BY LAWS FOR SOUTHEASTERN, CENTRAL
AND SOUTH AMERICAN

A FEDERATION OF THE INTERNATIONAL COUNCIL ON HOTEL
RESTAURANT AND INSTITUTIONAL EDUCATION
(ICHRIE)

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Article I: NAME

Section 1: The name of the organization shall be known as Southeast, Central, and South American Federation hereafter referred to as SECSA. This is a federation of the International Council on Hotel, Restaurant, and Institutional Education (ICHRIE).

Article II: GEOGRAPHIC BOUNDARIES

Section 1: SECSA shall represent all ICHRIE members with mailing addresses within the states/islands/countries so designated. These states/islands/countries are: Kentucky, Tennessee, North Carolina, South Carolina, Georgia, Florida, Alabama, Mississippi, Louisiana, the Caribbean, Mexico, and countries from Central and South America.

Article III: PURPOSE

Section 1: The purpose of SECSA derives from the desire of members to associate themselves regionally, nationally, and internationally in the belief that, by doing so, the attainment of certain educational and professional objectives for hospitality and tourism will be advanced.

Article IV: OBJECTIVES

Section 1: The primary objectives of SECSA, as an organized as a 501(c)(3) non-profit cooperation under ICHRIE shall be to use a regional network: 1. To foster the general advancement of teaching, learning, research, and practice in the fields of hospitality and tourism operations and management. 2. To encourage the assessment and enhancement of quality hospitality and tourism education programs. 3. To encourage the extension of knowledge pertaining to hospitality and tourism education regionally, nationally, and internationally.

Section 2: The secondary objective of SECSA shall be to represent its members’ interests on a Federation wide basis, provide a leadership for human resource development through the fostering, teaching, learning, research, and industry practices complementary to occupational standards in the sectors of the hospitality and tourism industry.

Article V: AFFILIATION STANDARDS

Section 1: The Federation shall acknowledge the objectives of ICHRIE as set forth in the ICHRIE Constitution and Bylaws, and shall take such action as is appropriate to implement such objectives and to enhance the reputation and goodwill of ICHRIE.

Section 2: The Federation shall comply with and conform to all of the terms and provision hereof and to all amendments, revisions, and modifications to the ICHRIE Constitution and Bylaws that shall be duly promulgated by the ICHRIE Board of Directors.
Section 3: Nothing in these Bylaws or any policies or procedures adopted under these Bylaws shall supersede the Constitution, Bylaws, or policies of ICHRIE.

Article VI: MEMBERSHIP POLICIES AND CLASSIFICATIONS

Section 1: Federation Membership Policies

a) The Federation shall maintain a roster of ICHRIE members representing no less than the number of individuals and institutional/corporate members at the time of federation.
b) Only members of ICHRIE shall be included as Federation members.
c) All members of the Federation shall be voting members.
d) Any resident of the states, the Caribbean countries, and countries from Central and South America covered by the Federation who becomes a member of ICHRIE also becomes a member of SECSA.
e) Individual members of SECSA are eligible to participate in SECSA activities, to serve on the Board of Directors, and have voting privileges.

Section 2: Federation Membership Classifications

a) The basic requirement for any class of membership shall be that the candidate is interested and engaged in advancing the theory, philosophy, research, practice, or publication of the primary objectives of the SECSA and ICHRIE.
b) Candidates shall share the goals of SECSA and ICHRIE.
c) Candidates for membership shall be as follows:
   i) Individual members shall be persons who are interested in hospitality and/or tourism, and support the objectives of SECSA and ICHRIE, and pay dues.
   ii) Educators and administrators from programs granting associate degrees, diplomas, and certificates, and from institutions granting baccalaureate and graduate degrees in hospitality and/or tourism studies.
   iii) Corporate/institutional members shall be business/companies, governmental agencies, associations, and other organizations that have an interest in hospitality and/or tourism, support the objectives of SECSA and ICHRIE, and pay dues.
   iv) Honorary/complimentary members (as determined by the ICHRIE Board of Directors) shall be persons who are interested in hospitality and/or tourism, support the objectives of SECSA and ICHRIE, and do not pay dues shall have none of the obligations, including the right to vote.
   v) Retirees who have held ICHRIE membership in one of the above categories.
   vi) Graduate students enrolled in hospitality and tourism programs or related fields of study.

