

RESTATED BY-LAWS
OF
CONFRÉRIE DE LA CHAÎNE DES RÔTISSEURS, LTD.
(Originally Adopted March 3, 1990)
(As Amended August 6, 2008)

Article I
PREAMBLE AND PURPOSE

- 1.1 The Confrérie de la Chaîne des Rôtisseurs, Ltd. (hereinafter referred to as the “Society” and as the “Bailliage des Etats-Unis”), is a Not-for-Profit New York corporation.
- 1.2 Its purposes are: to promote, foster and encourage the culinary arts and particularly the techniques of cooking by spit, rotisserie, barbecue, broiling and grilling; to collect and disseminate information with respect to the preparation and serving of foods and the enjoyment, tasting and understanding of wines and distilled spirits; to encourage educational institutions to teach all phases of the culinary arts, enology and viticulture and to do and perform any and all legal acts and things in furtherance of these objectives.
- 1.3 All activities of the Society shall be carried on without pecuniary profit or gain (either directly or indirectly) of any of its Members provided however, that reasonable compensation or salaries may be paid for services rendered and costs/expenses incurred, subject to the specific and express approval of the Board of Directors (or the Bailli Délégué, to the extent that the Board may from time to time so delegate such approval authority).
- 1.4 Membership in the Society includes entitlement to: all Bailliage des Etats-Unis and International privileges including National and Regional Meetings; appropriate use of the Society's Seal and Trademark as may be from time to time determined by the Board of Directors; receipt of Society publications and special discounts that may be available in a Member's establishment or otherwise made available to Members.
- 1.5 Membership does not include the right to belong to a local Bailliage (Chapter), attend another Bailliage's events or a transfer of local Bailliage affiliation. These privileges are by invitation only.
- 1.6 A Society Plaque may be used to adorn a Professional Member's place of business with the understanding that the privilege to so utilize such is limited to those with continuing membership in good standing in the Society. Said Plaques remain at all times the property of the Society and a Professional Member's possession thereof shall be deemed as only a revocable license for use as an adornment. The Chaîne “name” may be used in public relations or news releases only in the following fashion:

“ _____, Maître de Table of the Bailliage de _____ Confrérie de la Chaîne des Rôtisseurs.”

Under no circumstances can be Society's “name” or Seal be used in connection with any product, book, restaurant guide, et cetera without prior written approval from the Bailli Délégué (National President).

Article II
ORGANIZATION AND GOVERNMENT

- 2.1 The principal office of the Society (National Administrative Office) shall be located within the United States at a place that the Board of Directors may from time to time determine. The National Executive Office shall be located in the United States at a place that the Bailli Délégué may from time to time determine.

- 2.2 The Society, governed by a Board of Directors, shall be organized into local Bailliages, each composed of Members who are principally residents of a given geographical area. The geographic residency requirement may be waived in individual instances by the Bailli Délégué at his discretion.
- 2.3 The Bailli Délégué at his/her discretion may authorize the formation of two (2) or more Bailliages (with the concurrence of the pertinent Bailli Provincial) within a Metropolitan Area. Certain restrictive terms and conditions may be placed upon a new Bailliage by the Bailli Délégué in order to avoid conflict and ensure harmonious relations with existing Bailliages. These limitations will be devised in consultation with the pertinent Bailli(s), Bailli Provincial and the National Board of Directors, when deemed appropriate by the Bailli Délégué. A Member may belong concurrently to more than one local Bailliage but may vote for Bailliage Officers only in the one Bailliage in which his/her membership is recorded in the National Administrative Office.
- 2.4 No action, debt or obligation of a local Bailliage shall be (or be deemed to be) an action, debt or obligation of the Society as a whole and the Society shall in no manner whatsoever be (or become) liable for any such actions, debts or obligations.
- 2.5 The service of alcoholic beverages at Society events to members and guests who are legally prohibited from being served, in the geographic jurisdiction where the event is held, is strictly prohibited.

Article III MEMBERSHIP

3.1 Admission to Membership

- (a) Application for Admission shall be by invitation only.
- (b) Candidates for Membership shall be financially responsible adult persons of good moral and ethical character and reputation.
- (c) All Candidates shall complete and file a prescribed Application Form, countersigned by two (2) Sponsors who shall both be Members in good standing of the Society, together with a check or checks covering all requisite National and local Bailliage Fees and/or Dues with the Bailli of the Bailliage in the area in which the Applicant resides. If the Application is approved by said Bailli, it shall be forwarded by him/her to the Bailli Délégué for approval.
- (d) If there is no Bailliage in the area in which the Applicant resides, his/her Application as a Member-at-Large, completed as required in Subsection (c) above, shall be filed directly with the Bailli Délégué for consideration.
- (e) If a person wishes to join the Society, and there is a Bailliage in his/her area which, however, is at full membership as determined by it, such person may become a Member-at-Large if the Application is approved by the Bailli Délégué.
- (f) Notice of final approval or disapproval for membership shall be forwarded by the Bailli to the Candidate who, if approved, shall in due course be formally inducted into the Society with the rank or classification as designated by the Bailli Délégué. Ribbons indicating rank are conferred only at Formal Inductions.
- (g) Induction Ceremonies shall be conducted only by the Bailli Délégué (with the assistance of the pertinent Bailli Provincial, at said Officer's election, in the case of a local Bailliage Induction). In the event that the Bailli Délégué does not elect to celebrate an Induction Ceremony in a case where the

Induction is other than for a National Officer, it shall be conducted by the pertinent Bailli Provincial (or another National Officer or Chambellan Provincial as specifically designated and/or authorized by said Bailli Provincial, and the Bailli Délégué in the case of another National Officer, to conduct said Induction Ceremony). In the event that the Bailli Délégué does not elect to conduct the ceremony involving the induction of a National Officer, he shall specifically delegate the authority to a specific National Officer to conduct said Induction. Under unusual circumstances whereby none of the foregoing officers is reasonably available to conduct a specific local Bailliage Induction, the Bailli Délégué is authorized to designate another present or former member of the National Council to conduct that specific induction.

- (h) Each Bailliage shall be authorized to set a limit on the number of Members that may belong thereto. When that limit has been achieved, the names of any remaining Candidates shall be entered upon an appropriate waiting list in the order of the date received for future consideration, approval and induction. Candidates need not be accepted in order of placement on the waiting list. No Candidate shall be denied admission in the Society (or prevented from holding any office therein) based on race, gender, political or religious belief.

3.2 Classification and Insignia of Membership

- (a) Classifications of Non-professional and Professional Membership will generally conform to standards established from time to time by the Confrérie de la Chaîne des Rôtisseurs based in Paris, France (the “International Society”).
- (b) There shall be three general classes of Members of the Society, as follows:
 - (i) Member-at-Large: A Member of the Society who is not a member of a local Bailliage;
 - (ii) Bailliage Member: A Member of the Society who is a member of a local Bailliage; and,
 - (iii) National Council Member: A Member of the Society who is a member of the National Council described in Section 6.3 of these By-Laws and Members of the Audit and Elections Committees (who are not Directors).

Members will be further classified as Professional or Non-Professional. Non-Professionals normally enter with the rank of Chevalier or Dame de la Chaîne (except for those below the age of 35 who may enter as Ecuyers). Professionals enter with a rank based on their occupation or training.

- (c) Classification and Insignia of Membership are:

- (i) Non-Professional Members

Ecuyer: Amateur gastronome under the age of 35 who accepts reduced induction and dues program.

Silver medal and chain on a purple ribbon.

Chevalier: Amateur gastronome (male).

Silver medal and chain on a blue-bordered purple ribbon.

Dame de la Chaîne: Amateur gastronome (female).

Same decoration as Chevalier.

Officier: All Members who are elected or appointed to Local, Regional or National offices as defined in the By-Laws are automatically deemed to be elevated to the rank of Officier. A Chevalier or Dame de la Chaîne who has not held such office may be elevated to this rank for contributions to a Bailliage upon recommendation of their Bailli, provided he/she has attained a

minimum of five (5) years' membership (or two (2) years if a Bailliage Board Member) since induction, or upon direct application to the Bailli Délégué (without Bailli recommendation required) for approval, having obtained ten (10) years' of continuous membership since induction.

