

AMENDED AND RESTATED BY-LAWS OF THE FLORIDA Bar B Que ASSOCIATION

UPDATED June 1, 2023

ARTICLE I

Name, Principal Office, Corporate Seal and Articles of

Incorporation

Section 1 - Name

The name of this association is and shall be known as the Florida Bar B Que Association chartered under the laws of the State of Florida as a non-profit organization. It shall hereinafter be called the FBA.

Section 2 - Principal Office

The principal office of the association shall be at such place as determined by the Board of Directors. The registered office of the association shall be maintained in the state of incorporation.

Section 3 - Corporate Seal

The corporate seal shall have inscribed thereon "Florida Bar B Que Association" and "Corporate Seal" and year of incorporation.

Section 4 - Articles of Incorporation

These By-Laws will be in accordance with "The Articles of Incorporation of the Florida Bar B Que Association, Inc." (FBA). In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall take priority.

ARTICLE II Objectives

Section 1 - Objectives

The purpose of the FBA is to promote skills, expertise, and competition among persons interested in the art and skill of cooking in the style known as barbequing and smoking by the exchange of ideas to improve cooking styles, cooking equipment, recipes, techniques, publicity, and public interest in competition.

ARTICLE III Membership

The members of the FBA will consist of persons or entities that are interested in participating and/or promoting competition barbequing.

Section 1 - Membership classifications:

1.1 Individual Member:

An individual member shall be a person interested in participating in FBA events and promoting the objectives of the FBA.

1.2 Family Member:

A membership classification for 2 (two) or more members of a single family, residing at the same address that are interested in participating in FBA events and promoting the objectives of the FBA.

1.3 Life Member:

Shows a special commitment to the longevity of the FBA, is interested in participating in FBA events and promoting the objectives of the FBA. Life Membership for either an individual or a family is paid only once.

1.4 Restaurant Member:

A Restaurant member shall be any restaurant and/or any type of business serving food that is interested in participating in FBA events and promoting the objectives of the FBA.

1.5 Corporate Member:

Corporate membership is open to any incorporated business from a one-person consultant to a multi-national firm interested in participating in FBA events and promoting the objectives of the FBA.

1.6 Organizer Member

An organizer member shall be any person and/or type of group that organizes a contest and that is interested in participating in FBA events and promoting the objectives of the FBA.

Section 2 - Membership:

Members of any member classification may be admitted, reprimanded, and or expelled by the Board of Directors pursuant to policy established by said Board of Directors.

Section 3 - Membership Application:

Any person interested in becoming a member of the Association shall submit an application, on a form approved by the Board of Directors, to the Treasurer of the Association. Such application shall be accompanied by the payment of the required dues.

Section 4 - Dues:

The Board of Directors shall determine from time to time the annual dues payable to the Association by members and shall give appropriate notice to the members of any changes in the dues structure. Annual dues shall be payable in full at the time of membership application. Annual dues will be due in full from all members on a date to be determined by the Board of Directors.

Section 5 - Special Assessments:

The Board of Directors may vote for special assessments, upon recommendation. An affirmative majority vote of the Board of Directors shall be required in order for the special assessment to be approved.

Section 6 - Voting:

Each individual member, restaurant member, corporate member, organizer member, and life member in good standing, are eligible to one vote per membership on each matter that is submitted to a vote of the members. Each family membership in good standing, regardless of the number of family members is entitled to two votes on each matter that is submitted to a vote of the members.

Section 7 - Termination of Membership:

Members are expected to follow all rules and regulations as established by the Board of Directors. In case of a violation of the rules, the member shall be sent a letter by the Secretary outlining the violation and shall be given ten (10) calendar days to respond to the Secretary. The response will be forwarded to the Board of Directors for review and within ten (10) calendar days, a determination will be made as whether to dismiss the charge or to convene a hearing for revocation of the membership. A hearing shall be convened no later than ten (10) days after the initial review by the Board of Directors. The Board of Directors, by a majority vote of the members of the Board, may expel a member for cause after the hearing.

Membership will be automatically terminated for any member who shall be sixty (60) days in default in the payment of dues for the period fixed hereinafter.

