

**BYLAWS  
OF  
AUSTIN FOOD BLOGGER ALLIANCE**

A Texas Non-Profit Corporation  
amended 08/05/12

**PREAMBLE**

These Bylaws are subject to, and governed by, Chapter 22 of the Texas Business Organizations Code and the Articles of Incorporation of the Austin Food Blogger Alliance. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of Chapter 22 of the Texas Business Organizations Code, Chapter 22 of the Texas Business Organizations Code will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Austin Food Blogger Alliance, these Bylaws will be controlling.

**ARTICLE I - PURPOSES**

1.1 General. The purposes for which Austin Food Blogger Alliance is organized are:

1.1.1 Austin Food Blogger Alliance is organized and shall be operated exclusively as a social club within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code.

1.1.2 Austin Food Blogger Alliance shall work to set a standard of transparency and fairness for ourselves and our peers by adhering to a code of ethics. We will support, encourage and educate each other and the community at large through classes, social fellowship events, and philanthropy.

1.1.3 To engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

1.2 Powers. Austin Food Blogger Alliance is a non-profit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in Chapter 22 of the Texas Business Organizations Code; provided, however, Austin Food Blogger Alliance shall neither have nor exercise directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(7) of the Code.

## **ARTICLE II - OFFICES**

2.1 Principal Office. The Austin Food Blogger Alliance does not have a physical office location. but may arrange for offices as the Board of Directors may determine or as the affairs of Austin Food Blogger Alliance may require from time to time.

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

3.1 General Powers and Responsibilities. Austin Food Blogger Alliance shall be governed by a Board of Directors (“the Board”), which shall have all of the rights, powers, privileges and limitations of liability of directors of a nonprofit corporation organized under Chapter 22 of the Texas Business Organizations Code. The Board shall be made up of the officers and any other person duly elected to the Board as set forth in these Bylaws. No fewer than 2/3 of the members of the Board shall be active members of the Austin Food Blogger Alliance. The Board shall establish policies and directives governing business and programs of Austin Food Blogger Alliance and shall delegate to the Austin Food Blogger Alliance volunteers or staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

### 3.2 Number and Qualifications.

3.2.1 The Board shall have up to thirteen, but no fewer than six members. The number of Board members may be increased beyond thirteen members or decreased to less than six members by the affirmative vote of a majority of the then-serving Board of Directors.

3.2.2 In addition to the regular members of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, but shall not have voting power, shall not count as one of the regular Board members, and shall not be eligible for office.

3.3 Board Compensation. The Board shall receive no compensation other than reimbursement of reasonable expenses. However, provided the compensation structure complies with Sections 6.8 of these Bylaws, nothing in these Bylaws shall be construed to preclude any Board Member from serving the Austin Food Blogger Alliance in any other capacity and receiving compensation for services rendered.

3.4 Board Elections. A selection committee of no less than three people shall present nominations for new Board members at a Board meeting preceding the beginning of the next fiscal year. Each board shall decide on the timing and specific process for establishing the selection committee, identifying candidates, and selecting Board member nominees. Recommendations from the selection committee shall be made

known to the Board in writing before nominations are made and voted on. New Board members shall be approved by a majority of those Board members at a Board meeting at which a quorum is present.

3.5 Term of Board. All appointments to the Board shall be for two year terms. No person shall serve more than two consecutive terms. After serving a total of two terms a Board member may be eligible for reconsideration as a Board member after two years have passed since the conclusion of such Board member's service. The Past President is exempt from the two term limit and may serve up to three terms if one is as a Past President.

3.6 Vacancies. Vacancies on the Board may be filled by a majority vote of the Board at a Board meeting at which a quorum is present. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

3.7 Resignation. Each Board member shall have the right to resign at any time upon written notice thereof to the Board President or Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

3.8 Removal. A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a majority of then-serving Board members.

3.9 Meetings. The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President or any four regular Board members may call a special meeting of the Board on three days' notice to each member of the Board. Notice shall be served to each Board member via hand delivery, US mail, e-mail, or fax. The person or persons authorized to call special meetings of the Board may fix any reasonable place, including a conference call or online meeting, as the place for holding any special meeting of the Board called by them.