Section 3: Application for Membership

a) Individuals, educational organizations, and corporate entities shall apply for membership in accordance with the policies established by the ICHRIE Board of Directors.
b) Honorary/complimentary membership may be offered to individuals who have provided ICHRIE with exemplary service or have demonstrated a unique commitment to
hospitality and/or tourism. Nominations for such membership may come from any ICHRIE member, but must be approved by the ICHRIE Board of Directors.

Section 4: Membership Dues

a) Annual dues shall be established by the Membership Committee of ICHRIE, in consultation with the Finance Committee and approved by the ICHRIE Board of Directors.
b) The membership year shall be January 1 through December 31.

Article VII: TERMINATION OF MEMBERSHIP

Section 1: Membership of SECSA, as an individual member, shall be terminated by failure to pay annual ICHRIE dues for the ensuing year.

Article VIII: ORGANIZATION

Section 1: The Federation shall operate in accordance within the generally accepted principles of non-profit business organizations, it being the intention that the primary objective of SECSA is to serve its members.

Section 2: The structure of SECSA shall include any individual members within the boundaries of the states, the Caribbean islands, and countries of Central and South America covered by the Federation. Chapters may be formed within the Federation of SECSA under the ICHRIE Bylaws for the Formation of a Chapter and following a resolution of SECSA to support the formation of chapters.

Section 3: Formation of Chapters within Federation

The SECSA Federation shall have the authority, in accordance with ICHRIE Bylaws, and within the Federation Bylaws, to approve existing chapters or the creation of new chapters within the individual Federation. Funding for the chapters would be from those members within the chapter. No additional chapter funding would be provided by ICHRIE or the SECSA Federation.

Section 4: Board of Directors

a) Appointment: A Board of Directors shall govern SECSA.
b) Elected Officers: The elected officers of ICHRIE shall be the Immediate Past President, President, Vice President, Secretary, and Treasurer, all of whom are members of the Board of Directors. The elected officers shall constitute the Executive Committee and shall act in the absence of the Board.
c) Other Members of the Board: The Board of Directors shall also include the following elected members: the Director of Education, Director of Research, Director of Marketing, Director of Industry Services, and the Director of Member Services and Development. The Federation President shall be an ex officio member, with vote, of the Board.
d) **Responsibilities:** It shall be the responsibility of the Board of Directors to guide the development, operation, and activities of the Federation to accomplish the objectives and goals of the SECSA and to support the general objectives, goals, and philosophies of ICHRIE. The Board shall formulate policies and plans for the federation. The Board shall also oversee elections, set dates for meetings, review operating budgets and see that they are adhered to, receive and act on committee reports, and make decisions that are reasonable and necessary in the conduct of the business of the Federation.

e) **Executive Committee:**

i) The Executive Committee shall be composed of the Officers of the Federation. When the Board of Directors is not in the session, the Executive Committee can act for the Board, but must report all such actions to the full Board, which may then, at its discretion, approve or disapprove such actions. The Officers shall meet or confer as necessary to provide for the management of the Federation, but in no case less than twice per year.

ii) Each member of the Executive Committee shall be provided with a complete copy of all bylaws, policies and procedures. It will maintain records in an orderly and accessible manner, promote member understanding of the structure and governance of ICHRIE and SECSA, and assist leadership by developing, complying with, and refining governing documents.

**Section 5: Officers**

a) **Past President:** Upon completion of a one-year term as President, a person becomes a Past President of SECSA and a member of the SECSA Board of Directors. During the first year as Past President, he/she shall act as a resource person to the president of SECSA in conducting the business of the Federation and will chair the Nominating Committee for the SECSA Board of Directors.

b) **Federation President:** To be eligible for the office of SECSA President, a member shall have served as Vice President of SECSA during the previous year.

