

**BYLAWS for the
FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL -
THE AMERICAS DIVISION**

1. GOVERNING PRINCIPLES

- 1.1 Foodservice Consultants Society International-The Americas (FCSI - The Americas) shall first be governed by U.S. Federal Law then, in order, the District of Columbia Statutes (where FCSI is incorporated), FCSI Articles of Incorporation, and the Division's elected Board of Trustees.
- 1.2 FCSI-The Americas is responsible for establishing its own operating procedures that are consistent with its mission, governing documents and applicable agreements with FCSI-Worldwide.
- 1.3 FCSI-The Americas seeks to promote the best interest of its members, and to advance the interests of FCSI-Worldwide through mutual respect of the members and communications between the Worldwide Board of Directors and the FCSI-The Americas Board of Trustees.
- 1.4 FCSI-The Americas is a separate and independent Division of FCSI-Worldwide governed, administered and organized under its own Board of Trustees as a separate legal entity.
- 1.5 FCSI-The Americas shall include its members in good standing who reside within its geography, including Central, South and North America as well as countries around the world that are not affiliated with another FCSI division where such members choose alignment with the Americas Division.

Organization

2.0 MEMBERSHIP

Classes of Members: FCSI-The Americas shall have five primary classes of members: Consultant Members, Allied Members, Affiliate Members, Emeritus and Student Members. Under the direction of the Board of Trustees, rules governing the qualifications and maintaining good standing will be established. The Board of Trustees shall from time to time, in consultation with the appropriate committees, determine and publish what constitutes these competency and knowledge requirements and standards for each membership category. All new members must meet specified criteria and be approved by the Board of Trustees or their designee.

- 2.1 Consultant Members: Consultant membership, with the exception of Emeritus and Student Members, is limited to individuals whose main employment is in a capacity typically associated with independent consulting activities in the

foodservice/hospitality industry.

Consultant qualifications, rights, and privileges for each individual consultant membership classification are as follows:

2.1.1 Professional Members -

2.1.1.1 Qualifications: Shall demonstrate a high level of competence in and knowledge of the following:

- The Foodservice and Hospitality Industry
- Consulting Assignment Management
- Professional Specialism
- Business Management
- FCSI Code of Ethics and Professional Conduct

2.1.1.2 Shall fulfill Continuing Professional Growth requirements, as approved by the Worldwide Board of Directors and as administered within FCSI-The Americas by the CPS-The Americas.

2.1.1.3 Shall comply with the FCSI Code of Ethics and Professional Conduct.

2.1.1.4 Rights and Privileges: Only Professional Members shall have the right to use the initials "FCSI" after their name.

2.1.1.5 Professional Members shall have the right to vote on issues requiring a membership vote.

2.1.1.6 Professional Members shall have the right to serve as an Officer and Director.

2.1.2 Senior Associate Members

2.1.2.1 Qualifications: Shall demonstrate the required level of competence in and knowledge of the following

- The Foodservice and Hospitality Industry
- Consulting Assignment Management
- Professional Specialism
- Business Management
- FCSI Code of Ethics and Professional Conduct

2.1.2.2 Rights and Privileges: Senior Associate Members shall have the right to vote on issues requiring a membership vote. They shall not have the right to serve as an Officer or Director.

2.1.2.3 Shall fulfill Continuing Professional Growth requirements, as approved by the Worldwide Board of Directors and as administered within FCSI-The Americas by the CPS-The Americas.

2.1.3 Associate Members

2.1.3.1 Qualifications: Currently employed in a capacity that can serve as partial qualification for more advanced membership.

2.1.3.2 Rights and Privileges: Associate Members may not vote or serve as an Officer or Director.

2.1.3.3 Shall fulfill Continuing Professional Growth requirements, as approved by the Worldwide Board of Directors and as administered within FCSI-The Americas by the CPS-The Americas.

2.2 Allied Members: There shall be two categories of Allied Members: Individual and Corporate Member. Allied membership classes are available to companies and individuals that sell goods or services, in and related to, the foodservice/hospitality industry and that express an interest in the issues, information and associations common to the foodservice or hospitality consulting field. Allied Members may serve as a Trustee but not as an Officer. Allied Members shall not have the right to vote except to elect the Allied Trustee position as described in Section 4.

2.2.1 Corporate Member

2.2.1.1 Qualifications: Must be allied with the Foodservice/Hospitality Industry and evidence a desire to affiliate with FCSI in its stated objectives.

