

1 **Draft Constitution and Rules**

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3 **ARTICLE I - Name**

4 The name of this “Organization” shall be “Organization” of Food Engineering,
5 Incorporated, hereafter referred to as The “Organization”, a nonprofit entity which
6 conforms to membership corporation law of the state of Ohio.
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8 **ARTICLE II - Purpose**

9 The object of The “Organization” shall be the advancement of food engineering.
10 Food Engineering is defined broadly here as the engineering science and practice
11 involved in operations pertaining to the food industry, its suppliers and consumers. The
12 object shall be promoted (a) by meetings, in particular, the Conference of Food
13 Engineering; (b) promotion of funding for food engineering research in academia; (c)
14 development of educational criteria and programming in food engineering; (d) by
15 outreach to industry, government and other groups; and (e) by other appropriate and legal
16 means.
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18 **ARTICLE III - Membership**

19 Any person interested in the purposes of The “Organization” may apply for membership
20 provided an application, made out in due form, is submitted to the Chair of the
21 Membership Committee or to the designate of the Chair, hereinafter provided for in
22 ARTICLE IV of the Rules. Membership shall be open to qualified individuals who share
23 the purpose of the “Organization” as a common interest.
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25 **ARTICLE IV - Officers and Executive Committee**

26
27 **Section 1**

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29 The officers of The “Organization” shall consist of a President, a past-President, a
30 President-elect, a Secretary, and a Treasurer. The officers shall serve a term typically
31 equal to the interval between two successive Conferences of Food Engineering, but in
32 any case, no longer than two years. If a Conference of Food Engineering is not held as
33 scheduled, the leadership must still turn over in a maximum two-year schedule.
34

35 **Section 2**

36 The governing body of The “Organization” shall be the Executive Committee.

37 **Section 3**

38 The Executive Committee shall consist of the officers of The “Organization”, the most
39 recent living Past-President of The “Organization”, Members-at-Large, consisting of one
40 representative from each Division and Committee as provided for in ARTICLE VIII, XI,
41 XII and XIII, and other additional Members-at-Large that are not affiliated with
42 Divisions or Committees. There shall be at least eight Members-at-Large. Members-at-
43 Large who are not affiliated with Divisions or Committees shall be elected by the general
44 membership of the “Organization”.
45
46

47 **Section 4**

48 The terms of the officers and of the members of the Executive Committee shall be a
49 maximum of two years as detailed in Section 1 above. The terms shall start at January 1
50 of the year immediately following their election, hereinafter provided for in
51 ARTICLE V, and shall terminate at the end of December 31 in the year of expiration of
52 their terms of office.

53 **Section 5**

54 The Executive Committee shall be the legal representative of The “Organization”. It shall
55 have the power to expend the funds of The “Organization”, or to invest the same, but
56 shall not incur indebtedness beyond the assets of The “Organization”. It shall transact all
57 business of The “Organization” not otherwise. Only the executive committee may make
58 official statements on behalf of The “Organization”.

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62 **ARTICLE V - Nomination and Election of Officers**

63 **Section 1**

64 At a suitable time prior to an election, the President shall appoint a Nominating
65 Committee consisting of three members of The “Organization”. The Nominating
66 Committee shall operate under the guidelines outlined in Article V of the Rules. One of
67 the three members of this Committee shall be designated by the President to act as Chair.
68 If for any reason the President cannot take this action, the Executive Committee shall
69 appoint the members and Chair of the Nominating Committee.

70 **Section 2**

71 The Nominating Committee shall, through its Chair, report to the Secretary of The
72 “Organization” at least one nominee but no more than two nominees for each of the
73 offices
74 named in Section I of ARTICLE IV of this Constitution, and at least five nominees for
75 Members-at-Large of the Executive Committee. Nominees shall be members in good
76 standing of The “Organization” as provided for in ARTICLE III of the Rules.

