

**BYLAWS**  
**OF**  
**INTERNATIONAL BARBEQUE COOKERS ASSOCIATION**  
**A Non-Profit Corporation**

**PREAMBLE**

These Bylaws are subject to, and governed by, the Texas Business Organizations Code (the “Code”) and the Articles of Incorporation and/or Certificate of Formation, as amended (hereinafter referred to collectively as the “Certificate of Formation”), of the International Barbeque Cookers Association, a Texas non-profit corporation (the “Corporation” or “IBCA”). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Code or the provisions of the Certificate of Formation of the Corporation, such provisions of the Code or the Certificate of Formation of the Corporation, as the case may be, will be controlling.

**ARTICLE I**  
**NAME, PURPOSE, AND POWERS**

Section 1.    Name. The name of the Corporation is the International Barbeque Cookers Association.

Section 2.    Purpose. The purpose or purposes for which the IBCA is organized and operated are to represent and promote the common interests of the IBCA’s members within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the provision of any subsequent United States revenue law (with such code and any such subsequent law being collectively referred to herein as the “Internal Revenue Code”). The common business interests of the members include (a) the promulgation of fair and equitable competitive barbeque cooking through the development of standard rules and unbiased judging methodologies that can be applied internationally; and (b) to provide a sanctioning authority that will guarantee fair competition.

Section 3.    Powers. The IBCA is a non-profit corporation and shall have all of the powers, duties, authorizations, and responsibilities provided in the Code; provided, however, that the IBCA shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate the IBCA’s status as an organization that is exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code. Specifically, no part of the funds or income of the IBCA shall ever inure to the benefit of any member who has a personal or private interest in the activities of the IBCA.

Section 4.    Robert’s Rules of Order. The latest edition of Robert’s Rules of Order Newly Revised shall govern all meetings of the IBCA’s Board of Directors and Members unless these Bylaws provide otherwise.

## **ARTICLE II MEMBERSHIP AND DUES**

Section 1. Membership Classifications; Qualification. The IBCA shall have two classifications of members (“Members”):

- (a) Annual Members – pay dues annually and have a membership term of one year.
- (b) Lifetime Members – pay lifetime dues once and have a membership term that lasts the Member’s lifetime.

Application for membership in the IBCA shall be available to anyone eighteen (18) years or older. In order to become a Member, an applicant must (i) complete an application for membership in the form most recently promulgated by the Board of Directors (or its designated membership committee), (ii) been accepted as a Member by the Board of Directors (or its designated membership committee) and (iii) paid the dues, fees and assessments specified by the Board of Directors for the class of membership for which such person or entity has been accepted. The Board of Directors reserves the right to refuse membership to anyone for any reason; provided that such refusal does not violate any applicable law, including without limitation the Equality Act then in effect. The Board of Directors shall consider whether an applicant (i) has a recognizable interest in the furtherance of the purposes of the IBCA and (ii) shares a common business interest with the other members and the purposes and activities of the IBCA.

Section 2. Membership Rights and Obligations. Other than with respect to the amount and payment of dues and the term of membership, Annual Members and Lifetime Members shall have identical rights and obligations. Each Member shall be entitled to attend and participate in all meetings of the membership of the IBCA, vote at all such meetings at which a vote of the Members is required, hold elected office, and attend all events sponsored by the IBCA. Members shall be eligible for membership on committees established from time to time by the Board of Directors. Each Member shall be encouraged to be active in the IBCA, including but not limited to, by attending all meetings of the membership, contributing information requested by the Board of Directors and responding to all surveys by the Board of Directors.

Section 3. Membership Dues, Fees and Assessments. The amount of dues as of the adoption of these Bylaws is listed on the IBCA’s website. Any increase in dues will require the prior approval of the Members by a majority vote at any meeting in which a quorum is present.

Section 4. Voting Rights. Members shall have no right to vote except for (i) matters in which these Bylaws expressly contemplate a Member vote, (ii) matters which the Code or other applicable law reserves to the determination of the Members, and (iii) matters which the Board of Directors may refer to the Members for a vote. In cases where the Members are entitled to vote, they shall be entitled to vote, in person, at any Annual Meeting or special meeting of the membership of the IBCA or, solely with respect to the election of Board Members, pursuant to Article II, Section 14. Except as otherwise provided herein, voting by proxy is not permitted, unless the Board of Directors, in its sole discretion, decides to utilize proxy voting for a particular meeting, and in such

cases, the notice of meeting shall expressly advise of the option to vote by proxy for that particular meeting. Each Member shall be entitled to cast one vote in any vote of the Members.

Section 5. Annual Meetings. At least one Annual Meeting of the membership of the IBCA shall be held during each fiscal year, as determined by the Board of Directors for the purpose of electing Board Members and for the transaction of such other business as may come before the meeting. Dates and locations of each Annual Meeting shall be determined and announced by the Board of Directors. At least thirty (30) days' prior notice shall be given to the Members for each Annual Meeting of the membership of the IBCA.

Section 6. Special Meetings. Special meetings of the membership of the IBCA may be called by the President or a majority of the Board of Directors of IBCA. The notice of the meeting shall be mailed or emailed to all Members, or posted to the IBCA's website, fifteen (15) days prior to the date of the meeting.