Gold medal and chain on a red-bordered purple ribbon.

Pair: An outstanding member of the Chaîne, promoted to this rank for unique service to the National Society; awarded by the Board of Directors only.

Gold medal and chain on an orange-bordered purple ribbon.

(ii) Professional Members

Rôtisseur/Grillardin: Young professional who works with a turning spit/grill.

Silver medal and chain; no ribbon.

Chef Rôtisseur/Grillardin: Executive Chef directing a kitchen where meats or poultry are prepared on a turning spit/directing a kitchen that does not have a turning spit but does have a grill.

Silver medal and chain on an orange ribbon with the Rôtisseur/Grillardin escutcheon.

Maître de Table: Restaurant or hotel manager or proprietor who does not himself direct the culinary operations of the establishment.

Silver medal and chain on a purple ribbon with an orange central band, blue border.

Maître Rôtisseur/Maître Grillardin: Manager or proprietor of a restaurant which has a turning spit/not having a turning spit but does have a grill.

Silver medal and chain on a red-bordered orange ribbon with the Rôtisseur/Grillardin escutcheon.

Maître Rôtisseur Traiteur: Proprietor or director of a catering establishment or charcuterie possessing a turning spit.

Silver medal and chain on a red-bordered orange ribbon with the Rôtisseur Traiteur escutcheon.

Maître Hôtelier: Hotel manager or proprietor.

Silver medal and chain on a purple ribbon with an orange central band, blue border with the Hotelier escutcheon.

Professionnel du Vin: A person directly involved in viticulture, producing wine or spirits, or the sale and distribution of such products.

Silver medal and chain on a purple ribbon with an orange central band with grape escutcheon.

Professionnel de la Table: A person directly involved in the growing or raising of foodstuffs or in the production, sale, or distribution of culinary items.

Silver medal and chain on a purple ribbon with an orange central band with cornucopia escutcheon.

Officier Chef Rôtisseur/Grillardin: Promotion from Chef Rôtisseur/Grillardin after five (5) years of membership and outstanding service to his Bailliage.

Gold medal and chain on an orange ribbon with the Rôtisseur/Grillardin escutcheon.

Officier Maître de Table: Promotion of a Maître de Table for his/her active participation in development of the Chaîne. Must have attained at least five (5) years of membership since induction.

Gold medal and chain on a red-bordered purple ribbon with an orange central band.

Officier Maître Rôtisseur/Grillardin: Promotion of a Maître Rôtisseur for his/her active participation in the development of the Chaîne. Must have attained at least five (5) years of membership since induction.

Gold medal and chain on a red-bordered purple ribbon with the Rôtisseur/Grillardin escutcheon.

Officier Maître Hôtelier: Promotion of a Maître Hotelier for his/her active participation in development of the Chaîne. Must have attained at least five (5) years of membership since induction.

Gold medal and chain on a red-bordered purple ribbon with an orange central band with the Hôtelier escutcheon.

Grand Officier Maître: Title awarded to deserving Member holding the grade of Officier Maître for at least ten (10) years. The award can also be bestowed at the end of a career of a professional who has performed outstanding service to the profession and to the Chaîne. Awarded by the Board of Directors only.

Gold medal and chain on an orange-bordered violet ribbon with the professional escutcheon.

3.3 Promotions

Elevations in rank to Grand Officier Maître of those Professional Members of the Society who have been particularly active within their Bailliages or who have especially devoted themselves to furthering the purposes and development of the Society may be proposed to the Board of Directors by a Bailli, the Bailli Délégué or a Member of the Board of Directors. As a general rule, at least ten (10) years of membership, shall be a prerequisite for these elevations (provided however, the Bailli Délégué may waive the time requirement when deemed appropriate in his discretion). Elevation in rank to Pair shall be awarded by the Board of Directors. The Bailli Délégué may bestow the rank of Chevalier d'Honneur upon an individual who is both nationally prominent and respected, or the rank of Maître d'Honneur upon a food or beverage professional who is nationally recognized in their field. An individual who is awarded this honorary rank shall be exempted from National Initiation Fees and Annual Dues.

3.4 Commandeur, Officier Commandeur and Grand Commandeur

A Member of the Bailliage des Etats-Unis who has achieved twenty (20) years of membership in good standing shall have conferred upon him/her the title of "Commandeur" and be awarded the Badge designated to reflect said title. A Member of the Bailliage des Etats-Unis who has achieved thirty (30) years of membership in good standing shall have conferred upon him/her the title "Officier Commandeur" and be awarded the Badge designated to reflect said title. A Member of the Bailliage des Etats-Unis who has achieved forty (40) years of membership in good standing shall have conferred upon him/her the title "Grand Commandeur" and be awarded the Badge designated to reflect said title; and, further, shall be a Member for Life, without the requirement of payment of National or International Dues.

3.5 Diplomas

Diplomas will be issued only to persons who have signed the pertinent page of the Livre d'Or (Golden Book), the Official Induction Record of the Society. It is the responsibility of the Inducting Officer to cause to be returned to the National Administrative Office the subscribed pertinent pages of the Livre d'Or.

Article IV

TERMINATION OF AND READMISSION TO MEMBERSHIP

- 4.1 Membership in the Society shall be terminated upon fifteen (15) days' written notice of failure to pay Fees and/or Dues within the prescribed time after billing and may be terminated by the majority vote of the entire board of Directors for cause, including but not limited to, the following reasons:

- (a) Irresponsibility (either morally, ethically, socially or financially, as may be determined by the Board of Directors in its sole subjective judgment in a given instance);
- (b) Improper conduct so as to endanger the harmony or good reputation of the Society or of a Bailliage or any of its Members or conduct in disregard of any provision or provisions of these By-Laws or duly adopted resolution of the Board of Directors;
- (c) Unbecoming conduct or that which reflects moral turpitude;
- (d) Termination of membership in a Bailliage pursuant to Section 8.8 of these By-Laws; or,
- (e) Initiation of a legal proceeding against another Member or the Society itself relating to Society matters (and not previously specifically sanctioned by the Board of Directors).

4.2 A Member shall be provided with an opportunity to be heard on a motion before the Board of Directors to expel such Member upon fifteen (15) days' written notice. Such notice shall state the ground(s) which are the basis for the motion for expulsion. Further, a Member shall have the opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion by the Board. The provisions for a hearing shall not apply in the case of termination based on Section 4.1 (e) above.

4.3 A Member whose membership has been terminated for failure to pay Fees and/or Dues may be readmitted to membership following the discretionary approval of an Application for Reinstatement by the Bailli Délégué and the payment of the prescribed Reinstatement Fees and/or Dues. Request for the Application for Reinstatement, if by a Bailliage Member, is to be made through the pertinent Bailli. However, the submission by the Bailli of an Application for Reinstatement and approval thereof by the Bailli Délégué does not constitute by itself readmission to membership in a particular local Bailliage which may only be done in conformance with Section 8.7 of these By-Laws. In any other situation, an Application for Reinstatement into the Society shall be submitted directly to the Bailli Délégué.

4.4 The Board of Directors may from time to time adopt and circulate rules detailing procedures to be followed in implementing this Article.

Article V FEES AND DUES

5.1 Initiation Fees and National Dues

- (a) Initiation Fees for all Candidates for Membership (which include the cost of Decoration and Diploma) and the amount of Annual Dues shall be as fixed from time to time by the Board of Directors. Any changes that may be adopted by the Board of Directors to the Initiation Fees and/or Annual Dues are subject to ratification by the National Council at its first Meeting (either Special or Annual) immediately subsequent to such modification.
- (b) Initiation Fees and Dues for the first year shall accompany all Applications for Membership.
- (c) Promotion Fees shall accompany Applications for Promotion. The amount of the Fees may be based, in part, on whether a new Ribbon is required.

5.2 National Dues

Annual Dues shall be due and payable in full by every Member on January 1. Statements therefore shall be mailed by the National Administrative Office on or before the preceding November 1. In the event that Dues are not received by March 1 of a given year, the Member may be dropped from the rolls as a Member without

notice (notwithstanding the provisions of Section 4.1 of these By-Laws), and readmission procedures set forth in Section 4.3 above will be applicable, including prescribed Reinstatement Fees.

