



## BY-LAWS

### ARTICLE I. OFFICES

1. *THE PRINCIPAL OFFICE* shall be located at the office of the Secretary.
2. *THE SOCIETY* may also have offices at such other places, either within or without the State of New York as The Board of Directors may from time to time appoint or the business of the Society may require.

### ARTICLE II. MEMBERSHIP

1. *APPRENTICE MEMBER*: To be eligible for consideration for election as an Apprentice with a future consideration of Certified membership, the candidate must meet the following requirements:
  - a. Be an artistic, scientific worker who devotes his time almost exclusively in participating in the creation of a wide variety of finished flavors utilizing basic natural/synthetic building blocks.
  - b. Must have completed a minimum of five years of training under the direct supervision of one or more individuals who must themselves have been a Certified member in good standing or Emeritus member during the entire training program.
  - c. Must exhibit to the Membership Committee a sufficient knowledge of raw materials, compounding techniques, flavor formulation/production procedures, and flavor applications to be able to progress to an independent mode of creativity.
  - d. Must be sponsored by one or more Certified members in good standing or Emeritus members who were responsible for the training or could substantiate the training requirements.
  - e. Effective May 17, 2007, those elected as an Apprentice member must apply, qualify and be elected to Certified membership within a maximum of five years from the date of election. Those not meeting these requirements will be notified by the Membership Committee and given thirty days to apply for upgrade or be dropped from the membership roll. Notification by the Membership Committee in each case shall be by certified mail receipt requested wherever possible.

Election to Apprentice status shall be upon recommendation of the Membership Committee and a 2/3 vote of the voting members present.

2. *CERTIFIED MEMBER*: To be eligible for consideration for election as a Certified member, the candidate must meet the following requirements:

- a. Be an artistic, scientific worker who devotes his or her time almost exclusively to the independent creation of a wide variety of finished flavors, building these compositions from basic natural/synthetic flavor raw materials, such as those found on recognized industry lists.
- b. Must have completed a minimum of seven years of training under the direct supervision of one or more individuals who must themselves have a Certified member in good standing or Emeritus member during the entire training period.
- c. Must exhibit a working knowledge of the flavor industry, namely raw materials, laboratory procedures, production processes, legal/regulatory considerations, and the economics involved in the creation, production and utilization of flavors.
- d. Must be sponsored by one or more Certified members in good standing or Emeritus members who were either responsible for supervising the training or could substantiate the training requirements.
- e. In very exceptional cases where an applicant has not trained under or completed his total training under Certified members, membership may be considered for a candidate who has worked for a minimum of ten years devoting his time primarily to the creation of finished flavors. The candidate must meet the same qualifications (II, 2, c) and be able to exhibit to the Membership Committee knowledge over a wide range of flavor types.

Election of Certified members shall be upon recommendation of the Membership Committee and a 2/3 vote of the voting members present.

3. *EMERITUS MEMBER*: Retired Certified members, providing they are in good standing, may apply to the Membership Committee and be approved by the Board of Directors.

4. *HONORARY MEMBER*: Any person outside the Society who is in sympathy with its objectives and who has rendered distinctive service to it or to the flavor industry may be elected upon nomination by the Board of Directors and unanimous vote of the voting members present.

5. *AFFILIATE MEMBER*: Any person by experience or training, who cannot meet the requirements of Certified or Apprentice membership can, if involved in flavor or related

work in the flavor or related industries, apply for an Affiliate membership. The qualifications for membership shall be at the discretion of the Membership Committee and the person will be elected an affiliate member if recommended by the committee sponsored by three Certified members and voted in by 2/3 of the Certified members present.

The Affiliate members will be maintained in this status but no further admissions will be permitted as of April 5, 1973.

6. *APPLICANTS FOR MEMBERSHIP:*

- a. All applicants for Certified membership, and those requesting recognition with the status of Apprentice, or a change in status from Apprentice to Certified member, shall be required to complete an application supplied by the Society.
- b. All new applicants for Apprentice or Certified status must appear before the Membership Committee or its agents to substantiate their qualifications. Apprentices requesting upgrading of their status to Certified member may be required to appear before the Membership Committee.
- c. It will be at the discretion of the Membership Committee to test, interview, or otherwise verify the qualifications and sincerity of all new applicants or those requesting change of status. Applicants will be contacted within two months of receipt of applications.

