

**BYLAWS**  
**OF**  
**FOODSERVICE CONSULTANTS SOCIETY INTERNATIONAL, INC.**

ARTICLE I

NAME

The name of the corporation shall be Foodservice Consultants Society International, Inc. (the “Society”).

ARTICLE II

PURPOSES

Section 1. Purposes. The purposes of the Society are the purposes set forth in the Society’s Articles of Incorporation. In furtherance of the Society’s purposes, the Society shall promote professionalism in foodservice and hospitality consulting to the benefit of Society members, their clients and the foodservice and hospitality industry.

Section 2. Rules. The following rules shall conclusively bind the Society and all persons acting for or on behalf of it:

- a. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding the foregoing, the Society shall not pay its officers or directors fees for performing services on behalf of the Society.
- b. The Society shall be dissolved upon the affirmative vote of two-thirds (2/3) of the voting membership at a meeting at which there is a quorum. As provided in these Bylaws, the membership vote may be conducted by mail ballot. Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Society, dispose of all the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) and Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any

future United States Internal Revenue Law), and as the Board of Directors shall determine.

### ARTICLE III

#### MEMBERS

Section 1. Classes of Members. The Society shall have four primary classes of members: Consultant Members, Allied Members, Affiliate Members and Student Members.

A. Consultant Members. All Consultant Members shall abide by the Consultant Member Code of Conduct.

- a. Consultant membership is a personal membership wherein all member benefits are directed to the named individual only. Consultant membership, with the exception of Emeritus and Student Members, is limited to individuals whose main employment is in a capacity typically associated with consulting activities in the foodservice and hospitality industry.

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

i. Professional Member

##### Qualifications

a. 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 Conduct

The Board of Directors shall from time to time, and following consultation with Divisional boards, the FCSI Council for Professional Standards and individual Consultant Members, determine and publish what constitutes these competency and knowledge requirements and standards.

b. Shall fulfill continuing professional growth requirements, as set forth by the FCSI Council for Professional Standards and approved by the Board of Directors.

c. Shall comply with the FCSI Code of Conduct.

Rights and Privileges

a. Professional Members shall have the right to use the initials “FCSI” after their name and use the FCSI Professional Seal bearing their name and member number.

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

c. Professional Members shall have the right to serve as an Officer and Director on the FCSI worldwide board of directors.

iii. Associate Member

Qualifications

Currently employed in a capacity that can serve as partial qualification for more advanced consultant membership. Shall comply with the FCSI Code of Conduct.

Shall fulfill continuing professional growth requirements as set forth by the FCSI Council for Professional Standards and approved by the Board of Directors.

Rights and Privileges

Associate Members may not vote or serve as an Officer or Director on the FCSI worldwide board of directors. Opportunities to serve in leadership positions may exist within FCSI’s operating Divisions, local units and chapters as indicated in their governing documents.

iv. Emeritus Member

Qualifications

Professional Member who has retired from active practice and no longer is involved, in any way, in the sale or delivery of projects through his or her

personal intervention. An Emeritus Member may not solicit business, produce deliverables or in any way attend presentations in the active pursuit of commissions for himself/herself or any firm.

#### Rights and Privileges

Emeritus Members may use the designation “FCSI Emeritus” Or “FCSI (EM)”. They shall not have the right to vote or serve as an Officer or Director on the FCSI worldwide board of directors.

- B. Allied Members There may be two categories of Allied Member: Individual and Corporate Member. Allied membership classes are available to companies and individuals that are involved in foodservice/hospitality related businesses and that express an interest in the issues, information and associations common to the foodservice/hospitality consulting field.

i. Corporate Member

#### Qualifications

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

#### Rights and Privileges

Corporate Member companies may sponsor FCSI events and advertise in FCSI publications.

The named corporate member representatives may vote for allied board representation. They shall not have the right to serve as an Officer on the worldwide board of directors. Details concerning opportunities to serve in leadership positions in FCSI’s operating Divisions, local units and chapters shall be as indicated in their governing documents.

ii. Individual Allied Member

#### Qualifications

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

#### Rights and Privileges

Individual Allied Members may not sponsor FCSI events or advertise in FCSI publications. Individual Allied membership is a personal membership wherein all member benefits are directed to the named individual only. This classification of membership is not intended to be used for the promotion of a brand, product or service.