77 At least one hundred forty-five (145) days prior to the date of the Conference of Food
78 Engineering at
79 which the results of an election are to be announced, the Secretary shall inform the
80 members of The “Organization” of the list of nominees reported by the Nominating
81 Committee.

82 For a period of forty-five (45) days following the date of such notification, additional
83 nominees may be named by petition forwarded to the Secretary and signed by at least
84 fifteen (15) members in good standing of The “Organization”. Upon receipt of such
85 petition, the Secretary shall, after acceptance of such nominations by the nominees, add
86 such names to the ballot. Where more than one nomination for each office has been
87 made, the complete list of nominees comprising the ballot shall be arranged in
88 alphabetical order.

89 **Section 3**

90 At least eighty (80) days prior to the Conference of Food Engineering at which the results
91 of an election are to be announced, the Secretary shall notify and make available to each
92 member in good standing of The “Organization” a complete ballot, prepared as provided

93 in Section 2 of this ARTICLE. The ballot shall, in addition, contain a notice that the voter
94 may vote for any qualified persons other than the listed nominees, and spaces shall be
95 provided for recording such votes. Ballots shall be returned to the Secretary or to the
96 designate of the Secretary, and to be valid must be received not later than thirty (30) days
97 prior to the Conference of Food Engineering at which the results of the election are to be
98 announced. Any ballot marked so as to indicate a vote for more than one officer nominee
99 or for more than three nominees for Member-at-Large shall be void in its entirety.

100
101 **Section 4**

102 The Secretary or the designate of the Secretary shall transmit the ballots to an Election
103 Committee appointed by the President, comprised of any three members of good standing
104 in The “Organization”. This Committee shall count all ballots cast by members in good
105 standing. At the Conference of Food Engineering, the President shall announce the results
106 of the election as determined by the Election Committee. If the Conference of Food
107 Engineering is postponed or abandoned, the President shall direct the Secretary to report
108 the election results to the members of The “Organization” by other means prior to
109 December 15. If there is a tie vote, the President shall order a ballot to be taken at the
110 Conference of Food Engineering to decide which of the candidates who have received the
111 same number of votes shall be chosen. If for any reason the Conference of Food
112 Engineering is not to be held that year, the President shall immediately order another vote
113 of the membership, allowing thirty days for return of the ballots.

114
115 **ARTICLE VI - Meetings**

116 **Section 1**

117 A Conference of Food Engineering of The “Organization”, for the purpose of conducting
118 technical sessions or symposia and to transact business, shall be held every two years.
119 The Executive Committee shall announce the time and place at least one year prior to the
120 meeting.

121 **Section 2**

122 Additional meetings may be held as shall be determined by majority vote of the
123 Executive Committee.

124 **Section 3**

125 Notwithstanding Section I of this ARTICLE, the Executive Committee may determine
126 the existence of extraordinary conditions requiring postponement or abandonment of
127 the Conference of Food Engineering in any given year. If the Committee determines a
128 postponement, it shall fix the time and place for the next meeting as soon as possible.

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130 **ARTICLE VII – Reports**

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132 The Secretary of The “Organization” shall report to the membership at the Conference of
133 Food Engineering on the activities of The “Organization”. The Treasurer of The
134 “Organization” shall report to the membership at the Conference of Food Engineering on
135 the financial condition of The “Organization”. These reports shall be sent to the
136 membership.

137
138 **ARTICLE VIII - Divisions**

139 **Section 1**

140 The Executive Committee may, upon petition by members of The “Organization”,
141 recommend the formation of a Division within The “Organization” charged with the
142 advancement and diffusion of the knowledge of a specific subject or subjects in food
143 engineering. Such petition shall include proposed Bylaws and definitions of the areas of
144 interest of the Division, for approval by the Executive Committee.

