

PREAMBLE

These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Articles of Incorporation of the Outlaw BBQ Association. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act, the Texas Non-Profit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Outlaw BBQ Association, these Bylaws will be controlling.

ARTICLE I – NAME AND PURPOSE

1.1 Name. The name of this organization shall be the Outlaw BBQ Association.

1.2 Purpose. The purposes for which the Outlaw BBQ Association is organized are:

1.2.1 To serve as a sanctioning body for barbecue cooking competitions through the development and promulgation of standardized rules and judging procedures; and

1.2.2 To promote the sport of competition barbecue; and

1.2.3 To foster camaraderie among cooks.

1.2.4 The Outlaw BBQ Association is organized and shall be operated exclusively for charitable, scientific, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. To the extent any other stated purpose conflicts with this, this provision controls.

ARTICLE II –BOARD OF DIRECTORS

2.1 General Powers and Responsibilities. The Outlaw BBQ Association shall be governed by a Board of Directors (“the Board”), which shall have all of the rights, powers, privileges and limitations of liability of directors of a nonprofit corporation organized under the Texas Non-Profit Corporation Act. The Board shall establish policies and directives governing all business and programs of the Outlaw BBQ Association.

2.2 Number, Responsibilities, Qualifications and Founders.

2.2.1 Number and Responsibilities. The Board shall consist of between seven (7) and fourteen (14) persons - a President, Vice-President, Secretary, Treasurer, three (3) Directors At Large and up to seven (7) Directors Emeriti. The responsibilities of each are as follows:

2.2.1.1 President. The President shall preside over Board meetings, establish committees as outlined in these bylaws, and generally oversee the day-to-day operations of the organization.

2.2.1.2 Vice-President. The Vice-President shall assist the President in the performance of his/her duties, assume the duties of President in the absence of the President, and such other obligations as the President assigns, subject to Board approval.

2.2.1.3 Secretary. The Secretary shall record the minutes of Board meetings, execute notice of meetings to Board members as required by these bylaws, serve as the custodian of the Outlaw BBQ Association membership records, and manage nomination and election of Board members.

2.2.1.4 Treasurer. The treasurer shall be the custodian of all funds, submit financial reports to the Board as directed by resolution of the Board, and prepare and file necessary tax documents on behalf of the organization, unless the Board retains outside professional services for that purpose.

2.2.1.5 Directors At Large. The Directors shall be responsible for working with head judges and promoters to ensure adherence to the Outlaw BBQ Association competition rules and standards. They shall be responsible for management of Internet/social media platforms of the organization, and updating same as necessary to promote cookoffs and other organizational events.

2.2.1.6 Directors Emeriti. Each Founding Board Member listed in Article 2.2.1.7 who does not hold the position of President, Vice President, Secretary, Treasurer or Director At Large, shall automatically become a Director Emeritus with job duties as assigned by the President.

2.2.1.7 Founding Board Member Positions. The Founding Board Members are as follows:

President:	Cody Malin
Vice-President:	Terry Blount
Secretary:	Walker Keeney
Treasurer:	Laura Blount
Directors:	Judy Keeney (place 1), Tim Esh (place 2), Steve Cumbie (place 3)

2.2.2 Qualifications. All members of the Board must be members in good standing of the Outlaw BBQ Association, as defined in Article IV of these bylaws.

2.2.3 Adding, Subtracting or Changing Board Positions. The Board may, by majority vote, increase or decrease the number of Board positions, with increases effective immediately and decreases effective at the expiration of the current term of office of the removed position. However, the Board may not decrease the number of Director Emeriti positions. The Board may also, by majority vote, change the title and/or responsibilities of any Board position, effective immediately.

2.3 Term of Office. With the exception of the initial term of office for each of the Founding Board Members listed in Article 2.2.1.7, the term of office for each position on the Board shall be two (2) years, beginning on January 1 and ending on December 31, two years later. For the initial terms of office, the term of office for the President, Secretary, Director At Large (place 1) and Director At Large (place 3) shall end on December 31, 2023. The term of office for the positions of Vice President, Treasurer and Director At Large (place 2) shall end on December 31, 2024.

2.4 Nomination and Election of Officers, Vacancies.

2.4.1 Elections. Elections for expiring terms of office shall take place within one (1) calendar month of the expiration of the term. The exact date(s) of the election shall be determined by the Board and announced to the membership no later than 30 days prior to the date ballots are sent out. Voting for Board positions shall be conducted by electronic ballot sent to all members in good standing. The candidate receiving the most votes for each office shall be elected, regardless of whether he/she received a majority of votes cast. If two or more candidates for the same office receive the exact same number of votes, a runoff election conducted in the same manner shall be held among the tied candidates within one (1) week.

