

Constitution of Phi Tau Sigma Honorary Society, Inc.

Updated as of April 2, 2022

Article I - Name and Purposes

Section 1. Name

The name of this Society shall be PHI TAU SIGMA HONORARY SOCIETY, INC., hereinafter known as the SOCIETY.

Section 2. Purposes

The purposes of the SOCIETY are:

- A. To recognize and honor the professional achievements of food scientists and technologists, especially students,
- B. To encourage the application of fundamental scientific principles to food science and technology,
- C. To stimulate and foster the exchange of scientific knowledge through meetings, lectures, electronic means, publications and other communication tools, and
- D. To promote leadership in science, service, education and social programs for the SOCIETY membership.

Article II - Membership

Section 1. Classes of Members

The SOCIETY shall consist of Members, Lifetime Members, and Emeritus Members.

Section 2. Definition of Classes

A. Member

A Member shall be a person who has demonstrated noteworthy achievements in Food Science and Technology professionally, or as an undergraduate student or graduate student in an accredited educational institution that has met the SOCIETY's eligibility requirements.

B. Emeritus Member

An Emeritus Member shall be a member who has reached the age of sixty-five years and who has been a member in good standing for at least ten (10) years and who applies to the Executive Director for this change in status.

C. Lifetime Member

A Lifetime Member shall be a member in good standing who has paid the Lifetime Member dues.

Section 3. Eligibility

Eligibility for membership shall not be restricted by gender, gender orientation, disability, age, race, religion, color, creed, ethnicity, citizenship, national origin, or country of residence.

Section 4. Privileges

- A. Members, Lifetime Members, and Emeritus Members in good standing shall enjoy all privileges ascribed to any class of members, including but not restricted to serving on SOCIETY committees, holding office, receiving the SOCIETY'S mailings and voting in all elections.
- B. All Members shall have those privileges ascribed to membership in the Constitution and Bylaws.

Article III - Board of Directors

Section 1. Composition

There shall be a Board of Directors comprised of the Executive Committee (President, President-Elect, the immediate Past-President, Executive Director, Assistant Executive Director, Treasurer, Assistant Treasurer) and twelve (12) Directors. The President, or in his/her absence, the President-Elect shall preside at meetings of the Board of Directors. The Assistant Treasurer and Assistant Executive Director shall be non-voting members of the Executive Committee and Board of Directors.

Section 2. Duties

The Board of Directors shall have the responsibility for administering all the affairs of the SOCIETY including, but not limited to, being the legal representative of the SOCIETY, holding all property and funds of the SOCIETY, establishing an annual budget, recommending the annual dues to be paid by each class of members, and approving the establishment of new Chapters.

Section 3. Meetings

The Board of Directors shall hold conference calls during the year and meet during the Annual Meeting of the SOCIETY. Between Annual Meetings, business may also be transacted using any acceptable communications system approved by the Board of Directors. Other special meetings

may be called upon agreement of the President or President-Elect and at least two (2) of the Directors.

Section 4. Quorum

A quorum shall consist of six (6) members, of which at least two (2) must be Executive Committee members.

Section 5. Terms of Office

- A. The terms of the President and President-Elect shall be for one year from September 1 until August 31 of the next year or until their successors have qualified. At the end of the President-Elect's term, the President-Elect shall succeed automatically to the Office of President for one year; and the President shall succeed automatically to the Office of Past President for one year.
- B. The terms of the Directors shall be three (3) years, staggered such that only four (4) Directors are elected each year from September 1 until August 31 of the subsequent third year. Directors may be re-elected.
- C. The Executive Director, Assistant Executive Director, Treasurer, and Assistant Treasurer shall be appointed by the Board of Directors for a term of three years from September 1 until August 31 of the subsequent third year. The appointment may be renewed for an unlimited number of times by the Board of Directors. The Executive Director, Assistant Executive Director, Treasurer, and Assistant Treasurer must each be a member in good standing of Phi Tau Sigma.

Section 6. Vacancies

- A. In the event of a vacancy in the Office of President, the President-Elect shall succeed immediately to that Office and serve until the end of what would have been the normal term as President.
- B. In the event of a vacancy in the Office of President-Elect, the Board of Directors shall appoint an interim Program Chair from among the Directors to serve through to the next Annual Meeting.
- C. Vacancies in the offices of Executive Director, Treasurer or Directors shall be filled by the Board of Directors from among the Directors unless there is an Assistant Executive Director or Assistant Treasurer, who has been specifically trained by the Executive Director or Treasurer, respectively and can not only assist, but take over the respective position and has been previously accepted by the Board of Directors. Replacement Directors shall only

serve until the next annual election. A replacement Executive Director or Treasurer shall only serve until an Executive Director or Treasurer is appointed by the Board of Directors.

