

Texas Chefs Association

BYLAWS

Article I

Name and Object

The Texas Chefs Association (TCA) is a not-for-profit, 501-c-6 corporation incorporated under the laws of the State of Texas. TCA is organized as a non-partisan association of chefs and other culinarians, dedicated to the promotion of excellence, education, professionalism and collegiality in the culinary profession.

Article II

Membership

Section 1. Eligibility. TCA/ACF membership shall be open to Culinarians and other individuals engaged in the culinary profession and allied employment that meets the requirements set forth in Section 2. 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 and other institutions; (b) culinary education; (c) culinary research, development or testing; or (d) other culinary employment.

Section 2. Categories of Membership. There shall be thirteen (18) categories of TCA/ACF and TCA membership as follows:

(a) Junior Culinarian. (ACF/TCA or TCA) A Junior Culinarian shall be a high school student between 16 and 18 years of age. Junior Culinarians shall have _ (one quarter) vote in any electoral proceedings of the ACF.

(b) Student Culinarians. (ACF/TCA) 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 postsecondary culinary education program, or a registered apprentice as defined by the ACF apprenticeship-training program. A Student Culinarian shall have _ (one quarter) vote in any electoral proceedings of the ACF. Student Culinarian membership shall be subject to a lifetime limit of four years.

(c) Culinarians. (ACF/TCA) A Culinarian shall be individuals including line cooks, bakers, pastry cooks or other culinarian not involved in the management or supervision of the respective property with a minimum of 6 months full time employment. A Culinarian shall be pursuing on-the-job training and experience necessary to advance to the membership level of Professional Culinarian. A Culinarian shall have one vote in any electoral proceedings of the ACF. A Culinarian membership shall be subject to a lifetime limit of five years.

(d) TCA Junior (TCA)

(1) Any recognized and registered apprentice who is in training and has successfully completed the 500 hours probationary period as prescribed under the standards of training of the National Apprenticeship Training Program for Cooks of the American Culinary Federation Education Institute

(ACFEI) and students enrolled in post-secondary culinary training programs.

(2) Or any person currently employed in a food preparation position with less than three (3) years, and no more than four (4) years documented work experience, who does not participate in either of the above mentioned study groups.

(3) This level of membership may serve as a TCA Committee member but may not hold TCA elected or appointed offices or act as TCA Committee Chairpersons (except Junior Member Committee). *Note: All ACFEI registered apprentices are required to join as junior members of a local TCA chapter immediately upon successful completion of the 500 hour probationary period as prescribed by the standards of training of the American Culinary Federation National Apprenticeship Program.

(4) This level of membership is entitled to no vote on TCA elections.

(5) TCA Junior is a member of the TCA only.

(6) TCA Junior does not receive life insurance benefits.

(e) Professional Culinarians. (ACF/TCA) A Professional Culinarian shall be a person with at least three years full-time employment in the culinary profession. A Professional Culinarian shall have one vote in the election of TCA officers and chapter directors.

(f) Senior Professional Culinarians. (ACF/TCA) A Senior Member shall be a person at least 65 years of age, retired from employment and who shall have been an ACF Professional Culinarian member for a minimum of ten (10) consecutive years at the time of retirement. Senior Professional Culinarians have the right to vote for national officers and at-large directors. Senior Culinarians cannot hold elected national office. If member has 10 years as a Professional Culinarian, this will be the only membership category from which they will be retiring.

(g) Associate Member. (ACF/TCA) An Associate Member shall be a representative of a group, company or corporation providing products or services to the culinary profession. Associate Members shall have no voting rights and cannot hold elected national office. There are 3 levels of Associate Members.

(h) Allied Member. (ACF/TCA) An Allied Member shall be a person employed in a field related to the culinary profession (such as dietetics, home economist, and food stylist, etc.) who does not qualify at any level of professional membership of the ACF. Additionally, any person who wishes to support and promote the ACF and culinary profession may become an Allied Member. Allied Members shall have no voting rights and cannot hold elected national office.