2.2.1.2 Corporate Members may designate two individuals as the Corporate Member Representatives.

2.2.2 Individual Allied Members

2.2.2.1 Qualifications: Individual Allied Members must be allied with the Foodservice/Hospitality Industry and evidence a desire to affiliate with FCSI in its stated objectives.

2.2.2.2 Individual Allied Members are listed per the member's name, not by the company brand.

2.3 Affiliate Members: Affiliate membership is available to companies and individuals that do not qualify as Allied Members and that operate, manage or provide

professional services or education relating to the management of foodservice or hospitality facilities. Affiliate Members shall not have the right to vote or serve as an Officer or Trustee.

2.4 Emeritus Members

2.4.1 Qualifications: A Professional Member in good standing who has retired from active practice and no longer is involved, in any way, in the solicitation, provision or sale of services in the foodservice industry.

2.4.2 Rights and Privileges: Emeritus Members may use the designation “FCSI Emeritus.” They shall not have the right to vote or serve as an Officer or Director.

2.5 Student Members: Student membership is available to students attending an accredited institution of higher learning and enrolled in a foodservice or hospitality related course of study. Student Members shall not have the right to vote or serve as an Officer or Trustee.

2.6 FCSI Corporate Seal: The official seal may only be used by Professional Members of FCSI within the parameters set for by the Board of Trustees. The seal shall have inscribed thereon the name of the Organization and shall be in such form and contain such other words and/or figures as the Board of Trustees shall determine. The official seal may be used by printing, engraving, lithographing, stamping or otherwise making, placing, or affixing or causing to be printed, engraved, stamped, or otherwise made, placed or affixed upon any paper or document, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

2.7 Termination of Membership: Membership shall be terminated: (1) by resignation from the Division (2) by default in payment of obligations to the Division (3) for violation of the Code of Ethics and Professional Conduct (4) or violation of member requirements or obligations.

2.8 Resignation from Membership: A member in good standing may resign from the Division in writing. The resignation shall be offered in writing to the Division Headquarters. The resignation shall become effective as of the date of receipt of the letter of resignation by headquarters, or as stipulated in the letter. Division dues already paid will be surrendered with no rebates or refunds.

2.9 Suspension from Membership: Members may apply for a temporary membership suspension which may be granted in the discretion of the Board of Trustees only for a good cause, such as for a medical or financial hardship. During such a requested suspension, members shall owe no dues and have no membership rights. Suspensions must be resubmitted each calendar year for a maximum of two years. The suspension request shall be offered in writing to the Division Headquarters and approved by the Board of Trustees. Members who submit a suspension request will be asked to

volunteer supporting documents for the request.

- 2.10 Termination Without Prejudice: When the Board finds that a member is no longer eligible for membership, judged by the same standards used to admit that member, such membership may be terminated or reclassified with the same effect as resignation in good standing provided, however, that the member shall be given an opportunity to explain his/her position before being terminated.
- 2.11 Loss or Suspension of Interests, Rights and Privileges: Any individual who resigns, is suspended, or is terminated from membership thereby loses all rights and privileges granted by law or these Bylaws, including the right to use the Society's name, initials, "seal", symbol or stating "former" or "past" member until reinstated in good standing.
- 2.12 Liability: Nothing contained in these Bylaws shall be construed to limit the liability imposed by law on a member. Termination or suspension of membership shall not relieve the person whose membership has been terminated or suspended from indebtedness to the Division or to any of its component organizations.
- 2.13 Readmission to Membership: Eligibility. Any person whose membership was terminated for violation of the Code of Ethics and Professional Conduct or non-dues payment may be readmitted only with the approval of the Board of Trustees. *(CPSTA requalification may be required)*
- 2.14 Readmission Fee: Former members who have not been granted a requested suspension who are reapplying for membership may be assessed a reinstatement fee, in addition to the dues for the year of reinstatement, in an amount determined by the Board.

3. MEETINGS OF MEMBERS

- 3.1 Annual Meeting: An annual meeting of the Division's members is generally held in conjunction with the FCSI The Americas Division conference. In years where a conference is not held, a meeting with on-site attendance and/or electronic attendance capability shall be held.
- 3.2 Special Meetings: Special meetings of the members may be called by the FCSI-The Americas Chair, the Board of Trustees, or by written request of not less than 10% of the Divisional members having voting rights.
- 3.3 Place of Meeting: The Board of Trustees may host either an electronic-based meeting or determine a physical location within the FCSI-The Americas geographic area for an annual or special meeting.
- 3.4 Notice of Meetings: Written notice stating the place, day and hour of a meeting of the general membership shall be given by U.S. mail, fax, email, or via any published method to each member entitled to vote at such meeting at least thirty (30) days

before the date of such meeting. A preliminary agenda shall be submitted to the membership by the chair a minimum of 10 days prior to the meeting.

