

**BYLAWS**  
of the  
International Dutch Oven Society (IDOS)

**ARTICLE 1: NAME**

The official name of this organization shall be “International Dutch Oven Society.” The acronym “IDOS” and/or the term Society shall also be used to refer to the organization.

**ARTICLE 2: Purpose & Mission**

It is the mission of IDOS to (also refer to the First Article of the Articles of Incorporation):

- preserve the historical traditions and lore of Dutch oven cooking
- promote and encourage the art and skills of Dutch oven cooking
- provide education regarding benefits and methods of Dutch oven cooking
- provide a central organization for the distribution of Dutch oven Cooking information
- provide a friendly and supportive environment for Dutch oven enthusiasts, primarily its members
- provide other activities around the preservation and promotion of Dutch oven cooking

**ARTICLE 3: ADDRESS**

As the organization of IDOS is virtual and no office facilities are regularly maintained, the registered mailing address of IDOS shall be located at:

41 East 400 North, #210  
Logan, Utah 84321

Office facilities and mailing addresses may be changed with Board of Director & Society Board approval without an official amendment to these Bylaws but must be filed with the applicable State agency.

**ARTICLE 4: GOVERNANCE OF THE ORGANIZATION**

**Section 1: Summary**

- The Society will be governed by a Board of Directors and a Society Board. The Board of Directors will be made up of regional representatives elected from each defined region by members of the society within that applicable region. The Board of Directors will protect the members’ interest in the Society by defining the short and/or long-term vision and direction for the Society and as a steering and oversight committee for the Society.
- The Society Board will be made up of the Society Officers and the Appointed Officers. The Society Officers will be made up of the Society President, Executive Vice President, Treasurer, and Secretary. The Appointed Officers will be appointed by the Society Officers
- Both Boards shall function in a decentralized fashion with meetings as set forth in these *Bylaws*.
- The Board of Directors and/or Society Board may at its discretion, appoint such Advisory Boards and Committees as it may, from time to time, deem necessary to execute the operations of the Society for which the applicable board is responsible.

**Section 2: Vested Powers**

- All Society powers to exercise, direct, and/or manage the affairs of IDOS shall be vested in the Board of Directors and the Society Board, subject to any limitations set forth in these *Bylaws* or the *Articles of Incorporation*.
- The Society President in conjunction with his/her fellow Society Officers will have authority to commit funds and enter into contracts for the operations of the Society.
- The Society President, with the approval and/or under the direction of the Board of Directors, will have the authority to commit funds and enter contracts on behalf of the Society outside of the normal operations of the Society.

**Section 3: Structure, Number, Tenure and Rights.****1. Board of Directors**

- The Board of Directors will consist of a minimum of six (6) Directors who are elected, the Society President, and emeritus members as described in the *Articles of Incorporation*.
- Each elected Director will serve for a term of two (2) years with half the directors being re-elected on the odd-numbered years with the other half being elected in the even-numbered year (Initially, all directors will be elected with half the elected directors serving for only a one-year term).
- The elected Directors will always maintain or constitute a majority of the positions on the Board of Directors in comparison to the other members of the Board of Directors.
- Non-elected Directors, constituted by past presidents in good standing and society founders, may exercise their rights on the Board of Directors by so indicating their desire to be involved in the society through participation at meetings. They may also declare the right to forfeit these rights at any time. Once forfeited, they may not be regained except through the same service that gained them the rights originally.

**2. Society Board of Officers**

- The Society Board will consist of the Society Officers and the Appointed Officers. For the purpose of carrying out the business of the Society, all rights and privileges are herein expressed in these Bylaws and preserved with the Society Board.

**a. Society Officers**

- The Society President, the Society Executive Vice-President, and the Society Treasurer, and the Society Secretary(s), make up the Society Officers.
- All Society Officers will serve a term of two (2) years, with the President, Executive Vice-President, and Treasurer being elected by the membership on even-numbered years.
- The President, Executive Vice-President, and Treasurer will appoint the Society Secretary(s).
- Each Society Officer has voting rights on the Society Board.
- The Society President represents the Society Board on the Board of Directors as the only Society Officers with voting rights on the Board of Directors.
- The Society Secretary may be appointed in plurality.

**b. Appointed Officers**

- The Society Officers will appoint the members of the Appointed Officers.
- Appointed Officers may be appointed in plurality.
- Each appointed officer maintains voting rights on the Society Board.
- Appointed Officers serve for a two (2) year term, until the end of the Society Officer's term, or for a limited term set forth in their appointment by the Society Officers.

Such appointed positions may include but are not limited to, any of the following:

Newsletter Editor  
 Webmaster  
 Convention Coordinator(s)  
 World Championship Chair  
 Cook Off Liaisons  
 Mail Clerks  
 Membership Clerks  
 Fund Raising Products Clerks  
 Public Relation/Marketing Chair  
 Demonstration/Show Chair  
 Chapter Coordinator  
 Etc.

- The Society Officers may divide up the duties of the Appointed Officers as deemed to be most beneficial in accomplishing the vision of the Board of Directors and the operations of the Society.

**Section 4: Qualifications.**

- All Directors and/or officers must be members in good standing (see glossary) to run for office, be elected to an office, and/or serve on any board, panel, or committee within the Society.

