



Bylaws
(Revised 2 26 19)

Article I
Name

1. The Name of the organization is the American Society of Baking.

Article II
Purposes

1. The purpose of this Society is the greater development of the baking industry.
 - a. To bring together individuals in the grain-based food industry for professional development, recognition, education and leadership.
 - b. To create an environment for educating, communicating and sharing knowledge for the enhancement of our members and the industry we serve.

Article III
Headquarters

1. The offices of the Society shall be located at such place as shall be determined by the Executive Committee.

Article IV
Membership

1. **Active Members.** Active members shall be persons in good standing whose training and vocation have been or are of special service in bakery products.
2. **Retired Members.** Retired members shall be those members who have been active members continuously for at least twenty-five years, who have attained the age of 60 years, and who have retired completely from the baking and/or allied business and who apply for such status. Retired members shall not be required to pay dues.
3. **Honorary Members.** Individuals who have rendered special or significant service to the industry may be elected to Honorary Membership. Honorary members shall be elected by unanimous vote of the membership at a regular meeting following approval by the Executive Committee.

4. Persons desiring to become members of the Society shall complete a membership application. The applicant must abide by all the rules and regulations of the Society.
5. Applications for active membership shall be approved by the Society provided such applicants meet the necessary qualifications for membership.
6. Discontinuance of Membership may be brought about:
 - a. By resignation
 - b. By automatic suspension of membership where dues are twelve months in arrears
 - c. By expulsion by a vote of two-thirds of the members of the Executive Committee
7. The Annual Meeting of the Society shall be held at such place and such dates as may be determined by the Executive Committee. Special Meetings of the Society may be called at any time by the Chairman or Executive Committee, or shall be called by the Executive Director upon request in writing, signed by not less than one-tenth of the active members of the Society. No less than ten day notice by mail, email or facsimile shall be given for all meetings of the Society.

Article V
Executive Committee

1. The Executive Committee shall consist of a Chairman, First Vice-Chairman, Second Vice-Chairman, Third Vice-Chairman, and Secretary-Treasurer. The Chairman, First Vice-Chairman and Third Vice-Chairman shall be members who are responsible for or engaged in bakery production. The Second Vice-Chairman shall be a member engaged in an occupation allied to baking.
2. Except for the Secretary-Treasurer, Executive Committee members shall be nominated by the Nomination Committee and elected by and from within the membership at the annual meeting, for one year terms. No Executive Committee member, except the Secretary-Treasurer, may serve for more than one consecutive year in a specific Executive Committee position.
3. No more than one member of the Executive Committee may be employed by the same employer. If this situation arises, the newest Executive Committee member from the same employer will be asked to resign and the vacancy will be filled by the Board of Directors.

Article VI
Duties of the Executive Committee

1. The chairman shall preside at all meetings of the Society, the Executive Committee and the Board of Directors, and shall perform such other duties as are incident to his office. He or she shall be ex-officio a member of all committees.
2. The First Vice-Chairman shall perform the duties of the Chairman in his absence or in case of his disability to act.
3. The Secretary-Treasurer shall be appointed by the Board of Directors for one year renewable terms.

The Secretary-Treasurer shall keep a record of all the business, shall send a notice to all members of all meetings of the Society, and shall provide oversight for the receipt of all money, the collection of dues, and payment of expenses and shall perform such other duties as pertain to his/her office.

**Article VII
Board of Directors**

1. The Board of Directors shall be comprised of the Executive Committee, the retiring Second Vice-Chairman, who shall continue as an active member of the Board of Directors for one-year following his/her term of office as Second Vice-Chairman; the Immediate Past Chairman, who shall continue as an active member of the Board of Directors for one-year following his/her term of office as Chairman; and six bakers and six allied tradesman, two of each of whom shall be nominated by the Nominations Committee each year from within the membership of the Society to serve for three years, and elected by the Membership at the annual meeting.
2. The Board of Directors shall have charge of and manage the general affairs of the Society. It shall establish standards of requirements for membership.
3. The Board of Directors shall have power to fill all vacancies caused by resignations or otherwise. The balance of allied to bakers must be maintained.
4. Regular meetings of the Board of Directors may be held upon such dates as may be fixed by it and special meetings of the Board of Directors may be called upon ten day notice by mail, email or facsimile or upon written request by one-third of the members of the Board of Directors. Meetings may be held in person or by conference telephone. If meetings are held by conference telephone, 3 day notice by mail, email or by facsimile is sufficient. A majority of the Board of Directors must be present to transact business. The Board of Directors may also act by unanimous written consent.
5. The Executive Director shall be hired for a term to be determined by the Board of Directors. The Executive Director shall be responsible for the operation of the association and the planning of all meetings, including the annual meeting. He or she shall act on behalf of the Board of Directors in implementing directives.

**Article VIII
Committees**

1. All committees except the Executive Committee shall be appointed by the Chairman or, at its option, by the Executive Committee. These committees shall be standing or ad hoc committees as may be deemed necessary by the Chairman or Executive Committee.
2. The Nomination Committee shall consist of the Chairman, two current Board of Director members and two members who are not currently serving on the Board of Directors.
3. The Advisory Committee shall consist of all past officers and current committee chairs who have attended either the annual meeting or fall meeting each year for the last three (3) years. Advisory Committee members may attend all Board meetings in a non-voting capacity.

4. The Finance Committee shall consist of the Finance Committee Chairman, the current sitting Secretary/Treasurer and six ASB members as designated by the current ASB Chairman. Committee members serve three year terms that are renewable. The Chairman of the Finance Committee will be appointed by the Board of Directors and will serve a 3 year term. The Chairman may serve multiple terms. The Finance Committee shall manage the Society's investments in consultation with the Financial Advisor and as directed by the Board of Directors.

Article IX Dues

1. The membership dues shall be determined and established by the Board of Directors. Dues shall be payable in U.S. funds annually to the Society. The fiscal year of the Society shall be July 1st to June 30th.

Article X Dissolution

1. Upon dissolution of the Society, all assets shall be disposed of by contribution to another tax-exempt organization benefiting the baking industry or to a charity, as determined by the Board of Directors.

Article XI Amendments

1. These Bylaws may be amended at any regular or special meeting of the Society by a two-thirds vote of the members present, provided notice of the proposed amendment was embodied in a call for the meeting, or by two-thirds approval of members returning a written ballot.

Article XII Balanced Budget

1. The Society must operate with a budget. The Chairman must submit a budget for approval to the Board of Directors in July of each year. Estimated expenditures must not exceed estimate revenue unless the Board of Directors has approved investments from the Reserve Fund which will be used to develop new programs and projects that increase member value and contribute to the sustainability of ASB.