Section 7. Quorum. A quorum for any Annual Meeting or special meeting of the membership during which the Members will be asked to vote shall require the presence in person, but not by proxy (except as otherwise provided in connection with the election of Board Members under Article III, Section 15, or as expressly authorized by the Board of Directors pursuant to Art. II, Section 4), of at least 1% of the votes which may be cast by all of the Members. No business shall be conducted at any such meeting of the Members without a quorum present. If no quorum is present, a majority of the votes that may be cast by all of the Members present may adjourn the meeting until a quorum shall be present.

Section 8. Manner of Acting. Unless otherwise provided by these Bylaws (such as in Art. XIII), any proposition required to be approved, ratified, or carried by the Members shall be approved, ratified, or carried only if there is a quorum of the Members present, and such proposition is approved, ratified, or carried by the affirmative vote of the majority of the votes cast by the Members voting at such meeting.

Section 9. Place of Meetings. The Board of Directors may designate any place as the place of meeting for any Annual Meeting or special meeting of the membership.

Section 10. Length of Memberships. The membership term of a Annual Member shall begin on the date that the Member pays his/her annual dues and shall continue for 365 days thereafter, with the Member's dues for the following year being due on the anniversary of the Member's payment of dues for the prior year. The membership term for a Lifetime Member shall begin on the date that the Member pays his/her lifetime dues and shall continue for the remainder of the Member's lifetime.

Section 11. Limitation of Rights of Membership. Except as specifically provided in these Bylaws, no Member shall have any power or authority to incur any debt or obligation or assume any liability in the name of or on behalf of the IBCA.

Section 12. Termination of Membership Due to Non-Payment. If a Annual Member pays annual dues on or before the due date, the Member's membership will automatically renew without further action for one (1) year. If a Annual Member does not pay annual dues on or before the due date and the Member has received written notice of said due date, the Member shall be afforded a

grace period of fifteen (15) days to pay his/her dues. During the aforementioned grace period, all of the rights and responsibilities ordinarily afforded to a Member shall remain in full force and effect, and the Member's membership shall not be terminated unless the Member fails to pay his/her dues by 11:59 p.m. on the fifteenth (15<sup>th</sup>) day after the Member's original due date, at which time the Member's membership in the IBCA shall automatically terminate without any further action from the Board of Directors, and such Member must resubmit an application for membership in order to return to the IBCA as a Member. A member who pays his or her dues during said grace period shall be immediately reinstated, but the due date for the Member to pay his or her dues the following year shall be the one-year anniversary of the date on which the Member's dues were originally due.

Section 13. Board Members Status as Members. All Board Members are required to be Members of the IBCA throughout their term as Board Members; accordingly, if a Board Member's status as a Member is terminated due to non-payment of dues for membership in the IBCA in accordance with the provisions of Art. II, Section 12; such Board Member shall be immediately removed from the Board of Directors.

Section 14. Resignation. Any Member may resign at any time from membership in the IBCA by written notice to the Board of Directors. However, a Member shall not be entitled to a refund of any portion of dues or any annual or periodic fee or assessment by reason of the termination of or the resignation from membership in the IBCA.

### **ARTICLE III BOARD OF DIRECTORS**

Section 1. Board of Directors. The affairs of the IBCA shall be managed by a board of directors (the "Board of Directors"). Members of the Board of Directors are referred to in these Bylaws as "Board Members" or "Officers". Board Members need not be residents of Texas.

Section 2. Number and Titles. The number of Board Members as of the date of these Bylaws shall be sixteen (16), and shall comprise the President, the Vice-President, the Secretary, the Treasurer, two (2) Directors at Large, and ten (10) Regional Directors (two (2) from each Region). The number of Directors at Large and the number of Regional Directors (and as a result the number of Board Members) may be increased or decreased by vote of the Members, provided, however, that no decrease in the number of Regional Directors or At Large Directors shall have the effect of shortening the term of any incumbent Regional Director or At Large Director.

Section 3. General Powers. The direction and management of the affairs of the IBCA and the control and disposition of its assets shall be vested in the Board of Directors, and, subject to the restrictions imposed by law, by the Certificate of Formation of the Corporation or by these Bylaws, the Board of Directors may exercise all the powers of the IBCA. The Board of Directors shall adopt such rules and regulations as may be necessary to implement these Bylaws and to manage the IBCA ("Rules"). The Board of Directors shall provide strategic oversight in accordance with the objective of the organization including but not limited to creating policy, programs, and standards for the benefit of the membership. Proposed changes to the Rules shall be submitted by any IBCA member in writing to any member of the Board of Directors.

Section 4. Annual Meeting. The Board of Directors shall by annual resolution set the dates, times, and places for the holding of the upcoming year's regular meetings of the Board of Directors without other notice than such resolution, unless the date or time of any regular meeting is changed by the President, in which case the President will give the Board Members seven (7) days' notice of such change. The Board of Directors shall hold at least four (4) regular meetings each year.

Section 5. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President or a majority of the Board Members. The person or persons authorized to call special meetings of the Board of Directors may fix any date, time, and place as the place for holding such special meetings of the Board of Directors.

Section 6. Quorum. A majority of the Board Members shall constitute a quorum for transaction of business at any meeting of the Board of Directors; but if less than a majority of the Board Members are present at said meeting, a majority of the Board Members present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by applicable law or by these Bylaws.

