



Bylaws of the Texas Chefs Association, Inc.

ARTICLE I – NAME

The name of this Association shall be Texas Chefs Association, Inc.

ARTICLE II – PURPOSES & LIMITATIONS

Section 1. PURPOSES

1. The Texas Chefs Association (TCA) is a Texas not-for-profit 501(c)(6) corporation operated by an association of persons having a common business interest and who want to promote that common interest without engaging in any business for profit.
 - a. Fellowship:
 - i. To serve as a professional culinary society for which a culinary professional or industry member can meet and interact with other members with similar professional agendas
 - ii. Provide aid to membership effected by personal or professional tragedies through labor, monetary donations, and/or access to professional affiliations
 - iii. Provide aid to Texas communities effected by disasters through physical labor, monetary donations, and/or access to professional affiliations
 - b. Education
 - i. To aid and encourage the training and education of culinary professionals and the support of educational projects in the culinary field.
 - ii. Support the mission statements for secondary and post-secondary educational facilities
 - c. Mentorship
 - i. Provide opportunity for the membership to access and utilize the experiences of senior culinary professionals for the purpose of honing their professional craftsmanship and retaining classical information prevalent for all trained culinary professionals.

- ii. Provide guidance and mentorship for secondary and post-secondary educational facilities
- iii. Provide experience, information, and insight into American Culinary Federation Certification
- d. Professionalism
 - i. Advance the stature and prestige of Chefs and the Culinary Arts Industry
 - ii. Guide and maintain the membership and beyond with the highest possible culinary standards for all foods served
 - iii. Guide and maintain the membership and beyond with the highest possible moral and professional standards
 - iv. Guide and maintain the membership and beyond with the highest standard of honesty and integrity for all professional settings and dealings
 - v. Advocate and encourage reciprocal cooperation and understanding among owners, management, culinary department employees, and other supporting departments with business and professional opportunities
 - vi. Provide a conduit to the American Culinary Federation
- e. Culinary Excellence
 - i. Encourage the highest level of craftsmanship and skill within its membership and the industry they perform in.
 - ii. Encourage the use of the highest possible standard of all foods prepared and served
 - iii. Utilize the highest standard of education, training, and mentorship for its membership
 - iv. Maintain the Culinary Code set forth by the American Culinary Federation
 - v. Serve as a pathway for new ideas, trends, and technology in the culinary arts industry

Section 2. LIMITATIONS

1. The Texas Chefs Association, its Board of Directors, Committees, and Ambassadors shall refrain from entering into business dealings for the sole purpose of profiteering for individuals, members and/or outside entities.
2. The Texas Chefs Association, its Board of Directors, Committees, and Ambassadors shall refrain from taking any position or from expressing any opinion on such questions that falls solely on member's individual places of employment or of its members.

ARTICLE III – TCA STATE BOARD OF DIRECTORS

Section 1. Purpose

1. The purpose of the TCA State Board of Directors is to serve and represent the Local Chapter membership, conduct TCA State business, protect and execute the rules and guidelines set forth by the TCA Constitution & Bylaws, and enable the administration of a localized state office or contact point.
 - a. Set, maintain, and manage the direction of the Texas Chefs Association as a unified and whole body
 - b. Set, maintain, and manage the annual budget and finances of the Texas Chefs Association as a whole
 - c. Formulate policy and procedures for the purpose of executing the TCA Constitution and Bylaws
 - d. Administer the nomination and election process for TCA State Officers
 - e. Create and serve on State Standing Committees, Special Session Committee, and Ambassadorships for the greater good of the TCA and fulfillment of the Mission Statement
 - f. Create, nominate, and elect State Awards
 - g. Nominate and promote National Awards and Titles for qualifying individual members and the Association itself
 - h. Serve as figure heads at national, state, and chapter events
 - i. Actively seek sponsorship from industry partners

Section 2. TCA State Board of Directors Formation

1. The TCA State Board of Directors shall be comprised of the following:
 - a. TCA State Executive Officers
 - i. President
 - ii. 1st Vice President
 - iii. 2nd Vice President
 - iv. Secretary / Treasurer
 - b. The Director of each TCA Local Chapter
 - c. Standing Committee Chairs
 - d. Special Session Committee Chairs
 - e. Ambassadors
2. TCA State Executive Officers will be nominated and elected in accordance within these Bylaws and the TCA Policy and Procedure Document
3. TCA Local Directors will be nominated and elected in accordance within these Bylaws and the TCA Policy and Procedure Document
4. TCA State Standing Committee Chairs and Ambassadors are a TCA Presidential appointment and serve at his / her discretion.

5. TCA State Special Session Committee Chairs are a TCA Executive Team Member appointment and serve at his / her discretion.

Section 3. Power & Duties

1. The Board of Directors shall be the representative body of the entire membership at the TCA State and ACF National level. The Board of Directors shall have the following powers and duties:
 - a. The Executive Officers and Local Chapter Directors of the TCA State Board shall be vested with full voting rights as to any and all matters requiring action or approval of the membership for the administration and business of the TCA. Excluding the election of State Officers, Local Chapter Officers, Bylaw Changes, and Constitutional Changes.
 - i. The TCA Board of Directors will govern through representation of the membership of the TCA sub-chapters
 - ii. The TCA Board of Directors shall have the authority to discuss and bring amendments to the constitution and bylaws to the membership for discussion and approval
 - iii. The TCA Board of Directors will formulate and approve the annual TCA State Budget
 - iv. The TCA Board of Directors shall set TCA Membership Dues
 - v. The TCA Board of Directors may adopt resolutions on matters of planning, procedure, and policy needed to conduct the business and working operation of the TCA Bylaws and Constitution
 - vi. The TCA Board will create, maintain, enforce, and amend the TCA Policy & Procedure Document
 - vii. The TCA Board of Directors will nominate and award TCA State Awards
 - viii. The TCA Board of Directors will nominate ACF National Awards
 - ix. The TCA Board of Directors will hear, discuss, and vote on all matters of the TCA administration, business, grievances, and business provided by the TCA Constitution, TCA Bylaws, and TCA Policy and Procedure Document

Section 4. TCA State Board Meetings

1. The TCA Board will hold semi-annual meetings one of which will be held in conjunction with the Annual State Convention with a second meeting no less than 6 months after.
 - a. This location shall take place in the location of the given year's convention.
 - i. See Policy & Procedure Document for changing TCA Board Meeting Location
 - b. Date and time of the TCA Board Meeting is to be set by the TCA state President