If mailed, the notice of a meeting shall be deemed delivered when deposited in the mail addressed to the member at his or her address as it appears on the records of FCSI-The Americas, with postage paid. If notice is given by facsimile transmission, such notice shall be deemed to be delivered upon confirmation of the receipt of the transmission. If notice is given by electronic mail, such notice shall be deemed delivered when sent.

- 3.5 Quorum: A minimum of 10% of the qualified voting members present, via a telephonic device that allows the member to hear the proceedings and for a members' views to be heard or by proxy shall constitute a quorum unless a different requirement is established by law, the Articles of Incorporation or these Bylaws.
- 3.6 Mail Ballot: Any membership vote required by these Bylaws, the Articles of Incorporation or by law may be conducted via a mail ballot, electronic mail, or any other means of electronic communications provided that at least ten percent (10%) of the voting membership returns a ballot. If at least ten percent (10%) of the voting members return a mail ballot, the vote of a majority of the ballots returned shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws.
- 3.7 Proxies: At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. A Proxy shall only be effective for the meeting specified.

4 BOARD OF TRUSTEES

- 4.1 Composition, Tenure, and Qualifications: The authorized number of the Board of Trustees shall be between twelve (12) and seventeen (17) members including five officers, eight at large trustees with a minimum of one Trustee from each of the following: Canadian Chapter, Latin America Chapter, and the Allied Membership.
- In order to keep a minimum of twelve (12), if a candidate is not elected from Canada or Latin America, an additional trustee can be added from the USA for that term.
- 4.2 Term of Office: The term of office for Trustees shall be two years and until a successor is elected and qualified. Trustees may serve a second consecutive term if reelected without sitting off the Division's Board for at least two years.
- 4.3 Allied Member Director Nominations: Nominees for the Allied Member position on the Board of Trustees shall be elected from among all of the FCSI-The Americas Allied Members. Nominees shall be put forth by the Allied Advisory Committee to the Board at least sixty (60) days prior to the completion of a Director's term or

immediately upon the occurrence of a vacancy. There shall be a minimum of two nominees. Election shall be by plurality vote of mail ballots received from all Allied Members in good standing.

- 4.4 Representation on the Worldwide Board of Trustees: The FCSI-The Americas Board of Trustees will present the Chair and Immediate Past Chair to serve on the FCSI Worldwide Board of Directors. These FCSI-The Americas representatives will serve two-year terms. These representatives shall report to the FCSI-The Americas Board of Trustees a summation of the FCSI Worldwide Board of Directors meetings within thirty (30) days.
- 4.5 Vacancies: Any vacancy may be filled by majority vote of the remaining members of the Board of Trustees for the unexpired term.
- 4.6 Regular Meetings: The Board of Trustees will generally meet each month either by phone or in person at a physical location within the FCSI-The Americas geographic area. Members may request an agenda item at least fourteen (14) days in advance to the Chair.
- 4.7 Compensation: Trustees shall not receive any salaries for their services, but by resolution of the Board of Trustees, shall receive reimbursement related to authorized expenses for attendance at each regular or special meeting.
- 4.8 Removal: The Board of Trustees may remove any Trustee with or without cause upon a 2/3rds vote of a present quorum of the Trustees at a meeting at which there is a quorum, provided such Trustee is given notice and an opportunity to be heard at (or prior) to the meeting at which the removal shall be voted.

5. OFFICERS

- 5.1 Officers: The officers of the Division shall include a Chair, a Chair-Elect, a Secretary, a Treasurer and an Immediate Past Chair.
 - 5.1.1 The Chair-Elect, Secretary and Treasurer are elected by the Professional and Sr. Associate membership at large
 - 5.1.2 The Board of Trustees will put forth at least one (1) candidate per officer position for consideration
 - 5.1.3 Professional Members may nominate themselves or another Professional Member by submitting the names to FCSI TA Headquarters at least 120 days prior to the end of the current officers' term. Nominations must include a minimum of ten (10) Professional Members' endorsements with a maximum of two (2) endorsements from within the nominated candidate's consulting firm.
- 5.2 Chair: The Chair shall be the principal leader of the FCSI-The Americas and shall in general supervise and control all the affairs of FCSI-The Americas.