5.3 Partial Year

Memberships which become effective on or after September 1 in any year shall be exempt from payment of Dues for the remainder of that year and the entire amount of Dues prepaid with the filing of the Application for Membership shall be applied to Dues for the following year.

5.4 Taxes

Any taxes that may be levied or imposed by law upon Dues or other Fees shall be paid by the Member or prospective Member.

5.5 Local Bailliage Dues/Assessments

Each local Bailliage is authorized and empowered, at its sole discretion, to collect Annual Dues and/or Assessments from its membership in such amount as may be fixed from time to time by the Bailliage, in addition to Dues or other Fees described in this Article.

5.6 Assessments

The National Council shall have the power, by a two-thirds (2/3) vote of those present (in person or by proxy) at a duly convened Meeting, to impose a Special Assessment not to exceed Fifty Dollars (\$50) per Member during each fiscal year.

Article VI

THE BOARD OF DIRECTORS AND NATIONAL COUNCIL

6.1 Board of Directors

The Society shall be managed by the Board of Directors, which shall be authorized and empowered to adopt such rules and regulations consistent with the Charter and By-Laws of the Society as it deems necessary and expedient from time to time for the purposes and governance of the Society. The Bailli Délégué may from time to time appoint Ex-Officio Committee Members to serve at his discretion on various Board Committees. It is intended that the Board of Directors is to be continuously guided in its deliberations by the goals and aspirations of the Society's membership as a whole and be both responsive and answerable to the National Council.

6.2 Members of the Board of Directors

(a) The Board of Directors shall consist of the following National Officers

Bailli Délégué (National President); Consul Délégué, Société Mondiale du Vin; Chancelier General, L'Académie de Gastronomie Brillat-Savarin

Chancelier des Etats-Unis (Executive Vice President)

Argentier des Etats-Unis (Secretary/Treasurer)

Conseiller Culinaire & Professionals des Etats-Unis

Conseiller Gastronomique des Etats-Unis

Chargé de Presse des Etats-Unis

Foundation Chair

Grand Echanson des Etats-Unis, Société Mondiale du Vin

Jurisconsult (non-voting)

Five Bailli Provincial Representatives (selected by a majority of the Baillis Provinciaux)

Retiring Bailli Délégué Honoraire des Etats-Unis

- (b) Upon expiration of his term the retiring Bailli Délégué shall automatically serve as a voting member of the Board of Directors, without the necessity of being elected as such, for the length of the term of his/her successor as Bailli Délégué so long as he/she remains a member in good standing of the Bailliage des Etats-Unis.

6.3 The National Council

The National Council shall be composed of Members in good standing of the Bailliage des Etats-Unis who hold one or more of the following offices and/or positions: Member of the Board of Directors; Chancelier Délégué L'Académie de Gastronomie Brillat-Savarin des Etats-Unis; Vice Echanson des Etats-Unis, Société Mondiale du Vin; Vice Chancelier Délégué L'Académie de Gastronomie Brillat-Savarin; Vice Conseiller Culinaire & Professionals des Etats-Unis; Vice Conseiller Gastronomique des Etats-Unis; Vice Chargé de Presse des Etats-Unis; Bailli Provincial; Conseiller Culinaire & Professionals Provincial; Chambellan Provincial; Echanson Provincial; Chargé de Presse Provincial; Bailli; all former Baillis Délégués; Grand Commandeurs; Pairs and the appointed Members of the Elections Committee and the Members of the Audit Committee. Council Members shall vote (either in person or by proxy) as a class on all matters which Members may vote on under the Not-For-Profit Corporation Law of the State of New York. When Council Members vote as a class, no vote of any other class of Members shall be required. Pairs, Grand Commandeurs, and Elections Committee Members shall be non-voting and not count towards a quorum.

6.4 Nominations and Elections of the Board of Directors/National Officers and Audit Committee Members

- (a) Candidates shall be nominated for the designated National Offices and Members of the Audit Committee (designated in section 6.10 of these By-Laws) by Members of the National Council, except as to the Grand Echanson des Etats-Unis, Société Mondiale du Vin; Conseiller Culinaire & Professionals des Etats-Unis; Conseiller Gastronomique des Etats-Unis; Chargé de Presse des Etats-Unis; Chancelier Délégué, Académie de Gastronomie Brillat-Savarin; Foundation Chair; Jurisconsult and Bailli Délégué Honoraire, all of whom except the Bailli Délégué Honoraire, shall be appointed by the Bailli Délégué (subject to ratification by the Board of Directors serve at the pleasure of the Bailli Délégué and whose terms shall in any event automatically expire with that of the appointing Bailli Délégué. The termination of an appointed National Officer by the Bailli Délégué must be ratified by a majority of the entire Board of Directors. Such nominations shall be by petition in written form and submitted to the Chairman of the Elections Committee and the Bailli Délégué, both of whom must receive such nomination at least forty-five (45) days prior to the noticed date of the Meeting of the National Council at which elected National Officers and Audit Committee Members are to be elected. Such petition shall be signed by not less than five (5) National Council Members. Petitions may be executed in counterparts, each of which will be deemed to be an original and all of which, taken together, will be deemed to be one petition. Execution of such petition by any party will not become effective until a counterpart has been executed by the required number of petitioning parties. Other than solicitation of signatures for petitions, candidates seeking National Office shall refrain from general electioneering until proper petitions are duly filed. A Candidate for Bailli Provincial must maintain a residence within the Region that he/she administers. Anything herein to the contrary

notwithstanding, only the Baillis of Bailliages within the geographical jurisdiction of a Bailli Provincial, and eligible to vote at National Council meetings, shall nominate, vote upon and elect their said Bailli Provincial. All other provisions of subsection (c) hereof and Procedural Rules for National Officer Elections shall be substantially followed.

- (b) No person may serve both as a local Bailli or Regional Officer and as a National Officer and a National Officer may not hold two offices concurrently, except as specifically permitted herein.
- (c) At the Annual Meeting of the National Council immediately preceding the expiration of the term of the elected National Officers, or at a Special Meeting of the National Council called for the purpose of the election of elected National Officers, the National Council shall vote for and elect the said National Officers by secret ballot until a majority vote is achieved. Each National Officer shall be voted for separately and elected by majority vote in the order set forth in Section 6.2(a) above. Notwithstanding anything to the contrary that may be provided for herein, all National Council Meetings at which an election will be conducted must be on at least sixty (60) days' written notice. In the event that there are more than two (2) candidates for an office, be it National or Local, the use of Preferential Voting is authorized. The Board of Directors may from time to time adopt rules to be followed in the conduct of elections.
- (d) At the Annual Meeting of the National Council immediately preceding the expiration of the term of the Members of the Audit Committee, or at a Special Meeting of the National Council called for the purpose of election of said Members of the Audit Committee, the National Council shall vote for and elect three (3) Members of the Audit Committee by plurality vote, which vote shall be by secret ballot.
- (e) The Bailli Délégué shall appoint an Election Committee to serve at his pleasure. The Committee shall be composed of three (3) persons. The appointed Members shall be deemed Members of the National Council, but without a vote (unless said Member is otherwise entitled to membership in the National Council by virtue of the provisions of Section 6.3, aside from being a Member of the Elections Committee). The Committee shall perform each of the following duties in the following suggested sequence: (i) determine the authenticity, validity and effect of proxies, if any; (ii) hear and determine all challenges and questions in any way arising in connection with the existence of a proxy or a right to vote of a Member; (iii) determine the existence of a quorum for purposes of a vote; (iv) receive, count and tabulate all votes, ballots or consents; (v) conduct the voting process; (vi) determine when the polls are closed; (vii) determine the results of any election or vote; and, (viii) take such other actions as may be appropriate to accomplish each of the above tasks. The Committee Members shall perform their duties impartially, in good faith and as expeditiously as practical. The Committee shall act by a majority and its decisions, acts and certification of results shall be final and effective in all respects. Any report signed by two (2) Members of the Committee shall be prima facie evidence of the results and facts stated in that report. Should a Member of the Elections Committee be nominated and agree to stand for a National Office, his/her membership on the Committee shall automatically terminate and the Bailli Délégué shall appoint another Member to fill the vacancy created thereby.
- (f) Every person entitled to vote for National Officers and any other elected positions or on any other matter authorized by this Society's By-Laws shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the person and filed with the Elections Committee. A validly executed proxy shall continue in full force and effect unless: (i) revoked by the person executing it, before the vote pursuant to that proxy, by a writing delivered to the Elections Committee stating that the proxy is revoked, or by a subsequent proxy executed by, or attendance at the Meeting and voting in person by the person executing the proxy; or, (ii) written notice of the death or incapacity of the maker of that proxy is received by the Elections Committee before the vote pursuant to that proxy is counted. No proxy shall be valid after the expiration of eleven (11) months from its date, unless otherwise provided in the proxy.