Section 8. Presumption of Assent. A Board Member who is present at any meeting of the Board of Directors at which action on any IBCA matter is taken will be presumed to have assented to the action unless his/her dissent or abstention is entered in the minutes of the meeting or unless that Board Member files his/her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or forwards any dissent by certified or registered mail to the Secretary of the IBCA immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 9. Compensation and Reimbursement of Expenses. No Board Member shall receive any salary or compensation for his/her service as a Board Member; provided, however, that nothing contained herein shall be construed to preclude any Board Member from participating in the IBCA in any other capacity, such as a competition cook, or receiving compensation therefor, such as in prize money, or to preclude reimbursement of reasonable expenses incurred in connection with service as a Board Member. Notwithstanding the foregoing, the Board of Directors may determine to compensate any Board Member or other individual, as an employee or as an independent contractor, in the form of or salary or otherwise, for his/her services to or on behalf of the IBCA. The Board of Directors may also determine to reimburse any Board Member or individual for reasonable expenses incurred or expected to be incurred by such Board Member or individual in connection with his/her services to the IBCA, in accordance with any such policy, if any, as may be adopted by the Board of Directors.

Section 10. Action Without Meeting. Unless otherwise restricted by the Certificate of Formation of the Corporation or these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Board Members or committee members, as the case may be, entitled to vote thereon and if the procedures set forth in the Code are followed. For the purpose of this Section 10, such signature may be handwritten and then transmitted

electronically (including via email), or the Board Member(s) or committee member(s) can indicate their consent in an email. Such consent will constitute voting by electronic message as contemplated in Section 22.160(d) of the Code. The resolution and written consents thereto by the members of the Board of Directors of any such committee shall be filed with the minutes of the proceedings of the Board of Directors or of any such committee.

Section 11. Responsibilities. It shall be the responsibility of each Board Member to act in the best interests of the IBCA for the benefit of the communities served by the IBCA. Each member of the Board of Directors owes allegiance to the common good of the communities served by the IBCA.

Section 12. Nomination of Board Members. Nominations for Board Members shall begin 30 days prior to the annual membership meeting and will conclude at the annual membership meeting.

Section 13. Consent of Nominees. No individual nominated for a position as Board Member shall be considered without the handwritten or electronic mail (email) consent of the nominee indicating his/her willingness to serve as a Board Member.

Section 14. Qualifications of Board Members. To qualify to serve for the office of President or Vice-President, the nominee shall have been a Member of the IBCA for at least four (4) years prior to the date of the election, with no termination of his or her membership during said time period. To qualify to serve for the office of Secretary, Director at Large, or Regional Director, the nominee shall have been a Member of the IBCA for at least two (2) years prior to the date of the election, with no termination of his or her membership during said time period. To qualify to serve for the office of Treasurer, the nominee shall have been a Member of the IBCA for at least two (2) years prior to the date of the election, with no termination of his or her membership during said time period and have knowledge of QuickBooks and experience in financial reporting. Candidates nominated for office will be vetted by the President or the President's appointed officer prior to elections being held. If requirements for office are not met, the nominee will be removed from the ballot and notified immediately. For the purpose of this Section, an expiration of a Member's membership pursuant to Art. II, Section 12 does not constitute a termination of membership. To qualify for an office on the Board of Directors, a member shall not be an officer, owner or board member of another competitive adult cooking organization.

Section 15. Election of Board Members. Board Members will be elected subsequent to the Annual Meeting at a special meeting called for that purpose, prior to September 1 of each year. In advance of the meeting, an electronic ballot coupled with a proxy will be sent to all Members. Voting shall close no earlier than thirty-six (36) hours from the time that the electronic ballots are sent to the Members. Any Member who submits an electronic ballot and proxy will be deemed to be present at the meeting for purposes of quorum. To be elected as a Board Member, a nominee must receive an affirmative vote from a majority of all Member votes cast at a meeting at which a quorum is present in person or by proxy. Regional Director elections will take place in even numbered years and be elected by the Members residing in their respective Region(s). The election for the President, Vice-President, Treasurer, Secretary, and At Large Directors will take place in odd numbered years. Voting for the election of Directors is the only matter on which Members may vote

by proxy. Such votes will constitute voting by electronic message as contemplated in Section 22.160(d) of the Code.

Section 16. Term of Office. A Board Member's term shall begin on September 1 in the year in which the Board Member was elected and shall continue for two years or until such Board Member's successor shall have been duly elected and qualified, unless such Board Member is removed, resigns or is unable to serve prior to the expiration of the term. No person may serve as a Board Member for more than two consecutive full terms, except that if a Board Member has served his/her term limit and no one is nominated or elected to replace the term-limited Board Member, the Board Member may be permitted, with an affirmative vote by a majority of the Board of Directors, to serve an additional year. If no one is nominated or elected to replace the Board Member at the end of this additional year, the Board of Directors may appoint a Member to serve until the next election, regardless of the board position election cycle.

Section 17. Removal. In addition to removal for non-payment as set forth in Article II, Section 12 of these Bylaws, any Board Member may be removed with or without cause by the Board of Directors at any time whenever in its sole and exclusive judgment the best interests of the IBCA will be served thereby, by an affirmative vote of two-thirds (2/3) of the Board of Directors. In addition, any Board Member who has three (3) absences from Board of Directors' meetings during the Board Member's term shall automatically be removed from the Board of Directors.