7. *SUSPENSION OF MEMBERSHIP:* Any member may be suspended or terminated for cause by a vote of 2/3 of Certified membership, upon recommendation of the Board of Directors. No member shall be suspended or terminated unless the charges have been submitted in writing to the Board of Directors, and a copy sent to the member, one month previous to meeting of said Board, and an opportunity given to refute the charges.

8. *REINSTATEMENT OF MEMBERSHIP:* Members who, through non-payment of dues or for any other reason, have been dropped from the membership and wish to be reinstated shall be required to complete an application supplied by the Society. It will be at the discretion of the Membership Committee whether or not a candidate applying for reinstatement should be tested, interviewed, or otherwise have their qualifications reevaluated and verified. Reinstatement shall be upon recommendation of the Membership Committee and the approval of the Board of Directors.

## **ARTICLE III.**

## **ARTICLE IV. DUES**

### Article III, Section 1

1. *ANNUAL DUES*: Dues will be \$75.00 (seventy-five dollars) for each Certified, Apprentice, and Affiliate member, payable on the first day of January. Dues of International members not paying in U.S. funds will be \$90.00 (ninety dollars). Dues shall not be required of Honorary or Emeritus members.

2. For new members, dues payment is required immediately upon becoming a member regardless of time of year it occurs.

Any additional cost incurred by the Society such as for checks returned for insufficient funds, registered mail fees or similar charges will be added to the member's dues.

3. *MEMBERS IN ARREARS* for three months shall be so notified by the Treasurer. If payment is not made within 30 days, their names shall be dropped from the Membership Roll. Notification in each case shall be by certified mail receipt requested wherever possible.

If a third notification is required, a penalty fee of \$30.00 (thirty dollars) shall be assessed in addition to the amount of the dues requested. The Treasurer or his agents shall notify the delinquent member of this penalty.

## **ARTICLE V. MEETING OF MEMBERS**

1. *ANNUAL MEETINGS* for the election of officers and directors and for the transaction of such other business as may properly come before the meeting shall be held at the May meeting. If the Annual Meeting of the members be not held as herein prescribed, the election of officers and directors may be held at any meeting called pursuant to these By-Laws.

2. *ALL MEETINGS OF THE MEMBERS* shall be held at the principal office of the Society in the City of New York or at such other place, either within or without the State of New York, as shall be determined from time to time by the Board of Directors and the place at which such meetings shall be stated in the notice and call of the meeting. At least one closed meeting shall be held at such time as designated by the Board of Directors.

3. *VOTING*: At all meetings of members, voting shall be restricted to Certified members and Emeritus members who previously were Certified members. Voting for election to membership shall be by ballot provided by the Membership Committee. Voting for the other matters may be viva voce, but any Certified member or an Emeritus member who previously was a Certified member may demand a vote by ballot.

4. A. *ORDER OF BUSINESS* at the Meeting of Members:

- Introduction of Speaker (when scheduled)
- Speaker (when scheduled)
- Acceptance of the minutes of the previous meeting
- Reports by the Secretary, Treasurer and Committee Chairpersons
- Unfinished Business
- New Business
- Adjournment

4. B. *ORDER OF BUSINESS* at the Annual Meeting of Members:

- Names of deceased members (silent tribute)
- Introduction of Speaker (when scheduled)
- Speaker (when scheduled)
- Acceptance of minutes of the previous meeting
- Reports by the Secretary, Treasurer and Committee Chairpersons
- Unfinished Business
- New Business
- Report of Nomination Committee
- Election of Officers and Directors
- Adjournment

5. *SPECIAL MEETINGS* of the members, for any purpose or purposes unless otherwise prescribed by statute, may be called by the President, or in his absence, by the Vice-President, or by a majority of the Board of Directors, and shall be called at any time by the President or Vice-President, or Secretary or Treasurer upon request of 25% of the Certified members of the Society.

6. *BUSINESS TRANSACTED* at all special meetings shall be confined to the objectives stated in the call.

7. *NOTICE OF THE TIME AND PLACE* of the annual meeting of the members shall be given by mail, written or printed notice of the same, together with the lists of nominees for officers and directors, at least ten days and not more than thirty days prior to the meeting. Notice of the time and place of special meetings shall be given by written notice of the same at least ten days and not more than twenty days prior to the meeting. Notices shall be sent to each member by electronic mail, prepaid postal mail or prepaid courier service to the last known address appearing on the corporate books of the Society.