**Section 5: Vacancy or Resignation****1. Resignation –**

- Any member of the Board of Directors and/or Society Board may resign his/her position, whether elected or appointed, through a written resignation filed with the Chief Director, Society President, and the Society Secretary so as to be filed in the Society Records. For non-elected members of the Board of Directors, this would be through the forfeiture of their rights on the Board of Directors.
- Resignations are effective immediately upon filing with the Society. However, the Chief Director and/or Society President may petition the resigning member to continue to fulfill his/her duties until a suitable replacement can be found as laid for within this section.

**2. Vacancies****a. Board of Directors –**

- As prescribed in the NINTH article of the *Articles of Incorporation*, should a vacancy occur amongst the elected members of the Board of Directors, including the Society President, for any reason, a replacement shall be elected by major majority vote of the remaining Board of Directors to serve out the remaining term of the vacant position.

**b. Society Board –**

- Should a vacancy occur in the Executive Vice-President or the Society Treasurer, for any reason, a replacement shall be nominated by the Society President and approved by a majority vote of the Board of Directors.
- Should a vacancy occur amongst the appointed members of the Society Board or the Society Secretary, the Society Officers shall replace the vacancy in the same way the position was originally appointed.

**Section 6: Removal of Directors or Society Board Members.****1. Board of Directors –**

- The Board of Directors can remove any member of the Board for lack of attendance, unethical behavior, or unauthorized representation of the Society through a major majority vote of the remaining Board members. Or, a Director can be removed without cause with a total majority vote of the remaining Board of Directors. Lack of attendance is defined as the absence at subsequent board meetings without significant probable cause therefore giving the board justification for action and the next or third meeting.
- The regional members may remove an elected or appointed director with or without cause. This removal may only be made through a majority vote from the representative pool of members within the applicable region or within the region that the Director represents.
- This action may be done at a meeting or through a signed petition filled with the Chief Director, Society President, and Society Secretary so as to be filed in the Society Records.
- If by petition, the Director being removed has a right to request verification of the signatures. Verification will be done by individual communication or phone call to each signator by the Chief Director or his appointee unless the Director being removed is the Chief Director. Then the remaining Directors will appoint an independent party to complete this verification. If enough signatures are verified to make the majority of the representative members, then the removal is considered final. If not enough signatures can be verified, the Board will communicate this to the representative membership and the removal is considered null and void.
- The vacancy created by this action will be filled according to the process described above in Section 5 of this Article.
- At any point in time if the Chief Director is removed the Board of Directors will continue by appointing a new member to fill the vacancy (see Section 5 of this article) and then appoint a new Chief Director following the same process as after the yearly elections of the Board of Directors.

## 2. Society Board

### a. Society Officers –

- Any of the Society Officers, excluding the Society President, may be removed for lack of attendance, unethical behavior, or unauthorized representation of the Society through a major majority vote of the Board of Directors or the remaining officers in the Society Board.
- Any vacancy created by these actions will be filled according to the process described above in Section 5 of this Article.
- The Society President may be removed as part of the Board of Directors as described in number 1 of this Section.

### b. Appointed Officers –

- Any of the Appointed Officers may be removed for lack of participation, unethical behavior, or unauthorized representation of the Society through a major majority vote of the Board of Directors or the Society Officers.
- Any vacancy created by these actions will be filled according to the process described above in Section 5 of this Article.

### c. Membership Removal –

- Any member may remove one of the elected Society Officers under the same method as prescribed above in number one (1) in removing a Director.
- Any elected Society Officer being removed also has the same right of verification as prescribed above.

## Section 6: Ethics, Duties, and Responsibilities, –

- All officers regardless of position, board, appointment, or committee are representatives of the Society. As representatives, all officers have express rights given in these *Bylaws* to do things that are reasonably necessary to accomplish their express duties. Officers also have the duty to act with due care. Their duty of loyalty requires them to act in the best interest of the Society as a whole and as a united leadership body for the Society. They shall discharge their duties in good faith, with ordinary care. Ordinary care is care that an ordinarily prudent person in similar positions would exercise under similar circumstances. As such, all officers will be held to the highest performance of trust, integrity, respect, and ethical behavior for and towards members and fellow officers.
1. **Board of Directors** – The duties of the Board of Directors include the following:
    - To direct the short and long term vision of the Society. This would include a direction statement within 30 days following the annual membership meeting (this statement can't be in conflict with the *Articles of Incorporation* or these *Bylaws*).
    - Protect the member's interest in the Society, as an oversight board that represents member's interests. In the fulfillment of the oversight duty, it shall be expected that the Society Officer's will make quarterly status reports to the Board of Directors. The Board of Directors will use these status reports to provide oversight of the Society operations so as to protect the majority of member's rights as detailed in these *Bylaws* and the *Articles of Incorporation*.
    - Provide continuity for the organization through vision, representation of the Society, enforcement of the articles and bylaws of the Society, and protecting the assets and other interests of the membership.
    - Select and appoint a Chief Director to be responsible for the direction and administration of the Board of Directors, and to preside over all the Board of Directors meetings. The board shall also appoint a scribe for the Board to record the minutes from all board meetings and file the approved meeting minutes with the Society Secretary so as to be filed in the Society Record.
    - Shall administer and execute the IDOS election process (this may also be done through an appointed committee).
  2. **Society Board** – The duties of the Society Board include all activities necessary to
    - Execute the statutes of these *Bylaws* and the *Articles of Incorporation*,
    - Execution of the direction statement from the Board of Directors,
    - And the management of the ongoing business of the Society.
  3. **Society Officers** – Duties for the Society officers may include but are not limited to the following:

**a. President –**

- Supervision and responsibility for the business and affairs of IDOS.
- Enter into and execute contracts or other instruments in the regular course of business, which are authorized by the Society Officers and/or Society Board (see Article 5 Section 2.1)
- Authorize expenditures of IDOS Funds.
- Chair all Society Officer and/or Society Board meetings.
- Preside at all membership meetings of IDOS, and at other colloquia, conferences, workshops, lectures, etc. unless delegated by the president.
- Represent IDOS before other bodies.
- Promote, in every way the interests of IDOS.