(i) Culinary Enthusiast Member. (ACF/TCA) A Culinary Enthusiast Member shall be a person of the general non-food professional community that has a passion for the culinary arts. A Culinary Enthusiast Member shall have no voting privileges. A Culinary Enthusiast Member cannot hold elected national office.

(j) Member at Large. (TCA) The Member at Large Category may include all levels of membership as defined and stated in the Bylaws. This category is designated for members that are located in areas without local chapter and cannot take advantage of attending a chapter meeting / function. A Member at Large shall have all voting privileges as reflective of his or her membership level and shall be eligible to vote only in the state elections.

(k) TCA CHEF. (TCA) A Culinarian with 3 or more years of experience. This category of membership does not include membership with ACF. The TCA CHEF is granted all voting rights and privileges on all state issues and receive a membership card, pin, and patch. A TCA Chef does not receive TCA life insurance and may not hold state office or that of a chapter director.

(l) Corporate Membership. (TCA)

(1) Minimum of 3 applicants must apply as a group.

(2) All applicants are assigned the same anniversary date.

(3) The first chef applicant must join as a Professional Culinarian member and be eligible to meet the requirements for this category. The membership is in the individuals name only and is not transferable. *See details for Professional Culinarian below.

(4) The two (2) or more remaining applicants may be Professional Culinarians or TCA Chef members. TCA Chef memberships within this group is assigned by the company/property. These may be transferable within the annum. *See details for TCA Chef below.

(5) The normal initiation fee per individual is waived within this group membership. *Professional Culinarian: Culinarian with 3 or more years of experience. A Professional Culinarian is a member of the American Culinary Federation (ACF) and the Texas Chefs Association (TCA). Each provides a membership card, certificate, patch and a free life insurance policy, Culinary Review Magazine, access to educational programs and certification at a reduced rate. The Professional Culinarian is granted all voting rights and privileges. Membership in not transferable.

*TCA Chef: Culinarian with 3 or more years of experience. This category of membership does not include membership with ACF. The TCA Chef is granted all TCA voting rights and privileges and receives a membership card, certificate and patch. Membership is transferable.

(m) Property Member. (ACF/TCA) Property Members shall include all specific categories of Junior Culinarian, Student Culinarian, Culinarian or Professional Culinarian. A Property Membership shall allow a property to maintain a consistent culinary membership presence reflective upon employment within the Culinary / Food & Beverage department of said property. The individual member shall remain a Property Member as long as he or she is employed by that property. If the individual member's employment ends before the property anniversary date, they shall have the option of becoming an individual

member within their respective category by paying a full year's dues. Property members who are not a member of the local or national chapter are not eligible to vote in neither regional or national elections nor hold regional or national office. Individual Members shall be encouraged to join the local chapter of their choice. A Property Member shall not be authorized to form its own chapter.

If an individual Property Member is also a member of a local chapter, such individual member shall have regional and national voting rights. If such individual member chooses to join the national chapter such individual member shall have national voting rights.

(n) Retired Honorary ACF/TCA (Grandfathered) Member before 1/1/2008, voted to be honorary, dues free for TCA/ACF. No card, insurance is included in payment but is optional. Has 1 vote.

(o.) Retired Lifetime (ACF/TCA) (Grandfathered) Member before 1/1/2008. Yearly membership card. Insurance included in payment. Can vote.

(p) Senior Professional Retired Honorary. (TCA) No card. Insurance is optional. Can vote in TCA elections. If voted in as Honorary member by TCA member, this person may choose to remain ACF Senior Professional Culinarian member, however said member will be responsible to pay the applicable dues to ACF. TCA portion will be paid by TCA.

(q) Senior Professional Culinarian – Disabled. (ACF/TCA) Regardless of age, a member with at least 7 years tenure in any category who is permanently and totally disabled as a result of culinary employment shall be eligible for Senior Professional Culinary membership. Yearly membership card, insurance included in payment and can vote. The annual dues for this member are lower than those of a Senior Professional Culinarian.

