

# **IFT BYLAWS – Approved by the IFT Board of Directors November 2024**

## **ARTICLE I – Name**

### **Section 1.1 Name**

The name of the Institute shall be the Institute of Food Technologists (“INSTITUTE”).

### **Section 1.2 Offices**

The Institute shall maintain a registered office in the State of Illinois and a registered agent at such office. The Institute may have other offices within or without the state.

## **ARTICLE II - Purposes**

The purposes of the Institute shall be as set forth in the Articles of Incorporation of the INSTITUTE.

## **ARTICLE III - Membership**

### **Section 3.1 Membership Categories**

There are five (5) membership categories: Premier, Networking & Engagement, International Joint, Emeritus and Student

#### **(a) Premier Member**

Any person who is active in the science of food and who evidences interest in supporting the objectives of the INSTITUTE shall be eligible to become a Premier Member. The Institute will offer discounted dues for individuals in their first three years following graduation.

#### **(b) Networking & Engagement Member**

Any person who is active in the science of food and who evidences interest in supporting the objectives of the INSTITUTE shall be eligible to become a Networking & Engagement Member and access limited privileges.

#### **(c) International Joint**

From time to time, INSTITUTE may partner with other organizations to offer a joint membership for that organization’s members These International Joint Members will receive the benefits in conjunction with the Networking & Engagement Member category.

#### **(d) Emeritus**

Any Premier or Networking & Engagement member who has retired from professional life in a remunerative capacity and has been a member of the INSTITUTE for at least twenty (20) years shall be eligible for Emeritus membership. Individuals with Emeritus status shall retain all rights and privileges previously held, except the right to vote and to serve as an officer or director. Their annual dues shall be determined by the Board of Directors.

#### **(e) Student Member**

Any graduate student or person matriculated in an educational institution as a full-time student pursuing a degree (Associate or higher) and is not eligible in any other category of membership

shall be eligible for membership as a Student Member. All Student Members shall be members of the IFT Student Association.

### **Section 3.2 Voting Rights and Quorum**

Premier Members are eligible to vote. Student Members can vote on IFTSA related matters only. Five percent (5%) of voting members shall constitute a quorum of members.

### **Section 3.3 Suspension**

Any member whose dues are sixty (60) days past due shall be suspended from membership. A member suspended for non-payment of dues may be reinstated to the class of membership previously held upon payment of the current year's dues.

### **Section 3.4 Termination**

Any membership may be terminated for cause. Sufficient cause for such termination of membership shall be violation of the Bylaws or any agreement, rule, or practice properly adopted by the INSTITUTE, breaches of the Code of Professional Conduct of the INSTITUTE, or any other conduct prejudicial to the INSTITUTE in accordance with the Board of Directors Policy Manual.

## **ARTICLE IV - Board of Directors**

### **Section 4.1 Composition of the Board of Directors**

The Board of Directors consists of:

1. Officers
  - a. President, President-elect, Immediate Past President, Treasurer, and Chief Executive Officer (CEO) (Secretary, nonvoting)
2. Twelve elected Directors
3. Student Association President, Student Association President-elect, and Student Association Immediate Past President

### **Section 4.2 Terms**

The terms shall be:

1. President (1 year)
2. President-elect (1 year)
3. Immediate Past President (1 year)
4. Treasurer (3 years)

Directors serve staggered three-year terms. No Director may serve more than one full term except for an individual who is asked to serve a partial term to fill a vacancy. Directors may also remain on the Board of Directors subsequent to serving one term as long as the Director is then serving as an Officer or as Treasurer. Terms coincide with the fiscal year.

The Treasurer shall be appointed by the Board of Directors to serve a nonrenewable three (3) year term.

The President of the INSTITUTE shall serve as Chair of the Board of Directors. In the event of the inability of the President to serve as Chair, the President-elect shall serve as Chair pro tem. If in turn, the President-elect is unable to serve, the Board of Directors shall elect one of its members to serve as Chair pro tem.

A vacancy on the Board of Directors, other than that of an ex-officio director, shall be filled as soon as possible by the Leadership Development Committee. The member shall hold office for the unexpired term of the predecessor, and until a successor is duly elected and qualified, or until death, resignation, or inability to serve.