- 5.2.1 The Chair shall serve in this position for a term of approximately two years, which is non-renewable.
 - 5.2.2 The Chair shall serve as an officer of the Division and Worldwide Board but may not hold any concurrent Chapter or Regional board positions.
 - 5.2.3 On behalf of the board, the Chair may sign, with co-signature of another board officer, any deeds, mortgages, contracts, or other instruments which the Board of Trustees expressly supports.
 - 5.2.4 The Chair is an ex-officio member of all committees of the Board of Trustees.
 - 5.2.5 The Chair shall cast the deciding vote only in the case of a tie when a vote is taken by the Board of Trustees.
 - 5.2.6 The Chair may name members to serve on standing committees of the Division and exercise general supervision over standing committees of the Division upon approval of the Board of Trustees.
 - 5.2.7 The Chair may appoint special and temporary committees and their members.
 - 5.2.8 The Chair shall create agendas and distribute prior to all meetings of the FCSI-The Americas Board of Trustees.
- 5.3 Chair-Elect: The Chair-Elect shall provide assistance to the Chair as requested by the Chair.
- 5.3.1 The Chair-Elect shall be elected at large by the voting membership and serve in this position for a term of approximately two years, which is non-renewable.
 - 5.3.2 To be eligible for election as Chair-Elect, the individual must have completed a minimum of two years as a trustee or one year as Secretary or Treasurer of the Division. The individual shall not have previously served or be serving as Chair or Chair-Elect within the past 6 years.
 - 5.3.3 The Chair-Elect shall serve as an officer of the Division and Worldwide Board but may not hold any concurrent Chapter or Regional board positions. The Chair-Elect shall succeed to the office of Chair at the end of the Chair's term of office.
 - 5.3.4 In the absence of the Chair or in the event of his or her inability or refusal to act, the Chair-Elect shall perform the duties of Chair, and when doing so, shall have all the powers of and be subject to all the restrictions upon the Chair.
- 5.4 Secretary: The Secretary or a designee shall act as the secretary for each meeting of the Division, of the Board, and of the Executive Committee. The Secretary shall perform the duties required to be performed by law and these Bylaws, and other duties properly assigned by the Board or the President.
- 5.4.1 The Secretary shall be elected at large by the voting membership and serve in this position for a term of approximately two (2) years, which is renewable for one additional term.
 - 5.4.2 To be eligible for election as Secretary, the individual must have completed a minimum of one year as a trustee of the Division. The individual shall not have previously served or be serving as Chair or Chair-Elect within the past

six (6) years.

- 5.4.3 The Secretary shall serve as an officer of the Division and may not hold any concurrent Chapter or Regional Leadership positions.
- 5.4.4 The Secretary shall, in general, perform all the duties assigned to the office of Secretary and other duties that may be assigned to him or her by the Chair or Board of Trustees.

5.5 Treasurer: The Treasurer shall exercise general oversight of the Division's financial affairs and shall perform all the duties incident to the office of Treasurer and other duties properly assigned by the Board or the President.

- 5.5.1 The Treasurer shall make a written report to the membership regarding all financial and membership matters at each Annual Meeting of the Division.
- 5.5.2 The Treasurer shall be elected at large by the voting membership and serve in this position for a term of approximately two (2) years, which is eligible for a maximum of one (1) additional term or four (4) years total.
- 5.5.3 To be eligible for election as Treasurer, the individual must have completed a minimum of one (1) year as a trustee of the Division. The individual shall not have previously served or be serving as Chair or Chair-Elect within the past six (6) years

5.6 Immediate Past Chair: The Immediate Past Chair shall provide assistance to the Chair and shall perform duties as requested by the Board of Trustees or by the Chair.

- 5.6.1 The Immediate Past Chair shall serve in this position for a term of two years, which is non-renewable, after having served as Chair.
- 5.6.2 The Immediate Past Chair shall serve as an officer of the Division and Worldwide but may not hold any concurrent Chapter or Regional Leadership positions.

5.7 Removal: The Board of Trustees may remove any Officer with or without cause upon a 2/3rds vote of the remaining Trustees at a meeting at which there is a quorum, provided such Trustee is given notice and an opportunity to be heard at or prior to the meeting at which the removal shall be voted.

5.8 Vacancies: A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term. Vacancies shall be filled with a person then serving on the Board of Trustees or who has served as an Officer or Trustee within the past four years.

6. SUBSIDIARY ORGANIZATIONS

The Organization is a Division of a Worldwide society that desires to maintain and grow a network for its members, encouraging local involvement and activity. All members of approved Divisions are a part of the Worldwide network.

