

Bylaws of Phi Tau Sigma (ΦΤΣ) Honorary Society, Inc.

Date of Last Update: October 20, 2022

Article I - Membership

Section 1. Nomination for Membership

Members shall be elected in accordance with guidelines developed by the Membership and Qualifications Committee. Members shall be nominated in writing or by any readily available communications system approved by the Board of Directors by two (2) members, Lifetime Members, and/or Emeritus Members. One (1) of two (2) nominators must be a Member bearing professional status at the time of nomination. Such nominations shall outline the nominee's qualifications for review by the Membership and Qualifications Committee. A mandatory, non-refundable nomination fee must accompany all member nominations, in the amount of \$20.00 for nominees bearing student status at time of nomination, or \$40.00 for nominees to membership without student status. The fee will be applied to the cost of the nominee's first year's membership dues if nominee is approved for membership. Approval for Membership by the Board of Directors is required only when the vote of the Membership and Qualifications Committee is not a 2/3 majority. Nominees that are rejected must wait a minimum of four months before they can be re-nominated. Final certification is granted by the Executive Director upon receipt of a completed contact information form.

Section 2. Change of Membership Status for Members Bearing Full-Time Student Status

Any time after graduation from a school, a Member will be responsible for updating their member record to reflect their degree completion and either indicate entry into a new graduate degree program or a professional position, in order to process payment of correct annual dues.

Article II - Dues

Dues for Members shall be \$40.00 per year for professionals and \$20.00 per year for students. Lifetime Member dues shall be a one-time payment of \$400.00, which can be spread out over a maximum of two (2) years. Emeritus Members shall be excused from annual dues.

Article III - Board of Directors

Section 1. Meetings

All Board of Directors members shall have the privilege of voting at Board of Directors meetings. At the Annual Meeting of the Board of Directors, the Chapter Leadership Councilors

and Standing Committee chairs shall have the privilege of the floor but no vote. Other members may attend as observers, but without the automatic privilege of the floor or vote.

Article IV –Executive Committee

Section 1. Elections

- A. The Executive Committee and Directors shall be elected or appointed as prescribed in the Constitution and Bylaws.
- B. Should a vacancy in the Office of the President-Elect occur after the Annual election but before the Annual Meeting, the Board of Directors at its Annual Meeting shall elect a President-Elect for the ensuing year from among the Directors.
- C. The newly elected President Elect and the Directors will be installed at each Annual Meeting, with their terms starting at the beginning of the next administrative year (September 1).

Article V - Leadership Council

Section 1. Meetings

- A. The Leadership Council may meet at the Annual Meeting. Leadership Councilors shall represent the interests of their local Chapter members. They shall provide information and recommendations throughout the year to the Board of Directors as the Board of Directors conducts the SOCIETY's affairs.
- B. Leadership Councilors shall also serve as the communication liaison between the SOCIETY and the Leadership Councilor's respective Chapter. Special meetings of the Leadership Council may be called at other times and places, with due notice, whenever it is deemed necessary by the Board of Directors. Such meetings may use any socially acceptable communications systems.

Article VI - Committees

Section 1. Appointments

Consideration should be given to using a 3-year rotating appointment system for all committees to provide for continuity.

At the Annual Meeting of the Board of Directors, the chair of each committee shall report on the activities of the committee for the previous year and outline plans for the ensuing year.

Article VII - Nominations and Elections

Section 1. Nominations

The President-Elect and Directors shall be elected by a mail ballot using any readily available communications systems sent to all members in good standing.

Section 2. Annual Election

The Nominations and Elections Committee shall develop a slate of candidates who have agreed to serve if selected (preferably more than one candidate for each vacancy).

The Executive Director, or Chair or designee of the Nomination and Elections Committee will list the candidates for each position in random order on a ballot, which shall be mailed out no fewer than sixty (60) days before the Annual Meeting. Ballots must be returned to the Executive Director no fewer than thirty (30) days before the Annual Meeting. The Directors shall be voted on as a single slate. Balloting using a readily available communications system approved by the Board of Directors shall be permitted.

Nominations also may be made by petition signed by twenty (20) Members, Lifetime Members, and Emeritus Members. Up to ten (10) Members bearing student status may be part of any such petition. Such petitions, accompanied by the candidates' agreement in writing to serve if elected, must be received by the Executive Director at least thirty (30) days before the balloting has been publicly scheduled to begin. The names of petition candidates on the ballot will not be distinguished from those selected by the Nominations and Elections Committee.

