

## **ARTICLE I – NAME**

The name of this Association shall be  
**TEXAS CHEFS ASSOCIATION, INC.**

## **ARTICLE II - PURPOSES**

### **Section 1. PURPOSES**

1. The purpose for which this Association is formed is to support an educational and scientific undertaking having the following purposes and objectives:
2. To interchange information and ideas among culinarians in the best interest of themselves and the industries.
3. To advance the stature and prestige of Chefs.
4. To aid and encourage the training and education of culinary personnel and the support of educational projects in the culinary field.
5. To maintain high personal and moral standards.
6. To encourage the highest possible standard of all foods served to the general public.
7. To provide opportunity for exchange of experience and opinions of Chefs through discussions, study and publications.
8. To advocate and encourage reciprocal cooperation and understanding among owners, management and culinary department employees.

### **Section 2. LIMITATIONS**

1. The Association, its Board of Directors and its Committees shall refrain from taking any position or from expressing any opinion on such questions as clearly fall solely in the purview of the individual places of employment of its members.

### **Section 3. NON PROFIT AND INCORPORATION**

1. This shall be a non-~~for~~ profit Association and shall be incorporated under the laws of the State of Texas.
2. In the event of a dissolution of this Association, all Association holdings, after all just obligations of the Association are paid, shall be disbursed by the current Officers and Board of Directors to the ACF Foundation Inc., or any number of 501 C6 organization(s), with a majority of vote. In the event of the dissolution of any sub-chapter of the TCA, all funds and assets will revert to the state office to be held in escrow for a period of two (2) years. The funds will be made available for the purpose of seed money for the reorganization of the sub-chapter. After this period of time the money will be transferred to the general operational fund of the TCA.

### **Section 4. HEADQUARTERS**

1. The headquarters of this Association shall be restricted to San Antonio, Texas.

## **ARTICLE III - MEMBERSHIP**

### **Section 1. SUB-CHAPTER**

1. Any group composed of Executive Chefs, Chefs, Working Chefs, Research and Development Chefs, Pastry Chefs, Chefs Garde Manger, Banquet Chefs, Sous-Chefs, Chef Educators, Cooks,

Pastry Cooks, lawfully organized for the purpose of promoting the welfare of the culinary professions, shall have the privilege of applying for a Sub-Chapter in the TCA.

2. Candidates shall file a written application for membership to the TCA President.
3. A Sub-Chapter of the TCA must be classified within the following membership categories:
  - 1) Professional Culinarian      2) TCA Chef      3) Junior Culinarians      4) TCA Junior
  - 5) Student Culinarians      6) Culinarians      7) Retired Honorary      8) Allied
  - 9) Senior Professional Culinarian      10) Associate ( A1- A2 - A3)      11) Culinary Enthusiast
  - 12) Member at Large      13) TCA Corporate Membership      14) Property Membership
  - 15) Culinary School Membership      16) Retired Lifetime      17) Senior Professional Retired Honorary
  - 18) Senior Professional Culinarian – Disabled
4. Any other local chapter membership levels do not include voting rights or benefits.

### **Section 2. APPLICATION FOR MEMBERSHIP**

1. Application for membership shall be made in accordance with provisions of bylaws.

### **Section 3. SUSPENSION AND EXPULSION OF MEMBERS**

1. The Association shall have the power to suspend or expel any member in the manner prescribed by the bylaws for nonpayment of dues or for conduct termed to be adverse to the best interest of the Association.