A director other than an Officer or ex-officio director, may be removed with or without cause, by the affirmative vote of two-thirds of the members voting (a) at a meeting at which a quorum is present, provided written notice of the meeting is delivered to all such members stating that a purpose of the meeting is to vote on removal of the named director(s), or (b) by written ballot provided that a quorum returns ballots.

Other than the CEO, members of the Board of Directors do not receive compensation for their services but may be reimbursed for travel expenses with prior approval.

### **Section 4.3 Role and Responsibilities**

The governing body is the Board of Directors, which has authority and is responsible for governance of the INSTITUTE. The Board of Directors sets the organization's strategic direction, establishes policies and monitors the implementation of these policies by the INSTITUTE's staff under the direction of the CEO. The Board of Directors shall also:

1. Ensure that all organizational activities support the mission and vision of the INSTITUTE and provide member value
2. Uphold its fiduciary duty including establishing the fiscal year and approving an annual budget
3. Provide regular updates to the membership on organizational activities and continuously seek member insight and input
4. Appoint the CEO
5. Appoint the Editor-in-Chief and confirm appointments to the Board of Editors
6. Select the site of the Annual Event

### **Section 4.4 Fiduciary Authority**

The Board of Directors is authorized to receive by devise, bequest, donation, or otherwise, either real or personal property, and to hold the same absolutely or in trust, and to invest, reinvest, and manage the same, and to apply said property and the income arising there from to the objectives of the INSTITUTE.

As noted in the Board of Director's Policy Manual, the Board of Directors may authorize any officer or officers, agent or agents, to enter into contracts, to execute or draw upon any instruments on behalf of the INSTITUTE, and such authority may be general or confined to specific instances.

### **Section 4.5 Meetings**

### 1. Frequency

The Board of Directors shall meet regularly on reasonable notice, at a time and place as determined by the President or upon written request of any five (5) members of the Board of Directors.

### 2. Quorum

At any meeting of the Board of Directors a quorum for the transaction of business shall be eight (8) members, of which one must be the President, President-elect, or Immediate Past President. It is the responsibility of the Chair to assure that a quorum is present at all times. This rule may not be suspended by the Chair.

### 3. Voting

All actions by the Board of Directors shall be by majority vote except as otherwise specified in these bylaws.

### 4. Electronic Participation

The Board of Directors members may participate and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. Any action required to be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, including by electronic means, setting for the action taken, is signed by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

## **Section 4.6 Action Without Meeting**

The Board of Directors may take any action which it could take at a meeting of directors without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors entitled to vote on the subject thereof.

## **ARTICLE V - Officers**

### **Section 5.1 President**

The President serves as an *ex officio* nonvoting member of all committees except the Leadership Development Committee and, in consultation with the Office of the President, appoints members of policy-related volunteer workgroups (except as otherwise provided in these bylaws).

The President's responsibilities shall include, but are not limited to:

1. Serve as chair of the Board of Directors
2. Represent the Board of Directors in its relations with the CEO
3. Appoint, in consultation with the Office of the President, the members and chairs of all committees and policy-related volunteer workgroups, except as otherwise provided in these bylaws

### **Section 5.2 President-elect**

The President-elect shall perform all duties of the President in the absence of the President and perform such other duties as may be assigned by the President or Board of Directors. The

President-elect shall succeed automatically (and without re-election) to the Office of President upon expiration of the then-current President's term.

### **Section 5.3 Immediate Past President**

The Immediate Past President shall work with the President and President-elect to facilitate a smooth transition year-to-year.

### **Section 5.4 Treasurer**

The Treasurer shall serve as chair of the Finance Committee and oversee the financial strategy of the INSTITUTE. The Treasurer shall provide regular updates to the Board of Directors.

