



Les Marmitons of New Jersey

Chapter Bylaws

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Article 1

These bylaws apply to the chapter of *Les Marmitons International* known as Les Marmitons of New Jersey.

Article 2 Purpose

Les Marmitons of New Jersey is a non-profit gastronomic and social club (chapter) of gentlemen who share a common interest in fine food, wine and the culinary arts, and friendship through gastronomy. Through regular gatherings, members and guests gain knowledge and experience in the preparation and presentation of various fine cuisines under the direction of specially selected professional chefs. Les Marmitons of New Jersey may also conduct charitable fund raising activities to benefit culinary arts students and education, or other charitable causes.

The cornerstone activity of the chapter is the conduct of monthly cooking and dining events for members and their guests under the tutelage of professional chefs. The chapter will normally conduct at least eight of these dinners between September and May of each year.

Article 3 This section was left blank intentionally.

Article 4 Relationship to Les Marmitons International

Les Marmitons of New Jersey is a chapter of Les Marmitons International, Inc. The chapter will pay dues to Les Marmitons International and will support Les Marmitons International and its activities in accordance with the current Bylaws and Policies of that organization.

Representatives of the chapter will attend and vote in Les Marmitons International meetings in accordance with the bylaws of that organization. Chapter representatives to international meetings will vote in accordance with directions provided by the chapter Executive Board; to the extent such directions are provided.

Article 5 Members

Section 1 Membership Requirements. Membership in this organization shall be open to individuals who:

- Are adult males;
- Express a desire to learn and participate in culinary arts and gastronomy;
- Agree to abide by the Code of Conduct for Les Marmitons of New Jersey;
- Complete a membership application and sign a “Hold Harmless” agreement;
- Are accepted for membership by the Les Marmitons of New Jersey Executive Board;
- Pay dues and other member fees established by the Board; and
- Participate in chapter activities consistent with chapter policy.

Section 2 Admission of New Members. The Executive Board shall establish procedures for the admission of members. Prospective members shall be invited to participate as guests in chapter events. When ready, the Executive Board will vote to approve or disapprove membership. If approved, the prospective member will be offered membership. Upon payment of the prescribed membership fees, he will be inducted as a Marmiton and an individual member of Les Marmitons International. If disapproved, the prospective member will be so notified.

Section 3 Involuntary Termination of Membership. The Executive Board may terminate the membership of any chapter member for failure to pay dues or other member fees or for violations of the Code of Conduct. Terminated members will be excluded from all chapter activities.

Section 4 Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation does not relieve the resigning member of the obligation to pay any dues, assessments or other charges accrued and unpaid, nor will he receive any refund of dues already paid for the year in which he chooses to resign his membership.

Section 5 Reinstatement. On written request signed by a former member and filed with the Secretary, the Executive Board, by a majority vote, may reinstate the former member to active membership on such terms as the Board deems appropriate. Such terms will normally require the member to pay all prior financial obligations to the chapter in full. Members in good standing who leave the chapter voluntarily will normally be reinstated upon payment of their current annual dues. Such former members will also normally be favorably recommended to other chapters they request to join.

Article 6 Executive Board

Section 1 Powers. The affairs and business of the chapter shall be controlled and managed by an Executive Board. The Board may exercise all powers of the chapter and do all lawful acts that are not reserved for the members of the chapter by statute, the Articles of Incorporation, or these Bylaws.

Section 2 Membership. The Executive Board (Board) shall be composed of the chapter officers. At a minimum, the three Executive Officers, which are the President, Secretary, and Treasurer, shall serve as the Board. The Vice-President (if any) shall also serve as an Executive Officer and Board member. The Board may consist of as many as nine officers. The immediate Past President should normally serve on the Board for the first year after his term as President, to facilitate and enhance the transition to new leadership.