3.10 Minutes. At meetings of the Board, business shall be transacted in such order as the Board may determine from time to time. In the event the Secretary is unavailable, the Board President shall appoint a person to act as Secretary at each meeting. The Secretary, or the person appointed to act as Secretary, shall prepare minutes of the meetings which shall be delivered to Austin Food Blogger Alliance to be placed in the minute books of Austin Food Blogger Alliance. Such minute books may be maintained in electronic format.

3.11 Vote of the Board. Any vote required by the Board may be made via email, in person or via telephone at any meeting of the Board. In addition to voting at meetings, a vote may be conducted via email. For purposes of email voting, all members of the Board are considered present for purposes of determining a Quorum as set forth in section 3.12 of these Bylaws. An email vote is completed when sufficient approval is obtained or when all Board members have voted, whichever occurs first.

3.12 Quorum. At each meeting of the Board or Board Committees, the presence of the lesser of (a) 7 members, or (b) one-third of the members then serving on the Board (but in no case less than 3) or committee (but in no case less than 2) shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, the vote of the President shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committee if during the meeting he or she is in electronic (phone or online) communication with the other Board members participating in the meeting.

3.13 Proxy. A Board member who is unable to attend a meeting of the Board or a Board Committee may vote by proxy conferred in writing or by email given to any other voting member of the Board or Committee or designated staff member who is in attendance at the meeting in question. However, a vote by proxy will not be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocable by law.

3.14 Board Member Attendance. . Board members must attend a minimum of 9, or 75% of board meetings throughout the year. Board members may not miss more than two meetings in a row. The Board may deem a Board member who has missed two consecutive meetings without a reevaluation of their commitment to the Austin Food Blogger Alliance with the Board President to have resigned from the Board. In the event a meeting cannot be attended, the board member must give voting rights to another board member/executive committee member and notify the Secretary of their planned absence and the board member to whom they have given their voting proxy.

3.15 Board Member Responsibilities. Board members must maintain all responsibilities set forth for their position, as agreed upon and documented when their position was accepted. Board members should support each other for Austin Food Blogger Alliance events and/or projects. Board members are encouraged to attend as many official Austin Food Blogger Alliance events as possible. If they cannot attend an event, board members are encouraged to support the event host through social media promotion or other behind-the-scenes assistance as needed.

## **ARTICLE IV - OFFICERS**

4.1 Officers and Duties. The Board shall elect officers of Austin Food Blogger Alliance which shall include a President, a Vice-President, a Secretary, a Treasurer, and such assistants and other officers as the Board shall from time to time determine. The officers may also include a

Past President for a term of two (2) years. One person may hold any two or more offices, except the President and Secretary.

4.2 President. The President shall preside at meetings and have the power to call meetings. The President shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise and control all of the business and affairs of Austin Food Blogger Alliance. The President may sign contracts and other instruments on the Austin Food Blogger Alliance 's behalf.

4.3 Vice President. The Vice President shall have all powers and duties of the President during the President's absence, disability, or disqualification, or during any vacancy in the position of President, and such other powers or duties assigned by the President, the Board, or the Bylaws.

4.4 Past President. The Past President, if any, shall assist in advancing the goals and objectives of Austin Food Blogger Alliance through the application of knowledge gained through past Board experiences. The Past President shall be responsible for specific tasks delegated by the Executive Committee and will be the board liaison to the Advisory Council.

4.5 Secretary. The Secretary shall (a) cause the minutes of all Board and Executive Committee meetings and proceedings to be recorded, (b) certify the accuracy of such minutes, (c) attest the signatures of Austin Food Blogger Alliance's officers and Board members as required, and (d) have all other powers assigned by the Board, the President, or these Bylaws. The Secretary shall also oversee any legal review or support the board requires to perform regular board business.