Individual Allied Members may not vote or serve as an Officer or Director on the worldwide board of directors. Opportunities to serve in leadership positions may exist within FCSI's operating Divisions, local units and chapters as indicated in their governing documents.

- C. Affiliate Members. Affiliate membership is available to individuals 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 on the worldwide board of directors. Opportunities to serve in leadership positions may exist within FCSI's operating Divisions, local units and chapters as indicated in their governing documents.

Affiliate membership is a personal membership wherein all member benefits are directed to the named individual only. This classification of membership is not intended to be used for the promotion of a brand, product or service.

- D. 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 full time. Student Members shall not have the right to vote or serve on the worldwide board of directors.

## ARTICLE IV

### MEETINGS OF MEMBERS

The Society desires to be a worldwide organization that reflects the views of its worldwide constituency. It encourages all members to attend its meetings.

- Section 1. General Meeting. A general meeting of the members may be held at such time and place as the Board of Directors may determine for the purpose of transacting such business as may come before the meeting. Given the global distribution of the membership and that travel time/costs prohibit the assembly of a quorum truly representative of the worldwide voting membership, decisions requiring a member vote will not be conducted other than via electronic distribution to the entire global voting membership. The board of directors is committed to producing an Annual Report to inform the global membership about advancements and performance each year.

Section 3. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be given to each member entitled to vote at such meeting at least sixty (60) days before the date of such meeting.

Section 4. Electronic Ballot. Except as otherwise set forth in these Bylaws, any membership vote required by these Bylaws, the Articles of Incorporation or by law shall be conducted via a electronic ballot, 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 electronic ballot, the affirmative 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.

## ARTICLE V

### SUBSIDIARY ORGANIZATIONS

The Society desires to establish a worldwide network for its members while maintaining local involvement. All members of the Society are a part of the worldwide network. The Society encourages members residing in defined geographical areas to organize themselves as a local unit or chapter of a Division.

Section 1. Divisions.

- A. The formation of a Division must be approved by a 2/3rds vote of the Society's Directors. The Board of Directors has previously approved a Europe-Africa-Middle East Division, an Americas' Division, and an Asia Pacific Division and may approve others as are consistent with these Bylaws. Any group of Consultant Members having a geographical nexus may apply to be a Division of the Society. Divisions shall be separately incorporated as an operational unit of the Society. Divisions shall have governing documents consistent with the Society's Articles of Incorporation and Bylaws. All members of a Division must be members of the Society. All FCSI members residing in a Division's defined geography will automatically be members of such Division. Each Division shall enter into a Division Affiliation Agreement with the Society. The Society's Board of Directors shall adopt policies and procedures regarding the operation of Divisions.
- B. By affirmative vote of two-thirds (2/3) of the Board of Directors at a meeting at which there is a quorum present, the Board of Directors may withdraw the recognition of a Division.

- C. Only FCSI's worldwide board of directors may authorize a Division to make use of branding images for which FCSI worldwide holds trademark registrations. Unauthorized use of these trademarks may result in immediate legal action to protect the FCSI brand.

Section 2. Local Units/Chapters

- A. The Board of Trustees of a separately incorporated Division of FCSI may grant Local Unit/Chapter charters to organized groups of Consultant Members of the Society who reside in a defined geographical area. Local Unit/Chapter charters shall be granted pursuant to guidelines adopted from time to time by the FCSI Board of Directors. All Local Unit/Chapter members must be members of the Society. All FCSI members residing in a Local Unit's/Chapter's defined geography will automatically be members of such Local Unit/Chapter. Each Local Unit/Chapter shall enter into a Local Unit/Chapter Affiliation Agreement with the Division in which they are located. The Society's Board of Directors shall adopt policies and procedures (consistent with the Affiliation Agreement) regarding the operation of Local Units/Chapters.
- B. Only FCSI's worldwide board of directors may authorize a Local Unit/Chapter to make use of branding images for which FCSI worldwide holds trademark registrations. Unauthorized use of these trademarks may result in immediate legal action to protect the FCSI brand.