i) The President shall serve a one-year term commencing during the ICHRIE Annual Meeting. The Federation President shall serve on the Board of ICHRIE and attend Board Meetings of ICHRIE

ii) The Federation President shall represent the interests of all SECSA members and their regional, national, and international concerns shall be responsible for reporting back to SECSA on matters of concern to the Federation and individual members. The President shall be responsible for the conduct of the Federation’s affairs in a manner that will ensure the accomplishment of the Federation’s objectives, subject to the provision of the ICHRIE’s Constitution and Bylaws and the SECSA Bylaws, and in concurrence with policy decisions made by ICHRIE’s and SECSA’s Board of Directors. The President shall set the agenda for all Executive, Board, and membership meetings of the Federation. The President shall present a report on the status and progress of the Federation at its Annual Business meeting, and succeed the current Immediate Past President at the termination of the Immediate Past President’s term. The president may delegate responsibilities to the Vice President at his/her discretion if the Immediate Past President is unable to fulfill the duties due to absence or disability.
iii) The President shall perform all tasks associated with administering the Federation not specifically delegated to another individual or prohibited by these guidelines. The President, upon completion of his/her term, will become Past President. If financially possible, and when the person’s employer is unable to contribute, travel expenses will be supported by SECSA up to 100% for the Federation President to attend regular and special meetings of the ICHRIE Board, the SECSA Annual Meeting and chapter Annual Meetings.

c) Vice President/President Elect: To be eligible for the office of SECSA Vice President, a member shall have been a member of ICHRIE for a minimum of three years, served as a member of the ICHRIE Board or as a federation officer, and supply a letter of support from their institution of employment for a three year commitment to attend at least four meetings a year.

i) The Vice President of the Federation shall serve a one-year term commencing during the Annual ICHRIE conference and will succeed the current President at the termination of the President’s term of office. He/she will attend all Board meetings and all business meetings of the Federation, and will act for the President in his/her absence or disability.

ii) The Vice President shall be responsible for planning and implementing the programs of the Federation to reflect ICHRIE’s vision and strategic plan, co-ordinate all formal relations/associations of the Federation in co-operation with allied associations, societies, industry, and government organizations.

iii) If possible, and when the person’s employer will not contribute, travel expenses will be supported by SECSA up to 100% for the Vice President to attend all the SECSA and ICHRIE Annual Meetings.

d) Secretary: To be eligible for the office of Secretary, a member shall have been a member of ICHRIE for a minimum of three years, served as a member of the ICHRIE Board or as federation officer, and supply a letter of support from their institution of employment for a two year commitment to attend at least four meetings a year.

i) The Secretary of the Federation shall be elected before the Annual ICHRIE Meeting and serve a two year term commencing during the Annual ICHRIE Meeting. He/she will attend and keep the minutes of all Board meetings, Executive Committee meetings, and all business meetings of SECSA. In absence of the Chief Executive Officer, the Secretary shall oversee the membership records, provide for mailings to the membership, keep an up-to-date directory of the Federation membership, assist with the collection of all dues and debts owed the Federation, and keep other SECSA and ICHRIE records as appropriate.

ii) The Secretary, in consultation with the Vice President and President, shall prepare a written report to submit to the ICHRIE Board of Directors, to be approved during the ICHRIE Board of Directors’ meeting at the Annual ICHRIE Conference that summarizes the activities and programs during the past year and provides a proposed budget and action plan for the ensuing year.
iii) The Secretary shall notify the Federation membership of all Federation meetings or programs through a semi-annual calendar of events when possible and via notices for specific activities at least six weeks in advance.

e) **Treasurer:** To be eligible for the Office of Treasurer, a member shall have been a member of ICHRIE for a minimum of three years, have served as a Federation Officer, and supply a letter of support from their institution of employment for a two year commitment to attend at least four meetings a year. This individual will be responsible for keeping all accounts for SECSA in the respective bank account. He/she will coordinate the transfer of money from the ICHRIE office for Federation membership.

   i) This position is responsible to ensure the payment of invoices approved by the Board of Directors in a timely manner for SECSA funds. The Treasurer will present a detailed report of the incoming and outgoing funds at each Board meeting.

   ii) The individual will be responsible to provide the Board of Directors and membership a preliminary budget of the expected cash flows of the SECSA account for the current year.

   iii) The treasurer shall oversee the preparation of the annual budget and annual audit, and report on the financial statutes of the organization at each Board meeting.