Section 3. Results

Counting of ballots shall be done by the Executive Director and the Chair of the Nominations and Elections Committee, or the Chair's designate, serving as tellers. The candidates receiving the highest number of votes for their respective offices shall be declared elected. In the event of a tie, the Board of Directors shall decide the election. In the case of Directors, those receiving the highest number of votes for the number of available positions shall be designated as Directors.

The results shall be given promptly to the President and, if necessary, to the Chair of the Nominations and Elections Committee. The President then shall promptly notify the successful candidates.

Article VIII – Amendments to the Constitution

Section 1. Amendments

- A. For consideration such proposed amendment to the Constitution of the SOCIETY shall be presented in writing to the Executive Director not less than sixty (60) days prior to the Annual Meeting.
- B. The Executive Director shall send the proposed amendment to all members of the Board of Directors and the Leadership Council. The Executive Director shall also include notification to the membership when mailing election ballots and dues notices.

Section 2. Approval

The Executive Director shall cause an appropriate notice of adoption of any amendment to the Constitution of the SOCIETY to appear in the newsletter of the SOCIETY.

Article IX – Amendments to the Bylaws

- A. The Executive Director shall send the proposed amendment to the Bylaws to all members of the Board of Directors.
- B. The Executive Director shall notify the membership of all duly adopted Bylaws amendments as soon as practicable thereafter, normally through the SOCIETY newsletter.

Article X - Duties of the President, President-Elect, Executive Director and Treasurer

Section 1. Duties of the President

In general, the duties of the President shall be normally pertaining to the office of a President or Chair. They include, but are not limited to, the following:

1. Lead and represent the Society, Phi Tau Sigma, as an ambassador for integrity and honor within the profession of Food Science and Technology.
2. Promote and enhance the reputation of Phi Tau Sigma.
3. Call meetings, develop agendas and preside over all meetings (conference calls and the Annual Meetings held at the IFT's Annual Meeting) of Phi Tau Sigma Leadership.
4. Preside over the Phi Tau Sigma and IFT Division Competition Awards Ceremony.
5. Work with the Chair of the Nominations and Elections Committee to complete an annual election.
6. Communicate and meet as needed with all officers of Phi Tau Sigma, and committee chairs (i.e., internal communications). Request an annual report of all committee chairs.

7. Communicate and meet as needed with Chapters, Food Science Administrators, Student leaders of IFT (IFTSA), and Officers and Staff of IFT.

Section 2. Duties of the President-Elect

In general, the duties of the President-Elect shall be normally pertaining to the office of a Past-President or Past-Chair. They include, but are not limited to, the following:

1. Chair the Program Committee, which has responsibility for major events at the Annual IFT Meeting. Work with the Phi Tau Sigma President, committee members and IFT staff, as appropriate, to plan and organize events occurring during the Annual IFT Meeting, including scientific symposia submissions and student research competitions.
2. Within a month after the annual meeting, assign members to leadership and membership in Standing Committees and any ad hoc Committees with input from the President, Executive Director, and the current chair of each committee. Ensure that all committees adhere to the highest ethical standards.
3. Provide information for the Newsletters as requested and as appropriate to advertise events organized by the Program Committee.

Section 3. Duties of Executive Director

- A. In general, the duties of the Executive Director shall be normally pertaining to the office of an Executive Director. They include, but are not limited to, the following:
 1. Handling of official correspondence of the SOCIETY
 2. Maintaining the membership role,
 3. Maintaining records of the Board of Directors minutes, Standing Committee reports, and Newsletters,
 4. Preparing and mailing the SOCIETY's Newsletter at least annually, and
 5. Coordinating the mailing of annual ballots,
 6. Sending of dues notices at least annually.
- B. The Executive Director shall have the authority to hire, at the SOCIETY's expense, such office assistance as the Board of Directors may authorize.
- C. The Assistant Executive Director shall support the Executive Director in his/her duties, and act as the Executive Director when needed.

Section 4. Duties of Treasurer

- A. In general, the duties of the Treasurer shall be those normally pertaining to the office of a Treasurer. They include but are not limited to, the following:
 - a. Receiving and holding the funds of the SOCIETY in a repository approved by the Board of Directors,
 - b. Disbursing the SOCIETY's funds as authorized by the Board of Directors either as part of an approved budget or otherwise by special appropriation,

- c. Preparing an annual report of receipts and disbursements for presentation to the Board of Directors at its Annual Meeting, and a summary thereof for publication to the members in the Newsletter, and
 - d. Preparing an annual budget for the ensuing year for approval by the Board of Directors.
- B. The Assistant Treasurer shall support the Treasurer in his/her duties, and act as the Treasurer when needed.