2. The presence of 50% or more of the eligible voting members of the Board of Directors shall constitute a quorum for transaction of business.
3. Out of Session Meetings may be called at the written request to the President by any member of the Voting TCA Board of Directors. An approval of the proposed meeting must have a 50% vote of the Board of Directors via mail, e-mail, or phone call.
 - a. The Secretary/Treasurer shall be responsible to send all members of the Board of Directors a notice of the special meeting by mail, e-mail, fax or phone call within 10 business days before the meeting
 - i. The notice shall specify the time, place and purpose of the meeting.
4. Any TCA State Board Meetings will be recorded / documented by the TCA State Administrator and transcribed into reviewable meeting minutes no less than 45 days from the closing of the meeting.
 - a. The meeting minutes are to be reviewed and approved at the following semi-annual meeting by the TCA Board of Directors.
5. Quorum and Voting
 - a. When any corporate action is taken by vote of the Board of Directors, it shall, except as otherwise required bylaws, be authorized by a majority of quorum votes cast at such meeting
 - b. Out of Session votes may be issued and tallied by the Treasure Secretary
 - i. See Policy and Procedure Document
6. Proxies
 - a. Voting Members (excluding Executive Officers) of the TCA Board of Directors may vote at meetings by proxy.
 - i. The person holding a proxy for a chapter director must be a member of that chapter in good standing and shall be on the duly approved form or chapter letterhead, signed by the chapter president and the chapter Secretary/Treasurer.
 - ii. All proxy forms must be submitted to the Secretary/Treasurer prior to the opening of the meeting.
 - b. Executive Officers may not proxy their votes.
 - i. Any votes shall be forfeited by the absent Executive Officer
 - ii. Vacant Officer Reports shall be given by one of the TCA State Vice Presidents
 - iii. In the event both Vice Presidents are vacant, the TCA State President can appoint a board member to read executive officer reports or defer the report to the printed material Absent officers and state chairs must be reviewed by the Chairman of the board and two other members of the executive team to determine whether or not the absent officer will be removed for failure of duties.

- c. State Committee Chairs cannot proxy their reports.
 - i. Any report needed by an absentee State Committee Chair shall be given by his or her respected TCA State Officer.

ARTICLE IV – TCA STATE EXECUTIVE OFFICERS

Section 1. TCA State Executive Officers & Purpose

1. The State Executive Officers of the Texas Chefs Association are to serve as the TCA State leadership to the State Board of Directors, local chapters, and general membership. Further they shall be elected by the general membership under the guidelines of these Bylaws.
2. It shall be established under the following titles:
 - a. President
 - b. 1st Vice President
 - c. 2nd Vice President
 - d. Secretary/Treasurer
 - e. Chairman of the Board
3. Only TCA Professional Culinarian & TCA Culinarian are eligible for election as a TCA State Officer
4. The officers shall carry out the duties assigned to each officer in accordance with the provisions of the bylaws and under the direction of the Board of Directors.
5. The officers shall be elected by a quorum majority vote of the TCA membership present at the TCA State Convention General Session annual meeting from nominations and are approved by the Nominating Committee.
6. TCA State Officers shall be elected for a term of two years at the annual convention during their election year and will assume position of their elected office upon the conclusion of the convention.
7. No officer shall be eligible to hold the same office for more than two elected consecutive terms.
8. All officer of the TCA, permanent state committee chairman, and directors can only hold one position
 - a. This is not to include local sub-chapter committees or ACF Appointed Positions

Section 2. Power & Duties

1. In addition to the powers and duties conferred by the Bylaws, the state officers shall have the customary powers and duties of their office, subject to such terms, conditions and limitations as may be imposed by the Bylaws or Board of Directors.
 - a. All executive Officers are required to attend the bi-annual board meetings. Absent officers and state chairs must be reviewed by the

Chairman of the Board, one other executive team member, and a local chapter director to determine whether or not to bring action against absentee executive officer.

2. President
 - a. Serves as the Figure Head of the entire membership and association
 - b. Shall serve as Chief Operating Officer of the TCA
 - c. Shall serve as the sole authorized representative for the TCA on all contractual agreements
 - d. Chair of the State Convention
 - e. Ex officio, non-voting member of TCA/ACF committees
 - i. Except the Nominations & Elections Committee and the Internal Audit Committee.
 - f. Official Ambassador and Spokesman for the TCA
3. 1st Vice President
 - a. The First Vice President shall serve as the Chairperson for the Finance / Internal Audit Committee
 - b. Community Outreach
 - c. Chefs Relief Fund
 - d. Marketing & Public Relations
 - e. Technology Development (Web Site)
 - i. Social Media
 - f. Culinary Visions Program
 - g. American Academy of Chefs.
4. 2nd Vice President
 - a. The Second Vice President shall serve as the official TCA Convention Coordinator
 - b. Chairperson for Culinary Arts Education
 - c. Chapter Development
 - d. Membership
 - e. Apprenticeship
5. Secretary/Treasurer
 - a. The Secretary/Treasurer shall be responsible for keeping the records of the TCA and the preparation of the minutes of all TCA meetings
 - b. The Secretary/Treasurer shall oversee the financial affairs of the TCA
 - c. The Treasurer shall see to the timely preparation of annual financial reports and budgets for presentation at the Annual State Convention and periodic financial reports for the Board of Directors

- d. The Secretary/Treasurer shall cooperate and coordinate with the Finance /Internal Audit Committee to assure that its audit functions are carried out in accordance with the Bylaws
 - e. The Secretary/Treasurer will ensure that there are no conflicts of interest in the day-to-day business conducted by the chapter and sub-chapters and that high ethical standards are maintained throughout the organization
 - f. The Secretary/Treasurer shall ensure that all government tax forms are filed in a timely manner
 - g. The Secretary/Treasurer shall ensure that the Board of Director meetings and General Sessions are conducted in accordance with Robert's Rules of Order, version 11, to include quorums, parliamentary votes, proper motions and ballot destruction
6. Chairman of the Board (*Immediate Past President*)
- a. The outgoing TCA President shall serve as Immediate Past President for a term to be concurrent with the newly elected President.
 - b. The Immediate Past President shall perform the duties of any state officer in case of a vacancy until the vacancy can be filled in accordance with the Bylaws
 - c. Serve as an advisor to the President
 - d. Install the newly elected / appointed state officers
 - e. Preside at meetings in the absence of the President.
 - f. Serve as the Chair of the TCA State Nomination & Elections Committee
 - g. Serve as Chairman for TCA Grievances