The Board of Trustees may determine to have subsidiary organizations such as Regions and Chapters, or other such ad hoc regional groups and/or special interest groups as may be deemed appropriate. Any such group shall have its roles and responsibilities defined and approved by the Board of Trustees prior to being granted a charter to operate under FCSI's banner.

7 COMMITTEES

7.1 Trustee Committees: The Board of Trustees may designate and appoint one or more trustee committees and their members with a written charge. Each committee shall include two or more Trustee members.

7.2 Standing Committees:

7.2.1 Nominating Committee: A nominating committee shall consist of a Committee Leader (preferably the Immediate Past Chair), two board trustees, and two members at large appointed by the Chair every year. The committee shall submit to the Board, at least sixty (60) days prior to the completion of a Director's term the names of candidates who have agreed to serve as Trustees.

Each candidate put forth by the nomination committee must be a Professional Member in good standing who has agreed to serve. A ballot of candidates shall be submitted to all the FCSI-The Americas' voting members in the region electing a candidate to fill an expiring term, at least thirty (30) days prior to the end of the Trustee's term. Election shall be by plurality vote of ballots received from all eligible members in the specific region or entire membership for member-at-large.

7.2.2 Membership Committee: The Membership shall consist of a minimum of five (5) Professional Members assisted by a staff member. The Membership Committee shall be responsible for reviewing Consultant Member applications, performing personal interviews and presenting eligible Consultant Member candidates to the Board of Trustees for approval.

7.2.3 Executive Committee: The Executive Committee shall consist of the Chair, Chair-Elect, Secretary, Treasurer and Immediate Past Chair with the Chair serving as the Leader. The Executive Committee may exercise the powers of the Board of Trustees as authorized by Board resolution when the Board is not in session, reporting any action taken to the board within 30 days.

Meetings of the Executive Committee may be called at any time by the chair or by any two members of the committee. Written notice of meetings of the Executive Committee shall be given to the committee members at least two (2) days before such meeting. Minutes of all Executive Committee meetings shall be prepared and presented to the Board of Trustees within one month of

the meeting, and reported at the next meeting of the board.

- 7.2.4 ICON-Young Emerging Consultants: ICON Committee membership shall consist of FCSI The Americas members 40 years and younger who express interest in serving the Division.
- 7.2.5 Finance Committee: The Finance Committee shall consist of the Treasurer, the Chair Elect and at least one and no more than three additional Professional Members. The Executive Director serves as the advisor with the Treasurer serving as Committee Leader. The Finance Committee shall be responsible for the general supervision of the Division's finances. It shall prepare and recommend the annual balanced budget, provide for regular financial reports and the annual external audit, review and recommend investments, and alert the board to financial ramifications of the Board's decisions.
- 7.2.6 Council of Profession Standards - The Americas Committee (CPSTA): The Council for Professional Standards - The Americas Committee is responsible for establishing and maintaining the:
1. administration of the Core Competency Statements for Professional Members as established by the Worldwide Council of Professional Standards,
 2. examinations for Professional Membership,
 3. administration of the Continuing Professional Growth requirements as approved by the Worldwide Board of Directors.
- CPSTA Committee Members are vetted by the committee and put forth to the FCSI The Americas Board of Trustees for approval.
- 7.2.7 Allied Advisory Council (AAC): AAC is responsible for providing advice to the Board on behalf of the Allied Membership. The AAC shall be comprised of no less than seven (7) and no more than nine (9) representatives from the FCSI The Americas Allied membership. The committee shall not have more than two (2) members from the same corporation. Membership to the Council is selected by:
- FCSI TA Allied members who express an interest in participating, invitation from current AAC Members and FCSI TA Headquarters solicitation.
- 7.2.8 Ethics Committee: The Ethics Committee is responsible for investigating ethics complaints submitted to the Board. All members are appointed by the Board.
- 7.2.9 Special Committees: Other committees may be appointed in such manner as

may be designated by resolution adopted by a majority of Trustees and/or the Chair. The Chairman of the Board of Trustees shall appoint the members and may remove any such member if the best interest of the Division shall be served by such removal.