### **Section 5.5 Chief Executive Officer**

The Chief Executive Officer (CEO) manages the INSTITUTE's strategy and policy as approved by the Board of Directors. The CEO has exclusive authority over the staff of the INSTITUTE. Specifically, the CEO shall:

1. Implement organizational strategies and priorities as approved by the Board of Directors annually
2. Authorize all staff policies, be responsible for the conduct and operation of all staff personnel, and coordinate all programs, projects and major activities of the staff
3. Direct the development and maintenance of appropriate fiscal and budgetary procedures, together with the Finance Committee and the Treasurer, and ensure that authorized expenditures are properly administered
4. Plan and organize the Annual event according to INSTITUTE policies
5. Serve, *ex-officio (non-voting)*, as a member of and Secretary of the Board of Directors

The CEO shall hold office pursuant to the terms of their employment agreement.

### **Section 5.6 Removal of Officers**

Any officer may be removed by the Board whenever in its judgment the best interests of the Institute would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## **ARTICLE VI - Office of the President**

The Office of the President shall consist of the President (Chair), President-elect, Immediate Past President and CEO. It may act in the place of the Board of Directors when authority is designated by the Board or in emergency matters where action is necessary. The Office of the President shall:

1. Develop plans, proposals and new initiatives for subsequent action by the Board of Directors
2. Propose candidates for Treasurer
3. Appoint members of committees and policy-related volunteer workgroups
4. With the exception of the CEO, act as the compensation committee of the INSTITUTE

## **Article VII - Elections**

### **Section 7.1 Eligibility for Office**

Being appointed or elected to one office shall not make a member ineligible for another office.

## **Section 7.2 Candidates by Nomination**

### **a) President-elect**

The Leadership Development Committee shall select and include on a slate to be presented to the membership, the names of one (1) Premier Member of the INSTITUTE as nominee for President-elect.

### **b) Board of Directors**

The Leadership Development Committee shall select and include on a slate to be presented to the membership, the name of one Premier Member as nominee for each open position on the Directors of the Board of Directors.

## **Section 7.3 Candidates by Petition**

Petitions, together with pertinent biographical information and a statement by the candidate, must be filed with the CEO. The deadline for petitions shall be determined by the Board of Directors and communicated to members before the election. Any candidate brought forth by petition must have submitted and completed their nomination and candidate information form through the online process.

### **a) President-Elect**

Any five percent (5%) of Premier Members of the INSTITUTE shall have the privilege of proposing a nominee for President-elect by filing a written petition. The president-elect candidate brought forth by petition must have participated in the official call for nominations in the year in which they are seeking election, and therefore should have a nomination form on file with the Leadership Development Committee. No one will be considered who has not submitted a complete nomination form in accordance with the process.

### **b) Board of Directors**

Any five percent (5%) of Premier Members of the INSTITUTE shall have the privilege of proposing a nominee for election to the Board of Directors by filing a written petition. No one will be considered who has not submitted a complete nomination form in accordance with the process.

## **Section 7.4 Election Process**

The slate presented to the membership by the Leadership Development Committee shall be deemed elected unless one or more petitions have been received by the CEO which meet the requirements of Section 7.3 hereof.

If one or more petitions meeting the requirements of Section 7.3 hereof have been received by the CEO, an election for the contested position(s) only shall be held, under process approved by the Board of Directors. Mail or electronic ballots may be used to conduct the election for contested positions.

Nominees (selected by the nomination and the petition process) receiving the greatest number of votes shall be declared elected, provided that a quorum of members has voted. Tie votes shall be resolved by a majority vote of the members of the Board of Directors.

## **Section 7.5 Changes to Election Process**

Any changes to Section 7 of these By-Laws, once approved by the Board of Directors, shall be submitted to the eligible voting members for ratification. Such changes shall be ratified if a majority of members voting on the proposal vote in its favor. Such membership votes may be conducted electronically /or by mail.

Any item in Section 7 can only be changed if a majority of the eligible voting members on the proposal vote in its favor. Such membership votes may be conducted electronically /or by mail. The normal amendment procedures for these bylaws of Section 11.1 are not applicable to all of Section 7.

## **Section 7.6 Vacancies in Office**

A vacancy in office of President-elect or the Board of Directors shall be filled by the Leadership Development Committee.

## **Article VIII- Committees and Other Member Groups**

The Committees and other member groups are valuable vehicles through which The INSTITUTE works toward its mission and vision. The INSTITUTE will regularly seek member involvement on committees and member groups. Volunteer workgroups (task forces/advisory panels) will be appointed by the Office of the President, except for ex-officio positions as specified below.