Section 18. Resignations. Any Board Member may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the President, unless it is the President who is resigning, then such resignation would take effect at the time of its receipt by the Vice-President. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 19. Vacancies. A vacancy in the office of President shall be filled by the Vice-President for the unexpired term of the President. A vacancy in the office of any other Board Member, other than President, shall be filled by a majority vote of all Members if the vacating Board Member is serving as any Officer other than Regional Director, at an electronic special election. If the vacating Board Member is serving the position of Regional Director, then the office shall be filled at an electronic special election by a majority vote of all Members in such Region for the purpose of electing a new Regional Director. A Board Member either appointed or elected to fill an unexpired term shall be elected for the unexpired term of such Board Member's predecessor in office but said term shall not count towards the Board Member's term limit.

Section 20. Chairperson of the Board. The President shall serve as the Chairperson of the Board and shall preside at all meetings of the Board of Directors and shall have such other powers and duties as designated in these Bylaws and as from time to time may be assigned to him/her by the Board of Directors.

Section 21. President. The President shall be the chief executive officer of the IBCA and shall have such other powers, duties, and responsibilities as from time to time may be assigned to him/her by the Board of Directors. The President shall perform the duties of the Chairperson of the Board, and when so acting, shall have all the powers of, and be subject to all the restrictions upon,

the Chairperson of the Board. Subject to the control of the Board of Directors and subject to the provisions of applicable law restricting the powers of a President, the President shall establish and maintain an effective organization and structure with clearly defined roles, responsibilities, and reporting relationships, which ensure follow-up and accountability. The President shall establish and maintain a consistent process for open and continuing communication with the Board of Directors to ensure effective governance of the IBCA. In addition to the foregoing, the President:

- (a) shall preside at the annual membership meeting, special membership meetings and meetings of the Board of Directors.
- (b) may establish special committees; and
- (c) shall be responsible to the Board of Directors.

Section 22. Vice President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President, if any, shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President, if any, shall have such other powers and duties as from time to time may be assigned to him/her by the Board of Directors. In addition to the foregoing, the Vice President:

- (a) will be responsible to the President and the Board of Directors;
- (b) shall assist the President in the performance of the President's duties;
- (c) shall, in the absence of the President, assume the duties of the President;
- (d) shall oversee the operations of out of state and international events; and
- (e) shall serve on committees as assigned by the President.

Section 23. Secretary. The Secretary shall perform duties incident to the office of Secretary, subject to the control of the Board of Directors. The Secretary shall also discharge such other duties as shall be prescribed from time to time by the Board of Directors or the President. In addition to the foregoing, the Secretary:

- (a) shall keep the minutes of all meetings of the annual membership, special membership and the Board of Directors in books provided for that purpose;
- (b) shall attend to the giving and serving of all notices at the direction of the President;
- (c) may, in the name of the IBCA, attest to all contracts of the IBCA and affix the seal, if any, of the IBCA thereto;
- (d) shall be the custodian of all IBCA membership records, including the Region that each Member is in; and



(e) shall verify that all Members nominated to serve as a Board Member meet the qualifications set forth herein.

Section 24. Treasurer. The Treasurer shall have custody of all the funds and securities of the IBCA. When necessary or proper, he or she may endorse, on behalf of the IBCA, for collection, checks, notes and other obligations and shall deposit the same to the credit of the IBCA in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors, and he or she may sign all receipts and vouchers for payment made to the IBCA. The Treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the IBCA, all of which books shall be open at all times to the inspection of the Board of Directors. The Treasurer shall, under the direction of the Board of Directors, disburse all moneys. The Treasurer shall also submit a report of the accounts and financial condition of the IBCA each quarter to the Board of Directors and to the Members at each annual meeting. In general, the Treasurer shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors, and shall perform such other duties as may be prescribed from time to time by the Board of Directors or the President.

Section 25. Regional Director. At the time of these Bylaws, there are five (5) separate geographical regions of the state of Texas (each a “Region”). The counties in each of the Regions are listed in Exhibit A attached to these Bylaws. The Members of each Region (voting separately and requiring a majority of the Members from such Region) shall appoint two Members who reside in that Region to serve on the Board of Directors (each a “Regional Director”). The Regional Director of any Region shall be selected by a majority vote of the Members in that Region. Each Regional Director shall:

(a) be responsible for organizing and implementing activities of the IBCA in his/her Region, subject to the direction and approval of the Board of Directors and/or the President;

(b) make every effort to attend all meetings of the Board of Directors and to report at each meeting on the activities of the IBCA being conducted in his/her Region;

(c) be responsible for advising, coordinating, and scheduling cook-offs with promoters and executive head judges to insure adherence to IBCA rules, regulations and guidelines;

(d) be responsible for reviewing and proofreading the event fliers and all other print copy, information provided to promoters, and/or information to be posted on the IBCA website; and

(e) hold a minimum of two regional meetings each year to offer Members the opportunity to voice ideas and concerns and to report those ideas and concerns to the Board of Directors.

The number of Regional Directors may be further increased or decreased from time to time at any Annual Meeting or special meeting of the Members, but in no case shall the number of Regional Directors be less than one (1) Regional Director per Region; provided, however, that no decrease

in the number of Regional Board Members shall have the effect of shortening the term of any incumbent Regional Director.