**b. Executive Vice-Presidents –**

- The vice-president shall perform such duties and have such authority as from time to time may be delegated to him by the Society President, Society Officers, or Society Board.
- In the event of the absence, death, inability or refusal to act by the President, the Executive Vice-President shall perform the duties and be vested with the authority of the President.

**c. Secretary**

- Shall have charge of the official records of the Society.
  - These records shall include meeting minutes of the Board of Directors, Society Officers, Society Board, and committees.
  - They shall also contain a copy of all publications from the Society,
  - status reports given by any officers of the Society,
  - and all decisions with voting information from any official meeting of the Society.
  - The official record will also contain the yearly minutes from each chapter where the vote is taken for chapter officers.
  - These records are also to contain the historical records of IDOS.
- Shall keep minutes for all Society Officers, and/or Society Board meetings that are officially announced.
- Assist the Society President and Vice-President(s) through the execution of any other duties delegated to the Secretary.

**d. Treasurer**

- Have custody of the funds and securities of IDOS.
- Keep regular books of accounts for IDOS.
- Manage and balance bank accounts as necessary.
- Make expenditures for IDOS and keep the appropriate receipts and record for the expenditures of IDOS.
- Recommend appropriate levels of fees and dues for approval by the Executive Board.
- Assist the Society President and Executive Vice-President through the execution of any other duties delegated to the Treasurer.

**e. Other Officers****1. Membership Clerk**

- Maintain and administer the official membership record of IDOS.

**2. Mail Clerk**

- Receive and distribute the mail received by IDOS.
- Deposit all funds received through the mail for IDOS and distribute a detailed report of the deposit to the Treasurer.

**3. Convention and Cook-off Chairs and other Committee Chairperson's**

- Execute the goals and/or objectives that the appointing board dictates and delegates to the committee.
- Each Chairperson will retain the authorization to accomplish the goals and objectives given to them by the appointing committee and shall give status reports on committee's progress toward that goal and/or objective.

**4. Fund Raising Products Clerk**

- Mail all thank you gifts for donations made to the Society.

**5. Society Officers**

- Appoint committee's as required to promote the interests of IDOS.
- Appoint officers as ex officio member of all committees.
- Approve all major expenditures and financial undertakings on behalf of IDOS. No major expenditure or liability shall be incurred without the approval of the Society Officers.
- Work together as a team in the representation and execution of the regular business of IDOS.

### **Section 7 – Penalties for Misconduct and Misuse of Funds**

#### **1. Penalties for Misconduct.**

- Any Board, Committee, and/or appointed member found grossly misrepresenting the Society will be dealt with under the membership termination guidelines. (refer to Article 7 Section 5.5).
- Any member found grossly misrepresenting IDOS will be dealt with under similar processes by the IDOS governing board.

#### **2. Misuse of Funds.**

- Any Board, Committee, and/or appointed member found not depositing or misusing IDOS funds, shall be considered for membership termination by the Board of Directors or Society Board and may have their membership revoked.
- Additionally, if the misconduct is considered fraudulent or embezzlement, legal action may be taken to the full extent allowed by law.

### **Section 8 – Contract Rights -**

- The appointment of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the Society. An officer's resignation does not affect the Society's contract rights, if any, with the officer.

## **ARTICLE 5: ADVISORY & COMMITTEES**

### **Section 1: Advisory Boards –**

- The Society will maintain the following advisory boards to provide insight into the needs of the members.

#### **1. IDOS Chapter Advisory Board –**

- This advisory board will consist of all the Chapter Directors of IDOS Chapters in good standing. This board shall not exercise any voting rights, but will act as the member's representatives to the Society President and Executive Vice-President as advisors on the concerns and needs of their local Chapter members.

### **Section 2: Committee's –**

- As stated in Article 4 Section 1, the Board of Directors and/or Society Board can commission a committee to carry out a specific task for an applicable board's responsibility. This power is limited to the board's specified responsibilities as laid out in these *Bylaws* and *Articles of Incorporation*.

#### **1. Creation –**

- The Board of Directors or Society Board can delegate its authorities to carry out specific responsibilities by commissioning a committee through a majority vote of the board.
- Each commission must include a written commission statement which includes the following:

##### **Purpose or Description –**

- A statement detailing the purpose or description of the task to be accomplished.

##### **Requirements –**

- Requirements that the committee must meet in the accomplishment of the task stated above.

##### **Board Representative –**

- Identification of the board member responsible to represent the board on the committee with oversight authority to approve or disapprove decisions of the committee.

##### **Committee Chair –**

- The appointed chair for the Committee and any suggestions for committee membership.