### **Section 8.1 Committees**

#### **(a) Audit & Risk Management Committee**

##### **1. Composition**

The Office of the President shall appoint three (3) members of the Board of Directors and two (2) members (who are not members of the Board of Directors) to serve on the committee. The Office of the President shall appoint the chair from among the committee members no later than September 1 of each calendar year. The chair of the committee shall be the INSTITUTE's Compliance Officer.

##### **2. Terms of Service**

Appointees shall serve a one (1) year term, renewable for two (2) additional one (1) year terms.

##### **3. Role and Responsibilities**

The Audit & Risk Management Committee's responsibilities shall be to assist The INSTITUTE's Board in fulfilling its oversight responsibilities with respect to

- a. the audit of The INSTITUTE's books and records;
- b. the INSTITUTE's system of internal controls and procedures; and
- c. the INSTITUTE's Conflict of Interest Policies
- d. the INSTITUTE's Risk Management Program

#### **(b) Finance Committee**

##### **1. Composition**

The Finance Committee shall consist of the Treasurer and four (4) Board Members appointed by the OOP; as well as ex-officio members, the President, the President-elect, the Immediate Past President, a Student Association representative who serves on the IFT Board, the CEO, and the Chief Financial Officer of the INSTITUTE.

#### 2. Terms of Service

Appointees shall serve a one (1) year term, renewable for two (2) additional one (1) year terms.

#### 3. Role and Responsibilities

- a. Review and monitor the INSTITUTE's financial condition
- b. Make recommendations to the Board of Directors regarding the INSTITUTE's finances
- c. Review and modify financial and investment policies
- d. Ensure that financial performance benchmarks support the INSTITUTE's strategic plan

### (c) Leadership Development Committee

#### 1. Composition

- a. The Leadership Development Committee shall be composed of nine (9) members appointed by the Office of the President, and the Immediate Past Chair upon completion of their three-year term.
- b. The Office of the President shall appoint a committee member to serve as the Chair-designate who will succeed to the office of Chair. The terms of the Chair and Chair-designate shall be one year. The Immediate Past Chair shall serve for one year as a voting member of the Committee.

#### 2. Terms of Service

Three (3) members shall be appointed each year. Two (2) members shall serve a nonrenewable three (3) year term. One member shall serve a one (1) year term, renewable for two (2) additional one (1) year terms. A vacancy on the committee shall be filled by the Office of the President as soon as possible after the vacancy occurs.

#### 3. Role and Responsibilities

- a. Developing potential leaders, defining skills and attributes required; formulating the slate with one candidate for each open position for the Board of Directors and President-Elect
- b. Securing written confirmation of willingness to serve from all candidates included on the slate
- c. Supervising all INSTITUTE elections

## **Section 8.2 Divisions**

Divisions are member groups that serve the specific technical, research and networking needs of INSTITUTE members. The Board of Directors may approve the establishment and dissolution of divisions as needed. Divisions' activities shall be aligned with the organizational strategic plan. Strategic governance guidelines for divisions will be approved periodically by the Board of Directors. Membership in divisions is open to all INSTITUTE members.

## **Section 8.3 IFT Student Association**



a) Purpose

The IFT Student Association shall coordinate the INSTITUTE's student activities to meet the needs of student members. The IFT Student Association operates under the guidance and direction of the INSTITUTE's Board of Directors for all of its activities.

b) Membership

All Student Members of the INSTITUTE shall automatically be members of the IFT Student Association.

## **Article IX - Sections**

The INSTITUTE's Sections are groups of members representing a specific geographic area around the world. Sections may be established by approval of the Board of Directors. It shall be the general purpose of the Sections to provide a local peer networking forum for INSTITUTE members. Each Section will arrange its own schedule of meetings and activities, keeping the INSTITUTE advised of such meetings and activities.