Section 8 - Reinstatement: On written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative majority vote of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 9 - Certificates of Membership: The Board of Directors shall provide for the issuance of certificates evidencing membership in the Association. When a new member has paid dues that are required, a certificate of membership will be issued in his/her name and delivered by the Secretary.

ARTICLE IV Administration

Section 1 - Board of Directors

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and 3 (three) Directors at Large that are active members in good standing. The management of the FBA shall be vested in the Board of Directors. The Board of Directors shall perform such duties as may be imposed on it by these Bylaws and as may from time to time be necessary to carry out the spirit and intent of the objectives of the FBA. It shall receive reports from the President and committees, and take such action, as it deems necessary. The Board of Directors shall review, biannually, and have supervision of the financial affairs of the FBA.

Section 2- Terms of Office

The term of office for Officers and directors elected by membership wide ballot shall be for two years. The President, Secretary, and two directors shall be elected in odd numbered years. The Vice-President, Treasurer, and one director shall be elected in even numbered years.

Section 3- Elections

Officers and Directors of the Association will be elected in accordance with these bylaws and guidelines set by the Board of Directors. Two or more members of the same family shall not serve on the Board at the same time. Family shall be defined as living under the same roof, cohabitating, or related by blood or marriage as spouses, sons, daughters, brothers, or sisters.

Section 4 - Compensation for Board of Directors

No salary or compensation for services shall be paid to any elected officer, director, committee member, or any member of the Association by reason of his /her office or membership.

Section 5 - Vacancies

Vacancies in the Board of Directors or officers of the Association, during the term of office, shall be filled for the unexpired term by appointment by the President, upon a majority vote approval of the Board of Directors.

Section 6 - Other Sanctioning Bodies

No current FBA Officer or Board Member shall serve as an elected officer or board member of any other barbecue sanctioning body, and any current FBA Officer or Board Member who accepts a position as an officer or board member of any other barbecue sanctioning body shall immediately resign their position with the FBA.

Section 7 - Ethical Considerations

Board Members shall promote the FBA and engage in honest and ethical conduct when dealing with FBA business including the handling of actual or apparent conflicts of interest between personal and professional relationships. They shall refrain from addressing any sanctioned contest concerns directly with any individual FBA Contest Reps or FBA certified Judges and disclose as soon as possible to the Board of Directors, any information that reasonably could be expected to give rise to a conflict of interest. Board Members shall take all reasonable measures to protect the confidentiality of non- public information about the FBA and guard against unauthorized disclosure of this information. Disclosure of an FBA member's personal information will only be made

available when it is authorized by the FBA Board of Directors. FBA Officers and Directors should speak as one voice for the FBA. Differences are to be resolved in Board discussions by a quorum vote and The Board of Directors shall present a unified position on all topics. Board Members are required to make a reasonable effort to participate in all FBA Business. Board Members are required to understand, endorse and support the FBA By-Laws and never wittingly be party to their evasion.

ARTICLE V Elections

Section 1 - Nominations

The method to be used for nominations for elected positions shall be determined by the Board of Directors. In order to run for the office of president or vice-president, the individual must have served on the board of directors for at least one term.

Section 2 - Voting

Voting for officers and Board members shall primarily be by electronic ballot. The Secretary, or appointed designee, shall post a sample ballot no later than the 1st of November. Voting shall open at 8:00 am on the 15th of November and close at midnight on the 30th of November. The Board of Directors shall use electronic voting through the use of a secure website to process and tabulate the votes. In the event that a member is unable to vote electronically, they shall be provided with a paper ballot, upon request to the Secretary or designee. Paper ballots must be received no later than midnight on the 30th of November.

Section 3 - Tie

Majority vote shall prevail. In the case of a tie vote, the tie shall be broken by a majority vote of the Board of Directors.

Section 4 - Failure to Perform Duties

The Board of Directors may declare vacant the office of any officer or director who consistently fails to discharge the duties of their office, who fails to attend three consecutive meetings without good cause, and/or whose membership for any reason is revoked.