2.4.2 Nominations. Nominations for any expiring Board position may be made in writing to the Board Secretary beginning on the day the election is announced and closing seven (7) days prior to the election. The secretary or his/her designee shall verify the nominated person is a member in good standing and verify willingness of each nominated person to accept the nomination. Only those accepting the nomination shall be placed on the ballot. No person may accept a nomination for more than one position for a given election.

2.4.3 Vacancies. Vacancies on the Board may be filled by a majority vote of the Board at a Board meeting at which a quorum is present. A Board member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

2.4 Resignation. Each Board member shall have the right to resign at any time upon written notice thereof to the President or Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

2.5 Removal. A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a 2/3rds majority of then-serving Board members, with the exception of a Director Emeritus, who may only be removed by a unanimous vote.

2.6 Meetings. The Board's regular meetings may be held at such time and place as shall be determined by the Board, but shall be at least four (4) times per year. The President may call a special meeting of the Board on three days' notice to each member of the Board. Notice shall be served to each Board member via e-mail.

2.7 Minutes. At meetings of the Board, business shall be transacted in such order as the Board may determine from time to time. In the event the Secretary is unavailable, the President shall appoint a person to act as Secretary at each meeting. The Secretary, or the person appointed to act as Secretary, shall prepare minutes of the meetings which shall be delivered to the Outlaw BBQ Association to be placed in the minute books of the Outlaw BBQ Association.

2.8 Quorum. At each meeting of the Board, the presence of more than 50% of the members then serving on the Board (but in no case fewer than 3) shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, the vote of the President shall be the deciding vote. The act of the majority of the Board members serving on the Board

and present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board if during the meeting he or she is in video or telephone communication with the other Board members participating in the meeting.

2.9 Board Member Attendance. An elected Board member who is absent from three consecutive regular meetings of the Board during a fiscal year is encouraged to re-evaluate with the President his/her commitment to the Outlaw BBQ Association. The Board may deem a Board member who has missed three consecutive meetings without such a re-evaluation with the President to have resigned from the Board. Founding Members may not be removed from the Board but may be removed from another position on the board into a Director Emeritus position.

2.10 Compensation. Board members shall not receive any salaries or other compensation for their services, but, by resolution of the Board, may be reimbursed for any actual expenses incurred in the performance of their duties for the Outlaw BBQ Association. The Outlaw BBQ Association shall not loan money or property to, or guarantee the obligation of, any Board member.

ARTICLE III – COMMITTEES

3.1 Committee Chairs. The President may designate and appoint committees of the Board as deemed necessary. Each Board committee shall be chaired by the President's designee, subject to the approval of the Board. Non-Board members may be appointed to any Board committees at the discretion of the President.

3.2 Standing Committees. The Board shall maintain the following standing committees: The Judging Committee.

3.2.1 Judging Committee. The Judging Committee shall be composed of members and a chair appointed by the President in accordance with Article 3.1 of these bylaws. The Judging Committee shall be responsible for developing standardized judging practices consistent with these bylaws and the Outlaw BBQ Association Competition Rules. The Judging committee shall also be responsible for training of all Head Judges. The Judging Committee Committee shall meet at the discretion of the committee chair.

3.2.2 Competition Committee: work with promoters, suggest scoring changes, etc.

3.3 Special Committees. The President may create special committees and appoint its members. Board approval is required for any Special Committee to remain in effect for longer than six (6) months.

3.4 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE IV – MEMBERSHIP

4.1 General. Membership is open to anyone 14 years of age or older who submits the dues required for annual membership. Membership is not transferrable and may be revoked or suspended for disciplinary purposes in accordance with Article V of these bylaws.

4.1.1 Lifetime Member. At this time, the Outlaw BBQ Association does not offer a Lifetime Membership. The Board may vote to offer Lifetime Membership, and its fee, at its discretion.

4.1.2 Regular Member. A Regular Member is a member who has paid the annual membership dues in accordance with Article 4.2 of these bylaws. Annual membership runs from January 1 through December 31 of the following calendar year.

