

**BYLAWS OF
AMERICAN SOCIETY OF BAKING**

**Article I
Name and Location**

Name. The corporation shall be known as the “American Society of Baking,” and shall be referred to herein as “ASB” or “Association.”

Location. The offices of the Association shall be located at such place as shall be determined by the Board of Directors (the “Board”).

**Article II
Purpose**

The purpose of this Association is the greater development of the baking industry; to bring together individuals in the grain-based food industry for professional development, recognition, education and leadership; and to create an environment for educating, communicating and sharing knowledge for the enhancement of Association members and the industry the Association serves.

**Article III
Membership**

Section 3.1. Membership Categories

Section 3.1.1 Regular Members. Regular Members shall be individuals in good standing, as defined in these Bylaws and the policies of the Association, whose training and/or vocation are in the operations and/or production of the commercial baked goods industry. Regular Members shall be entitled to vote on all matters before the membership and shall be able to serve on the Board of Directors and on all committees of the Association. There shall be three (3) categories of Regular Members:

- (a) Professional – Baker
- (b) Professional – Allied/Supplier
- (c) Professional – Industry Media

Section 3.1.2 Associate Members. Associate Members shall be individuals in good standing, as defined in these Bylaws and policies of the Association, who are, or seeking to be, involved in operations, production, or providing supplies or services to the commercial baked goods industry. Associate Members shall not be able to vote nor serve on the Board of Directors. Associate Members may serve on committees of the Association at the discretion of the Board of Directors. There shall be four (4) categories of Associate Members:

- a) Student: Student Associate Members must be enrolled in full-time educational courses related to the operations and/or production of the commercial baked goods industry.

- b) Industry Affiliate: Individuals employed by, or serving in an official contract role for, such non-profit organizations in support of the commercial baking industry.
- c) Digital: Digital Members shall be individuals who have interest in utilizing digital resources for educational purposes only. Digital Members are not eligible to participate in committees or in-person meetings without upgrading to Regular Member status. If a Digital Member wishes to upgrade membership status, any dues paid during the current membership period will be counted toward the upgraded membership category.
- d) Lifetime Regular Members who have retired from the baking production, operations, and/or allied business may apply for Lifetime Membership Status. A combination of twenty-five (25) years of employment in the industry, paid membership dues for a minimum of ten (10) years, and have attained the age of 60 years are eligible to apply. Lifetime Members shall complete an annual renewal to maintain such status, however no dues shall be owed. Lifetime Members shall be entitled to vote on all matters before the membership and shall be able to serve on all committees of the Association.
- e) Honorary: Individuals who have rendered special or significant service to the industry may be elected to Honorary Membership by an affirmative vote of the Board of Directors at any meeting where quorum is present.

Section 3.2 Application. Persons desiring to become members of the Association shall complete a membership application in such form as approved by the Board of Directors. Membership shall be contingent upon abiding by all rules and regulations of the Association.

Section 3.3 Membership Dues. The Board of Directors shall set the amount of dues for each membership type or category as well as any additional fees or assessments. Should annual membership dues go unpaid after a 90-day grace period, the membership will lapse. Lapsed members are eligible to be reinstated without penalty upon annual dues payment and request for reinstatement.

Section 3.4 Resignation. Any member may resign at any time by submitting its written resignation to the Association, provided that a resigning member shall nevertheless remain liable for all dues and any mandatory assessments, and other monies owed to the Association through the end of the then current fiscal quarter and for all prior years. No part of any dues paid shall be refunded.

Section 3.5 Removal. Any Member who violates the Bylaws or procedures of the Association or if it is determined that the conduct, act or omission of the member violates the purpose, mission, and/or values of the Association and/or is otherwise prejudicial to the welfare or reputation of the Association may have their membership suspended or terminated. Any suspension or termination must be done in good faith and in accordance with due process proceedings approved by the Board of Directors.

Section 3.6 Meetings of the Members.

Section 3.6.1 Annual Meeting. An annual meeting of the members shall be held each year for the transaction of such business as may come before the meeting.

Section 3.6.2 Special Meetings of the Members. Special meetings of the Association may be called at any time by the Chairman or the Board of Directors, 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 Association.

Section 3.6.3 Notice. Written notice stating the place (or if by remote communications, the manner), day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered, by mail or electronic means, not less than five (5) business days nor more than sixty (60) days before the date of the meeting, to each member of record entitled to vote at such meeting.

Section 3.6.4 Waiver of Notice. A member may waive any notice requirement by signing a written waiver of notice and delivering it to the Association for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting shall constitute waiver of notice unless he or she, at the beginning of the meeting, objects to holding the meeting or discussing business at the meeting.