Article V - Leadership Council

Section 1. Composition

There shall be a Leadership Council comprised of one (1) Leadership Councilor elected or appointed by each Chapter and the Membership of the Board of Directors including Directors. It shall have the duties and responsibilities as specified in the Bylaws.

Section 2. Representation

The Chapter Leadership Councilors shall be elected or appointed in a manner specified by each Chapter in its Bylaws.

Section 3. Role

The Leadership Council shall meet annually with the Board of Directors, as non-voting observers with the privilege of the floor, and in addition to providing advice and guidance to the Board of Directors, shall also serve as communication liaison between the Society and their respective Chapters.

Article VI - Meetings

Section 1. Annual Meeting

The Annual Meetings of the SOCIETY and the Board of Directors normally shall be held at the same time and location as the Annual Meeting of the Institute of Food Technologists.

Article VII - Committees

Section 1. Committees

The standing Committees of the SOCIETY shall include, but are not limited to Awards, Chapter Affairs, Constitution and Bylaws, Finance, Membership Qualifications and Evaluation, Communications, Nominations and Elections, and Program.

The Board of Directors at any time may authorize additional or *ad hoc* committees.

Section 2. Committee Appointments

The President, with the concurrence of the Board of Directors, shall appoint annually the members of all committees and designate the chair of each.

Article VIII - Chapters

Section 1. Purpose

To promote the programs and objectives of the SOCIETY and to better serve the members at the local level. Chapters may be formed at accredited educational institutions or in a geographic area encompassing a group of SOCIETY members as specified in the Bylaws.

Section 2. New Chapters

New Chapters shall be approved and chartered by the Board of Directors.

Section 3. Representation

Each Chapter shall select one (1) Member to serve on the SOCIETY'S Leadership Council.

Article IX - Financial

Section 1. Dues

Members shall pay annual dues and other fees and charges as established by the Board of Directors in the Bylaws. Dues shall be payable at the beginning of each administrative year.

Section 2. Administration

The administrative and fiscal (financial) year of the SOCIETY shall be from September 1 to August 31 of the next year.

Article X - Amendments

Section 1. Proposals

Amendments, not in conflict with the Articles of Incorporation or the Laws of the Commonwealth of Massachusetts, may be proposed by any three (3) members of the Board of Directors or by petition signed by at least ten (10) Leadership Council members or twenty (20) Members, of which not more than ten (10) shall be from the same Chapter.

Section 2. Approval

If a proposed amendment after discussion by the Leadership Council is approved by a majority vote of the Board of Directors present and voting, it shall be submitted by a special mailing which includes any regularly available communications system as a ballot for approval by the

voting membership. If two-thirds (2/3) of the membership voting approve, the amendment shall become effective at once unless otherwise specified.

Article XI - Bylaws

Section 1. Bylaws

To clarify and better define the SOCIETY'S administrative procedures, the Board of Directors may adopt Bylaws, not in conflict with the Constitution.

Section 2. Amendments to Bylaws

- A. Amendments to the Bylaws may be proposed by any Board of Directors member, by any Standing Committee, or by a petition signed by five (5) members of the Leadership Council or ten (10) individuals of the voting membership of the SOCIETY.
- B. Such amendments must be proposed in writing to the Executive Director not less than sixty (60) days before the Annual Meeting.

Section 3. Approval

Proposed amendments to the Bylaws shall become effective following discussion by the Leadership Council and immediately upon adoption by a two-thirds (2/3) majority vote of the Board of Directors.

Article XII – Parliamentary Authority

The latest edition of Robert's Rules of Order shall serve as the Parliamentary Authority in the absence of specific Constitutional or Bylaw requirements.

Article XIII - Dissolution

Section 1. Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to a Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

Article XIV – Corporate Requirements

Section 1. Corporate Requirements

The SOCIETY is incorporated under the Laws of the Commonwealth of Massachusetts. The headquarters office of the SOCIETY shall be the Office of the Executive Director. The President, President-Elect, and the Executive Director of the SOCIETY shall be the President, Vice-President and Executive Director, respectively, of the corporation. The Board of Directors of the SOCIETY shall also be the Board of Directors of the corporation. The registered agent, i.e., the official receiver of legal documents, of the corporation shall be located at the Office of the Executive Director or as designated by the Board of Directors.

Section 2. Additional Corporate Requirements

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried out by an organization exempt from the Federal income tax laws under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.