

**BYLAWS**  
**Research Chefs Association**  
**As Amended March 2025**

The Research Chefs Association was founded in 1996. It is a non-profit association incorporated in the state of Missouri. All income from dues and other resources is used to further the advancement of the Association, its mission, and objectives.

**ARTICLE I**  
**NAME**

The name of the Association shall be the Research Chefs Association (RCA). It is a non-profit corporation organized under Section 501(c)(6) of the Internal Revenue Code and is incorporated in the State of Missouri.

**ARTICLE II**  
**PURPOSE**

The Research Chefs Association's purpose is to bring together persons engaged in or interested in culinary research and development, food science, food manufacturing, and food service product or service development to:

- A. Provide a forum for the exploration of opportunities and/or challenges of mutual interest
- B. Enhance the professional growth and development of its membership
- C. Promote high standards of professional competence and ethical conduct within its membership
- D. Delineate the essential uniqueness and enhance the recognition of Culinology® as a distinct profession and field of study
- E. Provide meaningful services and educational programs for the welfare and benefit of its members
- F. Keep members informed of culinary and technical developments in all relevant fields of interest
- G. Stimulate interest in culinary research and development, and
- H. Promote Culinology - the blending of culinary arts and the science of food

**ARTICLE III**  
**MEMBERSHIP**

***Section 1: General Membership***

Membership shall be without restriction except as delineated in Article III, Section 2. Membership is conferred upon receipt of a completed membership application and non-refundable dues payment.

Members will be entitled to all privileges of the class of membership to which they belong and will be expected, in return, to conduct themselves professionally and in accordance with the Bylaws, policies, and other applicable regulations of the Association. With the exception of Student members, all classifications hold voting privileges at General and Special Meetings of the membership.

## ***Section 2: Classifications***

When joining RCA, individuals self-select the appropriate classification.

- A. *Culinologist Member*. Individuals recognized professionally as chefs, food scientists, or product developers, or otherwise employed in any culinary arts or food science role in any sector of the food and beverage industry
- B. *Associate Member*. Individuals employed in supporting fields, such as sales, marketing, manufacturing, supplying, distributing, packing, or recruiting
- C. *Student Member*. Individuals enrolled at an undergraduate or graduate level in a food-related field of study, such as Culinology, culinary arts, food science, or food chemistry

## ***Section 3: Term of Membership***

The standard term of membership is 12 months from the member's join or renewal date.

## ***Section 4: Termination of Membership***

Membership in the Association may be terminated by:

- A. Nonpayment of membership dues by the applicable due date.
- B. Written resignation by the member, submitted to RCA Headquarters.
- C. Failure to qualify for the classification of membership, such as graduation and/or acceptance of employment by a Student member, or
- D. Expulsion, due to actions of the member deemed harmful to the Association by a majority vote of the Board.

## ***Section 5: Reinstatement of Membership***

Terminated members may be reinstated as follows:

- A. If the member was terminated due to resignation, nonpayment, or failure to qualify, the member may rejoin upon qualification and payment of dues for the appropriate membership classification.
- B. If the member was expelled, the member may rejoin only upon approval by majority vote of the Board, based on actions and commitment by the terminated member.

# **ARTICLE IV FISCAL YEAR AND DUES**

## ***Section 1: Fiscal Year***

The fiscal year shall be determined by the Board of Directors.

## ***Section 2: Dues***

The annual dues of all members of the Association shall be such amounts and payable on such terms as are provided by the Board of Directors from time to time.

# **ARTICLE V DIRECTORS AND OFFICERS**

## ***Section 1: Board of Directors***

The Association shall be governed by an elected Board of Directors with all powers and authority necessary to oversee the affairs of RCA, establish the Association's strategic goals and policies, and perform other duties outlined in the Board's performance agreement. Each voting member is required to actively serve on at least one committee.

**Section 2: Elections**

Board members are elected by the voting membership, as described in Article VII, using the procedures adopted by the Board of Directors.

**Section 3: Meetings**

The Board shall meet at least three times annually. Failure to attend at least two meetings annually may result in removal, at the discretion of the Board. Notification shall be provided at least 30 days in advance for in-person meetings and five business days in advance for virtual meetings.

**Section 4: Quorum and Voting**

A simple majority of the voting members of the Board present (in person or by virtual means) at a meeting shall constitute a quorum. Decisions shall require a simple majority of the voting members present and voting.

**Section 5: Composition**

The Board shall consist of not less than 14 nor more than 16 voting members. At least half of the voting members of the Board shall be chefs from the Culinologist classification, with the remaining members elected from membership categories with voting privileges. In the event that there are 15 Directors on the Board, chef members shall have at least eight (8) seats.

**Section 6: Nonvoting Advisors**

Qualified individuals (members or nonmembers) may serve as nonvoting advisors to the Board. Advisors are nominated by the President and approved by the Board and may serve up to three consecutive two-year terms. The Board determines the titles assigned to advisors and specifics of their roles. Attendance of nonvoting advisors does not count toward a quorum for voting purposes.

**Section 7: Limitations**

The number of Board members employed by the same company is limited to one. In case of a company merger or other event whereby the number of directors from the same company exceeds one, additional Board member(s) from the same corporate entity would be allowed to complete their terms but would not be considered for reelection until/unless Board composition changes, bringing the company representation limit into compliance with the Bylaws.

**Section 8: Officers**

Officers are elected by and from the sitting Board of Directors in accordance with policies and procedures established by the Board.