Section 5. Fiscal Responsibility

The Treasurer and Executive Director may or may not be bonded, at the SOCIETY's expense, based on the decision of the Board of Directors. In the absence of bonding, the Board of Directors shall arrange at least once a year for an ad hoc Auditing Committee made up of members who are independent of the work of the Finance Committee, the Treasurer, or the Office of the Executive Director to review the fiscal transactions of the SOCIETY.

Article XI - Standing Committees

Section 1. Awards

- A. The Awards Committee shall develop appropriate awards programs to recognize distinguished scientists who have made substantial contributions to Food Science and Technology and its related disciplines. Scholarship and awards programs shall also be developed to recognize promising younger scientists and students.
- B. All proposed programs shall be recommended to the Board of Directors for action. If approved, the Committee shall be responsible for implementing them.
- C. The Awards Committee shall consist of at least four (4) Members in addition to a chair.

Section 2. Chapter Affairs

- A. The Chapter Affairs Committee shall be responsible for the relationships between the SOCIETY and the Chapters. It shall:
 - 1. Review all petitions for establishment of new Chapters and recommend action to the Board of Directors,
 - 2. Assist petitioners in preparing applications materials,
 - 3. Review Chapter Bylaws for conformance to the SOCIETY's requirements,
 - 4. Specify initiation procedures, and implement all Chapter programs specified by the Board of Directors.
- B. To assist Chapters, the Committee shall:
 - 1. Monitor Chapter activities and recommend ways of strengthening and improving their programs,

2. Initiate and suggest specific programs for Chapters to use,
 3. Work with inactive Chapters that may be in danger of losing their charters to revitalize them, and
 4. Work with Chapters whose charters have been withdrawn to help reinstate them.
- C. The Committee shall consist of a chair and not less than three (3) Members. The members preferably should be persons who are or recently have been actively involved in the activities and administration of their Chapter.

Section 3. Constitution and Bylaws

There shall be a Constitution and Bylaws Committee comprising three (3) Members. The committee shall maintain continuing surveillance over the developments of any conflicts between the Constitution and the Bylaws. It shall review and make recommendations to the Board of Directors on all proposed amendments to the Constitution or Bylaws.

Section 4. Finance

- A. The Finance Committee shall be responsible for managing the SOCIETY's finances including preparing and submitting the budget.
- B. The Committee shall consist of the Treasurer, Assistant Treasurer, Executive Director, President, President Elect, plus one member of the Audit Committee and three (3) other people from outside the Board of Directors.

Section 5. Membership Qualifications and Evaluation

- A. The Membership Qualification and Evaluation Committee shall review all membership nominations for compliance with the SOCIETY's requirements and shall recommend qualified candidates to the Board of Directors for induction into Phi Tau Sigma. In those cases where the vote within the Membership Qualifications and Evaluation Committee is not approved by two-thirds (2/3) vote of the Committee members, it shall present the candidate before the Board of Directors for a vote by majority rule. If passed, the new member shall be inducted into Phi Tau Sigma. It shall develop suitable guidelines for acceptance and promotional material to explain or interpret membership qualifications, requirements and obligations.
- B. The Committee also shall assist Chapter Membership Committees in expediting the nomination of new Members (professional or student status at time of nomination) and new Lifetime Members.
- C. The Committee shall consist of not less than three (3) Members, not more than one of whom may be a member of the Board of Directors.

Section 6. Nominations and Elections

- A. The Nominations and Elections Committee shall solicit nominations for President Elect and Directors, screen candidates and obtain written agreements from them to serve if elected, in time to meet the balloting deadlines.
- B. The Committee shall consist of not less than three (3) Members, none of whom can be members of the Board of Directors.

Section 7. Communications

There shall be a Communications Committee of not less than three (3) Members. This committee shall be comprised of 3 subcommittees: Newsletter, Social Media, and Website. In charge of the SOCIETY's Newsletter will be the Newsletter Editor. In charge of Social Media will be the Social Media Specialist. In charge of the Website will be the Webmaster. The work product of this committee shall serve as a source of information about the SOCIETY, its Members, and other news and information related to Food Science and Technology.