(r) Culinary School Memberships (ACF/TCA) Culinary school must have 3 Professional Culinarians, may have as many or as few Student Culinarians. Professional Culinarians have insurance and all voting rights and privileges. Student Culinarians receive a school letter, patch, membership card and certificate. Student does not have insurance with TCA but does have ACF insurance.

Section 3. Chapter Membership. All local chapter memberships must fall into one of the membership categories listed in Section 2 of this Article II. No other membership categories shall be recognized by the TCA. TCA members must maintain their chapter membership in order for their national membership to remain in good standing. However, this requirement shall not apply to National Honorary, National Life and International Members, and shall not be construed to prevent members from transferring chapters.

Section 4. TCA Membership. All applications for TCA/ACF membership must be forwarded by the local chapter to the TCA Office. Approval will be based exclusively upon conformance by the applicant with the established ACF

membership criteria and procedures. In the event the ACF rejects an application, it shall also be deemed rejected for the purpose of chapter and national membership and the rejected applicant shall not be considered a member of the TCA/ACF local chapter or national for any purpose.

Section 5. Voting Rights. Voting ACF/TCA members may vote only in the election of ACF national officers, at-large directors and TCA state officers. All other business requiring the vote of members is vested in the Board of Directors.

Section 6. Membership Obligations. As a condition of membership, all ACF members shall be bound and abide by the ACF Bylaws, policies and procedures, as amended from time to time, including without limitation, the Culinaricians Code and the ACF rules governing Unethical Conduct, the procedure for joining the ACF, and termination and suspension of membership.

Article III

The Board of Directors

Section 1. Board of Directors. The membership of the Board of Directors shall be comprised of the following: the Director of each local chapter; the TCA President, Immediate Past President, 1st Vice President and 2nd Vice President, Secretary/Treasurer, and such non-voting members as provided in these Bylaws. The Standing and Special Committee Chairs shall serve as non-voting members.

Section 2. Powers and Duties. The Board of Directors shall be the representative body of the membership. The Board of Directors shall have the following powers and duties:

- (a) The Board of Directors shall be vested with full voting rights as to any and all matters requiring action or approval of the membership, excluding only the election of officers and chapter directors.
- (b) The Board of Directors shall have the authority to amend the Bylaws as provided in these Bylaws.
- (c) The Board of Directors shall approve the annual budget.
- (d) The Board of Directors shall set TCA dues.
- (e) The Board of Directors may adopt resolutions on matters of planning, procedure and policy presented by members, committees or other sources for consideration and guidance. The Board of Directors shall exercise its independent judgment and discretion in determining whether or not to follow such resolutions, consistent with the Board's fiduciary obligations.

Section 3. Annual and Special Meetings.

(a) The semi-annual meetings of the Board of Directors shall be held in conjunction with the Annual State Convention in the summer and a meeting in the winter. This location shall take place in the location of the next year's convention. Special circumstances must be presented to the Board and approved with a 50% vote thirty days prior to changing locations.

(b) Special Called Meetings may be called at the written request of any Member of the TCA Board of Directors with a majority vote of the Board of Directors via mail, e-mail or phone call. The Secretary shall send all members of the Board of Directors a notice of the special meeting by mail, e-mail, fax or phone call not less than 30 nor more than 60 days before the meeting. The notice shall specify the time, place and purpose of the meeting.

Section 4. Quorum and Voting. The presence of 50% of the eligible voting members of the Board of Directors shall constitute a quorum for transaction of business. When any corporate action is taken by vote of the Board of Directors, it shall, except as otherwise required by law, be authorized by a majority of votes cast at such meeting. The TCA may be dissolved by the affirmative vote of 50% of the votes cast at a meeting of the Board of TCA and in accordance with applicable law.

Section 5. Proxies. Members of the Board of Directors may vote at meetings by proxy. 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. All proxy forms must be submitted to the Secretary prior to the opening of the meeting.