### **Section 9.1 Section Administration**

Sections shall operate under the supervision of the INSTITUTE and shall be administered as follows:

1. Minimum requirements for Section status will be established by the Board of Directors. These minimum requirements may be revised and updated as necessary and all existing Sections must meet any revised minimum requirements to maintain Section status.
2. The Board of Directors may grant Section status via a charter upon receipt of an application submitted to the INSTITUTE stating that a group of INSTITUTE members representing a geographic area desire affiliation as a sanctioned INSTITUTE Section if:
  - a. The petitioning Section meets the minimum requirements for Section status as defined by the Board of Directors.
  - b. It is determined by the Board of Directors that the petitioning Section will further the mission of the INSTITUTE.
3. Upon approval of Section status by the Board of Directors, a Section Affiliation Agreement will be issued to the Section. The Section shall file appropriate Articles of Incorporation with its state governing agency and promptly submit such Articles and all amendments thereto, to the INSTITUTE. Each Section shall draft and maintain bylaws that are consistent with the INSTITUTE's Bylaws. Section bylaws shall be reviewed and approved by the INSTITUTE.
4. Each Section's activities shall be consistent with the INSTITUTE's strategic plan and governing documents.  
Sections' fiscal and governance years shall be the same as the INSTITUTE except when a change is approved by the INSTITUTE Board of Directors.
5. Each Section shall elect Officers and Directors and may elect or appoint committee chairs. Section Officers, Directors and committee chairs must be current, active INSTITUTE members in good standing during their entire term of office.
6. Each Section shall annually provide an updated leadership roster and copies of required tax filings. Sections may also be asked to provide additional reports as necessary.
7. The Charter of any Section may be revoked by the Board of Directors for conduct inconsistent with the objectives or policies of the INSTITUTE or prejudicial to the good order and repute of the INSTITUTE, for failing to meet the minimum criteria for Section status as referenced in these bylaws.

## **Section 9.2 Section Membership**

INSTITUTE members who work or reside in an area served by a Section (based upon the individual's primary address zip code) must be members of that Section. Individuals who join a Section must also join the INSTITUTE, except where the Board of Directors has approved a Section's request for an exception

## **Section 9.3 Subsections**

Whenever travel distances to Section meetings or other considerations make it advisable, a Subsection of any existing Section may be established by a group of interested INSTITUTE members or the Section Board of Directors. Within sixty (60) days of establishment of a Subsection, the parent Section shall notify the CEO of its name, territory, and officers.

Each parent Section shall allocate to the Subsection operating funds at least equal to the dues of the Subsection membership, less any costs that may be incurred by the parent Section.

Each parent Section may establish other rules and guidelines for the operation of the Subsection.

## **ARTICLE X - Meetings**

### **Section 10.1 Annual Meeting**

The planning and organization of the Annual Meeting shall be the responsibility of the staff.

## **ARTICLE XI - General Provisions**

### **Section 11.1 Amendments**

Proposed amendments to the bylaws shall be submitted to the CEO of the INSTITUTE in writing and may be initiated by the Board of Directors, any Committee of the INSTITUTE, or any twenty-five (25) members of the INSTITUTE. The CEO will forward proposed amendments to the Office of the President.

The Office of the President shall review all proposed amendments and respond to the initiating group within 45 days. The Office of the President may:

1. Return the proposal to its initiators for further information or revision
2. Forward the proposal to a volunteer workgroup for review, recommendation or revision. Revised proposals shall be returned to the initiators and the CEO for appropriate distribution.

Proposed amendments acceptable to both parties shall be forwarded to the Board of Directors for consideration. The Board of Directors may:

1. Approve the proposal and amend the bylaws
2. Reject the proposal and return it to its initiators

### **Section 11.2 Audits**

A financial audit shall be conducted by professional auditors at the end of each fiscal year.

### **Section 11.3 Annual Budget**

The Board of Directors shall adopt in advance of the next fiscal year an annual operating budget covering all activities of the INSTITUTE.

### **Section 11.4 Fiscal Year**

The Board of Directors shall determine the fiscal year of the INSTITUTE.

### **Section 11.5 Contracts**

The Board of Directors may authorize any officer or officers or agent or agents of the INSTITUTE to enter into any contract or execute and deliver any instrument in the name of and on behalf of the INSTITUTE and such authority may be general or confined to specific instances.

