

Bylaws of the American Cheese Society, Inc.

Proposed 2024 Revision

Article I: NAME, LOCATION AND DEFINITIONS

Section 1. NAME

The corporation is The American Cheese Society, Inc.

Section 2. LOCATION

The Board will determine the location of administrative offices.

Section 3. DEFINITIONS

In these bylaws, the word "Corporation" means The American Cheese Society, Inc.

Article II: PURPOSE

Section 1. MISSION

The mission of the Corporation is:

1. To uphold the highest standards of quality in the making of cheese and related fermented milk products;
2. To uphold the traditions and preserve the history of cheesemaking in North and South America;
3. To be an educational resource for American cheesemakers and the public;
4. To encourage cheese consumption through education regarding the sensory pleasures of cheese and its healthful and nutritional values;
5. To foster a culture that values diversity, equity, inclusion, belonging, respect, and empathy for all in our industry and the communities we serve.

Section 2. NOT FOR PROFIT

The Corporation is organized under and shall operate as a Massachusetts not-for-profit corporation, and shall have such powers as are now or may hereafter be granted by the Massachusetts Not for Profit Corporation Act. The Corporation shall serve as a trade association within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, and as amended. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Article III: MEMBERS

Section 1. CLASSES OF MEMBERS

There are three classes of membership: Producer, Trade Affiliate, and Associate. All classes of membership may serve on committees and otherwise perform duties in accordance with procedures established by these Bylaws and by the Board of Directors (hereinafter, the "Board"). Only members from the Producer and Trade Affiliate classes may vote at membership meetings, chair committees, and may be elected to the Board as provided in Article VII, Section 1. The Board, or its designee, shall have the absolute discretion to determine the proper membership class for any member.

Section 2. PRODUCER MEMBER

The Producer membership is for cheesemakers and companies involved in the production of cheese and dairy products. This member class is structured into three tiers: Individual, Small Business and Corporate (Article III, Section 5-7).

Section 3. TRADE AFFILIATE

The Trade Affiliate membership is for individuals and companies involved in the distribution and marketing of cheese and/or cheese-related products: retailers, foodservice/restaurateurs, distributors, suppliers, writers/PR, educators, affineurs and technical advisors. This member class is structured into three tiers: Individual, Small Business and Corporate (Article III, Section 5-7).

Section 4. ASSOCIATE MEMBER (STUDENT AND ENTHUSIAST)

The Associate membership is for the cheese enthusiast and students who want to gain and/or increase their knowledge about the world of specialty cheese. Associate membership is carried in the name of the individual and bears no voting rights, nor does it allow for the member to hold a seat on the Board or to serve as chair of a committee.

Section 5. INDIVIDUAL TIER:

The Individual Tier is available within the Producer and Trade Affiliate Classes. Under this tier, the membership is carried in the name of an individual and bears full voting rights and eligibility for the individual to hold a seat on the Board.

Section 6. SMALL BUSINESS TIER

The Small Business Tier is available within the Producer and Trade Affiliate Classes, for small, entrepreneurial companies. Under this tier, the membership is carried in the name of a company and allows for up to three people to access member benefits, one vote, and eligibility for one seat on the Board.

Section 7. CORPORATE TIER

The Corporate Tier is available within the Producer and Trade Affiliate Classes, for large corporations. Under this tier, the membership is carried in the name of the corporation and allows for up to five people to access member benefits, one vote, and eligibility for one seat on the Board.

Section 8. APPLICATIONS

Any person, firm or corporation meeting the criteria for membership as defined by the Board may apply to the Corporation's administrative offices.

Section 9. VOTING

Each Small Business and Corporate member must designate in writing a representative who shall be empowered to cast its vote.

Section 10. DURATION OF MEMBERSHIP AND RESIGNATION

Membership shall terminate by voluntary withdrawal, non-payment of dues, or as otherwise provided in these Bylaws. All rights, privileges and interests of a member in or to the Corporation shall cease on the termination of membership.

Section 11. SUSPENSION AND EXPULSION

Any membership may be suspended or terminated for cause or failure to maintain compliance with eligibility requirements, by a two-thirds vote of the Board.

Article IV: DUES

Section 1. DUES

The amount of annual dues for all classes and tiers of membership and the terms of payment of such dues shall be determined from time to time by the Board.

Section 2. DUES YEAR

Members of the Corporation shall pay dues annually upon receipt of billing from the Corporation.