Section 26. Director at Large. As of the date that these Bylaws are adopted by the Board of Directors, the Board of Directors consists of two (2) Members serving as directors at large (the “Director(s) at Large”). The number of Directors at Large may be further increased or decreased from time to time at any Annual Meeting or special meeting of the Members, but in no case shall the number of Directors at Large be less than one (1); provided, however, that no decrease in the number of At-Large Board Members shall have the effect of shortening the term of any incumbent director. Each Director at Large shall be elected to serve a two (2) year term. In addition to the foregoing, each Director at Large shall:

- (a) manage the IBCA’s social media accounts in a timely manner;
- (b) direct information to appropriate individuals as needed;
- (c) step in to assist any Region that has one or more vacancies among its Regional Directors until the vacancy is filled;
- (d) be responsible for reviewing the IBCA calendar for completion of required information; and
- (e) notify the appropriate Regional Directors when required information is not present on the IBCA calendar thirty (30) days prior to the event. Example: address of cook-off, head judge not listed, etc.
- (f) assist the Vice President with out of state and international events.

Section 27. Meetings By Telephone or Other Remote Electronic Communications Technology. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors, or members of any committee designated by the Board of Directors, may, unless otherwise restricted by statute, by the Certificate of Formation, or by these Bylaws, participate in and hold a meeting of such Board of Directors or committee, as the case may be, by using conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other (including with the provision of such reasonable accommodations as may be necessary to allow hearing-impaired individuals to participate), or by using any other suitable electronic communications system, including video conference technology or the Internet (but only if, in the case of such other suitable communications system, each member entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant). Participation in such a meeting pursuant to this Section shall constitute presence for quorum purposes and presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## **ARTICLE IV COMMITTEES**

Section 1. Committees Not Having Board Authority. Committees not having and exercising the authority of the Board of Directors in the management of the IBCA may be designated by a resolution adopted by a majority of the Board Members at a meeting at which a quorum is present. Such committees shall have only the powers specifically delegated to them by the Board of Directors. In the case of a standing committee, each such committee shall consist of two or more persons. All members of such committees must be Members of the IBCA.

Section 2. Standing Committees. The Board of Directors may designate one or more standing committees as are necessary, and the duties of any such standing committees shall be prescribed by the Board of Directors upon their designation. All members of standing committees must be Members of the IBCA. As of the adoption of these Bylaws, the only standing committees are as follows:

- (a) Executive Head Judges Committee (whose members are appointed by the President);
- (b) Hall of Fame Committee (whose members are appointed by the President);  
and
- (c) Annual Meeting Committee (whose members are appointed by the President).

Section 3. Special Committees. The President may designate one or more special committees as are necessary, and the duties of any such special committee shall be prescribed by the President upon their designation. A special committee shall not have the authority of the Board of Directors, shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by the action of the Board. Upon the completion of the task for which it was designated, such special committee shall stand dissolved. All members of such committees must be Members of the IBCA.

Section 4. Quorum and Voting. A majority of the members of a standing or special committee shall constitute a quorum for the transaction of business at any meeting of such standing or special committee, and those members present at a meeting of an advisory committee shall constitute a quorum for the transaction of business at any meeting of such advisory committee. The act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Meetings and Notices. Meetings of a committee may be called by the chair of the committee or a majority of the members of the committee. Each committee shall meet as often as is necessary to perform its duties. The person or persons calling such meeting shall cause notice to be given at any time and in any manner reasonably designed to inform the members of the time, date, and place of the meeting. Each committee shall keep minutes of its proceedings, which shall be submitted to the Secretary at the conclusion of the proceedings. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with the rules or regulations adopted by the Board of Directors.

Section 6. Appointments; Terms; Vacancies. Subject to the express provisions of this Article IV regarding membership requirements of a standing committee, the members and the chairs of all standing committees, and all special committees and advisory committees, shall be appointed by the President, subject to ratification by the Board of Directors. The members of each standing committee shall serve until the conclusion of the next annual meeting of the Board of Directors following their appointments and until their respective successors are chosen and qualified, or until their respective earlier deaths, resignations, retirements, disqualifications, or removals from office. A vacancy on a committee shall be filled for the unexpired term of the former occupant in the same manner in which an original appointment to such committee is made.

Section 7. Resignations and Removals. Any member of a committee may resign at any time by giving notice to the chair of the committee or the President of the IBCA. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Board of Directors may remove at any time with or without cause any member of any committee whenever in the sole and exclusive judgment of the Board of Directors the best interest of the IBCA will be served thereby. The appointment of a person to a committee shall not of itself create contract rights.

## **ARTICLE V SPONSORS**

The Board of Directors may, from time to time, determine to establish classes or categories of sponsors of the IBCA with such rights and duties as may be adopted by the Board of Directors.

## **ARTICLE VI INDEMNIFICATION, INSURANCE AND OTHER ARRANGEMENTS**

Section 1. Indemnification. To the extent permitted by law, the IBCA shall indemnify and hold harmless any Board Member or former Board Member of the IBCA (each, an “Indemnified Person”) against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding (“Proceeding”) in which he or she is made a party by reason of being or having been such Board Member and against such sum as independent counsel selected by the Board of Directors shall deem reasonable payment made in settlement of any such Proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Indemnified Person shall be indemnified: (i) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty, (ii) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Board of Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation or (iii) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Indemnified Persons may be entitled.