6.5 Terms of Office

The term of office of elected National Officers and Audit Committee Members shall be three (3) years (terminating as of July 1 of every third year subsequent to July 1, 1993) except for those who are appointed pursuant to Section 6.4(a) above. No person may be elected to the same National Office for more than two consecutive three (3) year terms provided, however, that an unexpired term served by an individual elected by the Board of Directors to fill a vacancy shall not be counted as one term of the two (2) consecutive three (3) year term limitation provided the time remaining of the term is less than one-half (1/2) of the time of a full term.

6.6 Removal, Death or Resignation

- (a) A Director other than a National Officer elected by the National Council may be removed for cause by a majority vote of the entire Board of Directors. In such case, the Director shall be provided with an opportunity to be heard upon ten (10) days' written notice, which notice shall state the grounds which are the basis for the motion for removal. Cause is defined as acts of malfeasance in office. Any National Officer/Director, may be removed with or without cause by a majority of the entire voting members of the National Council.
- (b) If a vacancy exists or occurs in the office of a Director/National Officer, including the Bailli Délégué, the Board of Directors will forthwith elect a replacement for the unexpired term for said office, except the replacement for the: Conseiller Culinaire & Professionals des Etats-Unis; Conseiller Gastronomique des Etats-Unis; Chargé de Presse des Etats-Unis; Chancelier Délégué, L'Académie de Gastronomie Brillat-Savarin; Foundation Chair; Grand Echanson, Société Mondiale du Vin; Vice Echanson des Etats-Unis, Société Mondiale du Vin; Vice Conseiller Culinaire & Professionals des Etats-Unis; Vice Conseiller Gastronomique des Etats-Unis; Vice Chargé de Presse des Etats-Unis and Jurisconsult all of whom shall be appointed by the Bailli Délégué and serve at his pleasure and whose appointment is subject to ratification by the Board of Directors.

6.7 Baillis - Nominations, Elections, Term and Removal

- (a) The Board of Directors shall from time to time adopt and circulate Procedural Rules to be followed for the election and removal of Baillis.
- (b) If, pursuant to the Procedural Rules, the time for proposing nominations has passed, and there is only one candidate for Bailli, that candidate shall be deemed elected. If there are two or more candidates, a formal election shall be conducted in accordance with the Procedural Rules adopted by the Board of Directors.
- (c) Each Bailli shall be the representative of the Bailliage Members of his/her Bailliage.
- (d) The term of each Bailli shall commence as of the July 1st immediately following election (notwithstanding the fact that he/she may not as yet have been formally elevated or was previously formally elevated prior to the commencement of the new term) and shall terminate when a successor is duly elected (or appointed pursuant to section 6.7 (e) hereof) and taken office, but not later than July 1st of every third year subsequent to July 1, 1996. A Bailli may succeed himself/herself in office.
- (e) In the event of a failure to elect a Bailli in accordance with the Procedural Rules adopted by the Board of Directors, death, incapacity, resignation or removal of any Bailli prior to the end of his/her term, the Bailli Provincial shall nominate a replacement and, subject to his/her approval of the nominee, the Bailli Délégué shall make said appointment as an Acting Bailli. The Acting Bailli shall serve until a new Bailli is elected for the unexpired term. To the extent practicable, the Procedural Rules adopted by the Society's Board of Directors for the election of Baillis shall be followed. An Acting Bailli shall have all of the powers of a Bailli (including the power to vote as a member of the National Council) but will receive the title of Bailli only after having been duly elected to the office and will receive the ribbon of office only upon being formally inducted.

- (f) The Society's Board of Directors may remove a Bailli for cause after providing the Bailli with an opportunity to be heard upon fifteen (15) days' written notice. Such notice shall state the ground(s) which is (are) the basis for the motion to expel. Further, the Bailli shall have the opportunity to be heard by the Board, orally or in writing, at least five (5) days before the removal becomes effective. The Members of a Bailliage may remove a Bailli with or without cause provided, in the event of removal for cause, an opportunity to be heard as set forth above is given. The vote required to remove a Bailli by the Members of a Bailliage shall be a majority of the entire number of members in good standing of the Bailliage, at a properly called meeting. In addition, a Bailli Provincial may initiate the removal of a Bailli in his Region for poor performance or for the best interest of the Society. With the approval by majority vote of a committee composed of the Bailli Délégué, the Chancelier National and the Argentier National, the Bailli's authority to act as Bailli shall be suspended forthwith. The suspension shall result in termination and removal from office unless, within 30 days of the effective date of suspension, the Bailli requests a hearing. If requested, a hearing shall be held within 30 days of the request before a committee composed of the Bailli Délégué, the Chancelier National and the Argentier National. If the suspension is upheld by a majority vote of the said committee, or if no hearing is requested, the Bailli shall be deemed formally removed from office, and further shall be ineligible for election or re-election to the office of Bailli of a Society bailliage.
- (g) Notwithstanding anything else contained in these By-Laws to the contrary, the Bailli Provincial shall nominate the initial Bailli of a newly formed Bailliage in his/her Region and, subject to his approval of the nominee, the Bailli Délégué shall make said appointment.

6.8 Meetings

- (a) An Annual Meeting and at least one (1) additional Regular Meeting of the Board of Directors shall be held at such times and places as the Board of Directors shall determine.
- (b) An Annual Meeting of the National Council shall be held at such time and place as the Board may from time to time determine, subject however to the requirement that it shall be held within the geographic boundaries of the Bailliage des Etats-Unis at a location with daily scheduled airline service. The Annual Meeting of the Board of Directors shall be held prior to that of the Annual Meeting of the National Council. The Argentier shall cause written notice of the Annual Meeting to be mailed at least twenty (20) days in advance thereof to all Members of the National Council.
- (c) Special Meetings of the Board may be called at any time by the Bailli Délégué upon fourteen (14) days' written notice mailed to each Director setting forth the time, place and purpose of said Special Meeting. A Majority of the Board or one-quarter (1/4) thereof (which includes the Chancelier and Argentier), may also call a Special Meeting of the Board or National Council by such notice signed by the Directors calling the Meeting. Where a Special Meeting of the Board of Directors or National Council is called by the Board, only ten (10) days' written notice shall be required. Any one or more Members of the Board or any Committee thereof may participate in a Meeting of such Board or Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the Meeting to hear each other at the same time. Participating by such means shall constitute presence in person at the Meeting. Any Special Meeting of the Board may be called as a Meeting by telephone conference, in which case only five (5) days' written notice of such Meeting shall be required. The Argentier shall cause appropriate prior written notice of all Meetings of the Board of Directors and the National Council to be given to the Directors, except any Special Meetings (either of the Board or National Council) called by the Board, which shall be noticed in the manner set forth above.
- (d) The transactions of any Meetings of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a Meeting held after regular call and notice, if a quorum is present, and if, either before or after the Meeting, each of the Directors not present signs a written Waiver of Notice or a Consent to holding the Meeting or an approval of the Minutes of the Meeting. All Waivers, Consents and/or Approvals shall be made a part of the Minutes of the pertinent Meeting.