Article IV

The State Officers

Section 1. General. The state officers of the TCA/ACF shall be the Immediate Past President, President, Secretary/Treasurer 1st Vice President and 2nd President. Except for the Immediate Past President, they shall be elected by the membership in accordance with these Bylaws.

Section 2. Qualifications for State Office. In order to serve as a state officer, a TCA/ACF member shall

- (a) have held Professional Culinarian privileges for at least five consecutive years and must maintain a Professional Culinarian status while holding office;
- (b) have served for at least two years as
 - (1) an elected chapter officer; or
 - (2) an ACF Standing or Special Committee Chair

(3) have attended two State Conventions prior to his/her election. The President must also have served on the Board of Directors prior to election as President.

Section 3. Term of Office. The state officers shall be elected by the majority vote of the TCA membership. 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. The terms of office shall begin with installation at the State Convention following the election during the general business session and continuing until a successor is duly elected and qualified. An officer appointed to fill a vacancy shall serve until a successor is elected and installed in office.

Section 4. Powers and Duties. 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.

Section 5. President. The President shall serve as Chief Operating Officer of the TCA, Chair of the State Convention, and as an ex officio, non-voting member of TCA/ACF committees, except the Nominations & Elections Committee and the Internal Audit Committee.

Section 6. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for keeping the records of the ACF and the preparation of the minutes of all ACF meetings. The Secretary/Treasurer shall oversee the financial affairs of the TCA. 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. The Secretary/Treasurer shall cooperate and coordinate with the Internal Audit Committee to assure that its audit functions are carried out in accordance with the Bylaws. The secretary/Treasurer will ensure that there is 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.

Section 7. 1st Vice President and 2nd Vice President

The 1st and 2nd Vice Presidents shall be responsible for duties as assigned by the Board of Directors and/or the President.

(a) DUTIES OF THE FIRST VICE PRESIDENT

The First Vice President shall serve as the Chairperson for the Finance Committee, Community Outreach, Chefs Relief Fund, Technological Development (Web Site), Culinary Visions Program and the American Academy of Chefs.

(b) DUTIES OF THE SECOND VICE PRESIDENT

The Second Vice President shall serve as the official TCA Convention Coordinator, Chairperson for Culinary Arts, Public Relations, Education, Chapter Development, Membership and Apprenticeship.

Section 8. Immediate Past President. The outgoing TCA President shall serve as Immediate Past President for a term to be concurrent with the newly elected President. 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; serve as an advisor to the President; install the state officers; preside at meetings in the absence of the President.

Section 9. Vacancies.

(a) If the President is unable to complete his/her term for any reason, any Past President agreed upon by a majority of the Board of Directors shall immediately assume the duties of President until the vacancy can be filled in accordance with the Bylaws through an election held and the next General Business Session of the Members and voted on at meeting.

(b) Any vacancy that occurs in the office of 1st or 2nd Vice President duties will be assigned to the Immediate Past President until the vacancy can be filled in accordance with the Bylaws through an election held and the next General Business Session of the Members and voted on at meeting.

(c) 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. The successor to any chapter director who fails to complete his/her term shall be nominated by the chapter and appointed by the President to complete the balance of the term.

Section 10. General Rules. The Board of Directors shall establish rules and procedures for all committees.

Article V

Chapters and Regions

Section 1. Local Chapters. A local chapter must meet the following requirements in order to be chartered as a chapter of the ACF and remain in good standing:

(a) The chapter must be formed with a minimum of fifteen Professional Culinarian members; (TCA/ACF) or TCA members. The chapter must annually maintain at least twelve members, as defined by the Bylaws, to remain in good standing.

(b) It must be duly organized in the city or region where it is located.

(c) Its individual membership categories and requirements must conform to the categories and requirements established by the TCA/ACF Bylaws. Chapters shall neither admit nor retain members who do not meet the requirements of the TCA/ACF Bylaws. On other matters, local chapter bylaws shall not conflict with these Bylaws.