Section 3. TCA State Officer's Vacancies

1. In the event of death, resignation, or vacancy resulting from one of the Executive Officers, the vacancy will be filled by appointment and approval of the TCA State Board that is in accordance with the TCA Bylaws and Policy and Procedures.
 - a. For 1st Vice President, 2nd Vice President, and Secretary/Treasurer, the TCA President will make an appointment from the current voting members of TCA Board of Directors.
 - i. This appointment will serve until the next election cycle for the vacated office
 - ii. Appointment must garnish a majority vote from the current TCA State Board
 - b. For TCA President, the Chairman of the Board will make an appointment from the current voting members of the TCA Board of Directors or a Past President other than him/herself
 - i. This appointment will serve until the next election cycle for the vacated office

- ii. Appointment must garnish a majority vote from the current TCA State Board
- c. For the Chairman of the Board, the office will be filled by appointment by the President from a list of Past Presidents of the Texas Chefs Association.
 - i. If none of the Past Presidents are able to serve, the President may appoint any former TCA State Executive Officer
 - ii. This appointment will serve until the next election cycle for the vacated office
 - iii. Appointment must garnish a majority vote from the current TCA State Board

Section 4. TCA State Officer's Expenses & Budgets

1. All Officer's Expenses and benefits are to be determined by the Secretary/Treasurer and approved by the board of directors during its review of the state budget. Each executive officers shall be given the following budget for their duties and function of their offices
2. President's Office
 - a. Is to receive travel and full registration to ACF Regional, ACF National Conferences, & TCA State Convention, Called Board Meetings, and any other meeting required by the bylaws.
 - b. This budget may be passed to another TCA State Executive Officer or TCA State Board Member if the President cannot attend the event
 - c. Is to receive any travel and registration necessary to any and all TCA local Chapter functions
 - i. This budget may be passed to another Executive Officer or Board Member if the President cannot attend the event
 - ii. 1st Vice President, 2nd Vice President, Secretary/Treasurer, & Chairman of the Board.
 - d. Are to receive travel and full registration to the TCA State Convention, Called Board Meetings, and any other meeting required by the bylaws
 - i. May receive travel reimbursement to attend local chapter events *(upon approval of State Treasurer's Office)*
 - ii. May receive travel reimbursement for the performance of their duties outside of their normal conduct of business *(upon approval of State Treasurer's Office)*
3. Officer's Spouses / Partners
 - a. Officer's spouses/partners will be budgeted to attend the following: *(Travel for spouses is not a responsibility of the State Budget)*
 - i. Winter Board Dinner

- ii. Summer Board Dinner
- iii. Complementary tickets to all TCA State Convention Social Activities and Functions
- b. Officer's spouse budgets cannot be transferred or given to a third party or individual other than an executive officer's spouse or partner
 - i. If an executive officer's spouse /partner cannot attend their budgeted event then those funds shall be transferred back to the TCA State General Budget

Section 5. TCA State Executive Officer Elections

1. The Executive Officers shall be nominated by individual members at the winter board meeting, of the same calendar year as the upcoming summer state general session, up to 45 days prior to the election. All nominations must meet the established criteria set forth by the TCA Bylaws and TCA Policy & Procedure Document
2. Candidate Qualifications:
 - a. Only dual TCA /ACF Professional Culinaricians are eligible for election as a TCA State Executive Officer
 - i. Must have held TCA / ACF Professional Culinarician Membership for at least four (4) consecutive years and must maintain that level of membership while holding office
 - b. Have served and fulfill full term (2 years) or more as:
 - i. An Elected Local Chapter Officer
 - ii. Official TCA State Board Member
 - c. Attended, in full, two (2) TCA State Conventions within the last 5 years prior to election
 - d. Be able to submit his/her professional resume to the State Office for verification thirty (30) days after nomination
 - i. Resume to be verified by the State Office Administrator
 - ii. Candidates with misleading or unverifiable information will be removed from the election race and ballot
 - iii. Résumé to be posted on the official TCA Website.
 - e. The officers must understand and be able to carry out the duties assigned to each officer category in accordance with the provisions of the TCA Bylaws and under the direction of the Board of Directors.
 - f. No officer shall be eligible to hold the same office for more than two elected consecutive terms.
 - g. Elected Officers are not allowed to hold more than one executive officer position or committee chair at one time.

- i. This is not to include local sub-chapter committees or ACF Appointed Positions
 - ii. Exceptions:
 - a. President is the Official State TCA Ambassador
 - b. Chairman of the Board Chairs the Nominations & Election Committee
- 3. Nomination:
 - a. Chairman of the Board shall chair the Nominations & Elections Committee.
 - i. The Committee shall consist of Current Chairman of the Board, 1 Past TCA President, Local Chapter Treasurer of the election year TCA State Convention. Vacancies are as assigned by the Chair.
 - ii. The State Administrative personnel shall supervise the election of the state officers in accordance with policies and procedures established by the Committee and approved by the Board of Directors.
 - b. The Executive Officers shall be nominated by individual members from the time of the winter board meeting, of the same calendar year as the upcoming summer state general session, up to 45 days of the election. All nominations must meet the established criteria set forth by the TCA Bylaws and TCA Policy & Procedure Document
 - c. Any other nominations must come from local chapter meetings and be submitted forty five (45) days prior to the election at the Summer TCA State General Session.
 - iii. These nominations must post a resume for 30 days on the TCA website in accordance with the candidate qualifications in accordance set forth by the TCA bylaws
 - d. Nominations will be closed forty five (45) days prior to the election at the Summer TCA State General Session.
 - e. Nomination should take place with the following format:
 - i. Even Years - President, 1st Vice President
 - ii. Odd Years - 2nd Vice President, Secretary/Treasurer
 - f. The Chairman of the Board is a “rolling position” and therefore exempt from the nomination process
 - i. The Chairman of the Board is immediately filled by the past president after a new president is elected and takes office.

Section 6. Election Process

- 1. Elections
 - a. Elections for the TCA State Executive Officers shall take place at the State Summer General Session utilizing a written ballot.
 - b. The TCA State Executive Officer shall be elected by a majority vote by an eligible quorum, set forth by these By-laws, of the members present at the Summer General Session.

(Adopted August, 2017)

- i. Ballots are to be counted by:
 - Appointed Sargent at Arms
 - Local Chapter Treasurer for the host city of the Summer State General Session Election
 - State Office Administrator
- c. Elected State Executive Team Officers take office the 1st day of the following month after the election.
- d. The current TCA Chairman of the Board will perform the swearing in duties for each Executive Office
 - i. Ceremonies to take place before closing of the TCA State General Session of which the elections were held.
- e. If there is not a quorum at the General Session an electric voting process will be administered by the TCA State Secretary/Treasurer and State Administration Office.
 - i. Elected officers may be sworn in under these circumstances via video conference or special session meeting performed by the Chairman of the Board, Administrative Office personnel, and one TCA State Board Member.