#### **2. Examples of Committees – Committees may include but are not limited to:**

- Fall Convention Committee
- Spring Convention Committee
- World Championship Committee

- Newsletter Committee
  - Education Committee
  - Ethics/Judicial Committee
  - Election Committee
- 3. Committee Membership –**
- The Committee Chair and Board Representative will work together to identify the needed membership of the committee and the general plan to accomplish the stated purpose.
  - The Committee Chair will be responsible for filling the committee positions and communicating the plan and committee membership to the commissioning Board.
  - As stated in these *Bylaws*, all committee members must be IDOS members in good standing unless the commissioning board unanimously approves a specific exemption from the rule on grounds that the committee would not be able to successfully accomplish the assigned purpose if it did not have the proposed exemption approved.
  - All exemption must be in writing and signed by the commissioning board.
- 4. Documentation –**
- The commissioning document created by the commissioning board, described in number 1 above, the general plan and committee members document detailed in number 2 above, and any exemptions described in number 2 above, must be filed with the Society Secretary.
  - Each committee should also create and preserve any additional documentation that would be beneficial to subsequent committee's especially if this committee is fulfilling a task that is to be done on a recurring basis.
- 5. Duration –**
- No committee shall continue in existence for more than one (1) year or until the accomplishment of its purpose, whichever is shorter, without formal renewal by the applicable commissioning Board.

## ARTICLE 6: ELECTIONS

### Section 1: Election of Board of Directors

#### 1. Nominations.

- Any member in good standing living within a region boundary with a desire to help the Society succeed and fulfill it's charter may be nominated to be elected as that regions Director.
- Any member in good standing living within a region boundary may second a nomination.
- The Board of Directors, or it's appointed Election committee, will announce the nomination period and the number of required seconds, which is 1% of the membership for that region, no less than fourteen (14) calendar days prior to the nomination period
- Nominations and seconds must be received by the Board of Directors and Society President, or it's appointed Election Committee, and Society Secretary by postage mail or electronic mail within the announce nomination period.

#### 2. Determination of Regions.

- The Board of Directors will commission a committee every four years to evaluate the geographical division of regions within the Society.
- Each region should be divided in such a way as to give equal representation on the board for an equal number of members.
- The number of regions will not be less than six (6) and may be expand to maintain a majority on the Board of Directors, as described above or to better represent the members' interests on the Board of Directors.
- Geographical boundaries for regions will be determined without regard to any country, provincial, state, or other political or governmental boundary.
- Each region will be numbered by the committee and the number of the region will correspond to the even or odd year that a new director will be elected or re-elected. This regional alignment committee will preserve all the tenures of currently serving Directors in this realignment and renumbering (i.e., if a region is split, one of the regions will maintain the grandfather status with the region number and currently serving Director).
- All boundary realignments would be effective as of the next election process so that each region will have a Director to serve on the Board of Directors. Consequently, all boundary realignments must have

sufficient time to be announced to the Society members to allow for the nomination and election of Directors at the next Annual Membership Meeting. In the initial creation of the Board of Directors or in the case of realignment, if it is done in an even or odd year, the Directors that are elected in the opposite year as to the normal election process will only serve one year. Following this year the term of service will fall into the normal process described for the Board of Directors in this section and in Article 4 Section 2.

## **Section 2: Election of the Society President, Executive Vice-President, and Treasurer**

### **1. Nomination of President Elects.**

- Any two members in good standing wanting to help the Society succeed, help promote the Societies goals and serve the members of the Society, can be nominated to be elected to the office of Society President and Executive Vice-President. Any one member in good standing wanting to maintain the same goals as described for the President and Vice-President can be nominated as the Society Treasurer.
- The Society President and Executive Vice-President will be nominated and seconded as one nomination. The Treasurer will be nominated and seconded separately from President and Executive Vice-President.
- Any member in good standing can nominate or second a nomination during the prescribed nomination period.
- Nomination period announcement, required number of seconds, where and how to send nominations, will follow the same process as that described above for the Board of Directors.

## **Section 3: Process of Election**

- The Board of Directors, its appointed election committee, or initially the approving board for these *Bylaws* will be responsible for maintaining an election process that will preserve the following.

### **1. Period of Nomination –**

- Provide for a nomination process that allows for a sufficient period for nominees and seconds to file their nominations with IDOS.
- This period shall be sufficient to and require notification of this process to all IDOS members

### **2. Period of Announcement –**

- Provide for a period between the Nomination period and the election period for the announcement and campaigning of all nominees.
- Provide for one distribution for the official announcement of all nominees, a short introduction of them and their platform, and a ballot for voting.

### **3. Period of Election –**

- Provide for an election period that will allow any member sufficient time to vote by ballot.
- This period will culminate at the annual membership meeting where the winners will be announced.

### **4. Election –**

- Any member of the Society may vote in the general and regional elections of IDOS.
- The Board of Directors, or its appointed committee will announce the election period no less than fourteen days prior to the opening of the election period.
- All ballots must be mailed to or electronically filled out and emailed to the Board or its election committee as prescribed in the election announcement.
- Each membership will be entitled to one vote for each position in the general election and one vote for his/her regional representative.
- The Board or its election chair will tally all ballots. This tally shall be executed in such a way as to make sure the count is accurate and can be validated by multiple independent talliers. Following this tally, the Chief Director, or his election committee appointee, will complete an official election form that will detail the election winners and all the election tallies. This form will then be signed by all the individuals that have performed the tallies and after the election results have been announced at the annual membership meeting, the form will be delivered to the Society Secretary so as to be filed in the Society Records.

## ARTICLE 7: MEMBERSHIP

### Section 1: Membership Types and Descriptions

#### 1. Family Membership:

- Family memberships are open to any person of whatever race, color, gender, or religion who submit the yearly membership dues. Family memberships are limited to immediate family members that reside at the same address and receive the benefits of one membership.

#### 2. Lifetime Membership:

- Lifetime memberships are family memberships awarded to individuals. Lifetime memberships are given by the Board of Directors through a majority vote for meritorious service to the Society.

#### 3. Business Partners:

- Business Partner memberships are given to businesses and/or media companies who partner with IDOS through sponsorship and/or support of IDOS. The specific term of a Business Partner membership is for one year by the Society Board. Additional term lengths of more than one year can be approved by the Board of Directors through a majority vote at a Board of Directors meeting. The Business Partner membership type retains all membership rights or privileges except for voting rights unless otherwise expressly stated.

### Section 2: Privileges

#### 1. Benefits:

- Except as set forth in these *Bylaws* and policy statements of this Society, all members shall be entitled to all services and privileges as may be provided by the Society to the applicable classifications of membership.
- All dues-paying members, or members in good standing, will receive the annual membership pin and the *Dutch Oven News*, the official Newsletter of the Society.
- Only active members in good standing, eighteen (18) years of age or older, unless otherwise noted in these *Bylaws*, shall be eligible to seek, or hold office or any other elected or appointed positions in the Society, or its attendant Chapters and/or appointed committees, or otherwise participate in the selection of Society officials or the establishment of Society policies.

#### 2. Voting Rights:

- Members of record in good standing, unless otherwise noted in these *Bylaws*, may vote at any meeting, calling for a membership vote, in person or by proxy.
- Each membership, regardless of the number of individuals covered by the membership, shall be entitled to only one (1) vote on each matter submitted to a vote of the membership regardless of multiple offices or positions.
- A member may appoint a proxy to vote for the member by submission of (a) an appointment form signed by the members or the member's attorney-in-fact, or (b) an electronic transmission sent to the Board of Directors or its appointed election committee. An appointment of a proxy is effective for the meeting or election specified in the appointment form or an electronic notice which must be received 10 business days before the specified meeting or prior to the election period respectively. The proxy will have the same voting power as the member unless expressly limited in the appointment form or electronic notice.
- Voting rights may be exercised *in absentia*. No individual may exercise voting rights both on his/her own behalf and on that of another member. Business Partners do not exercise voting rights. Members whose dues have not been paid at the time of an election or other meeting are no longer in good standing and therefore, may not exercise their votes.

#### 3. Chapter Membership:

- Members of record in good standing are eligible for membership in local Chapters. Chapters may charge an additional fee to cover Chapter expenses, which is administered by the Chapter officers and must adhere to the guidelines and bylaws set forth for Chapters.

### Section 4: Dues and Assessments:

#### 1. Dues:

- All dues, fees, and/or assessments for membership shall be payable in US currency. Any dues, fees, and/or assessments will be set by the Board of Directors. The Society Board may make recommendations to the Board of Directors for such changes.

## **Section 5 – Application for membership:**

### **1. Qualification:**

- Membership in IDOS is open to any person of whatever race, color, gender, or religion, who wishes to join the Society and will support and agree with the Society's goals and purposes.

### **2. Non-discrimination:**

- Nothing in these *Bylaws* or in its attendant *Chapter Bylaws* shall operate against the eligibility for membership in the Society on the grounds of color, religion, race, sex, age, national origin, political affiliation, or physical disability.

### **3. Application:**

- Application for membership shall be made on the form prescribed by this Society.
- Applications shall be submitted to the officer over membership or the Society representative authorized to accept membership applications.
- Memberships sent through the mail, completed at an IDOS booth at a show, or through acceptable electronic means are considered delivered to the Society representative.

### **4. Reapplication:**

- The extension of memberships can be done through the payment of membership dues, fees, and/or assessments before or shortly after the expiration of current membership.
- Once expired, reapplication or application for membership will be considered a renewal of membership unless there was a break in the benefits of membership. If a break in membership benefits has occurred, the membership will be treated as a new membership.

### **5. Denial of Membership:**

- Nothing herein contained shall prevent this Society through its Board of Directors and/or Society Officers, or their designated appointee, from denying membership, in their discretion, to any person who would not contribute to the general welfare and good of the Society or to the reputation of the Society.

### **6. Sanction, Suspension, or Termination of Membership:**

- The Society Officers may impose reasonable sanctions on a member, or terminate any membership from the Society, for good cause after a hearing. Good cause includes the default of an obligation to the Society or serious violation of the Society *Articles of Incorporation*, these *Bylaws*, Society rules, or of the law.
- The Society Officers may delegate these powers to a regular or ad hoc committee to conduct a hearing to make recommendations to the Society Officers, or take action on behalf of the Society Officers. The Society Officers or a committee designated by the Society Officers, to handle a matter involving sanctioning, suspension, or expulsion may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice shall meet the notice and electronic notification policy. However, shorter notice may be deemed adequate if the Society Officers, or a committee designated by the Society Officers to handle a matter involving sanctioning, suspension, or expulsion determines that the need for a timely hearing outweighs the prejudice caused to the member and if a statement of the need for a timely hearing is included in the notice. In addition to the notice and electronic notification policy, if mailed, the notice shall be sent by registered or certified mail, return receipt requested. If electronically mailed, the notification must be sent with electronic delivery and read receipt requested. The Society Officers or a committee designated by the Society Officers to handle a matter involving sanctioning, suspension, or expulsion may impose sanctions, suspend a member, or expel a member by executive decision or vote of a majority of the committee respectively.

### **7. Resolution of Disputes:**

- In any dispute between members relating to the activities of the society, all parties involved shall cooperate in good faith to resolve the dispute.
- If the parties cannot resolve the dispute between themselves, they shall cooperate to present the dispute to the Board of Directors. The Board of Directors shall serve the interests of both parties with respect

to good faith and fairness. The Board of Directors shall serve as the arbitration board and the Board’s decision will be considered binding by all parties.

**8. Resignation of Membership:**

- Any active member may resign from the Society by submitting a written resignation to the Chief Director, Society President, or his designated appointee, and the Society Secretary as to be filed in the Society Records.
- The resignation need not be accepted by the Society to be effective.
- Any dues, fees, and/or assessments previously paid by the member are forfeited by the resigning member.
- If there are any obligations or liabilities owed to the Society outside of any dues, fees, and/or assessments from the resigning member, the obligations will immediately be due upon resignation. and the Society will retain the right to us any form of collection allow by law to obtain the obligation.

**9. Transfer of Membership:**

- Membership in the Society is not transferable or assignable.
- Memberships terminate on the dissolution of the Society.
- Upon death, family memberships remain with the family unless there is no other family members meeting the membership criteria at the address upon which the membership is affixed.
- Business Partner memberships terminate upon expiration or upon the dissolution of the business.

**ARTICLE 8: CHAPTER ORGANIZATIONS**

**Section 1 – Establishment:**

- IDOS will provide for the establishment of Chapters in local areas where members would like to establish a Chapter organization to provide for carrying out the purposes and charter (see Article 2) of the organization on a local level.

**Section 2 – Governance:**

**1. Chapter Officers:**

- Are set forth in the Chapter Bylaws of the Society.
- In cases where the Chapter decides to raise funds to carry out the purpose and mission of IDOS and the charter of the *Chapter Bylaws*, the chapter will be required to also have a Chapter Treasurer.
- Chapter Officers may appoint other Chapter members to serve and carry out the activities of the Chapter. Chapter officers and appointed Chapter members, and mentioned above, must be members in good standing in IDOS.

**2. Chapter Governance:**

- Governance of the Chapters will be set forth in the *Chapter Bylaws* prescribed by IDOS. Provisions for amendment of the *Chapter Bylaws* are set forth in the *Chapter Bylaws*.

**3. Chapter Meetings:**

- In addition to any regularly scheduled meetings of the Chapter, IDOS may organize Chapter meetings at any time and place at the call of the Society Board.
- Meeting agenda’s and minutes should be kept by the Chapter.
- Minutes from the annual Chapter meeting where elections are held must be sent to the Society President, or his appointee, and the Society Secretary so as to be filed in the Society Record. These minutes should include election results, a new officer signature page, and a yearly financial report if the Chapter has decided to raise funds or collect dues for its operation as described in Number 1 above.

**Section 3 – Regulation:**

**1. Members:**

- Chapter membership is subject to the same criteria as membership in the Society. Any violations by chapter members may be dealt with in accordance with the provisions of these *Bylaws*.

**2. Chapter:**

- When the Chapter is in violation of the *Chapter Bylaws*, these *Bylaws* or engaging in activities detrimental to the Society, the Chapter may be put on probation by a major majority vote of the Society Board or the same vote of the Board of Directors.
- Probation will be suspended by the same vote of one of the Boards upon application of the Chapter to show compliance by the Chapter to the prescribed process set forth in the Probation notice.

- Prior to any probationary action, the chapter will have the right to be heard in the matter causing the action unless the Society Board or Board of Directors determines that the need for a timely hearing outweighs the prejudice caused to the Chapter and if a statement of the need for a timely hearing is included in the notice.
- If the Chapter fails to show compliance to the *Chapter Bylaws*, these *Bylaws* or to cease the detrimental actions to the Society, the Chapter can be terminated by a total majority vote by the Society Board or the same vote by the Board of Directors.

### 3. Rights of Dispute:

- Any Chapter has the right to request a hearing with the opposite Board, thus becoming known as the appellate Board, than the one giving the probationary notice.
- With a total majority vote, the appellate Board may overturn the previous sanctioning or may continue the probationary period.
- After the appellate Board's decision, the Chapter will have a third and final opportunity to appeal the two Boards findings through an arbitration session. The Arbitration committee will be made up of the equal number of non-elected Board of Directors members and Chapter Officers Advisory Board members not to exceed six in total arbitration panel members. The elected members of the Board of Directors will choose the arbitration panel members from the Society officers Advisory Board while the appealing Chapter Officers will choose the members from the non-elected Board of Directors. Each side will have an opportunity to present its facts and opinions to the arbitration panel in a meeting where the appropriate notice has been given. The Arbitration board will work in good faith to reach a solution that preserves the best interest of the members of the Chapter and the Society as a whole.
- Each party agrees to accept the arbitration panel's decision as final and binding.
- Minutes of all sessions within this process will be kept in detail and given to the Society Secretary so as to be filed in the Society Records.

## ARTICLE 9: MEETINGS

### Section 1: Board of Director's Meetings.

- There shall be, at a minimum, four quarterly Board of Directors meetings each year.
- One such meeting must be held within 30 days following the annual membership meeting at which elections are held with the main purpose to provide the Society Officers with written documentation as to the Board's long and short term vision for IDOS including any specific goals they would like the Society Board to undertake.
- The Board of Directors also have the responsibility to elect from their ranks a Chief Director to lead the Board of Directors for the next year or until the next meeting after the annual membership meeting at which elections are held.
- This document and the results of the election of a Chief Director along with the meeting agenda and minutes shall be given to the Society Secretary so as to be filed in the Society Records.

### Section 2: Society Board Meetings.

- There shall be, at a minimum, quarterly meetings held by the Society Board for the purpose of reporting, coordinating, and organizing of the Society Board to accomplish the goals and tasks of operating the Society and accomplishing and/or working toward the vision of the Board of Directors.

### Section 3: Membership Meetings

- There shall be at least one annual meeting of the membership. One such meeting shall be held in the spring each year at such time and place as shall be determined by the Board of Directors and specified in the notice of the meeting to the membership.
- The annual membership meeting shall receive the Reports of the President, Secretary and Treasurer, together with such other reports and business as the Society Board may decide or the Board of Director may request. Additionally, at this meeting any applicable election results will be announced.
- Notice of the Annual Membership Meeting shall be given each member of IDOS at least thirty (30) days in advance of each annual meeting, and it is understood that publication of a notice of the meeting in the IDOS Newsletter shall constitute adequate announcement and notice.

### Section 4: Special Meetings.

- A special meeting of the Society Board may be called at any time by the Society President or by any four (4) officers for any purpose as long as it is attended by a Quorum of the Society Board.
- A special meeting of the Board of Directors may be called at any time by the Chief Director or by any two (2) directors for any purpose as long as it is attended by a Quorum of the Board of Directors.

### **Section 5: Actions Without Meetings.**

- Any matter needing more immediate action by the Board of Directors or the Society Board may be proposed by the Chief Director or Society President, respectively, and action may be made by the Board of Directors or Society Board through voice or electronic mail vote.
- All such proposals or motions must be documented with both the motion and final vote and given to the Society Secretary so as to be filed in the Society Record.

### **Section 6: Other Meeting Guidelines.**

- Unless otherwise stipulated in these *Bylaws* or in the applicable *Articles of Incorporation*, all Society meetings must meet the following guidelines.

#### **1. Notice of Meetings.**

- All meetings shall be held upon not less than five (5) days notice if given orally, (either by telephone or in person), by telegraph, electronic voice or mail, or upon not less than ten (10) days notice if given by depositing the notice in the United States mails, postage prepaid. Such notice shall specify the time, place and purposes of the meeting.

#### **2. Meeting Media.**

- Any meeting, except the annual membership meeting, may be held by conference telephone call or other electronic means where all officers can hear or otherwise communicate with one another.
- All documents may be transmitted by facsimile machine, electronic mail, or United States mail, postage paid, so long as they are transmitted five (5) days prior to the meeting. Where there are insufficient items to hold a meeting, the President or Chief Director may poll by telephone all the members of the Society Board or Board of Directors, respectively, to obtain their vote canceling the meeting and send a notice that meets the same timing and means as in the Notice of Meetings above.
- The annual membership meeting is to be a public meeting at which the membership of IDOS can gather to receive reports and election results.

#### **3. Minutes, Reports, and Agenda.**

- The minutes of all meetings or consultations of the Board of Directors or Society Board shall be recorded by the appointed scribe of the meeting and once approved, the meeting minutes shall be given to the Society Secretary so as to be filed in the Society Record.
- Minutes of all meetings or consultations of Advisory Boards or Committees shall be kept by a designated member of the Advisory Board, Committee, or an appointed scribe and shall be sent to the Society Secretary to be filed in the Society Records once they are approved.
- Any matters from an Advisory Board or Committee that need consideration by the commissioning Board for inclusion on the agenda of a meeting of the commissioning Board, must be received by the Society President and/or Chief Director not less than one calendar week before the date of the meeting, otherwise it may be postponed until the next applicable Board's meeting or be addressed as an Action Without Meeting as described above.
- If the agenda has been delegated, the delegate will be subject to the same guidelines for notice of agenda items. Late inclusion on the agenda is at the discretion of the Society President or Chief Director whichever is applicable or in his/her absence, by his/her appointed designee.

#### **4. Quorum**

- A quorum for the transaction of business shall be defined as the number of qualified individuals present at the time of role call at any meeting that has been appropriately announced.
- Qualified individuals are those in attendance who have been duly notified and invited to the meeting.
- A quorum can be no less than twenty five percent (25%) of the total number of qualified members for the applicable meetings.
- All business requiring a vote by the quorum shall be transacted on the basis of vote count.

- Any quorum member can call for a recount to determine quorum status at any time during the meeting. If a quorum is no longer present (50% of those making up the quorum), the meeting will be terminated and rescheduled
- Any place within these *Bylaws* or the *Articles of Incorporation* where it refers to the approval of a Board or Committee it is understood that it will be a majority approval unless otherwise stated.

## **ARTICLE 10: AMMENDMENTS**

### **Section 1: Bylaw Amendments.**

- These *Bylaws* may be altered, amended, or repealed by a two-thirds majority vote of the Society Board and Board of Directors combined.
- Any such amendments must not conflict with the *Articles of Incorporation* of IDOS.
- Notice of any proposed amendments must be supplied to board members at least thirty (14) days prior to the meeting date.
- These and any amendments thus approved, will take effect immediately.

### **Section 2: Articles of Incorporation Amendments.**

- As provided by the State of Utah where the Society is filed, the *Articles of Incorporation* may be amended by a major majority vote of the Society Board and Board of Directors combined.
- Any amendments must be legal, in the interest of the Society and its membership, and cannot create a conflict between the *Articles of Incorporation* and the *Bylaws*.
- If the amendments to the *Articles of Incorporation* causes changes in these *Bylaws*, all applicable changes to the *Articles of Incorporation* and *Bylaws* must be proposed at the same time.
- All amendments to the *Articles of Incorporation* and/or *Bylaws* must be followed with a communication of those changes to the members of the Society.

## **ARTICLE 11: OTHER**

### **Section 1: Finances.**

- Necessary expenses of IDOS shall be paid from the treasury of the Society, but in no year shall the total expenses of IDOS exceed the sum of the liquid assets held by the Society.
- These amounts should be allotted in the annual budget of the Society.
- As a non-profit Society, IDOS will acquire support for the activities of the Society from dues and donations from sponsors both individual and business.
- No officer or member of IDOS shall have authority to incur expenses in the name of the Society, except as specified within these *Bylaws* and the *Articles of Incorporation*.
- No officer or other voting member of the Society shall receive any fee or compensation for activities concerned with his or her office in IDOS except as stated in the *Articles of Incorporation*.
- Payment for any personal expenses other than mail, telephone, or supply costs must be approved by a Society President and Treasurer or the Society Officers as dictated within these *Bylaws*.

### **Section 2: Conventions.**

- Unless otherwise specified at the discretion of the Board of Directors, IDOS will sponsor two conventions a year to promote the purposes of IDOS. Time and place will be determined by the Society Board pursuant to carrying out the vision and operation of IDOS.

### **Section 3: Cook Offs**

#### **1. Cook off Standards**

- The Society Board shall define and maintain standards for the running of cook-offs and for any other activity or situation which the Society Board may determine necessary.
- Standards will be documented, filed in the Society Record by the Society Secretary, and published or otherwise distributed as determined by the Society Board to assist those interested in running cook offs.

#### **2. World Championship Cook Off**

- The society will sponsor the “International Dutch Oven Society’s World Championship Cook Off” (IDOS WCC) each year as the premier Dutch oven cooking event.

- The Society Board, or its appointed committee, will be responsible for all the activities and semi-final qualifying competitions that may be necessary to accomplishing the World Championships including any marketing, financing, promotion, and operation of this event.

### 3. Other or Local Cook Off's

- The society will not run but will support in any way approved by the Society Board any local or other cook off's not directly related to the World Championship Cook Off.
- The Society will provide guidelines for the sanctioning of these cook off's. Those cook off's meeting the sanctioning qualifications will have the opportunity to have their winning teams compete in the World Championship Cook Off.

## Section 4: Guidelines for Notification

- Any official communications to specific members, Chapters, Board, Committees, or the whole membership of the society are subject to the following guidelines unless stated otherwise in these *Bylaws*.
1. **Timing**
    - All notices must be given five (5) days in advance if given orally, (either by telephone or in person), by telegraph, electronic voice or mail, or not less than ten (10) days notice if given by depositing the notice in the United States mails, postage prepaid.
    - Any notices going by mail outside the United States boundaries or for the purposes of disciplinary or regulatory action will be subject to the thirty (30) day notice.
    - Such notice shall specifically state the purpose, time, and place or any other information that is deemed essential for the receiving party to understand the purpose and needed response, if applicable.
  2. **Media**
    - Notices may be given in any of the media that is described in number 1 of this section. If given to the whole membership of IDOS, notice in the official Newsletter of IDOS will be deemed sufficient to notify the membership of IDOS.
  3. **Record of notification**
    - In the event that the notice must have verification, it is suggested that whatever steps necessary to confirm and/or document the delivery of said notices be taken. This may include but is not limited to delivery receipts, delivery signatures, etc.

## Section 5: Newsletter:

- The society will publish a Newsletter for the general membership.
- The Newsletter will be considered the official publication for IDOS.
- Publication shall be quarterly but may be change by a majority vote of the Board of Directors and Society Board without amendment to these *Bylaws*.
- Discontinuance may only be done with a total majority vote of both Boards.

## Section 6: Definitions

1. **Good Standing of Members** – Any member current on his/her membership dues is considered to be a member in Good Standing.
2. **Good Standing of Past Presidents** – Any president who has served their full term in office is considered a Past President in Good Standing.
3. **Good Standing of Chapters** – Any IDOS Chapter that has their paperwork up to date and approved by the Society Board.
4. **Simple Majority or Majority Vote** – This is a simple majority (over fifty (50) percent) of the body that constitutes a quorum at the applicable meeting.
5. **Major Majority Vote** – This is a two-thirds majority of the body that constitutes a quorum at the applicable meeting.
6. **Total Majority Vote** – This is a one hundred percent (100%) or unanimous vote of the body that constitutes a quorum at the applicable meeting.
7. **Normal Operations** - Normal operations are those activities that are needed to fulfill the obligations of the Society that occur from being a non-profit Society. In most cases, these are recurring activities that must be done yearly, quarterly, or monthly. However, they may include one-time activities in support of the membership or purposes of the Society.
8. **Break in Members Benefits** – A break in membership benefits is defined as occurring if a member has missed a major benefit of membership like a Newsletter.

**Section 7: Fiscal Year -**

- The fiscal year of IDOS, for all purposes, shall coincide with the calendar year.