(d) It shall be responsible for properly managing funds and for all tax reporting requirements.

(e) It shall enter into an affiliation agreement as approved by the Board of Directors.

(f) It shall have the approval of the presiding President. That approval shall be based on considerations outlined in the ACF Bylaws Policies and Procedures.

Section 2. Chapter Elections. A chapter member's right to hold office and to vote in chapter elections shall be governed by the TCA/ACF bylaws; however, only those members who have professional culinarian status shall be eligible to serve as chapter director or secretary/treasurer.

Article VI

Nomination and Elections

The State Secretary/Treasurer shall chair the Nominations & Elections Committee. The Committee shall consist of all Past Presidents or as assigned by the Chair. The Secretary/Treasurer 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.

Article VII

Meetings

Section 1. State Convention. The President shall call a State Convention each year for the purpose of conducting the annual meetings of the TCA membership and the Board of Directors.

Section 2. Board Meeting. President shall call a Meeting of the Board of Directors within six months of the annual state convention of TCA membership to conduct the business of the Texas Chefs Association. The President shall call this meeting with at least 30 days notice emailed, faxed or mailed to the chapter directors. The notice shall include the agenda for the meeting.

Section 3. Quorum. Fifteen percent (15%) of the Professional Culinarians, TCA Chefs, Retired and Honorary members shall constitute a quorum at an annual or local chapter meeting.

Section 4. Voting. In the event that a quorum is not present at an annual or local chapter meeting, the voting actions taken at such meeting shall not become effective until ratified by a majority of the members accomplished through an electronically transmitted vote (email or fax) or at the next scheduled meeting of the organization.

Article VIII

Administration

Section 1. Staff. The TCA shall have such staff as the Board of Directors deems necessary, including the State Office Administrator of Operations. Staff issues including organization, compensation and benefits shall be committed to the discretion of the Board of Directors.

Section 2. Officers' Expenses. The President shall be reimbursed for approved budgeted expenses incurred in attending the National Convention, Regional Convention, State Convention, Called Board Meetings and any other meeting required by the Bylaws. Elected officers shall be reimbursed for approved budgeted expenses. At the discretion of the Board of Directors, the Committee Chairs shall be reimbursed for approved budgeted expenses incurred in attending the State Convention and any other meeting required by the Bylaws or the Board of Directors.

Section 3. Expenditures. All Headquarter expenditures/investments will be approved by the Board of Directors or as specified in the Policies and Procedures file. All expenditures/investments by local chapters will be approved by local membership and be in accordance with these bylaws.

Section 4. Audit. The Board of Directors shall arrange for the TCA and its affiliates to be financially reviewed annually by an independent certified public accountant. A copy of the report shall be emailed or faxed to the Board of Directors within 60 days after its completion.

Article IX

Conflicts of Interest

All officers, Board of Director members, Committee members 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 X

Removal of Officers and Expulsion of Members

Section 1. Removal of Officers and Directors. State officers and Directors may be removed for cause upon two-thirds vote of the Board of Directors in accordance with procedures adopted by the Board of Directors.

Section 2. Termination of Membership. TCA/ACF members may be expelled or subject to other sanction for cause by two-thirds vote of the Board of Directors in accordance with procedures adopted by the Board of Directors. If a TCA/ACF member is suspended or terminated his/her TCA chapter membership shall be deemed likewise suspended or terminated.

Article XI

Amendments

Any TCA member with professional culinarian privileges may propose an amendment to the Bylaws in accordance with policies and procedures established by the Bylaws and Resolutions Committee and approved by the Board of Directors. The proposed amendment shall require an affirmative two-thirds (2/3) vote of the members of the Board of Governors present and voting for adoption.

Article XII

Indemnification of Directors and Officers

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

Parliamentary Authority

Robert's Rules of Order, Newly Revised Tenth Edition shall govern all meetings and proceedings of ACF, except to the extent inconsistent with these Bylaws.

*** Version approved via email vote of members October 2011.