Section 2. Advance Payment. An Indemnified Person’s right to indemnification conferred in this Article VI shall include the right to be paid or reimbursed by the IBCA for the reasonable expenses incurred by an Indemnified Person who was, is or is threatened to be made a named defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding; provided, however, that the payment of such expenses incurred by an Indemnified Person in advance

of the final disposition of a Proceeding shall be made only upon delivery to the Board of Directors of a written affirmation by such Indemnified Person of his/her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article VI and a written undertaking by or on behalf of such Indemnified Person to repay all amounts so advanced if it shall ultimately be determined that such Indemnified Person is not entitled to be indemnified under this Article VI or otherwise.

Section 3. Insurance. The IBCA may purchase and maintain insurance on behalf of any person by reason of the fact that he or she is or was serving at the request of the IBCA as a Board Member or employee or agent of the IBCA against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as a Board Member or employee of IBCA, whether or not the IBCA would have the power to indemnify him/her against such liability under Chapter 8 of the Code.

Section 4. Severability. In the event that any part or portion of this Article is judicially determined to be invalid or unenforceable, such determination will not in any way affect the remaining portions of this Article, but the same will be divisible and the remainder will continue in full force and effect. Notwithstanding any provision of this Article to the contrary, the IBCA shall not indemnify any person described in this Article if such indemnification would jeopardize the IBCA's tax-exempt status under section 501(c)(6) of the Internal Revenue Code.

Section 5. Appearance as a Witness or Otherwise. Notwithstanding any other provision of this Article, the IBCA may pay or reimburse expenses incurred by a Board Member or other person in connection with his/her appearance as a witness or other participation in a Proceeding at a time when he or she is not a named defendant or respondent in the Proceeding.

## **ARTICLE VII FINANCIAL ADMINISTRATION**

Section 1. Contracts. The Board of Directors may authorize any Officer(s) or agent(s) of the IBCA, in addition to the Officer(s) so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the IBCA, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the IBCA shall be signed by such Board Member(s), employee(s), or agent(s) of the IBCA and in such manner as shall from time to time be determined by resolution of the Board of Director. The authority of any such authorized Board Member(s) or employee(s) to sign checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the IBCA may be limited to amounts determined by the Board of Directors.

Section 3. Deposits. All funds of the IBCA shall be deposited from time to time to the credit of the IBCA in such banks, trust companies or other depositories as the Board of Directors may from time to time direct or as shall be selected in accordance with procedures established by the Board of Directors.

Section 4. Gifts. The IBCA may only accept a contribution, gift, bequest, or devise to the IBCA, whether for the IBCA's general purposes or for any special purpose, in accordance with a resolution of the Board of Directors.

Section 5. Conflicts of Interest and Contracts or Agreements Involving Board Members. Subject to the approval requirements set forth in this Section 5, the Board Members of the IBCA shall be permitted to maintain a direct or indirect interest in any contract relating to or incidental to the operations of the IBCA, and may freely make contracts, enter into transactions or otherwise act for and on behalf of the IBCA notwithstanding that at such time they also may be acting as individuals or as trustees, beneficiaries or advisers of trusts, or as members, associates, agents, shareholders, officers or directors, of other persons or corporations or may be interested in the same matter as shareholders, directors, officers or otherwise.

(a) No contract or agreement may be entered into by and between the IBCA and any of the following: (a) a Board Member, committee member, or employee of the IBCA (hereinafter an "Insider"); or (b) any corporation, partnership, trust, sole proprietorship or any other entity (hereinafter, an "Entity") in which an interest is owned or held, directly or indirectly, by or for the benefit of an Insider, unless the transaction is approved in accordance with Section 22.230 of the Code as specified herein.

(b) Section 22.230 of the Code requires that prior to consummating any contract, transaction or action taken on behalf of the Corporation involving any matter in which a Board Member is personally interested as a shareholder, director, officer, trustee or beneficiary or advisor of a trust, or otherwise has a relationship, that contract, transaction or action must be authorized and approved in good faith and with ordinary care by a vote of a majority of the number of Board Members in attendance at a meeting at which a quorum is present, without counting the vote(s) of any interested director(s), and only after the disinterested directors are provided with knowledge of the material facts concerning the contract or transaction and each interested director's or officer's relationship or interest in the transaction, and only if the entering into of such contract or transaction is not violative of those provisions of the Certificate of Formation of the Corporation that prohibit the IBCA's use or application of its funds for private benefit.

(c) Any interested Board Member may be counted in determining the presence of a quorum at a meeting of the Board of Directors at which a contract or transaction described in this section is authorized, but the interested director must leave the meeting during the discussion of, and the vote on, such contract or transaction. The minutes of any such meeting must include (i) the names of the interested directors who disclosed any possible direct or indirect interest, a description of the nature of the alleged interest or relationship and whether the Board of Directors determined a conflict of interest did in fact exist, and (ii) the names of the directors who were present for discussions relating to the proposed contract or transaction, the content of those discussions, including any alternatives to the proposed contract or transaction and a record of the vote.

(d) Notwithstanding any provision contained in this section, no contract, transaction, or act shall be entered into or performed on behalf of the IBCA if such contract,

transaction, or act would result in the loss of the IBCA's exemption from federal income tax.