Article V: MEETINGS OF THE MEMBERS

Section 1. TIME AND PLACE

The Board shall hold an Annual Meeting for the membership and shall determine the time and place thereof.

Section 2. SPECIAL MEETINGS

Except as otherwise provided by law, special meetings of the members may be called by the President of the Board, or shall be called by the President upon the written request of 25% of the membership.

Section 3. NOTICE OF MEETINGS AND VOTING DEADLINES

Each member entitled to vote under these Bylaws must be notified of the time, place and business to be transacted, in writing sent to the last recorded address of each member, at least 15 days prior to the date of such meeting or deadline for voting.

Section 4. QUORUM

One quarter of the voting members shall constitute a quorum for any election, referendum or membership meeting at which a membership vote is solicited.

Article VI: BOARD OF DIRECTORS

Section 1. AUTHORITY AND RESPONSIBILITY

The Board governs the Corporation. The Board shall supervise, control and direct the affairs of the Corporation within the limits of the bylaws, provided, however, that the fundamental and basic purposes of the Corporation, as expressed in the Certificate of Incorporation, shall not thereby be amended or changed. The Board shall actively prosecute its purposes, shall have discretion in the disbursement of its funds and shall not permit any part of the net earnings or capital of the Association to inure to the benefit of any private individual or business. The Board may adopt such rules and regulations for the conduct of its business as it deems advisable and may delegate authority to committees of individual directors, or appoint agents as it considers necessary.

Section 2. NUMBER

The Board of Directors, including the President, Vice President, Secretary and Treasurer of the Board, shall consist of no fewer than eleven and no more than eighteen members.

Section 3. ELECTION AND TERM OF OFFICE

The Board shall be elected from the Producer and Trade Affiliate classes. Directors shall be elected for a term of three years, except in the case of their earlier death, resignation or removal from office. Approximately four months before the conclusion of a Director's first term, the Executive Committee shall conduct a performance evaluation of such director, and may recommend such Director for inclusion on the ballot for a second term. A Director may be elected to a second three-year term, but may not be elected to a third consecutive three-year term. A Director may be elected to the Board after a lapse of at least one year following completion of two consecutive full three year terms in office. No more than one representative of any member firm, corporation or organization may hold a voting position on the Board at once.

Section 4. NOMINATION AND ELECTION PROCEDURES

The Board positions are filled through an annual election by the members, conducted by electronic ballot. If there is a vacancy, the ballot shall be provided to members approximately six to eight weeks prior to the annual meeting. The slate of nominees for the ballot shall be recommended by the Nominating Committee, in accordance with these Bylaws. Nominations outside of the process set forth herein are prohibited. Only ballots received physically or electronically at the location of the administrative offices prior to the announced deadline for receipt thereof shall be counted. In the event of a tie, a majority vote of the Board will determine the winner.

Section 5. ABSENCES

All members of the Board are expected to attend each scheduled Board meeting. Any Director unable to attend a meeting shall, in a letter addressed to the Executive Director, state their reasons for absence. The Board will develop and adhere to an attendance policy.

Section 6. VACANCIES

The Nominating Committee shall recommend to the Board individuals to fill any vacancy on the Board which arises by reason other than the expiration of a director's term in office. Such appointments shall require confirmation by a majority vote of all Directors then serving in office, at any regular meeting of the Board, or at a special meeting of the Board called for that purpose. A Director appointed to fill a vacancy shall serve until the next annual election, at which time the Nominating Committee shall recommend candidates to be placed on the ballot to fill the unexpired term of the vacated seat.

Section 7. RESIGNATION OR REMOVAL

Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed by two thirds majority vote of the voting members of the Board, whenever, in its judgment, the best interest of the Corporation would be served thereby.

Section 8. COMPENSATION

The Board may by resolution authorize reimbursement of expenses incurred by Board, Committee and/or Task Force members in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses. Nothing herein shall preclude a Director from serving the Corporation in any other capacity and receiving compensation for such services, in accordance with the Corporation's conflict of interest and other applicable policies.

ARTICLE VII: MEETINGS OF THE BOARD OF DIRECTORS

Section 1. MEETINGS

The time, format and place of regular meetings of the Board shall be determined by resolution of the Board or, in the absence thereof, by the President. Special meetings of the Board may be called by the President or Vice President thereof, or shall be called by the Secretary at the written request of any six voting Directors then serving in office.

Section 2. ACTION WITHOUT A MEETING

The Board may act without a meeting if a consent in writing, setting forth the action so taken, is provided by all of the voting Directors then serving in office. Actions so taken must be reported at the next regularly scheduled meeting of the Board and must be included in the minutes of that meeting.