**Section 6: Directors**

a) **Number of Directors:** There will be five Directors drawn from the membership of SECSA.

b) **Appointment of Directors:** Directors, other than the Executive Committee who become members of the Board through election, shall be nominated by the Nominating Committee and will be appointed by the SECSA Board of Directors during their annual meeting. Each of these Directors will serve a two year term with one-two year extension being possible, to a maximum of four years, if agreed upon by the individuals concerned and the Executive Committee. Normally two directors will stand down each year.

c) **Roles and Responsibilities:** All Directors serve as liaison to the SECSA Board of Directors for matters pertaining to activities and interests of their respective constituencies. They shall also foster the advancement of hospitality and tourism education and support the purpose, vision, goals, objectives, and philosophy of SECSA and ICHRIE. They will also formulate policies, oversee elections, employ and evaluate the Chief Executive Officer, and otherwise manage the business and property of SECSA and ICHRIE.

   i) **Director of Industry Services:** The Director of Industry Services works to bring SECSA closer to the industry partners within the geographic boundaries of the Federation, invites businesses to join SECSA, recruits individual business members, and seeks support from industry friends and partners for Federation activities. The Director of Industry Services shall represent the interests of industry at the meetings of the Board of Directors. To be eligible, the director shall have been a member of ICHRIE for a minimum of three years.

   ii) **Director of Member Services and Development:** The Director of Membership will work to increase the number of SECSA members by
retaining current members, also develop and maintain programs and processes to foster excellence in member services. They will also plan for recruitment and retention of members, and lead the improvement of membership services. To be eligible, the director shall have been a member of ICHRIE for a minimum of three years.

iii) **Director of Research:** To be eligible for the Office of Director of Research, the director shall have been a member of ICHRIE for a minimum of three years, have publication experiences, but not currently serving as an editor of an ICHRIE publication, and supply a letter of support from their institution of employment for a two year commitment to attend at least two Board meetings a year. The Director of Research shall have a comprehension of publication issues for the organization.

iv) **Director of Education:** To be eligible for the Office of Director of Education, the director shall have been a member of ICHRIE for a minimum of three years, have publication experience, but not currently serving as an editor for the ICHRIE publication, and supply a letter from their institution of employment for a two year commitment to attend at least two board meetings a year.

v) **Director of Networking:** To be eligible for the Office of Director of Networking, the director shall have been an ICHRIE member for a minimum of three years. The Director of Networking shall lead all activities related to policy development, marketing, budgeting, and execution of any conference and/or annual meeting of the Federation.

vi) **Director of Marketing:** In cooperation with ICHRIE staff, the Director of Marketing shall represent ICHRIE to outside associations, organizations, and governments, giving ICHRIE visibility and credibility within the global service industry. The Director of Marketing shall work cooperatively with the Director of Education, the Director of Membership and the Treasurer, and will chair the Marketing Committee.

vii) **Terms of Office:** The Immediate Past President, President, and Vice President shall each serve for a one year non-renewable term. The Treasurer and Secretary shall each serve for a two year renewable term, and may be reelected but not to exceed two consecutive terms. All the elected members of the Board of Directors shall be elected by a majority vote of the general membership of the federation. The Directors of Education, Marketing, Member Services and Development, Networking, and Research shall serve for staggered two year terms, to be determined by the Nominating Committee. These Directors may be reelected for a second two year term, but may not exceed two consecutive terms. Federation Presidents shall serve on the Board of Directors so long as they are Federation Presidents.

**Article IX: NOMINATIONS AND ELECTIONS**

**Section 1: Nominating Committee**

The President and Past President of SECSA plus three other voting member of the Federation shall comprise the Nominating Committee. Initially, it will be the presidents of the two chapters and one another member selected by the presidents. The Nominating Committee shall communicate a slate of candidates to the Board of SECSA.
Section 2: Nomination of Candidates

Candidates shall be submitted each year for the position of Vice President and every other year for the positions of Secretary and Treasurer. Candidates will be presented in staggered terms for the Director of Education, Director of Member Services and Development, Director of Marketing, Director of Networking, the Nominating Committee, and the Director of Research. At least two persons will be presented for each position. Nominations for any executive positions and Directors will be called for through a SECSA announcement in advance of the Annual Board Meeting. Nominations received from members with signed acceptance of the nomination by the nominee, in addition to those proposed by the Nominating Committee, will comprise the slate of nominees to be accepted by the Board.