Section 7. TERM OF OFFICE

1. Each officer shall be elected to a full two-year term with the option of running for one additional (second) term for the same office.
2. The terms of office shall begin on the 1st day on the new month after the election.
 - a. The oath of office and swearing in process shall take place at the end of the business portion of the State Summer General Session and shall be administered by the Chairman of the Board

Section 8. Removal of Officers

1. State Officers may be removed from office by following Grievance Processes set forth by these TCA State By-laws and the TCA Policy & Procedure Document

ARTICLE V – TCA STATE STANDING COMMITTEE CHAIRS, SPECIAL APPOINTED COMMITTEE CHAIRS, & AMBASSADORS

Section 1. Purpose

1. The purpose of TCA State Standing Committee Chairs, Special Appointed Committee Chairs, and Ambassadors is to focus effort toward a specific goal or mandate of the Texas Chefs Association Board of Directors in accordance with the mission statement and overall purpose of its formation
2. Standing Chairs, Ambassadors, or Special Appointment Chairs are required to attend and give both written and oral reports at the Winter Board Meeting, Summer Board Meeting, and State General Session.

Section 2. Formation

1. Committee Chairs and Ambassadors shall be appointed by the TCA State Executive Office under the concerns of their office
2. The TCA State Executive Officers may form and/or assign special committee groups
 - a. Committee chairs must be at the listed membership levels in order to serve.
 - b. TCA Professional Culinarian
 - c. TCA Culinarian
 - d. TCA Student Culinarian
 - i. May only serve as the TCA Student Ambassador
3. If needed a TCA State Chair can request additional members to their committee
 - a. These requests must be approved by the respective TCA State Executive Officer under which the Committee Chair reports to
4. Terms of Service are undefined and serve at the discretion of the TCA State Executive Officer accordingly

Section 3. TCA State Standing Committee Chairs & Ambassadors

1. Standing State Committees are, but not limited to the following:
 - a. ACF Certification Chair
 - b. AAC Chair
 - c. TCA Outreach
 - d. TCA Social Media
 - e. Culinary School Ambassador
 - f. Finance Committee
2. Finance Committee is chaired by the 1st Vice President and consists of local Chapter Treasurers or appointed Chapter representative

Section 4. Limitations

1. State Executive Officer cannot serve as a committee chair or ambassador
 - a. Exceptions:
 - i. President is the Official State TCA Ambassador
 - ii. Chairman of the Board Chairs the Nominations & Election Committee
2. A Committee Chair or Ambassador is not allowed a vote in State Board of Directors meetings, unless he/she also serves on the State Board of Directors

Section 5. Budgets

1. Each State Standing Committee Chair receives the following benefits for the duty and function of their offices
 - a. Travel Budget
 - i. To be determined by the Secretary/Treasurer and approved by the Board of Directors during its review of the state budget

ARTICLE VI – TCA STATE MEETINGS

Section 1. Annual Meeting of the General Membership

1. Annual business meetings of the general membership will be held at the State annual Convention for the election of officers, recognition of awards recipients, state of the association address, and the transaction of other business of the association.
2. The Board of Directors shall not allow a longer period of time than 15 months to elapse between annual meetings of the general membership.
3. The Secretary/Treasurer shall ensure that the host city convention chair, by email, fax, or mail notice, informs the membership of the annual general membership meeting called the TCA General Session
 - a. The Secretary/Treasurer will send out, through e-mail, fax, or mail, the Agenda and coming year's budget to each voting member of the Association at least thirty (30) days prior to the meeting
4. Fifteen percent (15%) of the voting members (TCA Professional Culinarian & TCA Culinarian) of the Association shall constitute a quorum at an annual general session meeting
 - a. In the event that a quorum is not present at the annual meeting, the actions taken at such annual meeting shall not become effective until ratified by a majority of the members in a vote by mail or e-mail

Section 1a. State Convention & Winter Board Meeting

1. The TCA State President shall call a State Convention each year for the purpose of conducting the annual meetings of the TCA General Membership and the Board of Directors meeting
2. Convention Site and Host chapter will be determined at either the TCA Winter or Summer Board Meeting by sub-chapter volunteers with a three year projection of host sites.
 - a. If there is no volunteer host chapter the TCA State President may appoint a host site.
3. Host Chapter is responsible for the planning and implementation of the Winter Board meeting at the Convention host site
4. The TCA State Convention shall take place during the summer months
5. Host State Convention Chapter will set budget and determine convention registration rates along with the state office and 2nd Vice President
 - a. TCA State Budget will allocate a minimum of 50% of sponsorship donations to support the host chapter TCA State Convention
 - b. Host Chapter and TCA State office will split any profit by 50%
 - c. Host Chapter will be responsible for making up their 100% of investment for any loss incurred by the TCA State Convention by repaying the State Budget with 50% of any chapter fundraiser until debt is paid in full.
 - i. This does not include any fundraiser with the sole purpose of charitable fundraising

Section 2. Meetings of the Board of Directors

1. The President shall call a Meeting of the Board of Directors Semi-Annually to conduct the business of the TCA.
 - a. The TCA will hold a Winter & Summer Board Meeting to take place at the host site of the Annual State Convention
 - i. These meetings are to include:
 - State of the Association Address
 - Executive Officer Reports
 - Standing or Special Committee Reports
 - Association Budget Report, Validation, Acceptance
 - Any other association business deemed necessary by the Board of Directors
 - b. The Summer Board Meeting must take place before the annual General Session Meeting of the membership.
2. Members of the Board of Directors are mandated to attend each Board of Directors Meeting
3. President must notify the TCA State Board of Directors at least 30 days prior to the Board Meeting.
4. A majority of voting Board members constitutes a quorum at a TCA Board of Directors Meeting
 - a. In the event that a quorum is not present at the TCA State Board Meeting, the actions taken at such meeting shall not become effective until ratified by a majority of the members in a vote by mail or e-mail
 - i. Items may be “Tabled” to the next semi-annual TCA State Board Meeting
 - b. Special meetings, of the Board of Directors may be called by the President or Vice Presidents or Secretary/Treasurer of this Association in accordance with the TCA Bylaws and/or TCA Policy & Procedure Document
 - i. Notice of the time and place of such special meeting of the Board of Directors shall be given to the Directors. Such notice may be given by email, fax or mail to the Directors.

