

ACF BLACK HILLS CHAPTER OF PROFESSIONAL CHEFS, INC.

BYLAWS

2026 Revision

ARTICLE I

NAME

Section 1. Name

The name of this organization shall be the **ACF Black Hills Chapter of Professional Chefs, Inc.**, hereinafter referred to as the “Chapter.”

Section 2. Affiliation

The Chapter shall operate as a chartered chapter of the American Culinary Federation (ACF) and shall comply with all applicable ACF policies, standards, and requirements.

ARTICLE II

PURPOSE

The purpose of the Chapter shall be to:

1. Promote the culinary profession within the Black Hills region and throughout South Dakota.
 2. Support the mission and objectives of the American Culinary Federation.
 3. Encourage professional development, certification, and continuing education.
 4. Promote mentorship and leadership opportunities for culinary professionals and students.
 5. Provide scholarship opportunities for culinary students.
 6. Foster fellowship, networking, and cooperation among culinary professionals.
 7. Support community service, charitable activities, culinary competitions, and educational programs.
 8. Encourage the highest standards of professionalism, ethics, sanitation, and culinary excellence.
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ARTICLE III

MEMBERSHIP

Section 1. Membership Classifications

Membership eligibility is set forth in the ACF Nation Bylaws Article II

Professional Member

A Professional Member is an individual fully committed to the culinary profession, working as a chef, kitchen manager, cook, baker or related role within the hospitality or allied industries.

Property Membership

Designed for companies enrolling multiple employees. Each employee may join a local chapter or become a national member, promoting organizational engagement,

Associate Member

An Associate Member is an individual under 25 years old with employment in the culinary profession or a related field, or a student or apprentice enrolled in an ACF-accredited program regardless of age.

Vendor Member

A Vendor Member is an individual representing a business providing goods or services to the culinary industry.

Gastronomy Member

A Gastronomy Member is an individual not employed in the culinary field but possessing a deep passion for the culinary and hospitality industry.

Military

ACF offers military personnel the benefits of ACF membership at discounted rate, recognizing their service and contribution to the culinary field.

Section 2. Good Standing

A member in good standing shall be a member whose dues and obligations to the American Culinary Federation are current.

Section 3. Dues

Membership dues shall be determined on an annual basis by the Board of Directors and reflect the current structure set by the National Office. The Secretary shall post any and all changes to the chapter page on the National website and the chapter website if appropriate.

Section 4. Rights and Privileges

Only Active members in good standing shall have voting privileges and be eligible to hold national office. All classifications of membership, except Associate shall have one vote in chapter elections. Associate members shall have ½ vote.

Only Professional members may hold Board of Directors elected offices. All other members may serve on a committee, including committee chair. Should an Associate member choose to run for elected office, they must upgrade their membership prior to assuming office.

Voting rights, eligibility to hold office, and other membership privileges on the national level shall be determined by the member's classification as established by the American Culinary Federation.

Section 5. Suspension of Membership

Membership may be suspended when dues are more than two months in arrears or for reasons permitted under ACF policies.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. Annual Meeting

An annual meeting of the membership shall be held each year at a date and location determined by the Board of Directors.

Section 2. Regular Meetings

Regular membership meetings shall be held at times and locations established by the Board of Directors.

Section 3. Special Meetings

Special meetings of the entire membership may be called by:

- a. The President;
- b. A majority vote of the Board of Directors; or
- c. Written request of ten percent (10%) of full voting members.

Section 4. Electronic Meetings

Meetings may be conducted in person, virtually, or through a hybrid format utilizing approved electronic communication platforms.

Section 5. Notice

Notice of meetings shall be provided to members at least seven (7) days prior to the meeting by mail, electronic mail, website posting, or other approved communication methods.

Section 6. Quorum

A quorum shall consist of ten (10) voting members or twenty percent (20%) of the full voting membership, whichever is less. (do we want to include at least 2 elected officers?)

ARTICLE V

BOARD OF DIRECTORS

Section 1. Authority

The Board of Directors (Board) shall have general supervision and control over the affairs, property, finances, and activities of the Chapter.

Section 2. Composition

The Board of Directors shall consist of: The Executive Board which includes the following elected officers • President • Vice President • Secretary • Treasurer • Immediate Past President and all Standing Committee Chairs.