Section 3 Appointment of Officers. Officers will normally be appointed from among the members in good standing by the sitting chapter President, with advice and consent from the other members of the Board. Officers, including the President, may also be appointed by majority vote of the Board at any time. Appointments will become effective on the date agreed by the President (or the Board) and the appointee.

Section 4 Terms of Officers. Officers could serve for as long as they feel they could serve the chapter effectively, but should normally serve for at least three (3) years. Shorter or longer terms may be agreed to achieve rotation of leadership over time or to accommodate the individual needs of officers. Any officer may be removed at any time, with or without cause, by majority vote of a membership quorum at a chapter meeting or by a majority vote of the Board.

Section 5 Board Meetings. Meetings of the Board shall be held at times and places determined by the Board. The President, the Vice-President (if any), or the Secretary should chair Board meetings, in that order of precedence. The presence in person of a majority of Board Members, including half of the Executive Officers, is required for the transaction of business at any meeting of the Board.

Section 6 Actions without Meetings. The Board may act upon any specific question, without a meeting, by a majority vote taken by mail, email, or telephone, and confirmed in writing to the full Board.

Article 7 Chapter Meetings

Section 1 Annual Business Meeting An annual business meeting of chapter members shall normally be held once each year, normally at the dinner event at the beginning (or end) of the chapter cooking season. If any annual meeting is not held at the designated time and place, it shall be held as promptly as practicable thereafter at a time determined by the Board.

Section 2 Special Meeting Special meetings of the members may be called by the Board, by the President, or by written petition of not less than twenty-five percent of the members in good standing. Business transacted at such meeting shall be confined to the subject matter stated in the notice of said meeting.

Section 3 Notice of Meetings Written notice stating the time, place, and date of any chapter meeting, and the purpose or purposes for which the meeting is called, shall be delivered to each member, by the Secretary of the chapter, not less than 10 nor more than 30 days before the date of the meeting. If sent electronically, such notice shall be deemed to have been delivered when sent to the email address provided by the member as it appears in the current listing of chapter members. When a meeting is adjourned to another time or place, the chapter may transact any business at the subsequent meeting that might have been transacted at the adjourned meeting. Advance notice of the subsequent meeting is not required unless the adjournment is for more than 30 days or a new date, time or place is designated after adjournment. In either of those cases, notice of the subsequent meeting shall be given to each member of record.

Section 4 Quorum At least fifty percent of the total number of members in good standing present in person or by proxy shall constitute a quorum at any meeting of members.

Section 5 Proxies At all chapter meetings, members may vote by proxy. Proxy voting instructions must be written, signed and submitted to the Secretary not less than one hour

prior to the scheduled start of the meeting. The Secretary shall cast the proxy votes as directed by the member. An email to the Secretary is also acceptable.

Section 6 Voting At any chapter meeting, the normal voting practice shall be by show of hands. Written voting by secret ballot may be used if called for by a majority of voting members present. Any action that is proper for a special meeting may be conducted by written ballot in lieu of a meeting.

Section 7 Rules Subject to these Bylaws, Robert's Rules of Order, Newly Revised, shall govern chapter meetings.

Section 8 Presiding Officer At all chapter meetings, the President shall be the presiding officer. If the President is unable or unavailable to preside, the Vice-President or Secretary shall preside, in that order of precedence.

Article 8 Duties of Officers

The President shall be the chief executive officer of the chapter. Subject to the authority of the Board, he shall be responsible for overall supervision and direction of the business and affairs of the chapter. His responsibilities shall include the following specific duties:

- Preside at all meetings of the membership
- Serve as chairman of the Board
- Appoint all committees, temporary or permanent
- See that all books, reports and certificates required by law are kept or filed
- Be authorized to sign the drafts or checks of the chapter
- If possible, represent the chapter at the spring and fall meetings of the members of Les Marmitons International
- Present an Annual Report to the members on the work and status of the chapter, including chapter finances
- Provide an annual summary of chapter finances to LMI after the end of each fiscal year
- Have such additional powers as may be assigned by the Board.