Section 3. TELEPHONIC OR ELECTRONIC MEETINGS

The Board or any Committee or Task Force may meet through use of conference call or electronic meeting application, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this procedure constitutes presence in person at such meeting.

Section 4. NOTICE OF MEETINGS

The Secretary shall provide written or electronic notice to each Director not less than five calendar days prior to any telephonic or electronic meeting of the Board, and not less than thirty calendar days prior to any in-person meeting of the Board, and shall provide by electronic communication the agenda therefore not less than five calendar days prior to any meeting of the Board.

Section 5. QUORUM

Unless provided for differently elsewhere in these Bylaws, a majority of the voting members of the Board then serving in office shall constitute a quorum for the transaction of business at any meeting of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such a meeting.

Section 6. VOTING

At any meeting of the Directors, every voting Director present in person shall be entitled to one vote and, except as otherwise provided by law or these bylaws, the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board.

ARTICLE VIII: OFFICERS' DUTIES AND RESPONSIBILITIES

Section 1. OFFICERS

The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The Board may, by resolution, elect or appoint additional Officers or engage agents or administrative officers and determine their terms of office and compensation, if any.

Section 2. ELECTION AND TERM OF OFFICE

The Executive Committee shall select nominees for Officers from among Directors then serving on the Board who have a minimum of one year service on the Board. The nominees shall require confirmation by a majority vote of the Board at the annual meeting of the members. An Officer shall serve a one year term and shall hold office until the next annual meeting of the members or until their successor shall have been elected, except in the case of death, resignation or removal as provided for in these bylaws. Officers may be re-elected until their Board term expires.

Section 3. RESIGNATION OR REMOVAL

Any Officer may resign by giving written notice of their resignation to the Board or the President of the Corporation. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. An Officer may resign their role as officer without resigning from the Board. Any Officer may be removed, with or without cause, at any time at any Board meeting at which a quorum is present, by a vote of two thirds of the voting members of the Board then serving in office, in which case the Officer shall also be removed from membership on the Board.

Section 4. VACANCIES

In the event of a vacancy occurring in the office of President, Vice President, Secretary or Treasurer, the Executive Committee, not including the departing Officer, shall recommend to the Board a current Board member to fill the vacancy. The recommendation shall require confirmation by a majority vote of the Board at a regular meeting thereof.

Section 5. PRESIDENT

The President shall have general supervision and control over the business and affairs of the Corporation, subject to the direction of the Board. The President shall serve as an ex officio member with the right to vote on all Committees of the Corporation. The President shall preside at all meetings of the Corporation, the Board and the Executive Committee. The President shall represent the Corporation before the public and allied industries. The President may sign, with the Vice President or other proper Officers of the Corporation, any instruments which the Board may authorize to be executed, and in general shall perform such other duties as are incident to the office of President or which may be assigned from time to time by the Board.

Section 6. VICE PRESIDENT

The Vice President shall generally assist the President and shall have such other powers and perform such other duties as may be assigned from time to time by the President or the Board. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall exercise the powers and perform the duties of the President.

Section 7. SECRETARY

The Secretary shall keep, or cause to be kept, the minutes of all Board meetings, and shall see that the minutes are distributed promptly to all members of the Board. The Secretary shall ensure that all notices are duly given in accordance with these Bylaws and as required by law. The Secretary shall maintain the books, records and papers of the Corporation relating to its organization as a corporation and shall ensure that all reports and other documents required by law are properly kept or filed. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the President or by the Board.

Section 8. TREASURER

The Treasurer shall act under the supervision of the Board and shall oversee the charge and custody of, and be responsible for, all the funds of the Corporation and shall keep or cause to be kept accurate and adequate records of the assets, liabilities and transactions of the Corporation. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the President or by the Board.

Section 9. EXECUTIVE DIRECTOR

The administration and management of the day-to-day operations of the Corporation shall be performed by an Executive Director approved by and directly responsible to the Board. The Executive Director shall be the executive and operating Officer of the Corporation, with responsibility for the management and direction of all operations, programs, activities and affairs of the Corporation, subject to the policies, priorities and procedures generally determined by the Board. If directed, the Executive Director shall assume responsibility for the coordination of the Corporation's budget, expenditures, funds and records, and shall perform such other duties as assigned by the President or by the Board. The Executive Director shall be an ex officio, non-voting member of the Board.