Section 3.6.5 Quorum and Action. Unless a greater proportion is required by law, one-tenth (1/10) of the members with the right to vote shall constitute a quorum of the members. Except as otherwise provided by law, the Articles of Incorporation ("Articles"), or these Bylaws, the affirmative vote of a majority of the members with a right to vote present at a meeting at which a quorum is present shall be the act of the members.

Section 3.6.6 Participation by Remote Communications. The Board of Directors, at its discretion, may allow any meeting of the membership to be conducted electronically, either in lieu of or as an extension of an in-person meeting, to the extent permitted by applicable law. For purposes of this section, a meeting is conducted electronically if through the use of a conference telephone or other communications equipment or platform which permit all persons participating in the meeting to communicate with each other. Participating in a meeting by such means constitutes presence in person at the meeting.

Section 3.6.7 Informal Action by Members. Any action required to be taken at a meeting of the members of the Association, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (i) on behalf of all the members entitled to vote with respect to the subject matter thereof, or (ii) on behalf of the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all of the members entitled to vote, then such consent shall become effective only: (1) if, at least five (5) days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (2) if, after the effective date of such consent, prompt notice in writing of the taking of the Association action without a meeting is delivered to those members entitled to vote who have not consented in writing.

ARTICLE IV Board of Directors

Section 4.1 Powers and Duties. The Board shall have charge of and manage the general affairs of the Association.

Section 4.2 Number and Composition. The total number of Directors of the Association shall

be no fewer than eight (8) and no more than twenty (20) including the Officers of the Association. The immediate past chair of the BakingTECH Programming Committee shall be an *ex officio*, voting member of the Board. The Executive Director shall serve as an *ex officio, non-voting* member of the Board and shall not be counted toward the number of Directors permitted under this section or for purposes of determining a quorum.

Section 4.3 Election and Term of Office. The voting members shall elect Directors annually under procedures set forth in the Association's policies and procedures. Directors shall take office following the annual meeting. Directors shall hold office for a term of three (3) years and until their successor is elected and qualified or until their earlier death, resignation, or removal. Directors may serve two (2) consecutive three-year terms, after such time a Director shall not be eligible for re-election until after the Director has remained off of the Board for at least one (1) year. Directors who are appointed to fill a vacancy on the Board shall still be permitted to serve two (2) consecutive full terms.

Section 4.4 Resignation and Removal.

Section 4.4.1 Resignation. Any director may resign effective upon giving written notice to the Board unless the notice specifies a later time for that resignation to become effective. If the resignation of a director is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective.

Section 4.4.2 Removal. One or more directors may be removed at the recommendation of the Board whenever, in its judgment, the best interests of the Association would be served thereby. A director may be removed by the affirmative vote of two-thirds (2/3) of the voting members voting by electronic ballot; provided that: (a) the number of members casting votes would constitute a quorum if such action had been taken at a meeting, (b) voting remains open for at least twenty (20) days from the date the ballot is delivered, and (c) at least five (5) days prior to the effective date of such removal, a notice in writing of the proposed removal is delivered to all members. Removal of a director shall be without prejudice to the contract rights, if any, of the person so removed, but election of a director shall not of itself create contract rights.

Section 4.5 Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4.6 Annual and Regular Meetings of the Board. An Annual Meeting of the Board shall be held, without other notice than these Bylaws, at a place, time and manner as shall be determined by the Board. The Board may provide the place, time and manner for the holding of additional regular meetings of the Board without additional notice. An Annual Meeting may be held at the same time and place and in the same manner as a regular meeting.

Section 4.7 Special Meetings of the Board. Special meetings of the Board may be called by or at the request of the Chair or by any three (3) directors. The date, time and manner of such a special meeting of the Board of Directors shall be designated by the person or persons authorized to call the special meeting.

Five (5) days' notice of any special meeting of the Board shall be given; except that, in the event of an emergency as determined by the Executive Committee, the notice period may be waived. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice of the meeting.

Section 4.8 Waiver of Notice. A director may waive any notice requirement by signing a written waiver of the notice and delivering it to the Secretary of the Association. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except when a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, states such objection at the outset, and does not thereafter vote for or assent to action taken at the meeting.

Section 4.9 Quorum and Manner of Acting. A majority of the Board then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present, a majority of those present may adjourn the meeting to another time. A majority of the votes of the directors who are present in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Board, unless the vote of a larger number is required by law, by the Articles of Incorporation, or by these Bylaws. Directors may not vote by proxy.