145 **Section 2**

146 The officers of each Division shall be a Chair, a Vice-Chair and a Secretary,
147 who shall be elected in a manner and spirit that is consistent with the procedures of the
148 “Organization”. There shall be a council of each Division consisting of the
149 officers and such other members as may be elected by the Division. Said Secretary-
150 Treasurer shall keep the Executive Committee informed of the activities and needs of
151 the Division. A Divisional Representative to the Executive Committee shall be selected
152 by each Division following the Bylaws of the Division.

153 **Section 3**

154 The times and places of the meetings of a Division shall be chosen subject to the
155 approval of the Executive Committee.

156 **Section 4**

157 The formation or dissolution of a Division shall occur after the recommendation of the
158 Executive Committee and the approval of a majority of the membership voting in a
159 secure and secret vote. The vote shall be taken within 90 days of the recommendation of
160 the Executive Committee and shall be supervised by the Secretary.

161 **Section 5**

162 Dissolution may be recommended by the Executive Committee upon evidence of 1)
163 operation of the Division in a manner or level of activity inconsistent with the general
164 purpose of The “Organization”; 2) the Division is inactive for a period of one year; or 3)
165 if a particular activity of the Division is no longer relevant to the goals of The
166 “Organization”, as determined by a vote of the Executive Committee In cases 1 and 2
167 above, notice of intent to recommend dissolution shall be sent to
168 Council members of the Division at least six (6) months before such recommendation is
169 submitted to a vote of the membership, so that remedial action may be taken by the
170 Division to make a recommendation for dissolution unnecessary. In Case 3, a vote of the
171 membership will be taken regardless of subsequent action by the Division.

172 **ARTICLE IX - Amendments to the Constitution**

173 Amendments to this Constitution may be made by a 2/3 vote of those voting in a secret
174 and secure ballot submitted to the membership after the members attending a regular
175 meeting of The “Organization” have voted to submit such amendments to a ballot. The
176 Secretary shall notify and make ballots available to the membership within thirty days
177 after this meeting. Ballots shall be returned to the Secretary or to the designate of the
178 Secretary, and to be valid must be received by within sixty days after this meeting.
179 Amendments so approved shall become effective immediately upon certification of
180 approval by the Secretary to the Executive Committee and to the membership, except
181 that amendments that change the status of officers shall become effective when the new
182 officers are declared elected.

183 **ARTICLE X - Meetings Committee**

184 A Meetings Committee is to be established consisting of the Local Arrangements

185 Chair and the Meeting Program Chair, and other members, all to be appointed by the
186 President with concurrence of the Executive Committee. The Meetings
187 Committee shall be responsible for organizing the meetings of The “Organization”.

188 **ARTICLE XI – Education Committee**

189 The Education Committee will deal with questions regarding educational programs in
190 food engineering, both for food engineering and food science students, program
191 accreditations, professional registrations, industry needs in continuing education, and
192 representation of food engineers in academia.

193 **ARTICLE XII – Research Committee**

194 The Education Committee will deal with questions of research support for food
195 engineering, communication with federal agencies regarding research priorities relating
196 to food engineering.

197 **ARTICLE XIII – Industry Liaison Committee**

198 The Industry Liaison Committee’s responsibility will be to create and maintain industry
199 interaction with the “Organization”.

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201 **ARTICLE XIV – Dissolution of The “Organization”**

202 In the event of dissolution, all of the remaining assets and property of the corporation
203 shall, after necessary expenses thereof, be distributed to another “Organization” selected
204 by the Executive Committee, exempt under section 501 (c) (3) of the U.S. Internal
205 Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax
206 laws, or to the Federal government, or state or local government for public purpose.

207 **ARTICLE XV – Corporation type**

208 Notwithstanding any other provision of these articles, this corporation will not carry on
209 any other activities not permitted to be carried on by (a) a corporation exempt from
210 Federal income tax under sections 501(c)(3) of the Internal Revenue Code of 1954 or the
211 corresponding provision of any future United States internal revenue law or (b) a
212 corporation, contributions to which are deductible under section 170(c)(2) of the Internal
213 Revenue Code of 1954 or any other corresponding provision of any future United States
214 internal revenue law.