Section 3. Meetings of the Executive Officers

1. Meetings of the Executive Officers shall be conducted annually. Notice of the time and place of such meetings shall be given to the Officers at least thirty (30) days prior to the time designated for such meeting.
 - a. Such notice may be given by email, fax and/or mail or telephone to the Committee members, (i.e.), Executive committees consist of: Culinary Arts, Certification, Charity, Apprenticeship, and Finance. The President may assign other committees.
 - b. Under normal circumstances, the meeting will take place the day prior of the Winter and/or Summer Board Meeting.

2. The purpose of the Executive Officer Meeting is to converse about TCA Business and set leadership goals and proposals for the TCA State Board

Section 4. Special Meeting / Out of Session Meetings

1. Special meetings may be held at any time upon authorization by the Board of Directors, or by the written request of forty percent (40%) of the voting board members.
2. A majority of the Board of Directors shall constitute a quorum at any Board of Directors meeting.

ARTICLE VII – STATE OFFICE, ADMINISTRATION, & STATE PERSONNEL

Section 1. State Office

1. The Texas Chefs Association shall maintain an address to serve as the State Association Office with the following condition:
 - a. Yearly review of office personnel and or administrative contractor
 - i. This review is under the jurisdiction of the Secretary/Treasurer who will conduct an annual assessment of job performance in the first 30 days of a new year.
 - ii. Recommendations for wage increase will be included in assessment reports and made available to the TCA Board of Directors 30 days prior to the Winter Board Meeting.
 - iii. Any wage increase will be approved by a majority vote at the TCA State Winter Board Meeting and be effective the next immediate pay period.
2. A vote will be conducted at the TCA Winter Board Meeting to approve the Secretary/Treasurer's report and must pass by 2/3 vote and then be further ratified by 2/3 vote of the State Summer General Session
 - a. Financially viable to maintain in location and employee(s)
 - i. If at any time, it is no longer financially viable to maintain the TCA State Office or number of personnel, then the TCA State President can call for Article VII B ii to be enacted prior to its 2 year mandate

Section 2. State Personnel

1. The TCA shall employ staff or an independent contractor as the Board of Directors deems necessary. This may include but is not limited to:
 - a. State Receptionist
 - b. State Office Administrator of Operations
 - c. State Accountant (Office Assistant)
2. TCA staff or contractor job performance is reviewed by the TCA State Secretary/Treasurer

3. Staff or contractor issues including organization, compensation and benefits shall be committed to the discretion of the Board of Directors.

Section 3. State Office Expenditures

1. All Headquarter expenditures/investments will be approved by the Board of Directors by a majority vote.

Section 4. State Review

1. The Board of Directors shall arrange for a TCA financial review annually by an independent CPA based on the recommendation of the Finance Committee and approval from the Board of Directors.
 - a. A copy of the report shall be emailed or faxed to the Board of Directors within 60 days after its completion and reviewed at the TCA Winter or Summer Board meeting

Article VIII – TCA LOCAL SUB CHAPTERS

Section 1. TCA Local Chapters

1. A Texas Chefs Association Sub-Chapter of a geographical area or host city chapter within the state of Texas that has applied and been ratified by the State Board or Directors and the General Membership under the guidelines of the TCA Bylaws.

Section 2. ESTABLISHING

1. A TCA Local Chapter must meet the following requirements in order to be chartered as a local chapter of the TCA and remain in good standing:
 - a. The TCA Local Chapter must be formed with a minimum of 8 TCA Professional Culinarian Members
 - b. A newly formed TCA Local Chapter must be ratified by 2/3 vote by TCA State Board of Directors at the Annual Summer TCA State Board Meeting
 - c. A TCA Local Chapter, upon ratification, must annually maintain at least 6 TCA Professional Culinarian Members, as defined by the Bylaws, to remain in good standing.
 - i. If a TCA Local Chapter falls under 6 TCA Professional Culinarian Members by the time of the TCA Annual General Session, the chapter will be given until the following Annual TCA General Session to gain the necessary membership to increase to 6 TCA Professional Culinarian Members or be dissolved
 - ii. Dissolved TCA Local Chapter Members will be moved into the nearest geographical TCA Local Chapter Roster
 - d. The Chapter must show efforts to grow and obtain 12 ACF/TCA Professional Culinarians.
 - i. These efforts shall be outlined in the Local Chapter Director's Report given at the TCA Annual General Session.

- e. It must be duly organized in the city or region where it is located.
- f. It's individual membership categories and requirements must conform to the categories and requirements established by the TCA Bylaws.
 - i. Chapters shall neither admit nor retain members who do not meet the requirements of the TCA Bylaws.
 - ii. On other matters, local chapter bylaws shall not conflict with these Bylaws.
- g. It shall be responsible for properly managing funds and for all tax reporting requirements.
- h. TCA Local Chapter has the power to make financial expenditures by conducting a favorable vote of 15% of the eligible voting members of the chapter.
- i. It shall enter into an affiliation agreement as approved by the TCA State Board of Directors.
- j. It shall have the approval of the presiding TCA State President. That approval shall be based on considerations outlined in the TCA Bylaws Policies and Procedures.
- k. A local Chapter is expected to give a minimum of 10% of annual raised money to the TCA State Budget.
 - i. A chapter may designate to which area of the state budget to tithe to:
 - General Operation Account
 - Chef Relief Fund
 - 1st Time Attendee State Conference Scholarship
 - ACF Certification Reimbursement Scholarship
 - Jr. Chef Development Fund
 - TCA Education Fund
 - ii. These efforts shall be outlined in the Local Chapter Director's Report given at the TCA Annual General Session.

Section 3. Restrictions

1. Local chapters shall restrict their activities to local area and scope and shall refrain from acting on matters of a general nature, which should properly reacted upon by the entire membership, or Board of Directors of the Texas Chefs Association.

Section 4. OBLIGATIONS

1. The local executive board of the local sub-chapter is responsible for maintaining the Constitution and Bylaws set forth by the TCA Board of Directors
2. The executive team of the local chapter is responsible for the management of their respective office and the local chapter as a whole for the duration of their elected term
3. The executive board of the local chapter is responsible for establishing, holding, and managing local chapter meetings on a monthly basis for the local chapter membership

4. Maintain and safeguard the financial viability of the local chapter by managing its local chapter funds and submitting monthly bank reconciliations to the State Office
5. The Directors of established local chapters of the Texas Chefs Association shall automatically become a member of the TCA State Board for the duration of his/her directorship representing his/her local sub-chapter.
6. Local chapters shall be governed by the Constitution and Bylaws of the Texas Chefs Association.