- (e) Unless otherwise provided herein to the contrary, the number of Directors necessary to constitute a quorum at any Board Meeting shall be a majority of the voting Directors. The number of Members of the National Council necessary to constitute a quorum at any Meeting thereof shall be at least forty per cent (40%) of the entire number of Council Members (other than Pairs, Grand Commandeurs and Elections Committee Members), whether in person or by proxy.
- (f) Whenever any corporate action is to be taken by vote of the National Council it shall (except as otherwise required by the Certificate of Incorporation of the Society, these By-Laws or by applicable law) be authorized by a majority of the votes cast at a Meeting of the National Council by the Members of the National Council entitled to vote thereon, whether in person or by proxy. Each member of the National Council shall have one vote, notwithstanding the fact that a Member may qualify to be a Member of the National Council because of more than one office or position held by such Member, except for Pair and Elections Committee Members.
- (g) The Board of Directors may take any action without a Meeting that may be required or permitted to be taken by the Board at a Meeting, if all of the voting Members of the Board individually or collectively consent in writing to the action. The Written Consent or Consents shall be filed in the Minutes of the proceedings of the Board. The action by Written Consent shall have the same effect as a unanimous vote of Directors. Any Certificate or other document filed with the Minutes of the proceedings shall state that the action was taken by unanimous Written Consent of the Board without a Meeting and that the By-Laws of the Society authorize this action.

6.9 Order of Business

The order of business at any Meeting of the National Council shall be substantially as follows:

- (a) Roll Call;
- (b) Approval of Minutes of preceding Meeting;
- (c) Communications and Announcements;
- (d) Report of the Bailli Délégué des Etats-Unis;
- (e) Reports of National Officers, when pertinent;
- (f) Reports of Committees, if pertinent
- (g) Unfinished Business;
- (h) New business; and,
- (i) Adjournment

6.10 Committees

The Board of Directors shall designate all of its Special Committees and the Bailli Délégué shall designate the membership composition thereof (with the exception of Members of the Audit Committee). However, notwithstanding the foregoing, there shall be an Audit, Baillis Provinciaux, Société Mondiale du Vin and Brillat-Savarin Committee, all of which shall be Permanent Special Committees. Special Committees shall serve at the pleasure of the Board until their work and purposes have been completed. Except for the Société Mondiale du Vin Committee (the Chair and Vice-Chair of which shall be the Grand Echanson and Vice Echanson, respectively), the Bailli Délégué shall designate a Member thereof as its Chair and another Member as Vice-Chair. The Bailli Délégué shall serve as an Ex-Officio member of all Committees, except the Audit Committee. The Audit Committee shall consist of those Members who shall be elected in accordance with the provisions set forth in these By-Laws. The Chair and Vice-Chair of the Audit Committee must be designated from those Members who have been elected by the National Council.

6.11 Employees

The Bailli Délégué, subject to the ratification of the Board of Directors, shall have the authority to engage and employ such personnel as may be necessary for the efficient, prudent and proper conduct of the business

and affairs of the Society, and shall fix salaries and designate duties of each employee. Both the engagement (including the terms thereof) and salary of personnel to be employed shall be subject to ratification by the Board of Directors.

6.12 Open Meetings

Any Member of the Society though not a National Council Member may nevertheless attend, although not participate in, any Meeting of the National Council, subject to space limitations. Any National Council Member though not a Member of the Board of Directors may nevertheless attend, but not participate in, any Meeting of the Board of Directors which are not Executive Sessions, subject to space limitations. Minutes of Meetings of the National Council and of the Board of Directors may be inspected without charge by any Member of the Society at the National Administrative Office during regular business hours. Copies of such Minutes shall be sent to any Member of the Society upon written request and payment for reasonable copying and actual delivery charges.

6.13 Meeting Rules

The rules set forth in the most current edition of Robert's Rules of Order shall govern the Society in all cases where applicable and in which they are not inconsistent with these By-Laws.

6.14 The National Conseil d'Honneur

The National Conseil d'Honneur shall be composed of all Pairs and National Officers Honoraire of the Bailliage des Etats-Unis in good standing and shall serve in an advisory capacity to the National Council.

Article VII NATIONAL AND REGIONAL OFFICERS

7.1 The Bailli Délégué (National President) is the Chief Executive Officer (Consul General, Société Mondiale du Vin and Chancelier General, L'Académie de Gastronomie Brillat-Savarin), and shall preside at all Meetings of the National Council and of the Board of Directors. The range of duties and scope of authority delegated to (and vested in) the Bailli Délégué shall be as established from time to time by the Board of Directors in furtherance of the primary mission of achieving, directing and supervising execution of the Board's policies. Gold medal and chain on a green ribbon with gold braid.

7.2 The Chancelier des Etats-Unis (Executive Vice President) shall perform the duties of the Bailli Délégué during his absence or incapacity and shall be responsible for membership development and such other duties as may be assigned by the Bailli Délégué from time to time. Gold medal and chain on a blue ribbon with gold braid.

7.3 The Argentier des Etats-Unis (Secretary-Treasurer) and his designees shall be charged with the collection of all funds of the Society (including all Fees and Dues) and the keeping and maintenance of the Minutes of all Meetings of the Board of Directors and National Council. He shall supervise the payment of all bills and the maintenance of the Accounts of the Society; report thereon at each Regular and Annual Meeting of the Board of Directors and of the National Council and shall cause to be distributed to the Members of the National Council the Annual Audited Financial Statements prepared by the Society's Certified Public Accountants. He shall have general oversight responsibility (in concert with the Bailli Délégué) of the administration of the National Administrative Office. Gold medal and chain on a blue ribbon with gold braid.

7.4 The Chargé de Presse des Etats-Unis shall be in charge of press relations and Publisher of all Society publications under the direction of the Bailli Délégué and Board of Directors and be responsible for regular communication with other National Bailliages and the International Society to ensure inclusion of news about the Society in appropriate international publications. He/She shall serve at the pleasure of the Bailli Délégué;

provided, however, the incumbent's term shall automatically expire upon that of the appointing Bailli Délégué.

Gold medal and chain on a blue ribbon with gold braid.

7.5 The Conseiller Gastronomique des Etats-Unis shall be responsible for the planning, coordination and realization of all Director and National Council Meetings.

Gold medal and chain on a blue ribbon with gold braid.

7.6 The Conseiller Culinaire & Professionals des Etats-Unis shall coordinate the Jeune Commis Rôtisseur program, shall be in charge of developing and supervising new programs of benefit to students of the culinary arts, shall coordinate the activities and enhance the reputation of the Society's Professional Membership and shall be in charge of developing and supervising new programs of benefit to said Members. This office must be held by a professional member.

Gold medal and chain on a blue ribbon with gold braid.

7.7 The Grand Echanson des Etats-Unis, Société Mondiale du Vin shall organize, coordinate and administer the activities of Société Mondiale du Vin within the Society at the direction of the Board of Directors and the Bailli Délégué (acting in his/her capacity as Consul General, Société Mondiale du Vin). He/She shall serve at the pleasure of the Bailli Délégué provided, however, the incumbent's term shall automatically expire upon that of the appointing Bailli Délégué.

Gold medal and chain on a blue ribbon with burgundy and gold central bands with gold braid.

7.8 Foundation Chair serves as Chairperson of the Foundation Committee and shall be charged with supervision of the Foundation, preparation of its proposed budget including suggested contributions, administration of approved contributions, fund raising, and such other matters as shall be delegated by the Bailli Délégué. He/She shall serve at the pleasure of the Bailli Délégué provided, however, the incumbent's term of office shall automatically terminate with that of the appointing Bailli Délégué.

Gold medal and chain on a blue ribbon with gold braid.

7.9 Jurisconsult serves as the legal counsel to the Bailli Délégué and the Board of Directors. He/She shall serve as parliamentarian of all Board of Director meetings and National Council Meetings. He/She shall serve at the pleasure of the Bailli Délégué provided, however, the incumbent's term of office shall automatically terminate with that of the appointing Bailli Délégué.

Gold medal and chain on a blue ribbon with gold braid.