Section 8. Program

- A. The Program Committee shall be responsible for identifying and presenting appropriate programs to encourage the long-range professional growth of the SOCIETY. It shall be responsible for all activities at the Annual Meeting of both the SOCIETY and the Institute of Food Technologists, and/or any other association venue, other than the meeting of the Board of Directors. The committee shall be responsible for the virtual awards ceremony as well. The committee may develop or assist in developing programs for smaller groups or members, such as: Chapters, regional meetings, symposia or scientific lectureships.
- B. The Chair of the Program Committee shall be the President-Elect of the SOCIETY. There shall not be less than two (2) additional Members. It may include one or more Members (student status-bearing) concerned with student or Chapter interests.

Section 9. Development

- A. The Development Committee will be responsible to develop and implement strategies and mechanisms to raise long range funding to allow Phi Tau Sigma to be funded in perpetuity.
- B. This committee shall be responsible for reaching out to companies and other potential contributors to find and secure funding for the Contributing Partners program.

Section 10. Audit

- A. The Audit Committee audits, reviews, and reports on the Treasurer's records and administers the Conflict of Interest policy.
- B. The Committee shall consist of not less than five (5) Members, at least one of which serves on both the Finance committee and Audit committee.
- C. The term of the outgoing Chair and Committee members shall extend beyond the fiscal year to the end of the calendar year so as to maintain continuity and allow for preparation and review of closing documents for the existing tax year, resulting in a 4-month period of overlap for new and outgoing members.

Section 11. Phi Tau Sigma – AMSA Research with Impact Scholarship Selection Committee

- A. The Phi Tau Sigma - AMSA Research with Impact Scholarship Selection Committee shall collect and evaluate the nominations for this scholarship, with the cooperation of the American Meat Science Association.
- B. The Committee shall consist of not less than a Chair and at least five (5) additional members, all of which are members of Phi Tau Sigma or AMSA. At least two members shall hold membership in both Phi Tau Sigma and AMSA.

Article XII – Conflicts of Interest

- A. Whenever a Director, Officer and/or Key Person, as defined in the Phi Tau Sigma Conflict of Interest Policy, has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall:
 - 1. Fully disclose the nature of the interest to the Chair of the Audit Committee and
 - 2. Withdraw from discussion, lobbying, and voting on the matter.
- B. Addressing a potential conflict of interest, including any transaction or vote involving a potential conflict of interest shall be conducted in accordance with the Phi Tau Sigma Conflict of Interest Policy guidelines and be approved only when a majority of disinterested Directors determine that it is in the best interest of Phi Tau Sigma to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.
- C. Each Director, Officer or Key Person shall:
 - 1. Annually sign a statement which affirms such person has received a copy of the Conflict of Interest Policy,
 - 2. Has read and understands the policy,
 - 3. Has agreed to comply with the policy, and

4. Understands that Phi Tau Sigma is a charitable entity and in order to maintain its federal tax exemption status, must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article XIII - Chapters

Section 1. Granting of Charters

Whenever ten (10) or more Members of the SOCIETY of a university or geographical area desire to form a Chapter, they must:

1. Prepare a petition signed by at least three (3) of the petitioners,
2. Prepare Bylaws, not in conflict with the Constitution and Bylaws of the SOCIETY, to govern the operations of the Chapter. A model Bylaws shall be available from the Executive Director of the SOCIETY,
3. Prepare a list of all the members desiring to form the Chapter, and
4. A Chapter with less than ten (10) Members shall be given up to three (3) years to increase its membership up to ten (10) Members.

Section 2. Communications

The items in Section 1 above shall be sent to the Executive Director who shall forward them to the Chapters Affairs Committee for review.

Section 3. Approval Process

Upon approval by the Chapter Affairs Committee, the petition for a new Chapter shall be forwarded to the President with the recommendation that the Board of Directors grant a charter. The charter, if granted, shall be signed by the President and Executive Director and presented to the petitioners at the next Annual Meeting of the SOCIETY. However, the Chapter will be authorized to start as soon as approvals are obtained.

Section 4. Membership

Each Chapter Member must be a member in good standing of the SOCIETY.

Section 5. Annual Reports

Each year, before a deadline set by the Chapter Affairs Committee, each Chapter shall provide to the Executive Director a brief annual report of its membership status, summary of activities, and officers for the following year, including the Chapter Councilor. A form for this purpose shall be available on the SOCIETY's web page although Chapters are not obligated to use this form.

Section 6. Dissolution of a Charter

The Board of Directors may revoke the charter of a Chapter that fails to meet the objectives of the SOCIETY or fails to maintain an average of ten (10) Members in good standing for three (3) consecutive years.