8. A *QUORUM* at any meeting of the members shall consist of not less than 30 Certified and Emeritus members in good standing. This will include any off-site members gathered at a board selected location officiated by a board appointed representative whose members are in contact electronically with the meeting site. If a quorum is not met at a properly called member's meeting, the meeting may be adjourned by those present. A notice of such an adjourned meeting will then be sent to all members containing a statement of the time and place that business will next be held. Issues to be voted upon will be done at this next meeting where a quorum will not be required, with the exception of the Annual Meeting in accordance with the Articles of Incorporation. Except as may be otherwise required by law or provided in the certificate of incorporation, any number of Certified and Emeritus members in good standing shall constitute a quorum and the votes of the majority of those present at such meeting shall be sufficient to transact business.

9. *INSPECTORS OF ELECTION*: Two Certified and/or Emeritus members shall be appointed by the President as Inspectors of Election before or at each meeting of the members of the Society at which an election of officers and directors shall take place; if no such appointment shall have been made or if the inspectors appointed by the President refuse to act or fail to attend, then the appointment shall be made by the presiding officer of the meeting.

## **ARTICLE VI. BOARD OF DIRECTORS**

1. *THE MANAGEMENT* of all the affairs, property and business of the Society shall be vested in a Board of Directors consisting of President, Vice President Treasurer and Secretary who shall be elected at the annual meeting of the members by a majority vote, for a term as specified under ARTICLE VIII, Section 1, and shall hold office until their successors are elected and qualify. Directors must be Certified members. The retiring president automatically becomes Chairperson of the Board.

2. *THE NUMBER OF DIRECTORS* may at anytime be increased or decreased by vote of a majority of the members entitled to vote, at any regular or special meeting, if the notice of

such meeting contains a statement of the proposed increase or decrease. In case of such increase, the Certified members at any regular or special meeting shall have the power to elect such additional Directors to hold office until the next annual meeting of the members and until their successors are elected and qualify.

3. *ALL VACANCIES* in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the remaining Directors attending a stated or special meeting called for that purpose, and a Director thus elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualifies.

4. *THE FIRST MEETING* of each newly elected Board shall be held at such time and place either within or without the state of New York immediately following the Annual Meeting of members, or at such time and place as a majority of said newly elected Board of Directors shall determine, and no further notice of such meeting shall be necessary.

5. *SPECIAL MEETINGS* of the Board of Directors may be called at anytime by the President or, in his absence, by the Vice-President, or by any two Directors, to be held at the principal office of the Society or at such other place or plans within or without the State of New York as the Directors may from time to time designate.

6. *NOTICE* of all special meetings of the Board of Directors shall be given to each Director by one week's notice of the same by telegram, letter or personally.

7. *A MAJORITY* of the whole Board of Directors shall be necessary at all meetings to constitute a quorum for the transaction of business, but if less than a quorum is present, the business portion of the meeting shall be adjourned to the next meeting,

8. *ORDER OF BUSINESS* at the regular meetings of the Board of Directors, the order of business shall be as follows:

- Introduction of Speaker (when scheduled)
- Acceptance of the minutes of the previous Board meeting
- Reports by the Secretary, Treasurer and Committee Chairpersons
- Unfinished Business
- New Business
- Miscellaneous
- Adjournment

## **ARTICLE VII. COMMITTEES**

1. *THE PRESIDENT* shall appoint such committees as shall be from time to time determined upon by the Board of Directors, the chairman of which shall be Certified members. The remainder of the committee shall be composed of Certified members and may include Apprentice members.
2. *PRIOR TO THE FIRST MEETING* of the calendar year, the Chairperson of the Board will be appointed the Chairperson of the Nominating Committee. The Chairperson will then select three other Certified members to participate on the committee. Their role will be to nominate members as officers and directors to be voted on by the members entitled to vote at the annual election ensuing.
3. *MEMBERSHIP COMMITTEE*. A Membership Committee consisting of a minimum of three members shall be appointed by the President to investigate all membership applications and to make recommendations to the Certified members at a closed meeting.
4. *AN AUDIT COMMITTEE* appointed by the President yearly to audit all the financial records of the Society.

## **ARTICLE VIII. OFFICERS**

1. *THE OFFICERS OF THE SOCIETY* shall be President, one Vice President, a Secretary and a Treasurer who shall be nominated for office by the Nominating Committee and elected by the membership at the annual meeting in May and shall hold office until their successors are elected and qualify.