7.10

(a) Vice Echanson des Missions et Programs, Société Mondiale du Vin serves as assistant to the Grand Echanson des Etats-Unis and acts as Vice Chair of the Société Mondiale du Vin Committee. His/Her primary responsibility shall be to increase the membership of the Société Mondiale du Vin and such other duties as may be assigned by the Grand Echanson des Etats-Unis, Société Mondiale du Vin and/or the Bailli Délégué. He/She shall be nominated by the Grand Echanson des Etats-Unis, Société Mondiale du Vin, subject to approve of the Bailli Délégué, and serve at the pleasure of the Bailli Délégué provided, however, the incumbent's term of office shall automatically terminate with that of the appointing Bailli Délégué, and shall be a Member of the National Council.

Gold medal and chain on a blue ribbon with gold and burgundy central bands with gold braid.

(b) Vice Echanson des Jeunes Sommeliers, Société Mondiale du Vin serves as assistant to the Grand Echanson des Etats-Unis and acts as Vice Chair of the Société Mondiale du Vin Committee if the Vice Echanson des Missions et Programs is unavailable. His/Her primary responsibility shall be to assist in the organization, planning and execution of the Young Sommelier competition and such other duties as may be assigned by the Grand Echanson des Etats-Unis, Société Mondiale du Vin and/or the Bailli Délégué. He/She shall be nominated by the Grand Echanson des Etats-Unis, Société Mondiale du Vin, subject to approve of the Bailli Délégué, and serve at the pleasure of the Bailli Délégué provided, however, the incumbent's term of office shall automatically terminate with that of the appointing Bailli Délégué, and shall be a Member of the National Council.

At the discretion of the Bailli Délégué one person may fill both offices. In that event said person shall be entitled to cast a single vote as a member of the National Council.
Gold medal and chain on a blue ribbon with gold and burgundy central bands with gold braid.

- 7.11 Chancelier Délégué, Académie de Gastronomie Brillat-Savarin shall organize, coordinate and administer the activities of the Académie de Gastronomie Brillat-Savarin within the Society at the direction of the Foundation Chair (as to charitable functions) and the Bailli Délégué (acting in his/her capacity as Chancelier General, Académie de Gastronomie Brillat-Savarin). The Chancelier Délégué shall serve at the pleasure of the Bailli Délégué provided, however, the incumbent's term shall automatically expire upon that of the appointing Bailli Délégué and shall be a member of the National Council.
Gold medal and chain on a blue ribbon with gold braid, a red center stripe and a Brillat-Savarin medal.
- 7.12 Vice Chargé de Presse des Etats-Unis serves as assistant to the Chargé de Presse des Etats-Unis and may act as Vice Chair of the Publications Committee. He/She shall be Editor in Chief of all Society publications under the direction of the Chargé de Presse des Etats-Unis. He/She shall be nominated by the Chargé de Presse des Etats-Unis, subject to the approval of the Bailli Délégué, and serve at the pleasure of the Bailli Délégué provided however, the incumbent's term of office shall automatically terminate with that of the appointing Bailli Délégué, and shall be a member of the National Council.
Gold medal and chain on a blue ribbon with gold braid.
- 7.13 Vice Conseiller Culinaire & Professionnels des Etats-Unis serves as assistant to the Conseiller Culinaire & Professionnels des Etats-Unis. He/She shall be nominated by the Conseiller Culinaire & Professionnels des Etats-Unis, subject to the approval of the Bailli Délégué, and serve at the pleasure of the Bailli Délégué; provided, however, the incumbent's term of office shall automatically terminate with that of the appointing Bailli Délégué, and shall be a member of the National Council.
Gold medal and chain on a blue ribbon with gold braid.
- 7.14 Vice Conseiller Gastronomique des Etats-Unis serves as assistant to the Conseiller Gastronomique des Etats-Unis. He/She shall be nominated by the Conseiller Gastronomique des Etats-Unis, subject to the approval of the Bailli Délégué, and serve at the pleasure of the Bailli Délégué provided, however, the incumbent's term of office shall automatically terminate with that of the appointing Bailli Délégué, and shall be a member of the National Council.
Gold medal and chain on a blue ribbon with gold braid.
- 7.15 Vice Chancelier Délégué, L'Académie de Gastronomie Brillat-Savarin serves as assistant to the Chancelier Délégué, L'Académie de Gastronomie Brillat-Savarin and the Foundation Chair. He/She may act as Vice Chair of the Brillat-Savarin Committee. He/She shall serve at the pleasure of the Bailli Délégué provided, however, the incumbent's term of office shall automatically terminate with that of the appointing Bailli Délégué, and shall be a member of the National Council.
Gold medal and chain on a blue ribbon with gold braid, a red center stripe and a Brillat-Savarin medal.
- 7.16 Baillis Provinciaux serve as Deputies of the Bailli Délégué within their respective regions and shall report to the Bailli Délégué and Board of Directors. Their duties shall be national in scope and may be delegated from time to time by the Bailli Délégué in addition to their having administrative authority and responsibility in their respective Regions.
Gold medal and chain on a green ribbon with gold braid.
- (a) The geographic areas administered by the Baillis Provinciaux are as follows:
- Northeast: Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island and Vermont.

Mid-Atlantic: Delaware, District of Columbia, Maryland, New Jersey, the eastern half of Pennsylvania, West Virginia and Virginia.

South Central: Alabama, Georgia, Mississippi, North Carolina, South Carolina, Tennessee and the Florida Panhandle.

Southeast: Florida (excluding Panhandle).

Caribbean/Atlantic Islands: includes but is not limited to: Antigua, Bahamas, Barbados, Bermuda, Dominican Republic, Cayman Islands, Grenada, Haiti, Jamaica, Puerto Rico, Trinidad, Tobago, St. Kitts, St. Lucia, St. Vincent and the Grenadines, and the Virgin Islands.

Midwest: Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, the western half of Pennsylvania, South Dakota and Wisconsin.

Southwest: Arkansas, Colorado, Kansas, Louisiana, Oklahoma, Texas and Wyoming.

Pacific Northwest: Alaska, northern half of California, Oregon, Washington, Idaho and Montana.

Far West: Arizona, New Mexico, southern portion of California, Nevada, and Utah.

Hawaii/Pacific Islands: includes but is not limited to: Oahu, Maui, Hawaii, Kauai, Guam and Saipan.

- b) Creation of new Regions or adjustments of existing regions (including the elimination of a Region) may be made by the Bailli Délégué provided said actions are ratified by the Board of Directors. In the event a region is created or eliminated, the pertinent office of Bailli Provincial shall be created or eliminated, accordingly. If a new Region is created, the Bailli Délégué shall appoint the initial Bailli Provincial, who shall be the Bailli Provincial Presomptif until the region is inaugurated, the Bailli Provincial thereafter. If a Bailli Provincial is appointed, he/she shall serve at the pleasure of the Bailli Délégué (and said appointment shall be subject to Board ratification).
- c) The Baillis Provinciaux shall select five from their membership to serve as voting members of the Board of Directors. Said members shall be selected at the Baillis Provinciaux committee meeting at the Annual Meeting and shall serve on the Board of Directors for the following year.

7.17 All Baillis Délégués Honoraire shall be of counsel to the Board of Directors. A retiring Bailli Délégué, upon expiration of his term, shall automatically serve as a voting member of the Board of Directors for the length of the term of his/her successor as Bailli Délégué so long as he/she remains a member in good standing of the Bailliage des Etats-Unis.

Gold medal and chain on a red ribbon with gold braid.

7.18 Chambellans Provinciaux (who are deemed to be Regional Officers) serve as assistants to Baillis Provinciaux and are Members of the National Council. They are appointed by the Bailli Délégué upon nomination of the pertinent Bailli Provincial and serve at the pleasure of the Bailli Provincial and Bailli Délégué or one year, whichever is less. A Bailli Provincial may nominate more than one Chambellan Provincial for his/her Region. The appointment of more than one Chambellan Provincial in a given Region upon nomination will be at the discretion of the Bailli Délégué, considering the circumstances and reasons therefore. In no event shall there be more than three Chambellans Provinciaux for each Region, except that there shall be no more than one Chambellan in a Region having five or fewer Bailliages or two Chambellan in a Region having 19 or fewer Bailliages. A Chambellan Provincial may serve concurrently as a Bailli.

Gold medal and chain on a green ribbon with silver braid.