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Rules

219 **ARTICLE I - Duties of Officers and Executive Committee**

220 **Section 1**

221 The President shall be the Chief Executive Officer of the “Organization”. The President
222 of The “Organization” shall exercise general care and supervision over the affairs of The
223 “Organization” subject to the direction and approval of the Executive Committee, and
224 shall do and perform all acts usually incident to the office of President.

225 **Section 2**

226 the President-Elect shall be the second-ranking Executive Officer of the “Organization”.
227 The President-elect shall assist the President in the performance of the latter’s duties. In
228 the event of the absence of the President, or the inability of the President to serve, the
229 President-elect shall act in the President’s stead. The President-elect shall perform such
230 other duties as are assigned by the President or by the Executive Committee.

231 **Section 3**
232 The Past President shall advise the President (or in the President’s absence, the President-
233 Elect) on matters relating to The “Organization”.

234 **Section 4**
235 The Secretary shall keep the records of The “Organization”, including minutes of all
236 meetings, appointments, committees, and membership files. The Secretary shall be
237 responsible for the official correspondence of The “Organization”. The Secretary shall
238 prepare a Biennial report of the activities of The “Organization” in accordance with
239 ARTICLE VII of the Constitution.

240 The Secretary shall be responsible for the preparation, distribution, and collection of
241 electronic
242 ballots that may be presented to the membership for vote. In particular, the Secretary
243 shall be responsible for the issuance and receipt of the ballots for the membership vote
244 on officers as defined in ARTICLE V of the Constitution, for the issuance and
245 tabulation of ballots on the formation and dissolution of a Division as specified in
246 ARTICLE VIII of the Constitution, and for the issuance and tabulation of ballots on
247 proposed amendments to the Constitution and Rules as specified in ARTICLE IX of the
248 Constitution, and in ARTICLE IX of the Rules, respectively.

249 **Section 5**
250 The Treasurer shall account for all monies of The “Organization”.
251 The Treasurer shall be the disbursing officer of The “Organization” and shall approve all
252 expenditures by The “Organization” upon authorization of the Executive Committee.
253 The Treasurer may be required to give bond for the faithful discharge of the duties of
254 the office of Treasurer, to the extent as may be required by the Executive Committee.
255 The Treasurer shall prepare an Annual budget and present it to the members at the
256 Conference of Food Engineering, if one is held that year, or by correspondence, if no
257 meeting is held that year. The Treasurer shall prepare an Annual report on the state of the
258 finances of The “Organization” in accordance with ARTICLE VII of the Constitution.

259 **Section 6**
260 The Executive Committee shall be empowered to make working rules of order and to
261 create additional standing and ad hoc committees for the control and operation of The
262 “Organization”. All rules and regulations and committee appointments so made shall
263 terminate
264 with the expiration of tenure of office of the officers promulgating them, unless
265 continued by incoming officers constituting the succeeding Executive Committee.
266 In the event that an officer of The “Organization” dies or resigns while in office, the
267 Executive Committee shall appoint a successor to complete the unexpired term of the
268 officer, subject to the provision stipulated in Section 2 of ARTICLE I of the Rules that
269 the President-elect shall succeed if the Office of President becomes vacant. The
270 Executive Committee shall determine the date and place of the Conference of Food
271 Engineering and any other meetings of The “Organization” that shall be called in
272 accordance with ARTICLE VI
273 of the Constitution. The Executive Committee recommends the formation or the
274 dissolution of Divisions as stipulated in ARTICLE VIII of the Constitution.
275 The Executive Committee shall have the power to overrule or modify the action of any
276 officer of The “Organization”.

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278 **ARTICLE II - Quorum**

279 A quorum of The “Organization” shall be the number present at a regularly scheduled
280 business session of The “Organization”. A quorum of the Executive Committee and of all
281 other Committees shall be a majority of said committee.