- 7.3 Term of Office: Committee members shall be appointed each year by the Board of Trustees.
- 7.4 Committee Leader: One member of each committee shall be appointed Leader by the Chairman of the Board of Trustees except as otherwise provided in these Bylaws.
- 7.5 Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 7.6 Quorum: Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

8. SPONSORSHIPS, ADVERTISING AND FUND-RAISING ACTIVITIES

- 8.1 It is recognized that the Division will wish to raise funds in addition to those collected through the annual dues campaign.
- 8.2 The Division may, at its discretion, publish a print and/or electronic magazine of specific interest to the Americas membership and client-based organizations that includes paid advertising.
- 8.3 Other fundraising opportunities may arise that FCSI-The Americas may take advantage of at the discretion and support of the Board of Trustees. All such fundraising activities by Chapters, Committees and Task Forces must be approved in advance by the Board of Trustees.

9. BUDGET AND ACTION PLAN APPROVAL

- 9.1 To the extent mutually agreeable, on an annual basis, the respective Boards of FCSI Worldwide and the FCSI-The Americas shall share their proposed budgets and Action Plans which outline programs and activities that each entity plans to undertake during the fiscal year.
- 9.2 The sharing of annual budgets and Action Plans is to precede the first meeting of the FCSI Worldwide Board by a minimum of 21 days, or other mutually agreeable date.
- 9.3 FCSI-The Americas representatives to the FCSI Worldwide Board, if any, shall be entitled to report to the FCSI Worldwide Board the Division's budgetary status and

progress toward its Action Plan at each gathering of the Worldwide Board.

10. CONTRACTS, CHECKS, AND DEPOSITS

- 10.1 Management: The Board of Trustees of FCSI-The Americas may, at its discretion, appoint an Executive Director or utilize professional association management services for its administration. If the Executive Director candidate is a member or former member of FCSI, the candidate must be approved by a membership vote. The Executive Committee shall put forth Divisional goals to the management company and exercise an annual review, after consulting with the Board of Trustees, with the management company President and Division Executive Director.
- 10.2 Contracts: FCSI-The Americas may sign contracts as long as it is within the parameters of the Division's budget and within the Worldwide Bylaws that have been approved by the Division's Board of Trustees.
- 10.3 Accounting Procedures: The accounting procedures shall be recorded and reported using the accrual method of accounting. All transactions shall be in U.S. Dollars.
- 10.4 Checks, Drafts, Etc.: Since the Division has functional control over its revenues and expenses, the Board of Trustees may establish policies and procedures for the handling of cash reserves and manner in which regular and extraordinary expenses are approved and reconciled. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Division, shall be signed by such Officers, agent or agents of the Division and in such manner as shall be determined by the Board of Trustees. In the absence of such determination by the Board of Trustees such instruments shall be signed by the Secretary-Treasurer and countersigned by the President of the Division.
- 10.5 Deposits: FCSI-The Americas will process, retain and account for its revenues from all sources. All funds of the Division shall be deposited to the credit of the Division in such banks, trust companies or other depositories as the Board of Trustees may select.
- 10.6 Invoicing: Annual membership dues invoicing is to be issued from the Division, for all members within the Division's defined geography.

11. BOOKS AND RECORDS

The Division shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees.

12. FISCAL YEAR

The fiscal year of the FCSI-The Americas shall be: January 1st to December 31st.

13. MEMBERSHIP DUES

Each member shall be obligated to annually pay dues in an amount as determined by the Board of Trustees. Any member who has failed to pay the applicable dues by March 1st of each year shall be terminated from membership.

14. ROBERTS RULES OF ORDER

When invoked by the Chair, the rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Society where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws

15. ADOPTION

Adoptions of these Divisional By-Laws will be approved by a 2/3rds majority of the Division's members in attendance at any properly constituted meeting or total number of members' votes cast via electronic voting methods. Revised By-Laws will be provisionally implemented and prominently posted in the members only section of the Division's website.

No current Trustee or Officer term shall be shortened by any bylaw amendment.

16. AMENDMENTS

Amendments or alterations to these Divisional By-Laws may be adopted by a 2/3rds majority of the Division's members in attendance at any properly constituted meeting. Revised By-Laws will be provisionally implemented and prominently posted in the members only section of the Division's website at least thirty (30) days prior to the general meeting or membership vote.

17. INDEMNIFICATION

Every person who is a Trustee or officer of the Division and his or her personal representatives will be indemnified by the Division against all costs and expenses actually and necessarily incurred by or imposed upon him or her in connection with the defense of any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Division or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages and reasonable amounts paid in settlement.

18. FCSI CODE OF CONDUCT

Members of the Division shall abide by the Division's Code of Ethics and Professional Conduct which is based upon the principles of the FCSI Worldwide Code of Conduct and expands on various aspects that require emphasis within the

business environment of the Western Hemisphere marketplace which have been approved by the Board of Trustees.