7.19 Echansons Provinciaux (who are deemed to be Regional Officers) serve as assistants to the Grand Echanson and are Members of the National Council. They are appointed by the Bailli Délégué in his capacity as Consul General, Société Mondiale du Vin, upon the recommendation of the Grand Echanson, and having been nominated by the pertinent Bailli Provincial and serve at the pleasure of the Bailli Délégué or one year, whichever is less. In their capacity as Echanson Provincial, they shall report to both their Bailli Provincial and the Grand Echanson des Etats-Unis and the scope of their duties are as they may be delegated from time to time by the Grand Echanson des Etats-Unis in addition to any administrative duties and/or authority as may be assigned to them by their respective Baillis Provinciaux in the activities and operations of their Region.

Gold medal and chain on a blue ribbon with gold and burgundy central bands with a silver braid.

7.20 Chargés de Presse Provinciaux (who are deemed to be Regional Officers) serve as assistants to the Chargé de Presse des Etats-Unis and are members of the National Council. They are appointed by the Bailli Délégué upon the recommendation of the Chargé de Presse des Etats-Unis and having been nominated by the pertinent Bailli Provincial; and, shall serve at the pleasure of the recommending Bailli Provincial, the Chargé de Presse des Etats-Unis and the Bailli Délégué, or one year, whichever is less. They shall report to both the pertinent Bailli Provincial and Chargé de Presse des Etats-Unis, who shall determine the scope of their duties.

Gold medal and chain on a blue ribbon with silver braid.

7.21 Conseillers Culinaire & Professionaux Provinciaux (who are deemed to be Regional Officers) are appointed by the Bailli Délégué upon the recommendation of the Conseiller Culinaire & Professionaux des Etats-Unis and nomination by the pertinent Bailli Provincial and shall serve at the pleasure of the recommending Bailli Provincial and the Bailli Délégué or one year, whichever is less. They shall report to both the pertinent Bailli Provincial and Conseiller Culinaire & Professionaux des Etats-Unis and the scope of their duties are as they may be delegated from time to time by the Conseiller Culinaire & Professionaux des Etats-Unis, with special emphasis on the Jeune Commis competition, and the pertinent Bailli Provincial.

Gold medal and chain on a blue ribbon with silver braid.

Article VIII

LOCAL BAILLIAGES (CHAPTERS)

A local Bailliage of the Confrérie de la Chaîne des Rôtisseurs is the local unit of the Society operating within a designated geographical area over which it has jurisdiction and responsibility in accordance with directives of the Board of Directors, Bailli Provincial and Bailli Délégué.

8.1 Establishment

Any group in sufficient size to form a Bailliage in the opinion of the Bailli Délégué may petition the Bailli Délégué for authorization to establish and operate a Bailliage. The petition shall contain the following:

- (a) Proposed name of the Bailliage (which Bailliage name should not be its state name or a name which implies a geographic region encompassing an area that would exceed the Bailliage's jurisdiction).
- (b) Geographic area.
- (c) Names, addresses and designation of proposed local Officers.
- (d) Names and addresses of the Petitioners.

Upon favorable discretionary action by the Bailli Délégué, an authorization shall be issued to the new Bailliage permitting its formation and operation. It is the policy of the Society to encourage the incorporation of local Bailliages as non-profit corporations.

8.2 Officers

- (a) Bailli: The elected President of a Bailliage.
Gold medal and chain on a green ribbon.
- (b) The Bailli elected shall appoint the following Officers who, together with the Bailli, shall constitute the Board of Directors of the Bailliage and shall serve in that office at the pleasure of the Bailli and until their successors are appointed:
 - Vice Chancelier-Argentier: In charge of administration, treasurer and assistant to the Bailli.
Gold medal and chain on a blue ribbon.
 - Vice Conseiller Gastronomique: Responsible for the planning of the menu, the choice of wines and coordinating Bailliage events. Must be a Non-Professional.
Gold medal and chain on a blue ribbon.
 - Vice Conseiller Culinaire: In charge of the realization of dinners and relations with Professional Members. Must be a Professional.
Gold medal and chain on a blue ribbon.
 - Vice Chargé de Presse: In charge of public relations and the communication of Bailliage events to Society publications and communicates with the Regional Chargés de Presse.
Gold medal and chain on a blue ribbon.
 - Vice Chargé de Missions: Professional or Non-Professional in charge of special functions or assignments as may be delegated by the Bailli from time to time.
Gold medal and chain on a blue ribbon.
- (c) The Bailli elected may appoint the following Officer who shall be a Member of the Board of Directors of the Bailliage and shall serve in that office at the pleasure of the Bailli and until his/her successor is appointed:
 - Vice Echanson: In charge of activities, functions and administration relating to the Société Mondiale du Vin.
Gold medal and chain on a blue ribbon.
- (d) Additional Members may be appointed by the Bailli to serve on its Board of Directors in addition to the Bailli and the Officers set forth hereinabove.

All references in this Article VIII to a “Board of Directors” shall be deemed to be the governing body of the Bailliage in the event that a Bailliage is a non-incorporated entity.

8.3 Meetings

- (a) Each Bailli shall convene a Meeting of the Bailliage Board of Directors at least annually by notice in writing of the time and place of the Meeting mailed to every Member and the Bailli Provincial; and, shall furnish a copy of the Minutes of said Meeting to the pertinent Bailli Provincial and Chambellan Provincial/Chambellans Provinciaux within a reasonable time after said Meeting.
- (b) If for any reason a local Bailliage has not been visited by its Bailli Provincial or other National Officer so designated by the Bailli Provincial or Bailli Délégué within a two-year period, it may request such visitation at the Society's expense whether or not an Induction is to be performed and shall be responsible only for appropriate hotel accommodations and the dinner of the visiting Officer (and his guest).

8.4 Order of Business

Order of business for the Meetings shall be substantially the same as that of the National Council.

8.5 Loss of Authorization as a Bailliage

- (a) In the event that a Bailliage shall fail to operate in accordance with these By-Laws or for other cause, or if it shall become inactive for a period of one (1) year, its authorization as a Bailliage may be rescinded by the Bailli Délégué; and thereafter, such Bailliage shall not use or cause to be used the Name, Seal, Insignias, Decorations, Titles or any other appurtenances of the Society. Members of such Bailliage shall automatically become Members-at-Large upon the franchise of such Bailliage being revoked.
- (b) All funds of the Bailliage remaining on deposit in any bank or other account shall be used to defray any outstanding indebtedness of the Bailliage and the balance remaining thereafter, if any, shall be turned over to the Argentier for use consistent with the Society's tax-exempt purposes.
- (c) In order for a Bailli of a local Bailliage to serve and have voting privileges on the National Council, there must be ten (10) or more active Members in such Bailliage whose dues are current, according to the requirements prescribed in these By-Laws.

8.6 Financial Statements

The Bailliage shall have the Financial Statements prepared annually and distributed to each Member and the Bailli Provincial within ninety (90) days subsequent to the close of its fiscal year.

8.7 Transfer of Membership

- (a) A Member in good standing who for any reason shall relocate to another area where a Bailliage exists may apply to that Bailliage for admission as an active Member thereof. The Application shall be made by letter addressed to the Bailli setting forth the name, address, rank and length of membership of the Applicant.
- (b) At the sole discretion of such Bailli, said Applicant may be accepted as a Member of the Bailliage. If not accepted, he/she shall become a Member-at-Large.
- (c) If there is no Bailliage in the area to which the Member is relocating, on application to the Bailli Délégué, the member may request status as a Member-at-Large until such time as he becomes affiliated with a Bailliage.

8.8 Termination and Readmission to Bailliage Membership

Membership in a Bailliage may be terminated upon fifteen (15) days' written notice of failure to pay Fees and/or Dues within the prescribed time after billing or may be terminated by the affirmative vote of a majority of the entire Board of Directors of the Bailliage for cause including, but not limited to, the following reasons:

- (a) Irresponsibility;
- (b) Improper conduct so as to endanger the harmony or good reputation of the Society or of a Bailliage or any of its members or Officers;
- (c) Unbecoming conduct.

