

BYLAWS

ARTICLE I – ORGANIZATION

Section 1 – The official name of the organization shall be the Southern BBQ Network, Inc. It shall also be known as the Southern BBQ Network, or just SBN. The name of the organization shall not change except by a two-thirds majority of the general membership at a General Membership Meeting.

Section 2 – The organizational logo shall be a seal, represented as follows:



The seal consists of a red oval trimmed in white and blue supporting three letters “S” “B” and “N” supported by a description line “Southern BBQ Network” and the tag line “Preserving a Southern Tradition” *and the web site URL.*

Section 3 – Organizational Relationships – SBN is not directly affiliated with any specific organization. SBN does maintain a commitment to support certain charitable organizations whose ongoing charitable activities are in keeping with the purpose of SBN.

Section 4 – SBN is a nonprofit 501C3 organization.

ARTICLE II – PURPOSE

The purpose of the Southern BBQ Network is to educate, develop and train members as follows:

- Promote competition BBQ through mutual respect and shared goals between cook teams, contest organizers and the judging organization.
- Provide fairness, consistency and integrity in judging BBQ contests and events.
- Support charitable events by sanctioning BBQ contests and assisting event sponsors.

ARTICLE III – MEMBERSHIP

Membership is broken into SIX classifications: charter memberships, Founding Memberships, individual memberships, Couples Memberships, Junior Memberships and Corporate Memberships.

Criteria for membership - