



CFESA

Commercial Food Equipment Service Association

General Information



www.CFESA.com

MEMBERSHIP CATEGORIES

VOTING MEMBERS

CFESA requires its voting members to meet the following criteria: Candidates must be recognized as an authorized service agent, by means of current written service agreements, with a minimum of five foodservice equipment manufacturers. They must have the tools and facilities to provide service wherever required in the field or at the shop location. Please consult our bylaws for specific requirements.

AFFILIATE MEMBERS

Any firm, partnership or corporation actively engaged in the business of selling commercial foodservice equipment or interested in promoting quality service shall be eligible for membership as an Affiliate Member.

ASSOCIATE MEMBERS

Recognizing the need to expand ongoing formal communication with foodservice equipment manufacturers, CFESA has created the Associate Member category. Firms actively engaged in the business of manufacturing commercial foodservice equipment are eligible for Associate membership in CFESA.

HONORARY MEMBERS

The title of Honorary member is awarded to those who have made an extraordinary contribution to the field of foodservice and to the goals and objectives of CFESA.

HOW TO JOIN

For more information about becoming a member please visit the CFESA website at www.CFESA.com or contact CFESA Headquarters at:

2216 W Meadowview Road Suite 100
Greensboro, NC 27407
336-346-4700 (p)
336-346-4745 (f)
www.CFESA.com

MEMBERSHIP BENEFITS

WEB SITE ACCESS

www.CFESA.com is continually evolving to meet the needs of our members. It lists vital information about member service companies, links to their web sites and encourages end users to find a CFESA Member service company in their area. Conference and training class registrations can be done online and we offer secure online ordering of forms, study guides, videos and other CFESA products. You will also find downloadable documents, an online version of On Target as well as industry news and notes. Our members-only password protected section allows members access to forums for finding or selling obsolete and hard to find parts and resources for managing their businesses.

BIANNUAL CONFERENCES

Our Spring and Fall Conferences are packed with speakers, workshops, seminars and meetings that will help you run your business, from your front office to your techs in the field. Topics range from employee motivation and retention to updates on breaking technologies, and from Board and Committee meetings to profit planning surveys.

REGIONAL MEETINGS

CFESA is made up of six regions, each of which holds a meeting at least once per year. This gives companies the opportunity to talk about issues specific to their region and minimizes travel expenses.

CFESA CERTIFICATION

CFESA Certified Technician and CFESA Certified Company designations are reserved for the best of the best. Each type of certification sets high standards that the individual or company must achieve before being certified.

COMPANY LISTING IN OUR ANNUAL MEMBERSHIP DIRECTORY

Our annual Membership Directory is distributed to equipment manufacturers, dealers, reps and end users. It lists all CFESA members including branch locations, CFESA Certified Technicians and what types of equipment each member services. The association's core values are also clearly spelled out for all to see with CFESA's mission and vision statements.

ON TARGET SUBSCRIPTION

This is the official newsletter of the Commercial Food Equipment Service Association. It is delivered to your company bimonthly, and contains updates on association activities and the industry at large.

MEMBERSHIP BENEFITS *CONTINUED*

CUSTOMER SERVICE TRAINING VIDEOS

Working with NAFEM, CFESA has developed a series of training videos. These videos demonstrate the importance of and proper methods of good customer service.

COMMITTEE ACCOMPLISHMENTS

CFESA members reap the benefits of committee work. Our Marketing Committee is continually promoting the association, its members, and CFESA Certified Technicians. The Business Technology Committee is constantly working to forecast the changes in technology to keep our members informed. The Education/ Training and Membership Services Committees evaluate current programs and initiate new projects. The Finance Committee is responsible for annual budget reviews and tracking profit/ loss information, while the Board Development Committee is focused on improving the effectiveness of CFESA's Board of Directors.

MEMBER PRICING

As a CFESA member you are entitled to discounts on our industry standard warranty reporting form, return parts tags and gas, electric, steam and refrigeration study materials. While we promote our training classes and conferences to the entire foodservice industry, our members get a significant discount on registration fees.

HEADQUARTERS

2216 West Meadowview Road, Suite 100
Greensboro, NC 27407
336-346-4700 (p)
336-346-4745 (f)
www.CFESA.com

HEADQUARTERS STAFF

Executive Director	Carla Strickland, cstrickland@cfesa.com
Membership Services Director	Heather Price, hprice@cfesa.com
Marketing Director	Allison Sidders, asidders@cfesa.com
Account Administrator	Karen Afocx, karena@cfesa.com
Testing Administrator	Marsha Cross, marsha@cfesa.com

INSTALLATION LEVELS

LEVEL I

This is the installation or replacement of the same or similar, existing pieces of foodservice equipment in an existing foodservice establishment.

LEVEL II

This is the installation of new equipment for entire kitchens during remodel or construction phase, to include receiving, warehousing, consolidation of equipment and delivery for each phase of installation, assembly, set in place, leveled, caulked and trimmed as needed, with final corrections made, started up and tested.

LEVEL III

This includes all Level II and may or may not include all or some other options (such as hoods, HVAC, fire suppression, complete electrical or plumbing contracting, carpentry, communications, computers, flooring, roofing, stainless steel welding or complete general contracting as well as pulling all necessary permits).

COMMITTEES

All are encouraged to become involved in CFESA committee meetings, held in conjunction with the Spring and Fall Conferences. The committees need your ideas and input. The following is a list of the CFESA committees along with their mission statements:

BUSINESS TECHNOLOGY COMMITTEE

Co-Chairs: Brock Coleman, Bill Hagar & Wayne Stoutner

Mission: "To establish CFESA as the driving force in bringing our members and other foodservice industry allied associations closer together in business transactions, through the study, implementation and use of the latest technologies available."

EDUCATION & TRAINING COMMITTEE

Co-Chairs: David Hahn, Joe Pierce & John Schwindt

Mission: "To promote and provide education and training to CFESA service professionals, thereby improving and transforming Quality and Performance to meet the needs of the foodservice industry now and into the future."

MARKETING COMMITTEE

Co-Chairs: Dan Farmer & Scott Hester

Mission: "To promote CFESA and its membership to the foodservice industry."

MEMBERSHIP SERVICES COMMITTEE

Co-Chairs: Jean Choquette & Mark LeBerte

Mission: "To identify the needs of the membership and develop services or programs that add value to CFESA membership by providing tools to help each individual company continue to maintain, as well as grow their businesses amid change in the industry ."

2009 - 2010 OFFICERS

PRESIDENT

John Swanson

**BILDON APPLIANCE PARTS & SERVICE
INC**

CFESA Certified Company

32731 W Eight Mile Rd

Livonia MI 48152-1302

248-478-3320

248-478-3801 (fax)

800-292-9898

www.bildoninc.com

jswanson@bildoninc.com

1ST VICE PRESIDENT

Scott Hester

RSI (REFRIGERATED SPECIALIST INC)

CFESA Certified Company

3040 E Meadows Blvd

Mesquite (Dallas/ Fort Worth) TX

75150

972-279-3800 (24 hour service)

972-331-2276 (fax)

972-686-9656 (alt fax)

888-866-9276 (24 hour service)

888-TOO-WARM

www.rsidfw.com

shester@rsidfw.com

2ND VICE PRESIDENT

Mark LeBerte

ATECH INC

424 6th Ave South

Nashville TN 37203

615-255-2002

615-255-2698 (fax)

800-700-9192

www.atechinfo.com

TREASURER

Joe Pierce

PIERCE PARTS AND SERVICE INC

CFESA Certified Company

2422 Allen Rd

Macon GA 31216

478-781-6003

478-452-1625 (alt phone)

478-781-7186 (fax)

800-368-2512

www.piercepartsandservice.com

jpierce@piercepartsandservice.com

SECRETARY

John Schwindt

HAWKINS COMMERCIAL APPLIANCE

SERVICE INC

CFESA Certified Company

3000 S Wyandot St

Englewood CO 80110

303-781-5548

303-761-8861 (fax)

800-624-2117

www.hawkinscommercial.com

johns@hawkinscommercial.com

IMMEDIATE PAST PRESIDENT

Jean Choquette

KEY FOOD EQUIPMENT SERVICES LTD

CFESA Certified Company

180-3700 North Fraser Way

Burnaby BC Canada V5J 5H4

604-433-4484 (p)

604-433-4684 (f)

800-665-2655 (toll free)

www.keyfood.ca

jean.choquette@keyfood.ca

2009 - 2010 DIRECTORS

David Hahn

FESCO (FOOD EQUIPMENT SERVICES COMPANY)

3005 Industrial Pkwy East Ste D
Knoxville TN 37921
865-522-5764
865-522-0982 (fax)
800-513-7278
www.fesco-tenn.com
david@fesco-tenn.com

Bill Hagar

**HAGAR RESTAURANT SERVICE
CFESA Certified Company**

1229 W Main St
Oklahoma City OK 73106
405-235-2184
405-236-5592 (fax)
800-445-1791
www.hagarservice.com
bhagar@hagarrs.com

Tina Reese

**COMMERCIAL APPLIANCE PARTS &
SERVICE INC
CFESA Certified Company**

8416 Laurel Fair Cir Ste 114
Tampa FL 33610
813-663-0313
813-663-0212 (fax)
800-282-4718
www.comapp.com
tina.reese@nacps.com

Brock Coleman

**COMMERCIAL KITCHEN PARTS &
SERVICE**

CFESA Certified Company
1377 N Brazzos
San Antonio TX 78207
210-735-2811
210-735-7451 (FAX)
800-292-2120
www.commercialkitchen.com
brock@ckps.com

Dan Farmer

**COMMERCIAL PARTS & SERVICE INC
CFESA Certified Company**

5033 Transamerica Dr
Columbus OH 43228
614-221-0057
614-221-3622 (fax)
800-837-8327
www.cpsohio.com
dfarmer@cpsohio.com

Wayne Stoutner

**AIS PARTS & SERVICE OF BUFFALO
CFESA Certified Company**

1336 Main St
Buffalo NY 14209-1904
716-884-7425
716-884-0410 (fax)
800-722-1252
www.aiscommercial.com
waynestoutner@aiscommercial.com

PAST PRESIDENTS

PHILIP SCHOENBERGER 1963-1965
Utilities Maintenance
Detroit, Michigan

JACKSON G. HUDGINS 1965-1967
Old Dominion Services
Norfolk, Virginia

ELMER SCHULTZ 1967-1969
Elmer Schultz Services Inc
Philadelphia, Pennsylvania

WILLIAM T EICHENAUER 1969-1971
Eichenauer Services Inc
Decatur, Illinois

ELMER SCHULTZ 1971-1973
Elmer Schultz Services Inc
Philadelphia, Pennsylvania

HOMER ALLEN 1973-1975
Commercial Parts & Service Inc
Indianapolis, Indiana

JOHN F O'SHAUGHNESSY, JR
1975-1977
General Parts Inc
Bloomington, Minnesota

ROBERT L BRADFORD, JR 1977-1979
EMR Service
Baltimore, Maryland

JOSEPH G PALUMBO 1979-1981
Authorized Factory Service Inc
Coraopolis, Pennsylvania

LG (PAT) PATRICK 1981-1983
Commercial Appliance Service
Tampa, Florida

WILLIAM T EICHENAUER 1983-1985
Eichenauer Services Inc
Decatur, Illinois

PAUL O'NEIL 1985-1987
Golden State Service and Parts Inc
Gardena, California

BILL MALLON, JR 1987-1989
Elmer Schultz Services Inc
Philadelphia, Pennsylvania

FREDERICK KRUEGER 1989-1991
Krueger Inc
Oklahoma City, Oklahoma

FRANK BURNS 1991-1993
JL Tucker Company Inc
Omaha, Nebraska

GARY ALLEN 1993-1995
Commercial Parts & Service Inc
Indianapolis, Indiana

ROGER MARTIN 1995-1997
Stove Parts Supply Company Inc
Ft Worth, Texas

BRUCE HODGE 1997-1998
General Parts Inc
Waukesha, Wisconsin

RON CANESTRO 1998-2000
AIS Corporation
Buffalo, New York

SHARON BARASCH 2000-2002
Certified Service Center
Cincinnati, Ohio

ROGER KAUFFMAN 2002-2004
EMR Service
Baltimore, Maryland

TINA REESE 2004-2006
Commercial Appliance Parts & Service
Tampa, Florida

JEAN CHOQUETTE 2006-2008
Key Food Equipment Services Ltd
Burnaby, British Columbia Canada

FOUNDERS & CHARTER MEMBERS

A special note of thanks to the following founders and charter members who had the foresight and commitment to establish CFESA:

RUDY DAUBER

Dauber & Sons
Washington, DC

DENTON T LINTZ

Electric Repair
Reading, Pennsylvania

PETER DI PIRRO

Pete Di Pirro Company
Boston, Massachusetts

RUTH LIPPERT

Lippert Appliance Service
Cincinnati, Ohio

SPARK L DIXON

K & D Service Company
Harrisburg, Pennsylvania

OTHO E McCOMB

Midwest Appliance Service
Columbus, Ohio

WILLIAM T EICHENAUER

Eichenauer Services Inc
Decatur, Illinois

PHILIP SCHOENBERGER

Utilities Maintenance
Detroit, Michigan

BENJAMIN HIBBLE

Hibble Electric
Hartford, Connecticut

JOHN J SHEA

Ace Service Company
Boston, Massachusetts

JACK C HUDGINS

Old Dominion Service
Norfolk, Virginia

ELMER O SCHULTZ

Elmer Schultz Services Inc
Philadelphia, Pennsylvania

HARRY R KAUFFMAN

Electric Motor Repair Company
Baltimore, Maryland

NATHAN URETSKY

Acme American Repair
New York City, New York

ELWOOD HAWKINS MEMORIAL AWARD

The Elwood Hawkins Memorial Award is given to a nonvoting member of CFESA who has proven to be a promoter and advocate of our association. The recipient has taken an active role in CFESA's committees and projects and has been a liaison between our association and their own, always striving to improve the industry. A lifetime recipient is invited to attend any and all association functions free of charge. Nominations for the Elwood Hawkins Memorial Award must be submitted in writing, by a member of the Board of Directors, stating the reasons for the submission. The nominee must have an approval of two-thirds ($\frac{2}{3}$) of the Board of Directors. This vote will be by secret ballot.

In dedication to the memory of Elwood Hawkins, the members of the Commercial Food Equipment Service Association recognize the following individuals for their dedication and friendship to the association:

EMERY KOCSIS

ALLEN FRANSEN

RON ARRINGTON

HONORARY MEMBERS

Any person who may or may not be active in the foodservice industry, from an active CFESA Voting Member firm in good standing at the time of the nomination, and has rendered outstanding service to the Association by having faithfully served as an officer, director or committee chair to better our Association, shall be eligible for membership as an Honorary Member. The following individuals were selected to this category by the Board of Directors.

Homer Allen

George T Baggott

Robert Barasch

CB Boeckman

Robert Bradford, CFSP

Frank Burns, CFSP

Peter Di Pirro

William T Eichenauer, CFSP

Donald R Ewen

James Forbes

Walter H Graham, CSE

John Guettler

JG Hudgins, CSE

Frederick Krueger

George (Tom) McLeod, Sr

Gene Martin

Roger Martin

Walter Novak

Pat Patrick

Phillip Schoenburger

Elmer Schultz

Irene Sykes

Nathan Uretsky

CODE OF ETHICS

Membership in the Commercial Food Equipment Service Association (CFESA) represents a responsibility to the industry and the public to maintain the highest quality of business integrity and servicing ability. Members, therefore, subscribe to the following standards of practice:

FIRST

Members will conduct their individual businesses in a manner to insure the good will and confidence of the public whom they serve.

SECOND

Members will represent manufacturers in an honest and intelligent manner so as to create an atmosphere of mutual trust and understanding and best serve their combined interests.

THIRD

Members shall not participate in misleading or false advertisements in the representation of their individual businesses.

FOURTH

Members shall maintain financial and liability responsibility. They will be able to complete properly and uphold their guarantee on any work they undertake.

FIFTH

Members shall maintain adequate equipment and qualified personnel so as to perform quality service to the public and the trade for fair, equitable and nondiscriminatory charges.

SIXTH

Members shall not perform, or cause to be performed, any act which would tend to reflect adversely on our industry, fellow members, competitors or manufacturers.

SEVENTH

Members shall comply both in spirit and letter with rules and regulations prescribed by law and government agencies for the health, safety and provision of his employees and the public.

EIGHTH

A member will not entice unfairly to his own employ any employee of another member. He will assist other members and competition where possible so as to upgrade our industry and warrant continued public confidence.

NINTH

Members shall support the sale and use of original equipment manufacturer's (OEM) parts.

CFESA BYLAWS

ARTICLE I - NAME AND MISSION

SECTION 1

The name of the association shall be Commercial Food Equipment Service Association, Inc.

SECTION 2

The vision of the Commercial Food Equipment Service Association (CFESA) is to be a leader in the foodservice industry. The association and its members will be recognized as professional, forward thinking and customer oriented.

(Revised June 27, 2002)

The mission of CFESA is to anticipate trends and provide services and education to raise standards of performance, help its members meet the challenges of the industry and ensure customer satisfaction. *(Revised June 27, 2002)*

SECTION 3

The principal office of the association shall be determined by the Board of Directors.

ARTICLE II - MEMBERSHIP

SECTION 1: CLASSES OF MEMBERS

The association shall have five (5) classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

(a) Voting Members - Any firm, partnership or corporation actively engaged in the business of servicing, both on site and in the shop, commercial foodservice equipment (i.e., repairing, maintaining and providing replacement parts and accessories for foodservice equipment commonly found in restaurants, hotels and institutional food service operations) shall be eligible for membership as a Voting Member of this association, provided that: (i) the firm, partnership or corporation, or its designated representative, has a minimum of three (3) years experience servicing commercial foodservice equipment; (ii) the firm has a current written service agreement with at least five (5) manufacturers of foodservice equipment, or represent five (5) manufacturers of foodservice equipment through a subagent agreement with the manufacturer's authorized service agency; (iii) the firm's primary purpose of existence is the distribution of quality parts and service in the commercial food industry; (iv) majority ownership of the firm is not held by any equipment manufacturer, equipment dealer/ distributor or any combination thereof which could qualify for another membership category and that 75% of the member's business be derived from parts and service; (v) the firm maintains its business in a recognized commercial facility which allows for walk-in trade; (vi) the firm is recommended by a current Voting Member in good standing. *(Revised May 2007)*

(b) Branch Members - Any firm, partnership or corporation, which maintains its business in a recognized commercial facility, actively engaged in the business of servicing commercial foodservice equipment and is associated with a Voting Member shall be eligible for membership as a Branch member of this association. Branch Members shall have no voting rights at general sessions meetings, but may attend general session meetings. Branch Members may also be eligible for appointment to committees as a member and/or a co-chair, with the right to vote within the committee, and shall have such other rights and privileges as may be designated by the Board of Directors. *(Revised May 2002)*

(c) Associate Members - Any firm, partnership or corporation actively engaged in the business of manufacturing commercial foodservice equipment shall be eligible for membership as an Associate Member of this association.

(d) Affiliate Members - Any firm, partnership or corporation actively engaged in the business of selling commercial foodservice equipment or interested in promoting quality service shall be eligible for membership as an Affiliate Member of this association. *(Revised May 2007)*

(e) Honorary Members - Any person, who may or may not be active in the foodservice industry, from an active CFESA Voting Member firm in good standing at the time of the nomination and who has rendered outstanding service to the Association by having faithfully served as an officer, director or committee chair to better our Association, shall be eligible for membership as an Honorary Member. A lifetime Honorary Member is invited to attend any and all Association functions without charge. Honorary Members shall have no voting rights at general session meetings, unless having been designated as the representative for a Voting Member. Honorary Members may also be eligible for appointment to committees as a member and/or co-chair, with the right to vote within the committee, and shall have such other rights and privileges as may be designated by the Board of Directors. Nominations for Honorary Membership must be submitted, 60 days prior to an annual Board of Director's meeting. The nominee must have an approval of two thirds ($\frac{2}{3}$) of the Board of Directors. This vote will be by closed ballot. *(Revised May 2002)*

Branch Members, Associate Members, Affiliate Members, and Honorary Members shall have no voting rights, but their representatives shall be entitled to attend general session meetings, shall be eligible for appointment to committees, including the chairmanship there of, and may vote at committee meetings, and shall have such other rights and privileges as may be designated by the Board of Directors, except the right to hold office or to serve as a director. Representatives of Branch Members shall be entitled to attend meetings of the Voting Members.

SECTION 2: VOTING

Each Voting Member shall appoint and certify to the Secretary of the association a person to be its representative in the association and who shall represent, vote and act for the member in all affairs of the association. Each Voting Member shall be entitled to one (1) vote. If more than one firm, partnership or corporation, are under common control, they shall be considered collectively as one (1) Voting Member. "Common control" means that more than 50 percent of each such firm, partnership or corporation is owned by the same person or persons. (Revised September 2003)

SECTION 3: ELECTION TO MEMBERSHIP

Application for membership will be made in writing to the CFESA Headquarters office. The application must be accompanied by proof of valid written service contracts with at least five manufacturers of commercial food service equipment. Election to membership will be by vote of the Second Vice President and the Membership Chair.

SECTION 4: DURATION OF MEMBERSHIP AND RESIGNATION

Membership in this association may terminate by voluntary withdrawal as herein provided, or otherwise in pursuance of these bylaws. All rights, privileges and interest of a member in or to the association shall cease on the termination of membership. Any member may, by giving written notice such intention, withdraw from membership. Such notice shall be presented to the Board of Directors at the next succeeding meeting of the Board of Directors. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal.

SECTION 5: SUSPENSION AND EXPULSION

Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of the bylaws, violation of the code of ethics or failure to pay dues. (Revised May 20, 2004)

Except for nonpayment of dues as set forth in article III or declaration of bankruptcy, suspension or expulsion shall be by two-thirds ($\frac{2}{3}$) vote of the entire membership of the Board of Directors; provided that a statement of the charges shall have been mailed by certified or registered post to the last recorded address of the member at least (15) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

SECTION 6: REINSTATEMENT

Upon a special request signed by a former member and filed with the Secretary, the Board of Directors, by an affirmative vote of two-thirds ($\frac{2}{3}$) of the members of the Board, may reinstate such former members to membership.

SECTION 7: TRANSFER OF MEMBERSHIP

Membership in this association is not transferable or assignable. A new owner

may apply for membership within one (1) year without initiation fee. In all other respects, the death, resignation, expulsion or bankruptcy of a member shall terminate such membership.

ARTICLE III - DUES AND FEES

SECTION 1

The annual dues and fees for each member of the association shall be determined by the Board of Directors.

SECTION 2

Members who fail to pay their dues within thirty (30) days from the time the same become due shall be notified by the Secretary and, if payment is not made within the next succeeding thirty (30) days, shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership provided that the Board of Directors may by rule prescribe procedures for extending time for payment of dues and continuation of membership upon request of a member and for good cause shown.

ARTICLE IV - MEETINGS

SECTION 1: ANNUAL

There shall be an annual spring meeting of the association for election of Officers and Board of Directors, for receiving the annual reports and the transaction of other business. Notice of such meetings, signed by the Director, shall be mailed to the last recorded address of each member at least thirty (30) days before the time appointed by the meeting.

SECTION 2: SPECIAL

Special meetings of the association may be called by the President or the Board of Directors, or shall be called by the President upon written request of fifty percent (50%) of the Voting members of the association. Notice of any special meeting shall be mailed to each Voting member at his last recorded address at least thirty (30) days in advance, with a statement of the time and place and information as to the subject or subjects to be considered.

SECTION 3: QUORUM

Twenty-five percent (25%) of the Voting membership shall constitute a quorum, and, in case there be less than this number, the presiding officer may adjourn from time to time until a quorum is present.

SECTION 4: PROXY

Any member may give proxy to vote to any nonmember employed by the member or his firm or organization. Said proxy shall be in writing and signed by the member, or a telegram, and submitted to the presiding officer prior to calling of the meeting to order. No proxy shall be valid beyond the meeting for which said proxy was issued.

SECTION 5: ORDER OF BUSINESS

The order of business at meetings shall be as follows:

- 1) Call to order
- 2) Reading of minutes from previous meeting
- 3) Receiving communications
- 4) Reports of officers
- 5) Reports of committees
 - a) Standing
 - b) Special
- 6) Unfinished business
- 7) New business
- 8) Election of officers and directors
- 9) Adjournment

SECTION 6

The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these bylaws.

ARTICLE V - ANNUAL ELECTION

SECTION 1

At the annual meeting next held after the adoption of these bylaws, there shall be elected by ballot six (6) Directors of the association, three (3) of whom shall be elected for a term of one (1) year, three (3) for two (2) years. At each annual meeting thereafter, a number of Directors equal to that of those whose terms have expired or are about to expire shall be elected for a term of two (2) years. Any Director shall be eligible for re-election, however, no Director shall hold the directorship for more than two (2) consecutive terms. Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be dully elected and qualified, or unless they resign, are removed or are otherwise unable to fulfill an unexpired term.

Article VI - Board of Directors

SECTION 1

The Board of Directors shall have supervision, control and direction of the affairs of the association, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

SECTION 2

All elected officers and directors shall be members of the Board, with the right to vote. In addition, the president, upon leaving the position of President, shall

assume the position of Immediate Past President on the Executive Committee. The former President may not assume any other position on the Executive Committee. The former President shall hold this seat until his or her successor vacates the Presidency. At that time, the current Immediate Past President must rotate off the Executive committee for a period of not less than one year before being eligible to serve on the Executive Committee. The most recent former President shall then serve as Immediate Past President.

SECTION 3: MEETINGS

Except that the board shall have a regular meeting at the time and place of the annual meeting, the Board shall meet upon call of the President at such times and places as he may designate, and shall be called to meet upon the demand of a majority of its members. Notice of all meetings of the Board of Directors shall be sent by mail or telegraph to each member of the Board at his last recorded address at least ten (10) days in advance of such meetings.

SECTION 4: QUORUM

A majority of the whole Board shall constitute a quorum at any meeting of the Board. Any lesser number may adjourn from time to time until a quorum is present.

SECTION 5: ABSENCE

Any member of the Board of Directors unable to attend a meeting shall, in a letter addressed to the President or Secretary, state the reason for this absence. If a Director is absent from two (2) consecutive meetings for reasons which the Board has failed to declare to be sufficient, his resignation shall be deemed to have been tendered and accepted.

SECTION 6: COMPENSATION

Directors as such shall not receive any stated compensation for their services as directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedure for approval and payment of such expenses by designated officers of the association. Nothing herein shall preclude a director from serving the association in any other capacity and receiving compensation for such services.

SECTION 7: RESIGNATION OR REMOVAL

Any director may resign at any time by giving written notice to the President, the Secretary or to the Board of Directors. Such resignation shall take effect at the time specified, at the time of acceptance thereof as determined by the President or the Board. Any director may be removed by a majority vote of the directors at any regular or special meeting at which quorum is present.

SECTION 8: VACANCIES

Any vacancies that may occur on the Board by reason of death, resignation or otherwise may be filled by an appointment by the remaining members of the Board for the unexpired term.

SECTION 9: VOTING

At all meetings of the Board of Directors a majority vote of the entire Board shall be required. In the event that a majority vote cannot be reached at a Board meeting of less than full membership, the Secretary will poll the entire Board by mail on the subject or subjects to be acted upon.

ARTICLE VII - OFFICERS

SECTION 1

The elective officers of this association shall be President, two (2) Vice Presidents, a Secretary and a Treasurer. These officers shall be elected annually by the membership at the annual meeting. Election shall be closed ballot and a majority of the votes cast shall elect.

SECTION 2

Each elective officer shall take office upon election and shall serve for a term of one (1) year and until his successor is duly elected and qualified. The President and Vice Presidents may not serve more than two (2) consecutive terms.

SECTION 3

Vacancies in any office may be filled for the balance of the term thereof by the directors at any regular or special meeting.

SECTION 4: PRESIDENT

The President shall be the principal elective officer of the organization, shall preside at meetings of the association, and the Board of Directors, and shall also, at the annual meeting of the association and at such other times as he/ she shall deem proper, communicate to the association or to the Board of Directors, such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office of the President or as may be prescribed by the Board of Directors.

SECTION 5: VICE PRESIDENTS

The Vice President may, in the order of their designation, be delegated by the President to perform his duties, in the event of his temporary disability or absence from meetings, and shall have such other duties as the President or the Board may assign.

SECTION 6: TREASURER

The Treasurer shall keep an account of all monies received and expended for the use of the association, and shall make disbursements authorized by the Board and approved by two (2) elected and designated officers or such other officers as the Board may prescribe. All sums received he shall deposit in the bank or banks, or trust company, approved by the Board of Directors, and shall make a report at the annual meeting or when called upon by the President. Funds may be drawn only as specified by the Board of Directors. The duties of the Treasurer under the authority of the Board of Directors, may be assigned in whole or part

to the Executive Director. The funds, books and vouchers in his hands shall, with the exception of confidential reports submitted by member, at all times be subject to verification and inspection by the Board of Directors and for yearly audit.

SECTION 7: SECRETARY

It shall be his duty to give notice of and attend all meetings of the association, to keep a record of all proceedings, to attest document and perform such other duties as are usual for such officials or as may be duly assigned to him. The duties of the Secretary, under authority of the Board of Directors, may be assigned in whole or in part to the Executive Director.

SECTION 8: EXECUTIVE DIRECTOR

The administration and management of the association shall be a salaried staff head, employed or appointed by and directly responsible to the Board of Directors. He/ she shall have the title of Executive Director, or such other title as the Board shall from time to time designate, and he/ she may act as Secretary or Treasurer of the Association.

SECTION 9: BONDING

The Executive Director shall furnish, at the expense of the association, a fidelity bond approved by the Board in such a sum as the Board may prescribe. The Board may also require such bond of any other officers as it deems necessary.

ARTICLE VIII - COMMITTEES

SECTION 1

Standing Committees shall consist of at least one (1) Director and as many additional members of the Association as are needed to carry on the work of the committee. Committees may be established by the Board of Directors as it deems necessary and may include any or all of the following Standing Committees with the responsibilities and duties listed below:

- A) *Board Development Committee:* Responsible for developing and recommending a profile of potential Board members and identifying and evaluating how current Board members fit the profile; responsible for suggesting nominees to the Nominating Committee; responsible for insuring the Board members receive appropriate orientation; responsible for reviewing the service of each Board member on an annual basis.
- B) *Business Technology Committee:* Responsible for seeking the latest technologies available for presentation to the membership for implementation.
- C) *Education & Training Committee:* Responsible to continuously promote and provide educational opportunities to the membership and its employees.
- D) *Executive Committee:* Shall consist of the officers of the Association, (President, First Vice President, Second Vice President, Secretary, Treasurer and the Immediate Past President), and shall act on behalf of the Board between meetings. The Executive Committee, when the Board of Directors is not in session, may exercise all of the powers of the Directors, except to

approve an amendment to the Articles of Incorporation, plan a merger or consolidation or appoint or terminate the Executive Director or amend the Bylaws.

- E) *Finance Committee*: Shall consist of the Treasurer of the Association. The finance Committee is responsible for working with staff to create the upcoming fiscal year budget; responsible for presenting budget recommendations to the Board; monitors implementation of the approved budget on a regular basis and recommends proposed budget revisions.
- F) *Marketing Committee*: Responsible for the promotion of the Association's image, through various means of marketing, to the foodservice industry; responsible for publicizing the Association's goals, activities and positions on topics and issues of interest to the foodservice industry.
- G) *Membership Services Committee*: Responsible for seeking and developing services to benefit all members of the association. In addition, this committee is responsible for investigating and presenting all proposed Bylaw changes, new member orientation and overseeing management of regionalization.

SECTION 2

Ad Hoc (Or Special Committee) Committees shall consist of at least one (1) Director and as many additional members of the Association as are needed to carry on the work of the committee, will have limited charges, are created for specific purposes and are disbanded when the need for them no longer exists. Ad Hoc Committees may be established by the Board of Directors as it deems necessary, and may include any or all of the following Ad Hoc Committees with the responsibilities and duties listed below:

- A) The Nominating Committee shall consist of the immediate Past President, First Vice President, one (1) Director not currently running for a board position and two (2) Voting members appointed by the President. The Nominating Committee is responsible for evaluating, approving and obtaining acceptance of nominations, for potential positions to the Board of Directors, from individuals recommended by the Board Development Committee. *(Revised May 2007)*

ARTICLE IX - ANNUAL ELECTION

SECTION 1

Prior to the Spring Annual Meeting, the Chair of the Nominating Committee will request and accept any nominees from the Voting Membership. At the Spring Annual Meeting, the Chair will present the slate of officers and directors, previously reviewed and nominated by the Nominating Committee, for each vacancy, and the terms for each. Each nominee will have previously given his or her consent prior to the presentation by the Nominating Committee. *(Revised May 2002)*

SECTION 2

Election of officers and directors shall be by separate ballot and in order of President, First Vice President, Second Vice President, Secretary, Treasurer and

Directors. All nominees must be members in good standing and no person shall hold more than one (1) elected office. The Secretary shall call the roll of eligible voters and tabulate the total number eligible and present. All nominees must receive a majority of votes of the eligible voters present at the time of election. Voting shall be by written secret ballot, except when there is but one (1) nominee for an office, in which case a voice vote may be taken. *(Revised May 2002)*

ARTICLE X - VOTING PROCEDURE

SECTION 1

In the case of multiple nominees for any office, if a majority is not received on the first ballot, the nominee receiving the lowest number of votes shall be eliminated, and a second ballot taken of remaining nominees. Successive ballots shall be cast until a nominee receives a majority of votes. Voting for the Board of Directors shall be as follows: the nominating committee chairman will announce the number of vacancies and the terms of each. Two (2) year terms will be voted on first. Each delegate will vote for the exact number of candidates for the terms to be filled. Voting for more or less voids the ballot. The candidates receiving the highest number of votes shall be declared elected. In case of a tie, a runoff ballot will be taken. If there is a one (1) year term to be filled, all remaining candidates will be eligible. The same voting procedure will be followed.

ARTICLE XI - MAIL VOTE

SECTION 1

Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the Voting membership, and when it deems it not expedient to call a special meeting for such purposes, the directors may, unless otherwise required by these bylaws, submit such a matter to the membership in writing by mail for vote and decision and the question thus presented shall be determined according to a majority vote of those received by mail within thirty (30) days after such submission to the membership, provided that in each case votes of at least fifty percent of members shall be received. Any and all action taken in pursuance of a majority mail vote in each such case shall be binding upon the association in the same manner as would be action taken at duly called meeting.

ARTICLE XII - FISCAL YEAR

SECTION 1

The fiscal year shall commence on the first day of March and shall end on the last day of February.

ARTICLE XIII - SEAL

SECTION 1

The association shall have a seal of such design as the Board of Directors may adopt.

ARTICLE XIV - AMENDMENTS

SECTION 1

These bylaws may be amended, repealed or altered, in whole or in part, by two-thirds ($\frac{2}{3}$) vote at any duly organized meeting of the association provided that a copy of any amendment proposed for consideration shall be mailed to the last recorded address of each member at least (30) days prior to the date of the meeting.

ARTICLE XV - MISCELLANEOUS PROVISIONS

SECTION 1: INDEMNIFICATION

Any person made a party to or threatened with any civil, criminal or administrative action, suit or proceeding by reason of the fact that he is or was an officer or director of the Corporation may be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and reasonably incurred by him in connection with such action, suit or proceeding, or in connection with any appeal therein, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Corporation or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that the conduct was unlawful. Such indemnification shall be deemed exclusive of any other rights to indemnification which such director or officer may be entitled apart from this bylaw. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director of the Corporation against any liability asserted against him and incurred by him in such capacity, or arising out of his status as such or not the association would have the power to indemnify him against such liability.

SECTION 2: DISSOLUTION

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no parts of said funds shall inure, or be distributed, to the members of the Corporation or its officers and directors, except for reasonable compensation for services rendered or reimbursement of approved expenses. On dissolution of the Corporation, any funds remaining after payment of indebtedness shall be distributed to one (1) or more regularly organized charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors, which organizations are qualified as not for profit organizations under the Internal Revenue Code of the United States.

CFESA LOGO

The official CFESA logo is the “Four as One Sphere”. The four elements represent Gas, Steam, Electric & Refrigeration. This logo has been developed to promote high visibility of the mark balanced with clear legibility of the name.

The CFESA logo is a Registered Trademark and the formal identifier of the Association. It may be used by any member, entity, or organization that is part of the Association community. We therefore ask that anyone considering use of the logo keep the following guidelines in mind:

- The logo should use only the “official” logo colors.
- Any scaling must retain the original proportions of the logo.
- Other than variations listed here, the logo may not be modified in any way.
- Additional text may not be added in such a way that it appears to be part of the logo itself.

For more information or to download the CFESA logo, visit www.CFESA.com/logo.htm.