- A. *President.* Chief spokesperson for the Association, the President shall preside at all meetings of the Association and the Board. He/she shall establish and appoint all committees not otherwise provided for. The President shall perform or assign all functions or duties not invested in the Board or other Officers of the Association. He/she shall acknowledge and follow the duties of office as outlined by the Bylaws and the Board.
- B. *Vice President.* The Vice President shall assume the duties of the President in the temporary absence or disability of the President. The Vice President shall acknowledge and follow the duties of office as outlined by the Bylaws and the Board and may be asked to perform such other duties as may be designated by the President.
- C. *Treasurer.* As the custodian of the Association's funds, the Treasurer shall oversee the financial affairs of the Association

- D. *Secretary*. The Secretary shall oversee the official records of the Association and is responsible for keeping a permanent record of correspondence of and relating to the Association.
- E. *Immediate Past President*. The role of the Immediate Past President is to provide guidance to the Board and perform other duties assigned by the President. The Immediate Past President shall vote only when necessary to break a tie.

### ***Section 9: Executive Director***

The Executive Director shall perform duties as the Board of Directors may direct. Except for the core duties of the President and the Treasurer, the President may delegate any portion of the Officers' duties to the Executive Director or an appropriately bonded manager, subject to the approval of the Board. The Executive Director reports to the President of the organization and is responsible to the Board. The Executive Director is a hired position. Members do not vote for the Executive Director.

### ***Section 10: Executive Committee***

The Executive Committee is comprised of the Officers, Executive Director, and any non-voting advisors invited by the President. The President shall serve as the chair of the Executive Committee.

The role of the Executive Committee is to assist with the Board's decisions and process, and to provide advice and guidance to the President. Specific roles include but are not limited to:

- A. Reviewing issues facing the Association to determine which matters require Board review
- B. Providing recommendations on topics for vote at upcoming Board meetings
- C. Providing oversight of ad-hoc committees to facilitate decisions on behalf of the Board
- D. Developing and recommending to the Board any bylaw and policy revisions and amendments
- E. Making decisions on behalf of the Board during intervals between Board meetings, except as limited by law.

### ***Section 11: Terms and Term Limitations***

- A. Board terms are two years. Terms begin at the conclusion of the spring Board meeting and end at the conclusion of the spring Board meeting two years later.
- B. Officer terms are one year. Terms begin at the conclusion of the spring Board Meeting and end at the conclusion of the spring Board meeting one year later.
- C. No Director may serve more than three consecutive terms on the Board and no Officer may serve more than two consecutive terms in the same office. Fulfillment of partial terms shall not be counted toward term limits.

### ***Section 12: Resignation and Removal***

- A. *Resignation*. Any Director or Officer may resign from the Board through written notice to the President, Secretary, or Executive Director.
- B. *Removal*. Any Director or Officer who fails to live up to his/her responsibilities or violates RCA policies and requirements, in the judgement of the Board of Directors, may be removed as through a majority vote of the Board.

### ***Section 13: Vacancies***

In the case of a midterm vacancy due to resignation or removal, the following shall apply:

- A. *Directors*. The President shall nominate and the Board shall vote to confirm a qualified RCA member to fulfill the remainder of an unexpired term.
- B. *President*. The Vice President shall immediately and automatically succeed to the office to fulfill the remainder of the term. If the Vice President is unwilling or unable to serve, the Board shall

seek nominations from within the current Officers or Directors and shall vote to confirm a candidate to fulfill the remainder of the unexpired term. In such case, the requirement to serve a previous full term as an Officer may be waived.

- C. *Other Officers.* The President shall seek nominations from within the current Board and the Board shall vote to confirm a candidate to fulfill the remainder of the unexpired term. In such case, the requirement to serve a previous full term as a Director may be waived. If less than half of the term remains, the Board may choose to leave the office vacant or to fill it by temporary appointment.
- D. *Immediate Past President.* The position may be offered to the next most recent former Past President or allowed to remain vacant, at the Board's discretion.

## **ARTICLE VI MEETINGS OF THE MEMBERS**

### ***Section 1: General Meetings***

General Meetings of the members (Annual Business Meetings) shall be held annually in conjunction with the Annual Conference or by virtual means. Notification in a fair and reasonable manner shall be provided to members no fewer than 10, or if notice is mailed by other than first-class or registered mail, 30, nor more than 60 days prior to the meeting. Such notices shall include the place, date and time and a description of any matter or matters that must be approved by the members.

### ***Section 2: Special Meetings***

Special Meetings of the members may be convened by the President, or upon written request of a majority of voting Board members, and may be held in-person or by virtual means. Notification shall be provided to members no fewer than 10, or if notice is mailed by other than first-class or registered mail, 30, nor more than 60 days prior to the meeting, stating the place, date and time and purpose of the meeting.

## **ARTICLE VII QUORUM AND VOTING**

### ***Section 1: In-Person Voting***

A minimum of 40 voting members present at a General or Special Meeting of the members shall constitute a quorum. Decisions require a simple majority of the voting members present and voting.

### ***Section 2: Electronic Voting***

A minimum of 40 responses from voting members shall constitute a quorum for email/online voting. Decisions require a simple majority of the voting members responding.

## **ARTICLE VIII INDEMNIFICATION**

The Association shall indemnify to the extent allowed by the laws of the state of Missouri, any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that the person is or was a Director or Officer. The person to be indemnified must have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its Directors, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

**ARTICLE IX  
AMENDMENTS TO THE BYLAWS**

***Section 1: Submission of Amendments***

The Board on its own initiative may propose amendments to the bylaws. Any 10 members in good standing may petition the Board for consideration of an amendment.

***Section 2: Adoption of Amendments***

Proposed bylaws amendments shall be sent via email to the entire membership at least 30 days prior to a vote. Members shall vote as described in Article VII, Section 2.

Bylaws amended:

March 2025 , March 2018, October 2006, March 1998