(e) In no event, however, shall any person or entity dealing with the Board of Directors or the Board Members of the IBCA be obligated to inquire into the authority of the Board of Directors or Board Members so authorized to enter into or consummate any contract or to take any other action on behalf of the IBCA.

Section 6. Accounting and Audit. The Board of Directors may employ a certified public accountant to prepare a review of the IBCA's books and accounts at such time, and from time to time, as the Board of Directors may determine. The Board of Directors may request an audit at any time it deems necessary. Any selected certified public accountant shall report to the Board of Directors and the IBCA's Treasurer, and all findings of such certified public accountant shall be reported at the earliest possible meeting of the Board of Directors. The Board of Directors may adopt any additional audit procedures as it may determine in its discretion.

Section 7. Fiscal Year. The fiscal year of the IBCA shall be such as the Board of Directors shall establish by resolution.

Section 8. Dividends Prohibited. No dividend shall be paid to, and no part of the income of the IBCA shall be distributed to, Board Members of the IBCA.

Section 9. Loans to Board Members Prohibited. No loans shall be made by the IBCA to its Board Members. Any Board Members voting for or assenting to the making of any loan to a Board Member which is prohibited by the Code, and any Board Member participating in the making thereof, shall be jointly and severally liable to the IBCA for the amount of such loan until repayment thereof.

## **ARTICLE VIII BOOKS AND RECORDS**

The IBCA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, its Members and its committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record of the names and addresses of the Members entitled to vote. The foregoing for each fiscal year shall be kept for at least three years after the close of said fiscal year. All books and records of the IBCA may be inspected by any Member of the IBCA, or his/her agent or attorney, at any reasonable time and place, and for a proper purpose, on written demand stating the purpose of the demand.

## **ARTICLE IX NOTICES**

Section 1. Form of Notice. Whenever any notice whatsoever is required to be given under the provisions of these Bylaws to any Annual Member, Lifetime Member, Board Member, or committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing by mail (unless the address of the person entitled to such notice is located outside the United States of America),

facsimile transmission, electronic mail (including email), or overnight delivery. Any notice required or permitted to be given by mail shall be deemed to have been given at the time notice is deposited, postage pre-paid, in the United States mail, addressed to the person entitled thereto at his/her post office address, as it appears on the books of the IBCA. Any notice required or permitted to be given by facsimile transmission or electronic mail shall be deemed to have been given at the time the notice is successfully transmitted to the person entitled thereto. Any notice required or permitted to be given by overnight delivery shall be deemed to have been given at the time notice is delivered to the overnight delivery courier service, fees prepaid, addressed to the person entitled thereto at his/her address, as it appears on the books of the IBCA.

Section 2. Waiver. Any waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

## **ARTICLE X DISCIPLINARY PROCEDURE**

The Board of Directors may suspend or expel any Member for inappropriate conduct or actions which the Board of Directors, in its sole discretion, determines reflect negatively or brings embarrassment or turmoil to the IBCA. 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 of Directors. The Board of Directors will vote on the suspension or expulsion of the Member. A two-thirds (2/3) vote of the Board of Directors shall be required to suspend or expel a Member. Except as otherwise set forth below, the following sanctions will apply:

- (a) A first offense may result in a 1-year suspension, after which time the Member can reapply for membership.
- (b) A second offense may result in a 2-year suspension, after which time the Member can reapply for membership.
- (c) A third offense may result in a lifetime expulsion.

During any suspension, the suspended Member will not be allowed to accumulate IBCA points or cook the IBCA Showdown. According to the severity of the offense, the Board of Directors may by-pass the first- and second-year suspensions and go directly to the lifetime expulsion. A Member with a lifetime expulsion will not be allowed to accumulate IBCA points or cook The IBCA Showdown.

Any Member or former Member that presently is suspended, shall be permitted to become a Member once suspension time has expired. Any Member or former Member that presently is expelled, shall not be permitted to become a Member, unless the Board of Directors votes in favor of readmission, which shall require a two third (2/3) vote cast by the Board of Directors.



**ARTICLE XI  
MISCELLANEOUS PROVISIONS**

Section 1. Seal. The Board of Directors may in its discretion elect to have a corporate seal. If such an election is made, the seal of the IBCA shall be such as from time to time may be approved by the Board of Directors.

Section 2. Registered Office. The IBCA shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Code.

Section 3. Offices. The IBCA may have, in addition to its registered office, offices at such places within and without the State of Texas, as the Board of Directors may determine from time to time or as the activities of the IBCA may require.

Section 4. Gender and Number Agreement. Whenever the masculine, feminine, or neuter gender is used inappropriately in these Bylaws, these Bylaws shall be read as if the appropriate gender was used, and, unless the context otherwise requires, the singular shall include the plural, and vice versa.

Section 5. Invalid Provisions. If any part of these Bylaws shall be invalid or inoperative for any reason, the remaining parts, as far as is possible and reasonable, shall remain, valid and operative.

Section 6. Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

**ARTICLE XII  
DISSOLUTION**

If dissolution of the IBCA occurs the Board of Directors shall after paying or making provisions for the payment of liabilities of the IBCA dispose of all the assets of the IBCA in such a manner as to support organizations organized and operating exclusively for charitable or educational purposes.