Section 5. TCA Local Chapters Officers

1. A TCA Local Chapter's Executive Officers must be formed and maintained with a minimum of:
 - a. Director
 - b. Treasurer
 - c. Secretary
 - i. Secretary & Treasurer may be combined
2. TCA Local Chapter Executive Officers must be TCA Professional Culinarian or TCA Culinarian.
 - a. Local Chapter Director must be and maintain a dual ACF/TCA Professional Culinarian membership
3. TCA Local Chapter Executive Officers are elected to a two (2) year term as set forth by these Bylaws
 - a. A new TCA Local Chapter Director must be ratified by 2/3 vote of the TCA State Board of Directors at the Annual Summer Board meeting
4. Officers Duties
 - a. Director
 - i. Ensure that the chapter is operating under the TCA Bylaws set forth in this document.
 - ii. Serve as the spokesperson and figurehead for the TCA Local Chapter.
 - iii. Set monthly chapter meeting agenda, time, and location.
 - iv. Conduct a monthly meeting of the TCA Local Chapter utilizing Robert's Rules and TCA Chapter Meeting Template.
 - v. Appoint Committee Chairs of, but not limited to:
 - a. Chapter Education
 - b. ACF Certification
 - c. Chapter Events
 - vi. Actively recruit membership
 - vii. Serve on TCA State Board of Directors and attend their state semi-annual meetings.
 - viii. File a written report to the TCA State Board of Directors as to the status and operations of his/her TCA Local Chapter.
 - Status of Chapter
 - Finances of Chapter

- Local Membership Roster
 - Recruiting Report
 - Highlighted Events
 - Misc
- b. Treasurer
- i. Budget and Maintain operational costs.
 - ii. Maintain bank account for Chapter.
 - iii. Prepare a monthly financial report and bank account reconciliations, utilizing the TCA Local Chapter Financial Report Template.
 - This report must be presented at the TCA Local Chapter Meeting.
 - This report must be unanimously approved by a quorum of the eligible voting members at the meeting.
 - iv. Prepare yearly financial report for TCA Local Chapter's State Board Report.
 - v. Authority to offer payment for expenditures for the chapter by chapter vote.
 - vi. Ensure there are no conflicts of interest in the day to day business conducted by the chapter.
 - vii. Ensure all monetary and non-monetary compensation is approved by the membership and inform the State Secretary/Treasurer, in writing, of said payments with justification.
- c. Secretary
- i. Responsible for maintaining the Chapter Roster and Local Membership Contact information by utilizing the TCA State Roster Template.
 - ii. Responsible for ensuring the TCA Local Chapter monthly meeting has a quorum of eligible voting members by issuing a roll call of the roster at each meeting.
 - iii. Responsible for the implementation and proper use of Robert's Rules during meetings
 - iv. Record the official record of the meeting minutes by utilizing the TCA Chapter Meeting Template.
 - This record must be reviewed and signed by the TCA Local Chapter Director and then sent into the TCA State Office so it can be posted.
 - This report must be sent in within 1 week of the conducted meeting date.

Section 6. TCA Local Chapter Officer Elections

1. TCA Local Chapter Elections for officers and awards must take place each year and will follow this cycle:
 - a. Nomination in April

- b. Vote in May
 - c. Submission of results to State Office June 1st
- 2. Chapter Elections are to include (*based annual nomination and/or term cycle*)
 - a. Local Chapter Director
 - b. Local Chapter Secretary/Treasurer
 - i. May be split into two offices
- 3. A TCA Local Chapter may choose to stagger the office of Treasurer and Secretary by allowing one of these offices to serve a three year term
 - a. This action may only be performed once in a chapter's 5 year history
 - b. This action must be approved by 2/3 vote of the local chapter and placed in writing to the TCA State Secretary/Treasurer.
 - c. This action must have the approval of the TCA State Chairman of the Board, TCA State President, and TCA State 2nd Vice President
 - i. This ruling will come in the form of written statement from the TCA State Secretary/Treasurer.

Section 7. TCA Local Chapter Officers Vacancies

- 1. If a Local Chapter Director is unable to complete his/her term, the TCA State President shall appoint an interim chapter director for the local membership that meets the requirements of local chapter director set by these Bylaws.
 - a. This appointment is active until the next cycle term for the office
- 2. If a Local Chapter Officer is unable to complete his/her term, the Local Chapter Director shall appoint an interim officer from the local membership that meets the requirements of local chapter officer set by these Bylaws.
 - a. This appointment is active until the next cycle term for the office

Section 8. TCA Local Chapter Management

- 1. TCA Local Chapter Meetings shall be conducted under the guidelines and rules of the TCA State Bylaws.
- 2. Local TCA Chapters may not create or maintain their own Local memberships. No other membership categories can be formed or shall be recognized by the TCA.
- 3. TCA Local Chapters shall meet a minimum 10 months out of the year with no more than 60 days between any two meetings.
 - a. Meetings to be set by the TCA Local Chapter Director.
- 4. TCA local Chapter Meetings must have a quorum of 15% of eligible voting members to qualify as an official meeting or to conduct chapter business.
 - a. Quorum of eligible voting members to be verified by TCA Local Chapter Secretary
- 5. TCA local Chapter Meetings shall utilize Robert's Rules and the TCA Chapter Meeting Template.
- 6. TCA Local Sub Chapters will award the following under the Guidelines of TCA Policy and Procedure Document:
 - a. Chapter Chef of the Year

- b. Chapter Pastry Chef of the Year
 - c. Chapter Educator of the Year
 - d. Chapter Student of the Year
 - e. Chapter Purveyor of the Year
 - f. Other local Chapter award that will be maintained at the Local Chapter level.
7. Any TCA Local Chapter Grievance can be submitted in writing by any TCA local Chapter member to the TCA State Chairman of the Board.