Section 4.10 Informal Action. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting, if consents in writing, setting forth the action so taken, are approved in writing by all of the directors and the written consents are included in the minutes of the proceedings of the Board or filed with the corporate records. The consents shall have the same effect as a unanimous vote of the Board for all purposes. Written consents may be in electronic form to the extent permitted by applicable law.

Section 4.11 Use of Electronic Communications. The Board, at its discretion, may allow any meeting of the Board to be conducted electronically, either in lieu of or as an extension of an in-person meeting, to the extent permitted by applicable law. For purposes of this section, a meeting is conducted electronically if through the use of a conference telephone or other communications equipment or platform which permit all persons participating in the meeting to communicate with each other. Participating in a meeting by such means constitutes presence in person at the meeting.

Section 4.12 Compensation. No compensation shall be paid to directors for their services, however, the Board may allow, by resolutions, for the reimbursement of expenses for attending regular or special meetings of the Board. Directors may also be reimbursed for any other reasonable expenses. Nothing herein shall preclude any director from serving in any other compensated capacity for the Association.

Article V Officers

Section 5.1 Officers. The officers of the Association shall be a Chair, First Vice-Chair, Second Vice-Chair, Third Vice-Chair, Secretary/Treasurer, and the Immediate Past Chair.

Section 5.2 Election and Term of Office. The officers shall be nominated for election by the voting members of the Association. Except for the Secretary/Treasurer, officers shall serve a one-year term and shall be ineligible to serve consecutive terms in the same office. The Secretary/Treasurer shall serve a term of two (2) years and may serve one (1) additional consecutive term.

Section 5.3 Chair. The Chair shall be the chief elected officer of the Association. The Chair shall preside at all meetings of the members, the Board, and the Executive Committee. The Chair shall be an *ex officio* member of all committees of the Association. The Chair must be a Professional – Baker Member at the time of nomination to the position of Chair.

Section 5.4 First Vice-Chair. The First Vice-Chair shall perform the duties of the Chair in their absence. The First Vice-Chair shall serve as an *ex officio* member on the BakingTECH Planning Committee and shall have those duties as assigned by the Board. The First Vice-Chair must be a Professional – Baker Member at the time of nomination to the position of First Vice-Chair.

Section 5.5 Second Vice-Chair. The Second Vice-Chair shall serve as an *ex officio* member on the MarketPlace Committee and shall have those duties as assigned by the Board. The Second Vice-Chair must be a Professional – Allied/Supplier Member at the time of nomination to the position of Second Vice-Chair.

Section 5.6 Third Vice-Chair. The Third Vice-Chair shall serve as an *ex officio* member on those committees determined by the Board and shall have those duties as assigned by the Board. The Third Vice-Chair must be a Professional – Baker Member at the time of nomination to the position of Third Vice-Chair.

Section 5.7 Secretary/Treasurer. The Secretary/Treasurer shall keep a record of all the business, shall send a notice to all members of all meetings of the Association, 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 the office of Secretary/Treasurer. The Secretary/Treasurer must be a Regular Member.

Section 5.8 Resignation and Removal of Officers. Any officer may resign at any time by giving written notice of resignation to the Board, the Chair or Secretary. A resignation shall take effect upon receipt of the notice or upon any later time specified in the notice, and need not be accepted to be effective. Any officer who is absent from three (3) consecutive meetings of the Board without good cause acceptable to the Board shall be deemed to have resigned. Resignation as an officer shall constitute resignation as a director.

Removal. One or more officers may be removed at the recommendation of the Board whenever, in its judgment, the best interests of the Association would be served thereby. An officer may be removed by the affirmative vote of two-thirds (2/3) of the voting members voting by electronic ballot; provided that: (a) the number of members casting votes would constitute a quorum if such action had been taken at a meeting, (b) voting remains open for at least twenty (20) days from the date the ballot is delivered, and (c) at least five (5) days prior to the effective date of such removal, a notice in writing of the proposed removal is delivered to all members. Removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed, but election of an officer shall not of itself create contract rights. Removal under this section shall constitute removal from the board of directors.

Section 5.9 Vacancies. The Board shall fill any vacancy in an officer position. Such person shall serve the unexpired portion of the term left by the vacancy.

Section 5.10 Executive Director. The Executive Director shall have the necessary authority and responsibility to operate the Association in all its activities subject to the policies and directions of the Board. The Executive Director shall undertake their duties in accordance with a job description

approved by the Board. The Executive Director is charged with continuous responsibility for the management of the Association, commensurate with the authority conferred on them by the Board and consistent with the expressed aims and policies of the Board. The Executive Director has been charged with overseeing, supervising, and administering the day-to-day management of the Association, including the oversight of other agents, employees or contractors of the Association.