4.2 Dues. Annual dues are payable on or before December 31 of the previous fiscal year. Dues must be paid in one lump sum. There shall be no prorated dues. A non-member who pays annual dues between December 1 and December 31 shall become a Regular Member in good standing from the date of payment through the end of the following fiscal year. A non-member who pays the annual dues between January 1 and November 30 shall become a Regular Member in good standing for the remainder of that fiscal year.

4.3 Annual Membership Dues. Annual Membership dues shall be \$20.

4.4 Power to Change Dues. The Board may raise or lower Annual Dues as it sees fit.

4.5 Good Standing. Regular Members remain in good standing through December 31 of each fiscal year for which the member has paid annual dues unless membership is suspended or revoked for disciplinary purposes under Article VI of these bylaws. A Regular Member in good standing on December 31 who fails by that day to pay annual dues for the following fiscal year shall no longer be in good standing as of January 1. However, if this member pays the annual dues within 31 days (on or before January 31), good standing shall be restored and considered retroactive to January 1, such that there shall be no lapse in standing.

ARTICLE V – MISCELLANEOUS

5.1 Fiscal Year. The fiscal year of the Outlaw BBQ Association shall run from January 1 to December 31st.

5.2 Annual Budget. The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount.

5.3 Books and Records. The Outlaw BBQ Association shall keep correct and complete accounting records and shall also keep minutes of the proceedings of its Board.

5.4 Contracts and Grants. The Board may authorize any officer(s) or agent(s) of the Outlaw BBQ Association to enter into contracts or agreements with outside entities as necessary to conduct the business of the organization.

5.5 Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Outlaw BBQ Association shall be signed by such officer(s) or agent(s) of the Outlaw BBQ Association and in such manner as shall from time to time

be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President and co-signed by the Treasurer.

5.6 Deposits. All funds of the Outlaw BBQ Association shall be deposited from time to time to the credit of the Outlaw BBQ Association in such banks, trust companies, or other depositories as the Board shall select.

5.7 Exempt Activities. Notwithstanding any other provision of these Bylaws, no Board member, officer, employee, or representative of the Outlaw BBQ Association shall take any action or carry on any activity by or on behalf of the Outlaw BBQ Association which is not permitted to be taken or carried on by an organization exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(a)(1) of the Code and its regulations as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations as they now exist or as they may hereafter be amended.

5.8 Captions. Captions (i.e., article and section headings) are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.

5.9 Severability of Clauses. If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

5.10 Parliamentary Authority. The Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Outlaw BBQ Association.

5.11 Bylaw Amendments. These bylaws may be amended by the membership at any annual or special membership meeting of the Outlaw BBQ Association by a 2/3rds majority vote, provided that the proposed amendment has been submitted in writing to the Board no later than 30-days prior to the meeting. Proposed amendments approved by the Board shall then be presented at the meeting for membership approval.

ARTICLE VI – DISCIPLINARY PROCEDURE

6.1 The Board reserves the right to refuse membership to anyone at any time for any reason in compliance with the most recent Equality Act. A member may be suspended or his/her membership revoked for inappropriate conduct or actions which reflect negatively or bring embarrassment or turmoil to the Outlaw BBQ Association. The Board may impose sanctions on a member, or expel a member, for good cause. Any member so charged will have the opportunity to answer the charge in writing. Both the charge and the answer will be submitted to the Board. The Board will vote on the suspension or expulsion of the member. A 2/3rds majority vote of the attending quorum of the Board shall be required to suspend or expel the member. If the Board votes to suspend a member, it shall also vote on the length of the suspension. A simple majority of the attending quorum shall determine the suspension length.

6.2 Lack of Good Standing. While a member serves a suspension, he or she shall not be a member in good standing of the Outlaw BBQ Association.

6.3 Reinstatement from Suspension. A suspended Lifetime Member shall be automatically reinstated at the conclusion of the suspension term. A suspended Regular Member shall be automatically reinstated if current on dues. If not current, the members shall be reinstated upon payment of annual or lifetime dues.

6.4 Reinstatement from Expulsion. An expelled member may apply for reinstatement no sooner than two (2) years following the date of his/her expulsion. Such application must be made in writing and presented to the President or Secretary, who shall then present the application to the Board no later than the next Board meeting. The Board shall vote on reinstatement. The vote must be unanimous among the attending quorum. If the application is approved, such member is reinstated in accordance with Article 6.3 of these bylaws. An expelled member whose application for reinstatement is rejected may not reapply for reinstatement sooner than one calendar year from the date of any previous application.

ARTICLE VII – DISSOLUTION

7.1 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.