ARTICLE VI

BOARD OF DIRECTORS

- Section 1. General Powers. The affairs of the Society shall be governed by its Board of Directors.
- Section 2. Composition, Tenure, and Qualifications. The number of directors shall be six(6). The six (6) directors shall include two Professional Consultant member representatives currently serving on the Divisional Boards as presented by each Divisional Board of Trustees. Divisions shall notify the Board of changes to personnel in the above noted leadership positions at least sixty (60) days prior to such appointment taking effect. Each Director/Officer shall hold office until his or her successor has been duly elected or appointed by the Division they represent and has qualified. Terms of service are a minimum of two years and maximum of six years.
- Section 3. Regular Meetings. A regular face-to-face meeting of the Board of Directors shall be held each year at such time and at such place as may be designated by a resolution of the Board of Directors without other notice than this Bylaw and such resolution. The Board of Directors may provide by resolution the time and place,

for the holding of additional regular meetings of the Board without other notice than such resolution. Additional regular meetings of the Board of Directors may be held in-person or via electronic means.

- Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or the majority of directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them provided that there is provision for such a meeting in the operating budget or a budget exception formally approved by a majority of the Directors/Officers.
- Section 5. Notice. Notice of any regular meeting of the Board of Directors shall be given at least thirty (60) days for an in-person meeting and (30) day for an electronic previously thereto by written notice delivered personally or sent by electronic mail to each Director. If notice is given by electronic mail, notice shall be deemed to be delivered upon confirmation of the receipt of the transmission of the electronic mail. Any Director may waive notice of any meeting.
- Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that there is at least one (1) Officer/Director from each of FCSI's operating Divisions present and if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. If a Division is unrepresented in two consecutive board meetings then a third board meeting, unrepresented by the same Division, would be considered a quorum if the remaining four Divisional representatives are present.
- Section 7. Manner of Acting. All board Directors and Officers may vote on matters requiring a formal board vote. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.
- Section 8. Vacancies. A vacancy in a Division Director position shall be filled by the Division appointing such Director. A Director selected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- Section 9. Compensation. Directors shall not receive any salaries for their services as such, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; provided, that nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving compensation therefore.
- Section 10.



## ARTICLE VII

### OFFICERS

- Section 1. Officers. The officers of the Society shall be a President, Secretary/Treasurer and past president. President and Secretary/Treasurer shall be ex-officio voting members of the Board of Directors. Past President shall be an ex-officio non-voting member of the Board of Directors.
- Section 2. Election and Term of Office. The board will conduct Officer elections at a Board of Director's meeting at least 90 days prior to the end of the previous term. The Officers shall serve until their successors have been duly elected and have qualified. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Member must serve a minimum of one year on the WW Board to be eligible to serve as an Officer.
- Terms are one year, with an option for a one year reappointment, with a maximum of two years.
- Section 3. Removal. Any officer may be removed from his or her position as an officer by the Board of Directors, with a 2/3 vote of the Board, whenever in its judgment the best interests of the Society would be served thereby.
- Section 4. Vacancies. The Board of Directors shall fill a vacancy of the office of President or Secretary/Treasurer. Vacancies shall be filled with a person then serving on the Board of Directors.
- Section 5. President. The President shall be the Chief Executive Officer of the Society. He or she shall preside at all meetings of the Board of Directors and shall be the Chairman of the Board of Directors. He or she may sign, with the Secretary/Treasurer any deeds, mortgages contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Society; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- Section 6. Secretary/Treasurer. The Secretary/Treasurer shall be the custodian of the Society's books, records and meeting minutes, and shall also have charge of and exercise general supervision over the financial affairs, records and books of account of the Society. The Secretary/Treasurer's duties shall include: The preparation, and obtaining Board approval of an annual budget for the Society, making a written report to the membership at each Meeting of the Society, and

make a written report periodically to the Board of Directors, which reports shall set forth the financial condition of the Society, the state of its budget and appropriations at the date of this report, and its income and expenditures for the period of the report, and the Secretary/Treasurer's recommendations on matters relating to the finances of this Society.

The Secretary/Treasurer shall in general perform all the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

## ARTICLE VIII

### COMMITTEES

The Society shall have such committees the composition and duties of which shall be determined by the Board of Directors.

## ARTICLE IX

### BUSINESS MANAGEMENT

The Board may from time to time retain a non-member business manager who shall be responsible for such administrative functions as the Board of Directors may authorize.