Section 5.11 Compensation. No compensation shall be paid to Officers for their services, however, the Board of Directors may allow, by resolutions, for the reimbursement of reasonable expenses. Nothing herein shall preclude any Officer from serving in any other compensated capacity for the Association.

Article VI Committees

Section 6.1 Board Committees. The Board, by resolution adopted by a majority of the Board, may designate one or more committees to carry on authorized activities of the Board. The Chair shall be an *ex-officio* member of any committees without the right to vote unless otherwise provided for in a resolution or in these Bylaws.

Each committee shall exercise the authority of the Board to the extent authorized by the Board of Directors. However, a committee may not by itself:

- a) approve action that requires the approval of the Board;
- b) fill vacancies on the Board or any of its committees;
- c) amend the Articles of Incorporation;
- d) adopt, amend, or repeal the Bylaws;
- e) approve a plan of merger, consolidation, or dissolution;
- f) employ or discharge from employment the Executive Director; or
- g) amend, alter, repeal or take action inconsistent with any resolution or action of the Board when the resolution or action of the Board provides by its terms that it shall not be amended, altered or repealed by action of a committee.

Section 6.2 Other Committees. The Chair or Board may create and appoint the members of other, non-Board committees as deemed appropriate. Such committee members need not be Directors. These committees may not exercise any powers of the Board, but may make non-binding recommendations to it.

Section 6.3 Members, Term of Office, and Duties. The Board shall adopt committee charters for each committee it creates. Such charters shall indicate membership, terms of office, and duties of the committee and committee members. Charters may be amended by the Board from time to time.

Section 6.4 Rules. The provisions of these Bylaws governing meetings, action without meetings, notice, quorum and voting requirements of the Board shall apply to any other committee created pursuant to or outlined in this Article and its members as well.

Section 6.5 Executive Committee. The Executive Committee shall consist of the officers of the Association and the Executive Director who shall be an *ex officio*, nonvoting member of the committee. When the Board is not in session, the Executive Committee shall possess and exercise all powers of the Board in the management of the business and affairs of the Association that lawfully may be exercised by the Executive Committee, except as specified in Section 6.1.

Section 6.6 Advisory Council. The Immediate Past Chair of the Association shall serve as the Chair of the Advisory Council. The remaining members of the Advisory Council shall be the past Chairs of the Association and the past Second Vice Chairs of the Association. The Advisory Council may, through written proposals, make recommendations to the Board. The Executive Committee may attend any meeting of the Advisory Council.

Section 6.7 Standing Committees. There shall also be a Nominating Committee and a Finance and Audit Committee. The charter for each committee shall specify the duties and membership of the committees as specified in Section 6.3.

Article VII Fiscal Year

The fiscal year of the Association shall be from July 1 to June 30, or some other period as designated by the Board.

Article VIII Contracts, Checks, and Deposits

Section 8.1 Contracts. The Board may authorize any officer or agent of ASB, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Section 8.2 Checks, Drafts, and Notes. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by the officer or agent of the Association so designated and in the manner so determined by resolution of the Board. In the absence of a determination by the Board, those instruments shall be signed by the Executive Director.

Section 8.3 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in those banks, trust companies, or other depositories selected by the Board.

Article IX Indemnity and Insurance

Section 9.1 Indemnification. The Association may, at its option, to the maximum extent permitted by law and by the Articles of Incorporation, indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the Association. For the purposes of this Section, an "agent" of the Association includes a person who is or was a director, officer, employee or agent of the Association or any other corporation, partnership, joint venture, trust or other enterprise working with the Association, or was a director, officer, employee or agent of a corporation which was a predecessor corporation of the Association or of any other enterprise at the request of such predecessor corporation.

Section 9.2 Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association or who is or was serving at the request of the Association as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of these Bylaws.

Article X Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board, and all committees, and shall keep at the principal office of the Association a record of the names and addresses of the directors. All books and records of the Association may be inspected by any director at any reasonable time.

Article XI Dissolution

Upon the termination or dissolution of the Association, any assets lawfully available for distribution, after paying or adequately providing for the debts and obligations of the Association, shall be distributed to one or more organizations operated for purposes consistent with those of the Association, as determined in the sole discretion of the Board.

Article XII Amendment

These Bylaws may be amended at any regular or special meeting of the Association by a majority of the voting members at any meeting where quorum is present, or through the provision specified in Section 3.6.7 of these Bylaws.