Section 8a. TCA Local Sub-Chapter Meetings

1. Monthly business meetings of the local chapter members must be established by the TCA Local Sub-Chapter Executive Board.
2. The local chapter executive board shall not allow a period of 45 days to elapse between meetings
 - a. The month of December is exempt from this mandate, due to the expanded work schedule of the membership
3. Meetings must consist of:
 - a. Director's Report
 - b. Treasurer's Report
 - c. Committee Reports
 - d. Educational or Social Aspect
 - e. Roundtable of Attending Members and Guest
 - i. A local Chapter may vote, by 2/3 majority, to hold a purely social meeting with no reports if a prior business meeting has been held within 45 days
4. Fifteen percent (15%) of voting members (TCA Professional Culinaricians & TCA Culinaricians) of the local sub-chapter membership shall constitute a quorum for voting purposes.
 - a. In the event a quorum is not present at the meeting, items may be tabled to the next meeting or ratified by a majority of members by an alternative voting method (mail or e-mail) within 21 days.
 - i. Mail and e-mail voting is to be used only if a quorum is not met
5. A quorum of fifteen (15%) must still be met by this alternative voting method
 - b. Treasurer and Secretary will form a ballot and instructions to be sent by mail that include both methods of voting: mail or e-mail
6. Members registered mailing address at the state office will be utilized for the ballot and instructional send out
 - c. Voting members may only use one voting method and receive only one vote

Section 9. TCA Local Chapters Dissolution

1. The State Board of Directors can recommend, with cause, a local chapter to be dissolved.
 - a. Chapters in violation of the TCA Constitution, TCA bylaws, and/or TCA Policy & Procedure Document will be reviewed during the State Board Meeting
 - b. After review, a Local Chapter will be given until the following TCA State Board Meeting, or up to 1 year, to correct any violations or perform any recommendations made by the TCA State Board of Directors.
 - i. TCA Local Chapter dissolution will require a 2/3 vote of the TCA Board of Directors
2. In the event of the dissolution of any TCA Local Chapter, all funds and assets will revert to the state office to be held in escrow for a period of two (2) years.
 - a. The funds will be made available for the purpose of seed money for the reorganization of said dissolved TCA Local Chapter.
3. After this period of time the money will be transferred to the general operating fund of the TCA.

Article IX - TCA MEMBERSHIP

Section 1. Purpose & Eligibility

1. TCA/ACF membership shall be open to Culinarians, other individuals engaged in the culinary profession, and allied employment that meets the requirements set forth in Section 2.
 - a. Culinarians refers to professional chefs, cooks and bakers engaged in (a) food and beverage planning, preparation, service or supervision in commercial kitchens, hotels, clubs, restaurants, schools, health care, and other institutions; (b) culinary education; (c) culinary research, development or testing; or (d) other culinary employment
 - b. Certain TCA Membership Categories have eligibility right for local office, state and local appointed chairs, and voting rights which are contained in Section 2
 - i. TCA State Executive Board Members must carry a dual Professional Culinerian membership in order to be eligible for State Elections

Section 2. Categories of Membership & Dues

1. TCA State Memberships are State-Only memberships. All TCA memberships that can be aligned with a dual membership equivalent with the American Culinary Federation shall be aligned. TCA State Memberships shall follow the title and definition set forth by the ACF with a TCA designation placed in front of the title.
2. TCA membership dues are set forth by State Board of Directors.
 - a. The ACF portion of dual membership is set forth by the ACF under the ACF national Bylaws

- b. Membership dues may not be paid for by Local Chapter or TCA State Financial Accounts
 - c. Membership dues are to be paid in full at the time the application is submitted
 - d. All renewal dues are due 12 months after the initial application and each year after that subsequent date
 - i. A 45 day grace period will be given to members who are tardy in payment
 - ii. Members failing to adhere to the grace period will be dropped from any membership roster, elected office, or appointment and will no longer be a member of the TCA
3. All TCA State memberships will be represented on TCA marketing and website with the option for the individual TCA member to further obtain dual membership with the ACF.
 4. ACF dual memberships will have the full rights and designations of the National ACF Bylaws and must adhere to the practices and policies of the ACF.
 - a. The TCA State Office will accept ACF dues as part of a dual membership and act as a conduit to the ACF for their dues and fees.
 5. Members will be designated into the TCA Local Chapter of the closest host city to the application home address.
 - a. Members who are located in regions that do not have a Local Chapter may designate any chapter within the TCA they choose.
 6. The TCA State Membership Categories are as follows:
 - a. **TCA Professional Culinarian:** A Professional Culinarian shall be a person with at least three years full-time employment in the culinary profession with the designation of a cook, station chef, baker, sous chef, chef de cuisine, working chef, chef educator, pastry chef, or executive or any other correlating job title that designates full time active cooking, consulting, or educating.
 - i. TCA Professional Culinarian Membership may hold any TCA Local Chapter elected or appointed chair.
 - ii. TCA Professional Culinarian Membership has full voting rights on the TCA State and Local levels
 - b. **TCA Culinarian:** A culinary professional with a minimum of 6 months to 3 years of full time active cooking full time employment who is pursuing on-the-job training and building a resume to take on more responsibility. Job titles should closely relate to cook, station chef, or baker or any other correlating job title that designates full time active cooking at this level.
 - i. TCA Culinarian Membership may hold any TCA Local Chapter elected or appointed chair.
 - ii. TCA Culinarian Membership has full voting rights on the TCA State and Local levels

- iii. TCA Culinarian Membership shall be subject to a lifetime limit of five years
- c. **TCA Student Culinarian:** A Student Culinarian shall be a person that is involved in the culinary profession and have fewer than two years work experience at the time of joining. A Student Culinarian shall be a student enrolled in a post-secondary culinary education program, or a registered ACF apprentice as defined by the ACF Bylaws and ACEF apprenticeship training program. This level is restricted to culinary students with less than two (2) years of full time industry employment.
 - i. TCA Student Culinarian cannot hold a state or local elected office but may hold a state or local appointed chair.
 - ii. TCA Student Culinarian Membership has 1/3 voting rights
 - iii. TCA Student Culinarian Membership is not available to a person who has previously been a TCA Culinarian or TCA Professional Culinarian.
 - iv. TCA Student Culinarian Membership shall be subject to a lifetime limit of four years.
- d. **TCA Junior Culinarian:** A Junior Culinarian shall be a high school student between 16 and 18 years of age.
 - i. TCA Jr. Culinarian Membership cannot hold state or local elected office or appointed chair.
 - ii. TCA Jr. Culinarian Membership does not have any voting rights.
- e. **TCA Senior Professional Culinarian:** retired 65 or older chefs. TCA Senior Chefs must have a minimum of the last 10 years of membership throughout their professional career. Regardless of age, a member with at least seven (7) years tenure in any category who is permanently and totally disabled from culinary employment shall be eligible for Senior Professional Culinarian membership. This membership shall include Senior Professional Retired Honorary Chefs. These chefs are voted on for free TCA membership, pay ACF dues as applicable (optional) and pay term insurance as applicable (optional).
 - i. TCA Senior Professional Culinarians shall retain the rights and privileges of the membership category from which they retired, including the right (if any) to vote
 - ii. TCA Senior Professional Culinarians cannot hold elected offices but may hold an appointed chair.
- f. **TCA Military Membership:** is a membership to recognize our military chefs that are serving or have served and have been discharged

honorably from service. This membership will be discounted and is broken into two Classes: E1-5 and E6+