Section 3: Vacancies

a) When the Immediate Past President is unable to carry out his/her duties, the President will assume the duties in addition to the duties of his/her own office until the next election.
b) When the President is unable to carry out his/her duties, the Vice President will assume the duties of that office in addition to the duties of his/her office until the next election.
c) When a vacancy occurs in the Office of Vice President, the President, with consent of the Board, may appoint a person to serve until the Nominating Committee presents a slate of candidates for a special election by the membership.
d) When the Secretary, Treasurer, elected Nominating Committee member or other officer is unable to carry out his/her duties, the President, with the consent of the Board of Directors, shall appoint a Secretary, Treasurer, Nominating Committee member or appropriate director pro tem to serve until the next regular election.

Article X: COMMITTEE STRUCTURE

Section 1: Role of Standing Committee: The President of the Federation shall be assisted in policy formulation and operation of the Federation by such standing and ad hoc committees as are authorized by the SECSA Bylaws. The committees will perform such duties as are specified in the Bylaws under the immediate direction of the committee coordinators.

Section 2: Standing Committee: The standing committee of the Federation shall be the Nominating Committee.

Section 3: Terms of Appointment: Officers or directors who serve as chairs of standing committees shall serve concurrent with their term of office. Nominating Committee members are appointed for one-year terms. Membership on the committee shall begin immediately after the SECSA Annual Meeting.

Section 4: Function of the Standing Committee

a) Nominating Committee: The composition and charge of the Nominating Committee is covered under Article IX, Section 1 and 2.
Section 5: Ad Hoc Committees

a) The President of the Federation may establish Ad Hoc Committees as deemed appropriate. Each committee will have a name, stated purpose, composition of membership, duration, and organizational structure.
b) Ad Hoc Committees will be disbanded once their charge is completed or they may be terminated based upon review by the Board.

Article XI: FISCAL OPERATIONS

Section 1: The Federation shall conduct its financial affairs in accordance with the policies and procedures established by the ICHRIE Board of Directors.

Section 2: The fiscal year shall run parallel to the International ICHRIE annual cycle.

Section 3: The Federation and its Officers shall be responsible for any financial obligations incurred without the prior approval of the ICHRIE Board of Directors.

Section 4: Two Officers shall approve all financial commitments for expenditures not previously budgeted.

Article XII: DUES AND OTHER REVENUE

Section 1: a) The Federation shall receive dues as a credit in its account based on a percentage of the dues revenue collected from ICHRIE members with membership mailing addresses within the geographic area of SECSA in accordance with the procedures and schedule set forth from time to time by the ICHRIE Board of Directors.
b) SESCA is prohibited from charging additional membership dues.
c) SESCA may charge fees for participation in meetings, conferences, and other Federation programs.
d) Funds held by the individual chapters at the time of Federation shall be kept by the chapter for their ICHRIE activities.

Article XIII: SPECIAL INTEREST SECTIONS

Section 1: SECSA shall support ICHRIE established Special Interest Groups Sections (SIGS) and encourage petitions to establish such sections when interests are identified. Other SIGS may be established from membership requests. To petition the Board for the formation of a SIG, a minimum of five signatures are required from current ISCHRIE members.
Article XIV:  MEETINGS AND PROGRAMS

Section 1:  Board Meetings

a) Regular Meetings: Regular meetings of the Federation Board of Directors—whether in person or electronically supported—shall be held as the Board determines. The Board of Directors shall meet at least once per year.

b) Special Meetings: Special meetings may be held at such time and place or using appropriate electronic media. A special meeting shall be called by the President upon the request of one-third of the members of the Board. Notification of the time, place, and purpose of the special meeting shall be sent to the Board members at least thirty (30) days in advance of the meeting.

c) Notice and Agenda: The Secretary, or at the discretion of the Chief Executive Officer, shall give adequate notice of all meetings, and prepare the agenda for each meeting. The Secretary will provide a copy of the agenda and a copy of the Bylaws and standing rules for each member of the Board of Directors and other appropriate members.