4.6 Treasurer. The Treasurer shall have access to records of all receipts, disbursements, assets, and liabilities of the Austin Food Blogger Alliance and shall report to the Board on the condition of such records and financial condition of Austin Food Blogger Alliance from time to time and at least quarterly. Prior to the beginning of the fiscal year, the Treasurer shall cause a proposed budget to be presented to the Board for approval. The Treasurer shall cause to be prepared and submitted to the Board a financial statement showing Austin Food Blogger Alliance 's net worth at the close of the fiscal year and cause an audit of the Austin Food Blogger Alliance 's books and records at the end of each fiscal year. The Treasurer shall cause all employees of the Austin Food Blogger Alliance responsible for the handling of funds to be adequately bonded and shall report on the fidelity bonds of such employees to the Board annually.

4.7 Election and Term of Office. All officers shall be members of the Board during their terms of office. Officers shall be elected for a two year term. No officer shall be eligible to serve more than two consecutive terms in the same office. The officers of the Board shall be elected annually by the Board at regular Board meetings as terms expire or vacancies otherwise arise. A vacancy occurring in any office due to death, resignation, removal, disqualification, or any other reason may be filled by the Board for the unexpired portion of the term of office left vacant.

The positions of President and Vice President may only be filled by Board Members who have previously served on the board for one term.

4.8 Removal. Any officer or agent (e.g., Executive Director) elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the Board.

## **ARTICLE V - COMMITTEES**

5.1 Committee Chairs. The President may designate and appoint committees of the Board as deemed necessary. Each Board committee shall be chaired or co-chaired by a Board member appointed by the President or, at the President's discretion, selected by the committee's members, subject to the approval of the Board. Non-Board members may be appointed to any Board committees at the discretion of the President. The Membership Chair will maintain a list of new applicants interested in committees, and share with the board in a way the board deems most effective. Board members are responsible for recruiting qualified committee members. Committee members must be current members of Austin Food Blogger Alliance.

5.2 Standing Committees. The Board shall maintain the following standing committees: Executive Committee, Finance Committee, Membership Committee, Education Committee, Philanthropy Committee, Social Committee, Publicity Committee and Technology Committee.

5.2.1 Executive Committee. The Executive Committee shall be composed of the officers of Austin Food Blogger Alliance. The Executive Committee shall be responsible for conducting Board affairs in the intervals between meetings and dealing with matters of urgency that may arise between Board meetings. This committee shall oversee the process for establishing a selection committee to recommend candidates to fill Board vacancies and shall present a slate of candidates for officer and Board member positions as recommended by the selection committee to the Board before the regular Board meeting at which approval of recommended candidates will be sought. In the event a Board member leaves mid-term, this committee shall recommend candidates to fill that officer vacancy for a vote by the Board. The Executive Committee shall also be responsible for overseeing Board governance which shall include orientation of new Board members, overseeing Board development tactics and programs, and using best efforts to review and update these Bylaws every two years. The Executive Committee shall meet at the discretion of the President.

5.2.2 Finance Committee. The Finance Committee shall be composed of one or more members, one of whom shall be the Treasurer. The Finance Committee shall oversee all financial operations of the Austin Food Blogger Alliance, develop long-range fiscal plans, procure and review any and all audits, and prepare and recommend an annual operating budget to the Board.

5.2.3 Membership Committee. The Membership Committee shall be composed of one or more members. The Membership Committee shall be responsible for the recruitment of

the Austin Food Blogger Alliance's membership and enforcing the Austin Food Blogger Alliance's membership requirements amongst its members.

5.2.4 Education Committee. The Education Committee shall be composed of one or more members. This committee shall coordinate events that cover topics that will help improve blogging skills or increase knowledge base in the content, social media, legal issues, or other pertinent areas.

5.2.5 Marketing Committee. The Marketing Committee shall be composed of one or more members. This committee shall focus on raising overall awareness about Austin Food Blogger Alliance and its events in the Central Texas community as well as supporting the Austin Food Blogger Alliance staff and the Membership Committee in furtherance of visibility and development goals.

5.2.6 Philanthropy Committee. The Philanthropy Committee shall be composed of one or more members. This committee shall work with local nonprofits to coordinate quarterly activities, projects or events that raise awareness, bring in money or otherwise support the community at large.

5.2.7 Social Committee. The Social Committee shall be composed of one or more members. This committee shall coordinate quarterly social events for the organization.

