 The treasurer in conjunction with president will also appoint to the Finance Committee other members to include between one and three members with financial expertise who are not current members of the Board of Directors, with the approval of the Board of Directors.

8.2.3.3 The Treasurer will be the chair of the Committee.

8.2.3.4 The Committee will develop and review policies and procedures for sound fiscal management. The Committee will also prepare a budget based on Committee/ team/task force requests and submit it to the Board of Directors. The Committee will serve in an advisory capacity to the Board of Directors and give counsel on financial matters affecting the Association, including the recommendation of a qualified independent CPA for an annual review of the Association financial report.

8.2.3.5 The finance committee will develop an annual report for distribution to the membership.

### **8.2.4 Industry Advisory Board**

8.2.4.1 The Industry Advisory Board (IAB) will be comprised of not more than twenty (20) members including the Chair, Vice-Chair and a non-voting media representative. All candidates for vacant IAB positions will be nominated by the president-elect and incoming Chair and approved by the Board of Directors.

8.2.4.2 Terms will be defined and staggered per the AHF policy guidelines.

8.2.4.3 Each appointee to the Industry Advisory Board must be an Association member in good Standing at the time of his/her appointment and during his/her tenure on the Board. In the event that an IAB member ceases to represent the AHF member company in which they were employed when appointed to the IAB, their term ends immediately. At which time, the president, pending board approval, may consider appointing an association member in good standing to fulfill the remainder of this term.

8.2.4.4 The Chair and Vice-Chair of the IAB will have full voting rights on the Board of Directors.

8.2.4.5 IAB members serve at the pleasure of the Board of Directors. Excessive absences from meeting may be cause for board review and further action.

8.2.4.6 Only one representative from a company may serve on the IAB at one time.

### **8.2.5 Past Presidents' Council**

8.2.5.1 The Past Presidents' Council (PPC) will consist of past presidents of the National Society for Healthcare Foodservice Management, the American Society for Healthcare Food Service Administrators, and the Association, who are current members of the Association.

8.2.5.2 The Council will serve in a consultative and knowledge sharing role at the pleasure of the president and Board of Directors. Members of the Council will be invited to participate in the Awards Program and Bylaws review.

## **Article 9 – Affiliated Groups/Chapters**

### **9.1 Purpose of Affiliation/Chapter Designation**

9.1.1 To provide an organized structure at the local level for Association members to exchange information.

9.1.2 To promote the purpose of and membership in the Association.

9.1.3 To provide channels of communication for others in the field to promote and support the mission of the Association.

### **9.2 Requirements for Affiliation**

9.2.1 All affiliated groups shall promote membership in the Association. The Board of Directors shall establish the requirements for any group to affiliate with the Association, including the terms of any Affiliation Agreement.

### **9.3 Affiliated Group as Independent Entity**

9.3.1 Any group affiliated with the Association under this article is not an extension or part of the Association but rather a distinct entity. Any such affiliated group is therefore responsible for maintaining its own financial records, filing appropriate notices and forms with state and federal authorities, maintaining necessary insurance coverage, and so forth.

## **Article 10 – Release of Information**

### **10.1 Association Statements**

Association statements shall be issued only through the regular channels of the Association.

**10.2 Insignia and Endorsement** - the insignia and the phrase "member of the Association for Healthcare Foodservice," or any other similar phrase, may not be used by any member in any way that connotes the Association's approval of a product, service, or publication, or on any

promotional materials used for solicitation of business. This includes all advertising media, letterheads, and letters soliciting business. Improper use of the membership lists may result in termination of membership.

#### **Article 11 – Amendments**

11.1 The original bylaws and any subsequently proposed amendments will be submitted to the membership, via mail or electronically, of the association at least two weeks (14 days) prior to the voting date. Proposed amendments so submitted and approved by the Board of Directors will be presented to the members at the voting date, and will be adopted upon the affirmative vote of a majority of the voting members submitting a vote.

***APPROVED: March 10, 2017***

***Amended: November 3, 2016***