Section 3. Immediate Past President (IPP)

Immediately, upon leaving the office of President, they shall assume the office of Immediate Past President of the Board of Directors until the next change of Presidents. They shall preside at any and all meetings which the President is unable to attend or is indisposed. Shall serve in place of any officer who is unable to attend or is indisposed.

Section 3. Terms of Office

Elected officers shall serve two-year terms and may be re-elected twice in the same position. Should the nominating committee fail to find a qualified candidate to run, the current officer may continue to run and serve. Standing committee chairs shall follow the same timeline except that they are appointed, not elected.

Section 4. Vacancies

Provisions for filling any vacancies occurring between elections shall be set by the Board and published in the chapter Policy and Procedure manual.

Section 5. Board Meetings

The Board shall meet at least quarterly or as necessary to conduct the business of the Chapter. These meetings shall be open to all members for observation only, unless the presiding officer opens the floor for input.

Section 6. Board Quorum

A simple majority of the Board shall constitute a quorum.

ARTICLE VI

OFFICERS

Section 1. Officers

The elected officers of the Chapter shall be:

• President • Vice President • Secretary • Treasurer

Section 2. President

The President shall:

- a. Serve as Chief Executive Officer of the Chapter.
- b. Preside at all meetings.
- c. Appoint committee chairpersons and members.
- d. Represent the Chapter at ACF functions whenever practical.
- e. Ensure implementation of Board actions.
- f. Serve as an ex-officio member of all committees.

Section 3. Vice President

The Vice President shall:

- a. Assist the President.
- b. Act in the President's absence when designated.
- c. Promote membership and chapter activities within the community.
- d. Serve on at least one standing committee.
- e. Perform duties assigned by the President or Board.

Section 4. Secretary

The Secretary shall:

- a. Attend all membership and Board meetings.
- b. Record and maintain accurate minutes of all chapter and Board meetings.
- c. Maintain the official records of the Chapter.
- d. Maintain current officer and committee rosters.
- e. Provide required notices for meetings and elections.
- f. Notify the American Culinary Federation of officer changes and other information required by ACF.
- g. Sign any official documents required by government authority or ACF National requirements.
- h. Maintain custody of all corporate records and documents not otherwise assigned.
- i. The Secretary shall perform such additional duties as may be assigned by the President or Board.

Section 5. Treasurer

The Treasurer shall:

- a. Be authorized to make disbursements approved by the Board and shall be a signatory on Chapter accounts.
- b. Receive and safeguard all Chapter funds.
- c. Maintain accurate financial records.
- d. Deposit all Chapter funds in financial institutions approved by the Board.
- e. Present financial reports at regular meetings and whenever requested by the Board.
- f. Prepare financial information for annual review.
- g. Maintain records in accordance with accepted accounting practices.

Section 6. Records

All financial records shall remain the property of the Chapter and shall be transferred promptly upon expiration of office.

ARTICLE VII

ELECTIONS

Section 1. Election Cycle

Officers shall be elected every two (2) years in an odd numbered year, at the Annual Membership Meeting, by the qualified voting membership.

Section 2. Nominating Committee

The President shall appoint a Nominating Committee, subject to Board approval, at least sixty (60) days prior to the election.

Section 3. Nominations

Thirty days prior to the election, the Nominating Committee shall present a slate of candidates. Additional nominations may be made from the floor or by written petition submitted prior to the election. All candidates must meet all qualifications and have given their witnessed consent to be nominated.

Section 4. Voting

Voting may occur in person, electronically, by approved ballot, or by proxy as authorized under these bylaws.

Section 5. Installation

Newly elected officers shall assume office at the first regular meeting following the election unless otherwise determined by the Board.

ARTICLE VIII

COMMITTEES

Section 1. Standing Committees

The following standing committees shall be a part of the Board of Directors.

- Membership
- Education / Scholarship
- Certification
- Events and Competitions
- Webmaster (Communications and Public Relations)
- Sargent of Arms (protocol and decorum and attendance)

The Board at its discretion may decide to go with fewer standing committees if warranted. At least two (2) committees must be filled, and duties may be combined and any member except the President, may chair more than one committee.

Section 2. Special Committees

The President may establish special ad-hoc committees as needed to carry out Chapter objectives, i.e. Nominating * By-Laws Review *Financial Review.

Section 3. Committee Reports

Committee chairs shall provide reports to the Board and membership as requested.

Section 4. Committee Authority

Committees may make recommendations to the Board but may not obligate the Chapter financially unless specifically authorized.