## ARTICLE X

### FISCAL AND FINANCIAL AFFAIRS

- Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Society, 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 Society, as officially approved by the Board of Directors, and such authority may be general or confined to specific instances.
- Section 2. Accounting Procedures. The accounting procedures shall be recorded and reported using the accrual method of accounting.
- Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- Section 4. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Audits. The Board of Directors shall be vested with the authority to appoint a certified public accountant to make a financial audit on an annual basis.

## ARTICLE XI

### FISCAL YEAR

The fiscal year of the Society shall be determined by the Board of Directors.

## ARTICLE XII

### BOOKS AND RECORDS

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

## ARTICLE XIII

### FEES & DUES

Dues applicable to worldwide society operations shall be established annually by the Board of Directors and communicated to Divisional leaders. Dues and fees are invoiced and collected from individual members by the Divisions or Local Units/Chapters closest to the member and having an administration office capable of such activities, with the worldwide portion remitted according to policies and procedures established from time to time by the Board of Directors.

## ARTICLE XIV

### AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the Directors present at any regular meeting or at any special meeting of the Board at which there is a quorum.

## ARTICLE XV

### INDEMNIFICATION

Each Director and Officer of the Society shall be indemnified by the Society to the full extent permitted under law. Without limiting the generality of the foregoing, each Director and Officer

of the Society, shall be indemnified by the Society against all expenses, as hereinafter defined, which shall necessarily or reasonably be incurred by him or her in connection with any action, suit or proceedings to which he or she is or shall be a party, or with which he or she may be threatened, by reasons of being or having been a Director or Officer of the Society, whether or not he or she continued to be a Director or Officer at the time of incurring such expenses. Expenses, as used herein, shall include, but not be limited to, amounts or judgments against, or amounts paid in settlement by, such Director or Officer, other than amounts payable or paid to the Society, but shall not include any (a) expenses incurred in connection with any matters as to which such Director or Officer shall be adjudged in such action, suit or proceeding, without such judgment being reversed, to be liable by reason of his or her negligence or willful misconduct in the performance of his or her duties as such Director or Officer, or (b) expenses incurred in connection with any such matters which shall have been the subject of such action, suit or proceeding disposed of otherwise than by adjudication on the merits, unless in relation to such matters such Director or Officer shall not have been liable for negligence or willful misconduct in the performance of his or her duties as a Director or Officer. In determining whether a Director or Officer was liable for negligence or willful misconduct in the performance of his or her duties as such Director or Officer and is for that reason not entitled to reimbursement pursuant to the foregoing provisions, the Board of Directors may conclusively rely upon an opinion of legal counsel selected by the Board of Directors. The right of indemnification hereinabove provided shall not be deemed exclusive of any other right to which such Director or Officer may now or hereafter be otherwise entitled and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any such Director or Officer in any such action, suit or proceeding to have assessed or allowed in his or her favor, against the Society or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

## ARTICLE XVI

### LOGO AND MARKS

The Board of Directors may adopt such corporate logos and trademarks as it determines appropriate.

## ARTICLE XVII

### CODE OF CONDUCT

Consultant Members shall abide by the Code of Conduct attached hereto as Exhibit A.

## VIII

### COUNCIL OF FELLOWS

The Board of Directors may bestow the title of Fellow upon those members who have achieved prominent status in the Society and the foodservice industry. The WW Board of Directors is the only agency which can bestow the title of Fellow on an FCSI member.

EXHIBIT A  
CODE OF CONDUCT

**FCSI - Code of Conduct**

**Foundation**

Foodservice Consultants Society International Worldwide (FCSI) and its Divisions seeks to ensure that its Consultant (Professional, Senior Associate and Associate) Members meet the highest levels of professional conduct and ethical standards related to the foodservice consultancy industry. In order to provide members with meaningful guidance, FCSI Worldwide and its Divisions has developed the following Code of Conduct for its members to help ensure that they remain independent and objective.

This Code of Conduct is intended to increase the confidence and safety of all those engaging or relying on a member of FCSI.

The Code of Conduct shall be guided by three master principles:

- The Client's Interests
- The Public's Interests
- The Profession's Interests

**Master Principle I — The Client's Interests**

The interest of the client shall be paramount in all aspects of the specific work and general conduct of the member at all times.

**Competence**

A member shall only accept work that the member is fully qualified to perform. Members shall not make misleading statements about their ability or qualifications under any circumstances and shall refuse work, or refer it to other more qualified consultants, when they are not fully conversant with the subject matter, and would be jeopardizing the member's integrity and duty to perform the work to the highest standards.

