



Texas Chefs Association, Inc.
Constitution

ARTICLE I – NAME

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

ARTICLE II – PURPOSES & LIMITATIONS

Section 1. PURPOSE

1. The Texas Chefs Association (TCA) is a not-for-profit, 501(c)(6) corporation incorporated under the laws of the State of Texas. The mission is to support fellowship, education, mentorship, professionalism, and culinary excellence for its membership and the culinary arts/foodservice industry in which that membership performs its profession and craftsmanship.

Section 2. LIMITATIONS

1. The Texas Chefs Association, its Board of Directors, and its Committees shall refrain from entering into business dealings for the sole purpose of profiteering for individual members and/or outside entities.
2. The Texas Chefs Association, its Board of Directors, and its Committees 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.

Section 2. TCA STATE BOARD OF DIRECTORS FORMATION

1. The TCA State Board of Directors shall be formed and comprised of Executive Officers, Local Chapter Directors, State Standing Committee Chairs, Special Session Committee Chairs, and Ambassadors.

Section 3. POWER & DUTIES

1. The TCA Board of Directors shall be the representative body of the entire membership at the TCA State and ACF National level.
2. The TCA Board of Directors will be empowered to make administrative, marketing, financial, and business decisions for the Association that do not conflict or violate the TCA Constitution, TCA Bylaws, and or TCA Policy & Procedure Document.
 - a. The mechanics of the TCA State Board of Director's Power & Duties shall be detailed in the TCA Bylaws and TCA Policy & Procedure Document

ARTICLE IV – TCA STATE EXECUTIVE OFFICERS

Section 1. TCA STATE EXECUTIVE OFFICERS & PURPOSE

1. The State Executive Officers of the Texas Chefs Association serve as the State leadership to the State Board of Directors and general membership and shall be established under the following titles:
 - a. President
 - b. 1st Vice President
 - c. 2nd Vice President
 - d. Treasurer/Secretary or Secretary/Treasurer
 - e. Chairman of the Board
2. The qualities, standards, and regulations for obtaining and holding a TCA State Executive position will be governed by the TCA Bylaws and Policy Procedure Documents

Section 2. Powers & Duties

1. The TCA Bylaws and TCA Policy & Procedure Document will define the powers and duties of each TCA State Office
2. The TCA Bylaws and TCA Policy & Procedure Document will not supersede any standard definition of executive officers titles and purposes

ARTICLE V – TCA STATE STANDING COMMITTEES CHAIRS, SPECIAL APPOINTED COMMITTEES CHAIRS, & AMBASSADOR

Section 1. Purpose

1. TCA State Standing Committees Chair, Special Appointed Committee Chairs, and Ambassadorships shall be set and governed by the TCA Bylaws and TCA Policy & Procedure to serve as a specific goal or mandate of the Texas Chefs Association Board of Directors in accordance to the mission statement and overall purpose in its formation

Section 2. Appointment and Term

1. TCA State Standing Committee Chairs, Special Appointed Committee Chairs, and Ambassadorships are appointed from the respected State Officer's Office and will serve at his/her discretion.

ARTICLE VI – TCA LOCAL SUB CHAPTERS

Section 1. DEFINITION & PURPOSE

1. Definition: 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 under the guidelines of the TCA Bylaws.
2. Purpose: The purpose of a Texas Chefs Association Sub-Chapter is to focus the sub-chapter membership in the duties of the TCA Constitution under the rules and regulations of the TCA bylaws for a local area, membership, and culinary industry.

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 CONSTITUTION AMENDMENTS

Section 1. AMENDMENTS TO CONSTITUTION

1. The Board of Directors of the Association shall have full power, by a majority vote at any Directors' meeting to propose new provisions to the Constitution and to alter, amend or repeal any existing provisions; but any such action taken by the Board shall be submitted for approval by the membership and shall not be accepted unless approved by a majority vote of the members present at the next annual meeting. The Secretary/Treasurer shall send a copy of the proposed amendment to each member of the Association, via email, fax or mail at least thirty (30) days in advance of the meeting at which the amendment is to be voted on.

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.