Section 10. CHAIRPERSON

Following the conclusion of their term as President, a President shall assume the role of Chairperson for the period of one year. If, upon completing their term as President, the Chairperson has served six years on the Board, the Chairperson may serve a seventh year on the Board as an ex officio, non-voting member. A President who has served fewer than six years on the Board shall retain their voting status on the Board until the conclusion of their elected term and shall hold the responsibilities of Chairperson as identified in these Bylaws and any Charters.

Section 11. BONDING AND INDEMNIFICATION

Any person entrusted with the handling of funds or property of the Corporation shall, at the discretion of the Board, furnish, at the expense of the Corporation, a fidelity bond approved by the Board, in such amount as the Board shall prescribe.

ARTICLE IX: COMMITTEES

Section 1. ESTABLISHMENT OF COMMITTEES

The Board, by resolution adopted by majority vote, may designate standing committees to achieve the objectives of the Corporation. Each standing Committee shall have a charter setting forth its organizational structure, scope of responsibility, terms of appointment and expectations of service, which shall require approval by a majority vote of the Board. The Board may by resolution adopted by majority vote also appoint a Task Force, for performance of duties or oversight of projects having limited duration. The Board shall, in any resolution appointing a Task Force, state the duration and objectives thereof, together with the terms of appointment and expectations of service for members thereupon.

Section 2. MEMBERSHIP

Unless otherwise provided by these Bylaws, the President shall, with the approval of the Board, appoint the chair of each Committee or Task Force. Each committee chair will serve for a period of one year, beginning on the last day of the Annual Conference, with the option of reappointment by the succeeding President. Except as otherwise provided in these Bylaws or in the applicable Committee Charter, the chair of each Committee or Task Force shall appoint the other members of the Committee, in consultation with the President and other appropriate Directors and/or staff. Each Committee shall consist of at least three members, not counting the President in their ex officio capacity. Appointments for committee chairs and members shall be made with consideration given to principles of diversity, equity, inclusion, belonging, and representation of the full breadth of the ACS membership, as well as the cultivation of individuals for leadership succession within the Corporation. Unless otherwise provided in these Bylaws, any Committee or Task Force may include as full voting members of said Committee any Directors of the Corporation. Each Committee or Task Force shall have such authority and responsibility as designated by the Board in its Charter or, in the case of a Task Force, its founding resolution. Each Committee and Task Force shall maintain minutes of proceedings and shall report to the Board.

Section 3. EXECUTIVE COMMITTEE

There shall be an Executive Committee of the Corporation, consisting of the President, Vice President, Secretary, Treasurer and Chairperson. The Chairperson shall be a nonvoting member of the Executive Committee. The President shall serve as Chair of the Executive Committee. The Executive Committee shall determine the agenda for Board meetings, ensure the flow of information between and among the Board, Committees and Executive Director as necessary to

the oversight of the operation of the Corporation, and shall ensure that the directives of the Board are faithfully executed. The Executive Committee shall also in times of emergency, during intervals between meetings of the Board, exercise all of the powers of the Board in the management of the business and affairs of the Corporation, except as otherwise provided by law, these Bylaws or by resolution of the Board, when so authorized by majority vote of the full board, for so long as the Board shall so authorize. A quorum shall be constituted by the presence of three voting members of the Executive Committee at its meetings. The vote of three members of the Executive Committee present at the meeting of said Committee at which a quorum is present shall be the act of the Committee. In the event of a tie vote on any issue requiring a vote of the Executive Committee, such issue shall be referred to the Board for decision. The Executive Committee shall keep records of its proceedings and transactions, and minutes of the meetings thereof shall be distributed to all members of the Board. All actions by the Executive Committee shall be reported to the Board at its next meeting and shall be subject to approval or revision by the Board.

Section 4. FINANCE COMMITTEE

The Finance Committee shall consist of the President, Treasurer and a third member of the Board of Directors, who shall serve during their tenure in such offices, and at least two other members. The Executive Director shall also serve as a non-voting member of the Finance Committee. The Treasurer shall chair the Finance Committee, and shall fill any vacancies in the Committee. The Treasurer shall prepare a budget annually detailing the projected revenues and expenditures of the Corporation for the coming fiscal year, and shall submit such budget to the Finance Committee for review. The Finance Committee will review the projected budget and revise as necessary, and shall submit final budget recommendations to the Board at the Board's first meeting of the new fiscal year. Subject to the approval of the Board of Directors, the Finance Committee shall maintain an investment policy to manage the Corporation's assets consistent with its mission and strategic plan, and shall monitor investments made in accordance with such policy.