### **Section 11.6 Checks, Drafts, Etc.**

All funds of the INSTITUTE shall be deposited from time to time to the credit of the INSTITUTE in such banks, trust companies, or other depositories as the Board of Directors may select. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the INSTITUTE shall be signed by such officer or officers or agent or agents of the INSTITUTE and in such manner as shall, from time to time, be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary and countersigned by the Chair of the INSTITUTE.

### **Section 11.7 Distribution of Assets**

The INSTITUTE shall use its funds only to accomplish the objectives and purposes specified in the Bylaws, and no part of said funds shall inure, or be distributed to the members of the INSTITUTE. On dissolution of the INSTITUTE, any funds and assets remaining after the discharge of all debts and obligations shall be conveyed to one or more educational or scientific organizations selected by the Board of Directors. Any organization to which the remaining funds and property of the INSTITUTE are to be conveyed must be exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any successor to said Section of the Code, as it may be in effect at the time of conveyance.

### **Section 11.8 Parliamentary Authority**

Meetings of members of the INSTITUTE shall be governed under Robert's Rules of Order, Newly Revised in all cases to which they are applicable and in which they are not inconsistent with the Bylaws, and any special rules of order the INSTITUTE may adopt.

### **Section 11.9 Delivery of Notice**

Any notice required to be given by statute, the Articles of Incorporation or these Bylaws, shall be deemed to be delivered according to the following rules: upon personal delivery; if by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with

postage prepaid; if by facsimile, when the facsimile is sent via the facsimile number shown for the member/director on the records of the INSTITUTE; if electronically, when transmitted to such address shown for the member/director on the records of the INSTITUTE; and if by overnight mail, when deposited with the shipping company in a sealed envelope, properly addressed, with shipping charges prepaid or billed to sender's account.

### **Section 11.10 Waiver of Notice**

Any person entitled to any notice required to be given under the provisions of the General Not for Profit Act or under the provisions of the Articles of Incorporation or the Bylaws of the INSTITUTE may sign a waiver thereof in writing that shall be deemed equivalent to the giving of such notice.

### **Section 11.11 Use of Funds and Dissolution**

The INSTITUTE shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation, and no part of its funds shall inure or be distributed to the members of the INSTITUTE. Upon dissolution of the INSTITUTE, any funds remaining shall be distributed in the manner specified in the Articles of Incorporation of the INSTITUTE.

### **Section 11.12 Bonding**

The Board of Directors may require any officer, director, employee, or agent of the INSTITUTE, to furnish at the expense of the INSTITUTE, a fidelity bond, in such a sum as the Board shall prescribe.

### **Section 11.13 Writing**

Actions required to be "written" or "in writing," or to have written consent or written approval of members, directors, or committee members shall include any communication transmitted or received by electronic means or by any other technology permitted by law and not prohibited in the Articles of Incorporation or by policy or procedure of the Board of Directors. A requirement for a signature shall be satisfied by any means recognized by law, e.g., electronic signature, unless prohibited by policy or procedure of the Board of Directors.

## **ARTICLE XII - LIABILITY, INDEMNIFICATION AND INSURANCE**

### **Section 12.1 Limitation of Liability**

No director or officer of the INSTITUTE shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer except to the extent dictated by law.

### **Section 12.2 Indemnification**

The INSTITUTE shall indemnify any person or entity to the extent required by law, and may otherwise indemnify any person or entity to the extent permitted by law.

### **Section 12.3 Advance Payments**

Expenses incurred in defending an action, suit or proceeding may be paid by the INSTITUTE in advance of the final disposition of such action, suit or proceeding, to the extent permitted by law.

#### **Section 12.4 Nonexclusivity**

The indemnification permitted by this Article XIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law.

#### **Section 12.5 Insurance**

The INSTITUTE may purchase and maintain insurance on behalf of any person to the extent permitted by law, whether or not the INSTITUTE would have the power to indemnify such person against such liability under the provisions of this Article XIII.

#### **Section 12.6 Reports**

If the INSTITUTE has paid indemnity or has advanced expenses under this Article XIII to a director, officer, employee or agent, the INSTITUTE shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.