**ARTICLE XIII  
AMENDMENT OR REPEAL OF BYLAWS**

These Bylaws may be amended or repealed, or new Bylaws may be adopted, at any annual or special meeting of the IBCA by the vote of two-thirds (2/3) of the Members present and voting at a meeting at which a quorum is present, provided that the amendment or change has been submitted in writing 30 days prior to the meeting, and so long as notice of such proposed amendment, repeal or adoption is contained in the notice of the meeting and such amendment, repeal or adoption does not cause the IBCA to cease to be exclusively organized and operated as an entity described in section 501(c)(6) of the Internal Revenue Code. The Board of Directors shall review proposed amendments and approve amendments to be presented to the membership.

\* \* \* \* \*

The undersigned, being the duly elected and qualified President of the IBCA, hereby certifies that the foregoing Bylaws of the IBCA were duly adopted by the Members of the IBCA at a meeting held on August 14, 2021, at which a quorum was present and voting throughout.



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Lea Anne Lemon  
President

Exhibit A

Delineation of "Regions" in Texas

# IBCA Regions



- Region 5**
- |               |            |            |           |           |              |
|---------------|------------|------------|-----------|-----------|--------------|
| Andrews       | Crane      | Gray       | Knox      | Parmer    | Taylor       |
| Armelong      | Crockett   | Hale       | Lamb      | Pecos     | Terrell      |
| Bailey        | Crosby     | Hall       | Lipscomb  | Potter    | Terry        |
| Baylor        | Cuberson   | Hansford   | Loving    | Presidio  | Throckmorton |
| Borden        | Dallam     | Hardenman  | Lubbock   | Randall   | Tom Green    |
| Brewster      | Dawson     | Hartley    | Lynn      | Reagan    | Upton        |
| Briscoe       | Deaf Smith | Haskell    | Marin     | Reeves    | Val Verde    |
| Callahan      | Dickens    | Hemphill   | Mason     | Roberts   | Ward         |
| Carson        | Donley     | Hockley    | McCulloch | Runnels   | Wheeler      |
| Castro        | Ector      | Howard     | Menard    | Scheicher | Winkler      |
| Childress     | Fisher     | Hutchinson | Mitchell  | Scurry    | Wilbarger    |
| Cochran       | Collins    | Floyd      | Itton     | Moore     | Shackelford  |
| Coleman       | Foard      | Jeff Davis | Moyle     | Sterling  | Sherman      |
| Collingsworth | Gaines     | Jones      | Nolan     | Stonewall | Sutton       |
| Concho        | Garza      | Kent       | Ochiltree | Sutton    | Swisher      |
| Cottle        | Glasscock  | King       | Oldham    |           |              |

- Region 1**
- |          |           |           |            |               |            |
|----------|-----------|-----------|------------|---------------|------------|
| Anderson | Cosanche  | Gregg     | Leon       | Parler        | Tillis     |
| Archer   | Cooka     | Harrison  | Llano      | Rains         | Travis     |
| Bell     | Coryell   | Henderson | Limestone  | Red River     | Upshur     |
| Bosque   | Dallas    | Madison   | Madison    | Robertson     | Van Zandt  |
| Bowie    | Delta     | Hill      | Marion     | Rockwall      | Wichita    |
| Brazos   | Denton    | Hood      | McLennan   | Rusk          | Williamson |
| Brown    | Eastland  | Hopkins   | Mills      | Sabine        | Wise       |
| Burleson | Ellis     | Houston   | Mills      | San Augustine | Wood       |
| Burnet   | Erath     | Hunt      | Montague   | San Saba      | Young      |
| Camp     | Falls     | Jack      | Morris     | Shelby        |            |
| Cass     | Fannin    | Johnson   | Nacogoches | Smith         |            |
| Cherokee | Franklin  | Kaufman   | Navarro    | Somervell     |            |
| Cheyenne | Freestone | Lamar     | Palo Pinto | Stephens      |            |
| Cole     | Collin    | Grayson   | Lampasas   | Tarrant       |            |

- Region 2**
- |          |           |           |             |            |
|----------|-----------|-----------|-------------|------------|
| Angelina | Fayette   | Jackson   | Matagorda   | Trinity    |
| Austin   | Fort Bend | Jasper    | Montgomery  | Tyler      |
| Bastrop  | Galveston | Jefferson | Newton      | Walker     |
| Brazoria | Grimes    | Lavaca    | Orange      | Washington |
| Chambers | Hardin    | Lee       | Polk        | Wharton    |
| Colorado | Harris    | Liberty   | San Jacinto |            |

- Region 3**
- |          |           |           |          |              |
|----------|-----------|-----------|----------|--------------|
| Andrews  | Calhoun   | Gonzales  | Kimble   | Polk         |
| Atascosa | Cornel    | Guadalupe | Kimney   | San Patricio |
| Banders  | Dewitt    | Hays      | Kieberg  | Uvalde       |
| Bee      | Edwards   | Jim Wells | Live Oak | Victoria     |
| Bexar    | Frio      | Karnes    | Medina   | Wilson       |
| Blanco   | Gillespie | Kendall   | Neucom   |              |
| Castwell | Goliad    | Kerr      | Real     |              |

- Region 4**
- |         |          |          |         |        |
|---------|----------|----------|---------|--------|
| Brooks  | Duval    | Kenedy   | Midkiff | Wilcox |
| Cameron | Hidalgo  | La Salle | Starr   | Zapata |
| Dinmit  | Jim Hogg | Maverick | Webb    | Zavala |