5.2.8 Technology Committee. The Technology Committee shall be comprised of one or more members. This committee shall coordinate the technology needs of the organization including the organization's website and any other technology needed to achieve the goals of the organization as set forth by the board.

5.2.9 Development Committee. The Development Committee shall be comprised of one or more members. The Development Committee is responsible for overseeing the organization's overall fundraising efforts. To accomplish this, it shall establish and execute a development plan that incorporates a series of appropriate vehicles, such as sponsorships, product sales, etc. to achieve the financial goals as agreed upon by the Board of Directors. The Development Committee Chair is responsible for involving all board members in development, such as having board members reaching out to ask for support and monitoring development efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that development efforts are cost-effective.

5.3 Special Committees. The President may appoint special committees composed of Board members and/or non-Board members for purposes deemed appropriate by the President (e.g., special fundraising events, etc.).

5.4 Advisory Council. The Board may maintain an Advisory Council which shall not have

nor exercise the authority, responsibility, or duties of the Board. Except as otherwise provided in such resolution, members of such Advisory Council need not be Board members. The Executive Committee shall appoint the members thereof. Any member may be removed by the Committee whenever, in the Committee's judgment, the best interests of Austin Food Blogger Alliance shall be served by such removal.

5.5 Vacancies. Vacancies in the membership of any committee or Advisory Council may be filled by appointments made in the same manner as provided in the case of the original appointments.

5.6 Quorum: Manner of Acting. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

5.7 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

## **ARTICLE VI - MISCELLANEOUS**

6.1 Fiscal Year. The fiscal year of Austin Food Blogger Alliance shall be from January 1st to December 31st.

6.2 Annual Budget. The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount.

6.3 Books and Records. Austin Food Blogger Alliance shall keep correct and complete books and accounting records and shall also keep minutes of the proceedings of its Board.

6.4 Contracts and Grants. The Board may authorize any officer(s) or agent(s) of Austin Food Blogger Alliance to enter into contracts, leases, and agreements with and accept grants and loans from the United States; its departments and agencies; the State of Texas; its agencies, counties, municipalities, and political subdivisions; and public or private corporations, foundations, and persons; and may generally perform all acts necessary for a full exercise of the powers vested in it.

6.5 Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of Austin Food Blogger Alliance shall be signed by such officer(s) or agent(s) of Austin Food Blogger Alliance and in such manner as shall from time to time be determined by resolution of the Board.

6.6 Deposits. All funds of Austin Food Blogger Alliance shall be deposited from time to time to the credit of Austin Food Blogger Alliance in such banks, trust companies, or other depositories as the Board shall select.



6.7 Acceptance of Gifts. The Board may accept on behalf of Austin Food Blogger Alliance any cash contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of Austin Food Blogger Alliance. Prior to acceptance of a significant non-cash contribution, gift, bequest, or devise, the Board shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by Austin Food Blogger Alliance would be consistent with and further the purposes of Austin Food Blogger Alliance.

6.8 Contracts Involving Board Members and/or Officers. Upon full disclosure of a direct or indirect interest in any contract relating to or incidental to the operations of Austin Food Blogger Alliance, members of the Board and officers of Austin Food Blogger Alliance may be permitted to maintain a direct or indirect interest in any such contract, notwithstanding that at such time they may also be acting as individuals, or trustees of trusts, or beneficiaries of trusts, members or associates, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, trustees, or otherwise; provided, however, that any contract, transaction, or action taken on behalf of Austin Food Blogger Alliance involving a matter in which a trustee or officer is personally interested as a shareholder, trustee, or otherwise shall be at arm's length and not in violation of the proscriptions in the Articles of Incorporation or these Bylaws which prohibit Austin Food Blogger Alliance's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of Austin Food Blogger Alliance if such contract, transaction, or act would result in denial of Austin Food Blogger Alliance exemption from federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended. In no event, however, shall any person or entity dealing with the Board or officers of Austin Food Blogger Alliance be obligated to inquire into the authority of the Board and officers to enter into and consummate any contract, transaction or take other action. Any Board member who would directly or indirectly benefit from a contractual relationship as described above shall not participate in the decision on whether that Board member shall be permitted by the Board to maintain such an interest.