ARTICLE VI Powers and Duties

Section 1 - President:

The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Board of Directors and the membership. He/she shall call all regular or special meetings and the annual business meeting. He/she shall appoint all committees as may be necessary to fulfill the objectives of the FBA and shall be an ex-officio member of all committees.

The President shall possess and exercise the powers of the Board of Directors whenever such committee is not in session and shall possess such other powers as may be conferred by these Bylaws or by the Board of Directors in specific charges. All actions of the President during the interim between meetings of the Board of Directors shall be reported to and be subject to approval by the Board of Directors provided that no rights of third parties shall be adversely affected by any revision or alteration of the President's action.

Section 2 - Vice President:

The Vice President shall preside at the meetings of the FBA or the Board of Directors in the absence of the President and shall assume the Presidency in the event of a vacancy in that office. The Vice President shall be the liaison between the Representatives and the Board of Directors. The Vice President shall recommend the assignment of specific Representatives to specific contests to the Board of Directors for approval in accordance with current policy. In addition, the Vice President shall receive any complaints by or against Representatives and present them to the Board of Directors for approval

Section 3 - Secretary

The Secretary shall assure that the records are kept of the proceedings of the meetings of the FBA, and the Board of Directors.

Section 4 - Treasurer

The Treasurer shall have control and custody of the funds of the FBA and may delegate the authority for the control and custody of the funds with the approval of the Board of Directors. He/she is responsible for full accounting of all receipts and disbursements of the FBA. He/she shall deposit the funds of the FBA in a depository approved by the Board of Directors. He/she shall be responsible for all disbursements. The Treasurer shall present at each regular meeting of the Board of Directors an accounting of all transactions and a statement showing the financial condition of the FBA.

ARTICLE VII Contracts, Checks, Deposits

Section 1 - Contracts

The Board of Directors may authorize any officer or officers, or agent or agents, of the FBA in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the FBA, and such authority may be general or may be confined to specific instances.

Section 2 - Checks

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the FBA shall be signed by such officer or officers, agent or agents, of the FBA, 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, the President or Treasurer of the FBA shall sign such instruments.

Section 3 - Deposits

All funds of the FBA shall be deposited from time to time to the credit of the FBA in such federally insured banks, trust companies, or other depositories as the Board of Directors may select based upon the wishes and convenience of the Treasurer. It shall be the responsibility of the retiring Treasurer and new Treasurer to cooperate in closing out the old corporate bank account and any investments accounts, if desired, and setting up the corporate bank account and any investments accounts, or to change names of authorized signatories on existing accounts if there will be no change in depository.

ARTICLE VIII Meetings

Section 1 - Membership Meetings

A general business meeting of members of the FBA shall be held annually. A quorum of the membership at the annual business meeting or at any meeting called of the membership shall consist of members who are present and eligible to vote at a membership meeting. The President upon the request of the Board of Directors may call a special meeting of the membership. If such meeting is called, a written notice shall be sent to each member via e-mail and posted on the FBA website at least ten (10) days prior to such meeting with the date, time, place and purpose of the meeting. Meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order.

Section 2 - Board of Directors

Board Meetings will be held periodically at the discretion of the President for the purpose of conducting FBA business. Such meetings may be in person, at a specified location, or via e-mail or teleconference. A Board of Directors meeting may be called at any time by the President or at the request of 2 (two) members of the Board of Directors. The President shall be the presiding officer of all Board of Director and Membership meetings. When the President cannot attend a meeting, the next highest-ranking officer shall be the presiding officer of that meeting. The presiding officer shall not vote on matters unless a tie breaking vote is needed in which case the presiding officer shall cast the determining vote. A quorum shall be four members of the Board of Directors. Meetings shall be conducted in

accordance with the latest edition of Robert's Rules of Order.

ARTICLE IX Committees

Section 1 - Committees

The President with the concurrence of the Board of Directors shall appoint and/or dissolve such committees as may be necessary to conduct the business of the FBA. Members of each such committee shall be members in good standing of the FBA. Any member of a committee may be removed from that committee by the President with the concurrence of the Board of Directors whenever, in their judgment, the best interests of the FBA shall be served by such removal.