The Vice-President (if any) shall, in the event of the absence or inability of the President to exercise his office, become the acting President with all the rights, privileges and powers of the duly elected President. He may be authorized to sign the checks and drafts of the chapter. He may be assigned additional duties as determined by the Board.

The Secretary shall keep the minutes and records of the chapter in appropriate books. He shall maintain the official list of members and their contact information and provide this information to Les Marmitons International upon request. It shall be his duty to file any certificate required by any statute, federal, provincial or state. He shall give and serve all notices to members of this chapter. He shall be the official custodian of the records and seal of the chapter. He shall ensure that any communications addressed to

him as Secretary of the chapter are presented to the members or to the Board, as appropriate. He shall exercise any additional duties assigned by the Board.

The Treasurer shall properly control the financial assets of the chapter, including maintaining auditable records of the financial condition and financial transactions of the chapter. He shall maintain one or more accounts in the name of the chapter in a federally approved business bank or trust company, and shall use these accounts as a depository for funds received by the chapter and for disbursements from chapter funds. The Board may direct the Treasurer to invest funds in such investments as shall be legal for a non-profit corporation in this state. He shall be authorized to sign checks or money drafts of the organization. He shall provide the Board a written account of the finances of the organization at such intervals as the Board shall determine. These financial reports shall become part of the appropriate meeting minutes of the Board. He shall exercise such additional duties as the Board may assign him.

Article 9 Execution of Documents Contracts, obligations, assignments and other instruments in writing requiring execution by the chapter may be signed, and the corporate seal (if any) affixed, by any one of the President, Vice-President (if any), Secretary, or Treasurer. In addition, the Board may, from time to time, authorize other persons to sign or execute specific documents or classes of documents on behalf of the chapter.

Article 10 Financial Viability The chapter shall not operate at a deficit. Any borrowing or debt obligation must be approved in advance by the Board. Any expenditure of over \$1,000 must be approved in advance by the Board.

Article 11 Compensation No officer or member shall be entitled to receive any salary or compensation for his service as an officer. However, any officer or member may be reimbursed for reasonable out-of-pocket expenses incurred on behalf of the chapter as an officer or member of the chapter.

Article 12 This section was left blank intentionally.

Article 13 Annual Dues The chapter shall charge annual membership dues. The amount of annual dues shall be determined by the Board from time to time and shall be payable by November 1 of each year.

Article 14 Amendments These Bylaws may be altered, amended, or repealed by vote of two-thirds of the members of this chapter present or represented by proxy at any Annual Meeting or at any special meeting of the members of the chapter; provided that notice of the proposed amendment or amendments shall have been set forth in the notice of the meeting. These Bylaws may also be altered, amended, or repealed by a two-thirds majority vote of the members of the Board of Directors. In addition, a copy of these bylaws and any changes to them shall be provided to the Board of Directors of Les Marmitons International through the President of LMI.

Article 15 Fiscal Year of Operations The fiscal year for the chapter shall begin on the first day of September of each year and end on the last day of June of the subsequent year.

Article 16 Dissolution or Sale of Assets A two-thirds vote of the membership shall be required to sell or mortgage non-monetary assets of the chapter valued at more than \$5,000 or to dissolve the chapter. Upon dissolution of the chapter, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be donated to worthy culinary arts students or educational programs qualified for charitable contributions. No part of the net assets or net earnings of the chapter shall inure to the benefit of or be paid or distributed to an officer, director, member, employee or donor of the organization.

Article 17 Liability and Indemnification of Officers, Directors and Committee Members To the fullest extent permitted by the laws of the State of New Jersey, the Club shall indemnify any person or such person's estate or legal representation made or threatened to be made a part to any action or proceeding, whether civil or criminal, by reason of the fact that such person, or such person's testator or intestate, is or was a Director or Officer of the Club against judgements, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with, or as a result of, such action or proceeding, or any appear therein.