## **ARTICLE IV - OFFICERS AND DIRECTORS**

### **Section 1. OFFICERS**

1. The officers of the association shall be a President, a 1<sup>st</sup> Vice President, a 2<sup>nd</sup> Vice President and a Secretary Treasurer.
2. The officers shall be members of the Board of Directors.
3. 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.
4. The officers shall be elected by a majority vote of the members present at the annual meeting from nominations made by the Nomination Committee.
5. Officers and directors 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.
6. No officers shall be eligible to hold the same office for more than two elected consecutive terms.
7. With the exception of Associate members and Allied members any member in good standing shall be eligible for election as an officer.
8. In the event of death, resignation or vacancy resulting from one of the officers moving out of the state of Texas, the vacancy will be filled by the following method. 1<sup>st</sup> Vice President will assume the position of President. The 2<sup>nd</sup> Vice President will assume the position of 1<sup>st</sup> Vice President. At the discretion of the President, the position of the 2<sup>nd</sup> Vice President will be filled by appointment from the President until the next annual meeting and election. This position may or may not be appointed prior to the next meeting depending on time and the necessity of the position. The Secretary/Treasurer will remain in his/her current office.  
In the event the Secretary/Treasurer is unable to fulfill his/her office, the office will be filled by appointment from the President until the next annual meeting and election.

In the event the Chairman of the Board is unable to fulfill his/her office, at the discretion of the President, the office will be filled by appointment from the President. This position may only be filled by a Past President of the Texas Chefs Association. Upon a majority vote of the Board of Directors, the position of Chairman of the Board may remain unfilled until the next natural progression of elections.

9. All officers of the TCA, permanent state committee chairmen and directors can only hold one position; this is not to include Chapter committees or ACF positions.

### **Section 2. BOARD OF DIRECTORS**

1. The Board of Directors shall consist of the President, First Vice President, Second Vice President, Secretary/Treasurer, Chairman (the immediate past president), and one member representing each of the established chapters of the State.
2. Directors for the ensuing term shall be elected by plurality vote of members at annual meetings from nominations submitted by nominating committee and the members of the Board shall be elected for a two-year term, with half of the directors having their terms expire each year thereby giving an overlapping membership on the Board. If there is a nomination from the floor, other than the chapter's nominee, there must be a quorum present from the chapter to vote. If no quorum is present, the original candidate is accepted as the nominee.

## **ARTICLE V - MEETINGS**

### **Section 1. MEETINGS OF MEMBERS**

1. Annual business meetings of the members for the election of officers and directors and the transaction of other business of the Association shall be held at a time and place designated by the Board of Directors.
2. The Board of Directors shall not allow a longer period of time than 15 months to elapse between annual meetings.
3. The Secretary/Treasurer shall email, fax or mail notice of annual meeting to each voting member of the Association at least thirty (30) days prior to the meeting.
4. Fifteen per cent (15%) of the voting members (Professional Culinarian, Senior Professional Culinarian, TCA Chefs, and Retired) of the Association shall constitute a quorum at an annual or local meeting.
5. 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.

### **Section 2. MEETINGS OF THE BOARD OF DIRECTORS**

1. An annual meeting of the Board of Directors shall be held at the place where the annual business meeting of the members is held.
2. Special meetings, of the Board of Directors may be called, from time to time, by the President or Vice Presidents or Secretary/Treasurer of this Association. Notice of this time and place of such special meeting of the Board of Directors shall be given to the Directors. Such notice may be given by publishing the notice in an issue of the official publication of this Association which in the normal course of United States mail would reach the directors at least one week prior to the time designated for such meeting or such notice may be given by email, fax or mail to the Directors.

### **Section 3. MEETINGS OF THE EXECUTIVE COMMITTEES**

1. Meetings of the Executive Committee shall be conducted annually. Notice of this time and place of such meetings shall be given to the Committee at least thirty (30) days prior to the time designated for such meeting. 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.

#### **Section 4. SPECIAL MEETINGS**

1. Special meetings may be held at any time upon authorization by the Board of Directors, or by the written request of ten per cent (10%) of the voting members membership.
2. A majority of the Board of Directors shall constitute a quorum at any Board of Directors meeting.

#### **ARTICLE VI - LOCAL CHAPTERS**

1. Local chapters of this Association may be established, by the members of this Association in various local geographical areas or cities. 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 be acted upon by the entire membership, or Board of Directors of this Association. The Directors of established local chapters of this Association shall be considered chairman of that established local chapter. Local chapters shall be governed by the Constitution and Bylaws of this Association.

#### **ARTICLE VII - 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.