ARTICLE X Non-Liability and Indemnification

The FBA, its' Board of Directors, and Officers shall not be liable to any of its' members for any statements, errors or omissions in any reports sent out by the FBA, whether the same shall be due to the negligence of the FBA, its' Board of Directors, Officers, employees, independent management or otherwise; and each and every member or those that may hereafter become members, shall be deemed to have expressly released the FBA, its' Board of Directors, Officers and independent management from any and all liability for such statements, errors and omissions and, further, from any and all liability by reason of any agreements, contracts, obligations, acts, steps or plans entered into or undertaken by the FBA on behalf of its' members.

Each present and future Director and Officer, and each agent and employee, whether or not then in office, shall be indemnified by the FBA against expenses actually and necessarily incurred by or imposed upon him/her (including court costs and counsel fees) in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been a Director, Officer, agent or employee of the FBA except in relation to matters as to which he/she shall be adjusted in such action, lawsuit or proceeding to be liable for misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of other rights to which such Director, Officer, agent or employee may be entitled under any agreement of the members, as a matter of law or otherwise.

No member of the FBA shall have any right, title or interest in or to the whole or any part of the property or assets of the FBA, and in the event of dissolution, liquidation, abandonment or winding up of the affairs of the FBA, the assets remaining after paying all debts and obligations (or adequately providing for the latter) shall be distributed to one or more non-profit organizations designated by a majority of the Board of Directors which organization or organizations shall have established its/or their tax exempt status under Section 501(c)(7) of the Internal Revenue Code of 1954. In no event shall any assets inure to the benefit of or be distributed to any member of the FBA. If the majority of the Board of Directors is not in full accord as to the disposition of assets within one (1) year from the date of the event causing its' dissolution, liquidation, abandonment or winding up, then such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the State of Florida.

ARTICLE XI Amendments

Any proposals for changes in the By-Laws or Articles of Incorporation shall be submitted to the Board of Directors for ratification. Upon ratification of the wording of the amendment by the Board of Directors, the Secretary or appointed designee shall send copies of all proposed amendments to the Members (as defined by membership categories per Article III, Sections 1, 2, 3, 4 and 5) at least 30 days prior to the next scheduled Board of Directors meeting. Such proposed amendments shall be in order for discussion at the next meeting of the Board of Directors and may be amended in any manner pertinent to the original proposals. These proposed amendments in their original form, or amended in their amended forms then shall be approved or disapproved by a majority vote of the Board Of Directors. If approved, the Secretary or appointed designee , within thirty (30) days of such approval, shall submit the proposed amendments to the Members (as defined by Article III, Sections 1, 2, 3, 4 and 5). The vote on the

amendments will be conducted in the same manner as elections. The Board of Directors shall use electronic voting through the use of a secure website to process and tabulate the votes for amendments to the By-Laws or the Articles of incorporation. In the event that a member is unable to vote electronically, they shall be provided with a paper ballot upon request to the Secretary. Ballots shall be received within fifteen (15) days of the date they were made available to the Members. If two thirds of the votes received are in the affirmative, the amendments shall be adopted. Amendments will take effect immediately upon their adoption or, if later, at the earliest date allowed by law. If an adopted change In the Constitution conflicts with the Articles of Incorporation, the Board of Directors shall have the authority, without further vote of the membership, to take such action as necessary to amend the Constitution or the Articles Of Incorporation to ensure consistency between the two documents. The Secretary or appointed designee shall preserve the ballots for a period of one (1) year.

ARTICLE XII

Code of Professional Ethics

- We will have a general duty of integrity, honor and fair dealing toward the general public.
- We will comply with all city, county, state and federal laws and shall endeavor to keep ourselves informed of those laws governing our business.
- We will not intentionally injure the business reputation of another member or competitor.
- We will employ truth and accuracy in advertising and selling.
- We will stand behind any guarantee given.
- We will not perform any act, which would bring disrespect to the FBA or the Barbecue industry.
- We will encourage the system of free enterprise.
- We will constantly strive to improve business methods to the end that the public will be better