**Fee and Deliverable Arrangements**

A member shall establish a scope, deliverable and fee arrangement with the client in writing, in advance of any substantive work being conducted on the client's behalf. Any additional work or any revision of work undertaken with the client shall be agreed to by the client in writing. A member shall not receive income either directly from the supply of equipment, materials, maintenance of buildings and equipment or similar supply purchases by the client or indirectly through refunds or deductions from the supply of equipment, materials, facilities management services or similar supply purchases by the client.

## Conflict of Interest

A member shall avoid acting simultaneously for two or more clients in a potentially conflicting situation without informing all parties in advance and securing their agreement to the arrangement in writing.

A member shall inform a client of any interest which may reasonably be seen to impair the member's professional judgment.

A member shall disclose any known actual or potential conflicts of interest and provide full disclosure on any relationship which may have the potential to compromise the member's integrity or the quality of services rendered.

## Confidentiality

A member shall not disclose proprietary information obtained during the course of the assignment unless that information is already clearly in the public domain, or permission is obtained in writing, to disclose specific information for a specific purpose.

## Independence and Objectivity

A member shall refrain from serving a client under any circumstance in which the member shall find herself/himself working in conditions which may impair the member's independence or judgment. A member should apply the FCSI Code of Conduct and if appropriate retain the ability to withdraw from an assignment in which the member loses her/his independence during the course of the engagement.

## Client Understanding

The member shall ensure that the advice and recommendations the member presents are based upon his/her findings, analysis and experience in the industry, and are realistic, practical and presented to the client in a clear manner.

## Disclosure

A member must declare and disclose to the client all relevant personal, financial or other business interests, known to the member, which may materially affect the client. The declaration must include but not be limited to:

- any directorship or controlling interest in any business in competition with the client
- any personal or financial relationship with the client, its employees or a supplier
- any financial interest in goods or services recommended or supplied to the client either directly or by the consultant's employer
- any personal investment in the client organization or in its parent or subsidiary organizations

- any recent or current engagements in sensitive areas of work with a directly competitive firm of the client
- any current work or work completed in the past previous 18 months for a third party on the opposite side of a transaction

## **Master Principle II — The Public’s Interest**

The interest of the public shall be highly considered and respected in all aspects of the specific work and general conduct of the member at all times.

### **Legal Responsibilities**

A member shall act in accordance with applicable law of the jurisdiction in which the engagement is being conducted and within the member’s own place of business at all times. The member shall not participate in any engagement which is in contravention of the law in the jurisdiction of the consultant, the client or the physical engagement.

### **Representation**

A member shall not represent the client or other members or any other interest without the express written permission of those the member represents, authorizing him/her to do so.

### **Public Decorum**

The member must conduct herself/himself in a reasonable and respectful manner at all times in public, whether representing the membership or the profession.

## **Master Principle III — The Profession’s Interest**

The member shall be responsible to the interests of the foodservice consulting profession by endeavoring to enhance the standing and public image of the profession and the association within his/her community.

### **Knowledge**

A member shall keep informed of the Worldwide Code of Conduct and the applicable Division’s Code of Ethics at all times.

A member shall strive to keep abreast of developments in his/her specific areas of expertise.

A member shall comply with the Society’s and applicable Division’s Continuing Professional Growth requirements.

### **Obligations to Other Members and the Profession at Large**

A member shall respect the professional obligations of other members as set out in this Code of Conduct.

A member, when referring a third party, shall not make any commitments on behalf of the third party nor misrepresent the third party's qualifications.

A member shall not attempt to have another foodservice consultant's engagement terminated. Members shall not knowingly attempt to break an on-going client relationship between another foodservice consultant and their client.

## Publicity

A member, when promoting their work, firm, or herself/himself shall:

- Provide only factual and relevant information
- Neither be misleading nor unfair to others

## Personal Conduct

A member shall operate her/his business and practice in such a manner to reflect the FCSI Code of Conduct.

A member shall maintain in good standing, her/his reputation and character at all times.

A member shall not give FCSI false, inaccurate, misleading or incomplete information at any time.

A member shall not use or permit to be used the Society's name, initial or seal inappropriately nor in any manner other than those set out in FCSI Worldwide or Divisional policy guidelines.