6.9 Investments. Austin Food Blogger Alliance shall have the right to retain all or any part of any property – real, personal, tangible, or intangible – acquired by it in whatever manner and pursuant to the direction and judgment of the Board, to invest and reinvest any funds held by it without being restricted to the class of investments available to trustees by law or any similar restriction.

6.10 Exempt Activities. Notwithstanding any other provision of these Bylaws, no Board member, officer, employee, or representative of Austin Food Blogger Alliance shall take any action or carry on any activity by or on behalf of Austin Food Blogger Alliance which is not permitted to be taken or carried on by an organization exempt from federal income taxation under sections 501(a) and 501(c)(7) of the Code and its regulations as they now exist or as they may hereafter be amended.

6.11 Captions. Captions (i.e., article and section headings) are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.

6.12 Severability of Clauses. If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

## **ARTICLE VII - INDEMNIFICATION OF OFFICERS AND BOARD MEMBERS**

7.1 Right to Indemnification. Austin Food Blogger Alliance shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director, officer, or committee member of Austin Food Blogger Alliance or (ii) while a director, officer, or committee member of Austin Food Blogger Alliance, is or was serving at the request of Austin Food Blogger Alliance as a director, officer, committee member, partner, or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Texas Business Organization Code ("TBOC") as the same exists or may hereafter be amended. TO THE EXTENT PERMITTED BY THEN-APPLICABLE LAW, THE GRANT OF MANDATORY INDEMNIFICATION TO ANY PERSON PURSUANT TO THIS ARTICLE SHALL EXTEND TO PROCEEDINGS INVOLVING THE NEGLIGENCE OF SUCH PERSONS. Such right shall be a contract right and shall include the right to be paid by Austin Food Blogger Alliance expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the TBOC as the same exists or may hereafter be amended. As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

7.2 Insurance. Austin Food Blogger Alliance shall purchase and maintain insurance on behalf of any person who is serving Austin Food Blogger Alliance (or another entity at the request of Austin Food Blogger Alliance) against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not Austin Food Blogger Alliance would have the power to indemnify him against that liability under these Bylaws or by statute. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article and no insurance may be maintained on behalf of any person if such indemnification or maintenance of insurance would subject Austin Food Blogger Alliance or such person to income or excise tax under the Code, including any tax asserted under Chapter 42 of the Code. Austin Food Blogger Alliance may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. The rights conferred above shall not be exclusive of any other right which any person may have or

hereafter acquire under any statute, bylaw, resolution of members, if any, or directors, agreement, or otherwise.

## **ARTICLE VIII – DISSOLUTION & WINDING UP**

8.1 Winding Up. Upon the necessity for the dissolution and/or winding up of Austin Food Blogger Alliance, the Board shall oversee such process and ensure compliance with all relevant provisions of Chapter 22 of the Texas Business Organizations Code and other applicable state and federal statutes.

8.2 No Rights of Board Member to Assets. Upon Dissolution of Austin Food Blogger Alliance, no Board member shall have any rights nor shall receive any assets of the Austin Food Blogger Alliance. The assets of Austin Food Blogger Alliance are permanently dedicated to a tax-exempt organization for the purposes set forth in the Articles of Incorporation and these Bylaws. In the event of dissolution of Austin Food Blogger Alliance, the assets, after payment of any debts, will be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for tax-exempt purposes which are reasonably related to the purposes and goals of the Austin Food Blogger Alliance, as may be determined by the Board of Directors in its sole discretion, and which has established its tax exempt status under Section 501(c)(7) of the Internal Revenue Code.

## **ARTICLE IX - AMENDMENTS TO BYLAWS**

9.1 These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a three-fourths vote of the entire Board at any regular meeting or at any special meeting if at least fourteen days' written notice is given of intention to alter, to amend or repeal, or to adopt new bylaws at such meeting, and a written copy of the proposed changes shall be distributed to each Board member prior to the meeting.

These Bylaws were approved at a meeting of the Board of Directors on:

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