282 **ARTICLE III - Dues and Privileges**

283 **Section 1**

284 Members in good standing of The “Organization” ("members") shall be live natural
285 persons and shall pay Annual dues each year by the due date. Each member shall receive
286 the official newsletters of The “Organization”. Said members shall be entitled to vote and
287 hold office. Student members of The “Organization” shall be live natural persons who are
288 full-time students and shall pay Annual dues each year by the due date. The Membership
289 Committee shall determine the mechanism by which a member's status as a student is
290 determined. Student members have all the rights and responsibilities of members in good
291 standing.

292 The amount of the membership fee may change from time to time, depending on the
293 needs of the “Organization” and its membership. The decision on revision of
294 membership fees rests with the Executive Committee. The Treasurer shall, upon
295 preparation of the report on the fiscal condition of the “Organization”, move and
296 recommend any changes in the dues amount. This motion shall be discussed and voted
297 on by the Executive Committee of the “Organization”.

298 **Section 2**

299 Accepted applications for membership in The “Organization” shall be considered as for
300 the current year. New membership fees will become due as of January 1 of the following
301 year. Members delinquent in dues three months after the official date of renewal shall be
302 declared not in good standing and their names removed from the official roster of The
303 “Organization”. Members not in good standing or resigned members may be reinstated
304 without payment of back dues, by action of the Membership Committee.

305 Retired members of The “Organization” may, upon application to the Secretary, remain
306 as members of record of The “Organization” without the payment of the Annual Dues,
307 provided that they have been regular members for a period of at least 10 years at the time
308 of the application. Such members of record shall be accorded all privileges of
309 membership. Unemployed members who have been regular members for a period of 5
310 years at the time of application may, for a maximum period of 3 years, retain all
311 privileges of membership without payment of dues. Applications for waiver of dues for
312 unemployed members shall be reviewed by The Secretary, with input from the Executive
313 Committee, and shall be granted at the Secretary's discretion.

314 **ARTICLE IV - Membership Committee**

315 There shall be a standing Membership Committee of at least three members appointed
316 by the President. The Chair of the Membership Committee shall receive and pass upon
317 all applications for membership with the advice of the Membership Committee and
318 shall notify the Secretary of the action taken upon the applications. The Membership
319 Committee shall act on the status of members not in good standing as provided for in
320 ARTICLE III of the Rules.

321 **ARTICLE V - Nominating Committee and Election Procedure**

322 A Nominating Committee shall be appointed biennially and shall function in

323 accordance with the provisions of ARTICLE V of the Constitution.

324 **ARTICLE VI – Awards**

325 The “Organization” may, over time, make awards or have awards endowed. The rules
326 and procedures for such awards will be developed by the Executive Committee, and
327 voted on by the membership.

328 **ARTICLE VIII - Amendments to the Rules**

329 The Rules may be amended by majority vote of the members returning a secret and
330 secure ballot after the members attending any regular meeting of The “Organization”, or
331 the

332 Executive Committee, have voted to submit the proposed amendment to ballot. The
333 Secretary shall notify and make ballots available to the membership within thirty days
334 after the vote directing such a ballot. Ballots shall be returned to the Secretary or to the
335 designate of the Secretary, and to be valid must be received within sixty days after the
336 vote directing the ballot. Amendments so approved shall become effective immediately
337 upon certification of approval of the Secretary to the Executive Committee and to the
338 membership.

339

340 **Code of Ethics?**

341 Food Engineers, in the fulfillment of their professional duties, shall:

- 342 1. Hold paramount the safety, health, and welfare of consumers.
- 343 2. Perform services only in areas of their competence.
- 344 3. Issue public statements only in an objective and truthful manner.
- 345 4. Act for each employer or client as faithful agents or trustees.
- 346 5. Avoid deceptive acts.
- 347 6. Conduct themselves honorably, responsibly, ethically, and lawfully so as to
348 enhance the honor, reputation, and usefulness of the profession.

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