Section 2:  Membership Meeting

a) Notice of the Annual Meeting: The date, time, and place of the Annual Meeting of SECSA shall be determined by the Board of Directors. Notification shall be sent to the membership at least one hundred and twenty (120) days in advance of the meeting. A final notice of the meeting, together with the agenda, shall be mailed or sent electronically by the Chief Executive Officer to the membership at least thirty (30) days prior to the date of the meeting.

b) Special Meetings: With approval of the Board, the President shall call a Special Meeting of the membership at such time and place or using appropriate electronic media as the President may determine. The President shall provide the members with thirty (30) days notice that shall include information about the time, place, and purpose of the meeting.

c) Quorum: A majority of the Board of Directors, including at least two members of the executive committee, shall constitute a quorum.

Article XV:  GOOD BUSINESS PRACTICES

Section 1:  The Federation shall keep accurate minutes of all Officers, Board, and Federation meetings. These shall be available for inspection.

Section 2:  The Federation shall not deny membership in order to exclude certain groups of competitors.

Section 3:  The Federation shall avoid certain commercially sensitive topics in their meetings, including but not limited to: prices, profit levels, market share, and terms of credit.

Section 4:  The Federation shall act in compliance with the spirit of the laws of the land in eliminating discriminating practices whether and wherever it falls within the Federation’s jurisdiction, especially in Federation activities, programs, projects, and awards.
Article XVI: RESTRICTION ON ACTIVITIES

Section 1: No part of the net earnings of the Federation shall be used to the benefit of, or be distributable to, its members, directors or other private persons, except that the Federation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. No substantial part of the activities of the Federation shall be concerned with the carrying on of propaganda, or otherwise attempting, to influence legislation and the Federation shall not participate in, or intervene (including the publishing or distribution of statements) political campaign on behalf of any candidate for public office.

Section 2: Notwithstanding any other provision of these Bylaws, the Federation shall only conduct activities permitted in the US and in the ICHRIE member countries for a non-profit organization and respecting the government requirements of member states and countries.

Article XVII: ADMINISTRATIVE OPERATIONS

Section 1: Headquarters: The headquarters shall be located at a place to be selected by the Chief Executive Officer and the Board of Directors.

Section 2: Chief Executive Officer: The conduct of business at headquarters shall be under the direction of a Chief Executive Officer.

a) Accountability: The Chief Executive Officer shall be employed by SECSA and report to the President and Vice President. The Chief Executive Officer shall consult with and be responsible to the President between meetings of the Executive Committee.

b) Duties: The Chief Executive Officer shall:
   i) Perform duties as established in the personnel policies of SECSA
   ii) Perform such other duties as stated in the contract, Bylaws, standing rules, and policies established by the Board of Directors or the President.

Article XVIII: INDEMNIFICATION

Section 1: ICHRIE shall indemnify Federation Officers in accordance with all current ICHRIE Bylaws and practices, against any and all expenses as a result of pending or completed action in connection with official activities of SECSA.

Article XIX: LOSS OF FEDERATION CHARTER

Section 1: The Charter granted to SECSA to be a Federation shall remain in effect as long as the Federation maintains itself according to Article IV, Section 7 of the Bylaws of the Council on Hotel, Restaurant and Institutional Education. The Federation Charter will be revoked if SECSA is in violation of the standards of ICHRIE. It shall be deemed to have violated the standards of ICHRIE if the Federation fails or refuses to comply with the Federation Charter, and Affiliation Agreement, and/or the ICHRIE Constitution and Bylaws. The procedure to be
followed in the event of the revocation of the Federation’s Charter will be that outlined in Article IV, Section 8 ICHRIE Bylaws.

Article XIXI: PROCEDURE FOR AMENDMENT TO THE BYLAWS

Section 1: Any members may propose an amendment(s) to these Bylaws by submitting the proposed amendment(s) to the President of SECSA at least ten (10) days prior to the Annual Business Meeting of the Federation.

Section 2: The proposed amendment(s) and the recommendation of the Board shall be read and discussed at a Board of Directors meeting of the Federation.

Section 3: Within thirty (30) days following the reading and discussion of the proposed amendment(s), a copy of the proposed amendment(s) shall be mailed and/or posted electronically for all members of the Federation to read.

Section 4: The proposed amendment(s) shall be adopted by a two-thirds majority of the votes at the next Annual Membership Meeting or through electronic means.