A Member shall be provided with an opportunity to be heard on a motion before the Board of Directors of the Bailliage to expel such Member upon fifteen (15) days' written notice. Such notice shall state the ground(s) which is (are) the basis for the motion of expulsion. Further, said Member shall have the opportunity to be

heard, orally or in writing, not less than five (5) days before the effective date of the termination by said Board.

If a Member has had his/her membership terminated in a Bailliage for any of the reasons set forth in subdivisions (a), (b), or (c) of paragraph one hereof, the matter shall be referred to the Bailli Délégué for consideration by the National Board of Directors for possible termination of membership in the Society pursuant to section 4.1(d) of these By-Laws. Persons whose membership has been terminated may be readmitted to membership of the Bailliage following the approval of an Application for Reinstatement by the governing Bailli and the payment of the prescribed reinstatement Fees and Dues, provided such person has been readmitted as a Member of the Society pursuant to Article IV of these By-Laws.

The National Board of Directors may from time to time adopt and circulate rules detailing procedures to be followed in implementing this Section.

8.9 Local Bailliage Incorporation

Each Bailliage shall be encouraged to organize itself and conduct its business as a Non-Profit Corporation pursuant to state statutes. The organization of the Non-Profit Corporation shall be completed within three (3) months subsequent to its official initial Induction as a local Bailliage. A local Bailliage's By-Laws shall not conflict with the provisions of these By-Laws, or as they may be from time to time hereafter amended.

Article IX NOTICES

- 9.1 Except where the Not-for-Profit Corporation Law requires notices to be given by United States mail, any notice required to be given, mailed or submitted under these By-Laws shall be deemed given, mailed or submitted when delivered personally to the Member, deposited in the United States mail addressed to the Member, or sent electronically by E-mail or facsimile transmission, all to the Member's last known address, E-mail address or facsimile number as appears on the records of the Society.
- 9.2 Every Bailliage Member shall be personally obligated to notify his/her Bailli as well as the National Administrative Office of any change of address.

Article X AMENDMENTS

These By-Laws may be amended by a two-thirds vote of the National Council at any Annual or Special Meeting of the National Council at which there is a quorum present provided they have been submitted to the Council Members at least ten (10) days in advance of said Meeting.

Article XI FISCAL YEAR AND FINANCIAL STATEMENTS

- 11.1 The fiscal year of this Society shall be July 1 through June 30 of each calendar year.
- 11.2 The Financial Statements of the Society shall be audited on an annual basis by an independent Certified Public Accountant.

Article XII
INDEMNIFICATION

Indemnification of Directors, Officers and Employees

Each person who, at any time, is or has been a Director, National or Regional Officer or Employee of the Society, and is made a party to any pending action, suit or proceeding, or any appeal in connection therewith, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is, or was, a Director, National or Regional Officer or Employee of the Society, or served at the request of the Society as a Director, National or Regional Officer, Employee, Trustee or Agent of another corporation, partnership, joint venture, trust or other enterprise shall be saved harmless and indemnified against expenses (including, but not limited to, attorney's fees, judgments, costs, fines and amounts paid in settlement), actually and reasonably incurred by him/her in connection with any such suit, action, proceeding or appeal there from to the full extent permitted by law. The foregoing right of indemnification shall not be deemed exclusive of any rights of indemnification to which any Director, National or Regional Officer or Employee may be entitled under any Statute or under any By-Laws, agreement, vote of Directors, Members or otherwise. The foregoing indemnity shall survive the death of any person covered thereby and shall be enforceable by his heirs and legal representatives.

Article XIII
INTERPRETATION, LANGUAGE AND APPLICABLE LAWS

- 13.1 All questions of construction and intention of the Certificate of Incorporation, By-Laws and rules and regulations (collectively referred to herein as the "Corporate Documents") of the Society and of the Bailliages shall be finally and conclusively decided by the Board of Directors. Where the Society's Corporate Documents are in conflict with those of the International Society or a local Bailliage, those of the Society shall prevail (provided, in the case of a conflict with a local Bailliage, that such shall not be in violation of applicable law). Without limiting the generality of the above, in the construction of these By-Laws the masculine gender includes the feminine, the singular number includes the plural, and the plural number includes the singular.
- 13.2 The interpretation of the legal aspects of these By-Laws and the Certificate of Incorporation shall be governed by the laws of the State of New York.
- 13.3 Notwithstanding the fact that the official language of the Confrérie de la Chaîne des Rôtisseurs is French, the official language of this Society will be English.

Article XIV
SEAL

The Seal of the Society shall be kept in the National Administrative Office and is as impressed in the space hereinbelow:

Article XV
SOCIÉTÉ MONDIALE DU VIN

The Société Mondiale du Vin is both a discrete organization and a part of the Society. Its purpose is to encourage the collection and dissemination of information on wines, old brandies and quality spirits and to recognize and focus on the best products of the Society's professionals in the wine, spirit and allied industries. The Société Mondiale du Vin shall be composed of Members of the Society involved in the wine and spirit industry including, but not limited to, vintners, grape growers, wholesalers, retailers, sommeliers, barmen, wine writers and caterers, as well as amateur

connoisseurs dedicated to promoting the education and enjoyment of fine wines and spirits as a vital part of the dining experience. It is the Society's intent that the Société Mondiale du Vin if feasible and possible, self-financing through revenues received on account of its initiation fees, annual dues and activity tariffs. Continued membership in good standing in the Society is a condition of membership in Société Mondiale du Vin in addition to the other requirements therefore as from time to time promulgated. The rules, regulations, program and policy of Société Mondiale du Vin shall be reflected and provided for in a document entitled "Operating Manual, Société Mondiale du Vin" which will be adopted by the Board of Directors of the Society and submitted to the National Council for ratification. Modifications, additions and amendments thereto may, from time to time, be promulgated by the Société Mondiale du Vin Committee of the Board of Directors, subject to its approval (at which time it shall be deemed effective); and, thereafter, subject to the National Council for ratification.

Article XVI

ACADÉMIE DE GASTRONOMIE BRILLAT-SAVARIN:

The Académie de Gastronomie Brillat-Savarin is both a discrete organization and a part of the Society. Its purpose is to encourage a technical and detailed understanding of foods, their preparation and effect on the senses; organize and support the dissemination of data in this connection, and conduct educational seminars; and, recognize, focus and promote excellence among the Society's Professionals involved in the Food Industry. The Académie shall be composed of Members of the Society who are either involved in the preparation of foods or its production, food critics, educators, writers and scientists as well as amateur connoisseurs dedicated to promoting the education and enjoyment of fine food. It is the Society's intent that the Académie be, if feasible and possible, self-financing through revenues received through its initiation fees, annual dues and activity tariffs. Continued Membership in good standing in the Society is a condition of Membership in the Académie de Gastronomie Brillat-Savarin, in addition to other requirements as from time to time promulgated. The rules, regulations, policy of the Académie shall be as provided for in a document entitled "Operating Manual, Académie de Gastronomie Brillat-Savarin," which will be adopted by the Board of Directors of the Society and submitted to the National Council for ratification. Modifications, additions and amendments thereto may, from time to time, be promulgated by the Académie Committee of the Board of Directors, subject to the Board's approval, at which time it shall be deemed effective and, thereafter, submitted to the National Council for ratification.

Article XVII

INCAPACITY OF LOCAL, REGIONAL OR NATIONAL OFFICER

The incapacity of a Local, Regional or National Officer which continues for a period of ninety (90) days shall automatically be deemed a resignation of office. The nature and extent of the incapacity which is the subject of this Article is such which interferes and/or prevents the Officer to duly perform and discharge the duties that are the responsibility of the pertinent office. In the case of a Local or Regional Officer, the determination of the extent of the incapacity in this connection shall be made by the pertinent Bailli Provincial; in the case of a National Officer, by the Bailli Délégué; and, in the case of the Bailli Délégué, by the Board of Directors. An Officer who has resigned from office because of a determined incapacity that has continued for ninety (90) days shall remain a Member of the Bailliage des Etats-Unis and his/her Local Bailliage (if not an At-Large Member) without the requirement of the payment of any further Dues whatsoever during the continuance of the period of incapacity.