The terms of office for the President and Vice-President shall be for one year, and neither of them shall serve more than two consecutive terms. The terms of office for the Secretary and Treasurer shall be for two years and their election to office shall alternate from year to year so that their term of office shall be overlapping rather than concurrent. They may also choose additional Assistant Secretaries and Assistant Treasurers. The officer shall be chosen from among the Certified members. The President, Vice-President, Secretary and Treasurer shall be members of the Board of Directors. No more than two of these officers shall be employed by the same flavor manufacturing organization.

2. *THE PRESIDENT* shall preside at all meetings of members and directors; shall have general supervision of the affairs of the Society: shall sign or countersign all certificates of membership, papers and legal documents and deliver the same, and shall be ex-officio a



member of all committees except the Nominating Committee, with the power to vote in case of ties.

3. *THE VICE-PRESIDENT*. During the absence or disability of the President, the Vice-President shall exercise all the functions of the President. The Vice-President shall have such powers and discharge such duties as may be assigned to him from time to time by the Board of Directors.

4. *THE SECRETARY* shall issue notices for all meeting except the notice for special meetings of Directors called at the request of two Directors as provided in Section 5 of ARTICLE VI of the By-Laws may be issued by such Directors; shall keep minutes of all meetings; shall have charge of the Seal of the Corporation; shall conduct the correspondence of the Corporation; shall make such repasts and perform such other duties as are incident to the office or are properly required by the Board of Directors.

5. *THE ASSISTANT SECRETARIES* in order of their seniority, shall in the absence or disability of the Secretary perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board of Directors shall prescribe.

6. *THE TREASURER* shall have the custody of all moneys of the Society and shall keep regular books of account; shall disburse the funds of the Society in payment of just demands against the Society or as vouchers for such disbursements and shall render to the Board of Directors from time to time as may be required, an account of all transactions as Treasurer and of the financial conditions of the Society, and shall perform all duties incident to the office or that are properly required by the Board of Directors

7. *THE ASSISTANT TREASURERS*, in order of their seniority, shall in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board of Directors shall prescribe.

8. *IN CASE OF ABSENCE OR DISABILITY* to act, of any officer of the Society and of any person having authority to act in his place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person to whom it may elect.

9. *VACANCIES* in any office arising from any cause may be filled by the directors at any regular or special meeting.

10. *THE BOARD OF DIRECTORS* may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold offices for such terms and shall exercise such

powers and perform such duties as shall be determined from time to time by the Board of Directors.

11. *THE OFFICERS* of the Society shall hold office until their successors are chosen and qualify. Any officers elected by the membership or appointed by the Board of Directors may be removed at any time with cause by the affirmative vote of a majority of the Board of Directors.

## **ARTICLE IX. FISCAL YEAR**

The fiscal year of the Society shall begin on the first day of July in each Year.

## **ARTICLE X. FINANCE**

The moneys of the Society shall be deposited in the name of the Society in such bank or banks or trust company or trust companies as the Board of Directors shall designate from time to time. The funds of the Society shall be drawn out only by persons designated by a resolution of the Board of Directors. The funds of the Society may be withdrawn via available financial transaction methods, i.e. checks, debit card, electronic transfer, etc.

## **ARTICLE XI. SEAL**

## **ARTICLE XII. PARLIAMENTARY AUTHORITY**

Cushing's "MANUAL OF PARLIAMENTARY PRACTICE" shall be the authority on all questions of Parliamentary law and proceedings and procedures.

## **ARTICLE XIII. AMENDMENTS**

Alterations, amendments or repeals may be made to these By-Laws by a vote of two-thirds of the Certified members present at any regular or special meeting where a quorum has been established. Written notice of the proposed amendment shall have been read at the last previous regular meeting and a copy thereof sent by electronic mail, prepaid postal mail or prepaid courier service to the last known address appearing on the corporate books of the Society to each member with the notice of the meeting at which such proposed amendment is to be voted on.

#### **ARTICLE XIV.**

The Society of Flavor Chemists, Inc. shall not allow its name or logo to be used for any commercial advertising purposes or to further a business enterprise.

#### **ARTICLE XV.**

Nothing contained in the Certificate of Incorporation shall authorize or empower the corporation to perform or engage in any practice prohibited by General Business Law, Section 340 or other anti-monopoly statutes of the State of New York.

### **REVISION HISTORY** (Started 1/2016)

- 1/22/16: Revision History added to end of document.
- 2/9/16 : Revisions to Article II Sec 1b, Article II Sec 1d, Article II Sec 2b, Article II Sec 2d (SEE PDF named *By Laws Change Oct 2015* for the specific changes)
- 6/22/17: Revisions to Article II Section 1e; Changes to Article V Section 8