Section 5. GOVERNANCE COMMITTEE

This Governance Committee shall ensure the effectiveness of the organization's governance structure and processes.

Section 6. NOMINATING COMMITTEE

The Nominating Committee shall consist of five voting members, together with the Executive Director and any current Chairperson of the Board, who shall be non-voting members. The President shall appoint any current Chairperson of the Board to serve as chair of the Nominating Committee; if there is no current Chairperson of the Board, the President may

appoint another current or former Board member as chair of the Nominating Committee. At least four months prior to each annual membership meeting, the Nominating Committee shall issue a call to the Corporation membership, soliciting nominations for consideration by the Nominating Committee for the Board, together with any candidates standing for election for a second term. Thereafter, the Nominating Committee shall select and recommend to the Board two candidates for each vacant or potentially vacant elected position. The Nominating Committee shall also be responsible for reviewing and recommending to the Board nominations for industry awards within the Corporation.

Section 7. COMMITTEE MEETINGS

Unless otherwise provided for in these Bylaws or in the applicable Committee Charter, a majority of the members then serving on a Committee constitutes a quorum for the meeting of that Committee, and the vote of a simple majority of those present at a meeting at which a quorum is present constitutes an action of the Committee. Each Committee shall determine and schedule the number of regular meetings it will hold each year.

Section 8. RESIGNATION AND REMOVAL

Any Committee Chair may resign by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified in the notice and the acceptance of such resignation shall not be necessary to make it effective. Any Committee Chair may be removed by a two-thirds vote of all Directors then serving.

Section 9. VACANCIES

Vacancies in the position of Chair of any Committee may be filled by appointment by the President with approval of the Board.

ARTICLE X: MISCELLANEOUS

Section 1. VOTING MECHANISMS

Voting by the membership on any matter, including amendments to the Bylaws, may be conducted electronically, or by first class mail, at the discretion of the Board. The matter requiring the vote shall be submitted to the members in writing and shall be determined by a majority of the votes received within four weeks after submission to the members.

Section 2. FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31, or as may be recommended by the Finance Committee, subject to approval by majority vote of the Board. An audit of the books and records shall be made annually by a Certified Public Accountant recommended by the Finance Committee, subject to approval by majority vote of the Board. A copy of the audit shall be available in the administrative office for inspection by any member.

Section 3. CONDUCT OF MEETINGS

All meetings of the Corporation and Committees thereof shall be conducted in accordance with procedures outlined in “Robert’s Rules of Order” unless otherwise determined by a majority vote of the voting members present at a meeting.

Section 4 - CONFIDENTIALITY

Board and Committee members shall hold in confidence all meeting discussions and business conducted on behalf of the Corporation, except those matters made available in public record, in order to foster open and far-ranging Board discussion and problem-solving.

Section 5. INDEMNIFICATION

The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she was a Director, Officer, Committee member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys’ fees.

Section 6. INSURANCE

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by them in any such capacity, or arising out of their status as such, to the extent permitted by law.

ARTICLE XI: AMENDMENTS TO THE BYLAWS

Upon proposal by the Board, these Bylaws may be altered, amended or repealed in whole or in part (a) by a majority vote of the members of the Corporation who are entitled to vote and who are duly present at any duly called meeting of the membership provided that a copy or a summary of any amendments proposed for consideration shall be mailed electronically, by fax, or by first class mail at least 30 days before the date of such meeting; or (b) by approval of the members electronically or by first class mail voted in accordance with the provisions of Article X, Section 1.

ARTICLE XII: LIMITATION OF LIABILITIES

Section 1. LIMITATION OF AUTHORITY

Nothing herein shall constitute members of the Corporation as partners for any purpose. No member, Officer, Director, agent, or employee of the Corporation shall be liable for the acts or failure to act on the part of any other member, Officer, Director, agent, or employee of the Corporation, nor shall any member, Officer, Director, agent, or employee of the Corporation be liable for acting or failing to act under these Bylaws, with the exception of acts or omissions to act arising out of willful misfeasance.

Section 2. LEGAL COMPLIANCE

It has always been and is now the fixed and unalterable policy of the Corporation to comply at all times with all federal, state and local statutes, ordinances, rules, and regulations pertaining to the Corporation, including but not limited to anti-trust laws. No member, Officer, Director, agent or employee shall do, omit to do, or have the power to do any action the effect of which constitutes a violation by the Corporation of any anti-trust law.