- i. TCA Military Memberships will have the full rights that are assigned to parallel TCA member categories
- g. **TCA Culinary School:** Offers a TCA Registered Post-Secondary culinary school a reduced student rate. TCA Culinary Schools must have three TCA Professional Culinarian members and registered with the TCA State Office
 - i. **TCA Property:** a membership that allows a business or company to purchase and retain employee memberships. Must purchase a minimum of one (1) TCA Professional Culinarian and (2) other TCA Culinarian Level Memberships in order to apply for this category. The property may purchase any number or any type of category past the 3 mandatory memberships listed above.
 - ii. All purchased memberships will adhere to the limits, rights, and definition set forth by the individual categories of these and ACF bylaws.
- h. **TCA Allied Membership:** An Allied Member shall be a person employed in a field related to the culinary profession (such as dietetics, home economist, food stylist, etc.) who does not qualify at any level of professional membership of the TCA.
 - i. TCA Allied Members cannot hold an elected state or local office but may hold a state or local appointed chair.
 - ii. TCA Allied Membership does not have any voting rights.
- i. **TCA Associate Membership:** any group, corporation, or company that provides products or services to the culinary profession or industry.
 - i. TCA Associate Memberships cannot hold elected state or local office but may hold a state or local chair.
 - ii. TCA Associate Memberships shall have no voting rights
- j. **TCA Culinarian Enthusiast:** A Culinary Enthusiast Member shall be a person of the non-food professional community that has a passion for the culinary arts.
 - i. TCA Culinarian Enthusiasts cannot hold elected state or local office but may hold a state or local appointed chair.
 - ii. TCA Culinarian Enthusiasts do not have any voting rights.

Section 3. Member Meeting & Voting Rights

1. Voting rights on both the local chapter level and state general session are restricted to active TCA Professional Culinarian, TCA Culinarian, and TCA Student Culinarian members only.
2. All active members have the right to speak utilizing Robert's Rules during local and the state annual general session.
3. State Board Meetings are closed sessions and are to include the TCA Executive Board, Local Directors, State Appointed Chairs, invited experts, and TCA Office Administrator(s)
 - a. A TCA Member may request to attend as an observer with no speaking or voting rights.
 - i. This request must be made in writing through the Local Chapter Director to the TCA President
 - 1.) If approved the requesting Local Chapter or Attending Member is to incur any cost associated with travel, accommodations, and meals.
 - 2.) The TCA President has the full right to excuse the attending member from the meeting at any time for an Executive Discussion.

Section 4. APPLICATION FOR MEMBERSHIP

1. Application for membership shall be made in accordance with provisions of bylaws and will only be recognized once the application is approved and paid in full.
 - a. New members will be notified by the state office and informed of the time and place of the next local sub-chapter meeting.

Section 5. Membership Obligations

1. As a condition of membership, all TCA members shall be bound and abide by the TCA Bylaws, policies and procedures, as amended from time to time, including without limitation, the ACF Culinarian's Code and the TCA rules governing unethical conduct, the procedure for joining the ACF, and termination and suspension of membership
2. ACF dual members shall also, as a condition of ACF membership, be bound and abide by the ACF Bylaws, policies and procedures, as amended from time to time, including without limitation, the Culinarian's Code and the ACF rules governing Unethical Conduct, the procedure for joining the ACF, and termination and suspension of membership

Section 6. Termination of Membership

1. TCA members may be expelled or subject to other sanctions for cause by two-thirds vote of the TCA State Board of Directors in accordance with procedures adopted by the TCA Board of Directors.

(Adopted August, 2017)

- a. A formal written letter of cause is to come from the Local Chapter Director only after a two-thirds vote on member expulsion has been made by the local chapter.
 - b. The TCA State Board will review the Local Chapter's Written Request, Interview subjected member, and conduct further investigation as it deems necessary.
 - c. The TCA State Board has the full right to
 - i. Expel the subjected member without due reimbursement
 - ii. Move subjected member to another Local Chapter
 - iii. Deny the request of the expulsion of the subjected member's Local Chapter
2. TCA Members that are elected or appointed to the TCA State Board may be expelled or subject to other sanctions for cause by two-thirds vote of the TCA State Board of Directors, in accordance with procedures adopted by the TCA Board of Directors.
- a. A formal written letter of cause may come from the TCA Local Chapter or any TCA State Board Member

Article XI – CONFLICTS OF INTEREST

Section 1. Conflicts of Interest

1. All officers, Board of Director members, Committee members, general membership, or others acting in any capacity for the TCA shall disclose to the Board of Directors any situation which may be construed as a conflict of interest in accordance with policies and procedures adopted by the Board of Directors.

Article XII - INDEMNIFICATION OF DIRECTORS & OFFICERS

Section 1. Indemnification of Director and Officers

1. To the full extent authorized by law, the TCA shall indemnify any person, made or threatened to be made, a party in any action or proceeding, whether civil or criminal, by reason of the fact that the person is or was a director or officer of the TCA or served in any capacity at the request of the TCA or any other corporation, partnership, joint venture, trust or other enterprise.

Article XIII – TCA STATE BYLAW AMENDMENTS

1. TCA State bylaw amendments may not contradict or violate the TCA State Constitution
2. Any TCA member with professional culinarian privileges may propose an amendment to the Bylaws through their local chapter director. A Bylaws and Resolutions Committee will review, and if necessary, bring forward to the TCA Board of Directors at the next available Bi-annual meeting.

- a. The proposed amendment shall require an affirmative two-thirds (2/3) vote of the members of the TCA State Board of Directors for adoption.
- b. If the proposed bylaw amendment requires a TCA State Constitutional Amendment, the TCA Membership must first amend the TCA State Constitution

ARTICLE XIV – TCA DISSOLUTION

1. The TCA may be dissolved by the affirmative vote of 2/3 of the votes cast at a meeting of the Board of TCA and in accordance with applicable law.
2. In the event of dissolution of the Texas Chefs Association, all Association holdings, after all just obligations of the Association are paid, shall be disbursed by the Executive Officers and Board of Directors to the ACF Foundation, Inc., or a similar 501(c)(6) organization to be determined by a majority vote.