The specific duties, makeup and fiscal responsibility of all committees shall be established in the Chapter Policy and Procedures Manual and reviewed at the beginning of each Presidential term.

Standing Committees shall serve during the current 2-year term of the President.

ARTICLE IX

FINANCES AND FINANCIAL REVIEW

Section 1. Fiscal Year

The fiscal year of the Chapter shall be established by the Board of Directors.

Section 2. Annual Budget

The Board shall adopt an annual operating budget. The annual budget shall be prepared by the Treasure and submitted for review one month prior to the Annual Meeting. It shall be submitted for approval by membership at the Annual Meeting.

Section 3. Financial Review

At least two months prior to the Annual Meeting, the President shall appoint a Financial Review Committee of at least two members who are not authorized signers on Chapter accounts.

The committee shall review the financial records annually and report its findings to the Board one month prior to the Annual Meeting.

Section 4. Compensation

No officer or member shall receive compensation for service as an officer or director. The Board may authorize reimbursement for approved Chapter-related expenses.

Section 5. Policies

Membership incentives, dues assistance programs, and other financial benefits may be established through Board policy and are not required to be included within these bylaws.

ARTICLE X

CONFLICT OF INTEREST

Section 1. Disclosure

Officers, directors, and committee members shall disclose any actual or potential conflict of interest involving Chapter business.

Section 2. Abstention

Any individual having a conflict of interest shall refrain from debating and voting on the matter under consideration.

Section 3. Documentation

Conflicts and related actions shall be documented in the meeting minutes.

ARTICLE XI

REMOVAL OF OFFICERS AND DIRECTORS

Section 1. Grounds for Removal

An officer or director *may* be removed for:

- j. Misappropriation of Chapter funds or property.
- k. Failure to perform duties.
- l. Unexcused absence from two (2) meetings in a row or five (5) meetings within a 12-month period.
- m. Conduct contrary to the mission, objectives, or reputation of the Chapter.
- n. Violation of applicable ACF standards or policies.

Section 2. Removal Procedure

Removal shall require a two-thirds (2/3) vote of the Board after notice and opportunity for the affected officer or director to be heard.

ARTICLE XII

NONDISCRIMINATION

The Chapter shall not discriminate on the basis of race, color, religion, sex, age, disability, national origin, veteran status, or any other status protected by applicable law.

ARTICLE XIII

AMENDMENTS

Section 1. Proposed Amendments

Amendments may be proposed by:

- o. The Board of Directors; or
- p. Five (5) voting members in good standing.

Section 2. Notice

Notice of proposed amendments shall be provided to members at least thirty (30) days prior to the meeting at which the amendment will be considered.

Section 3. Adoption

These bylaws may be amended by a two-third (2/3) vote of members present and entitled to vote.

Section 4. Review Policy

At the beginning of each 2-year term, the President shall appoint an ad-hoc committee to review the current by-laws to make sure they are compliant with all ACF National Policy's and any governmental regulations pertaining to not-for-profit organizations.

ARTICLE XIV

DISSOLUTION

Section 1. Authorization

The Chapter may be dissolved upon approval of seventy-five percent (75%) of the voting membership at a meeting called specifically for that purpose.

Section 2. Notice

Written notice of a dissolution vote shall be provided to all members at least sixty (60) days in advance.

Section 3. Distribution of Assets

Upon dissolution, all remaining assets, after payment of lawful obligations, shall be distributed to one or more nonprofit organizations consistent with the mission of the Chapter and applicable federal and South Dakota law.

ARTICLE XV

PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern all matters not specifically addressed by these bylaws.

The Secretary shall maintain access to the current edition for reference during meetings.

ARTICLE XVI

MISCELLANEOUS

Section 1. Principal Office

The principal office of the Chapter shall be located within the State of South Dakota at such location as determined by the Board of Directors.

Section 2. Reimbursement of Expenses

The Board may authorize reimbursement of reasonable expenses incurred by officers, directors, committee members, or representatives acting on behalf of the Chapter.

Section 3. Proxy Voting

Voting by proxy shall be permitted. A proxy shall be submitted to the Secretary prior to the meeting at which the vote is to occur. A proxy may be revoked at any time before the vote by the member granting the proxy.

Section 4. Effective Date

These bylaws shall become effective immediately upon adoption by the membership and shall supersede all prior bylaws and amendments.

Adopted at the regular chapter meeting on Monday October 5, 2026.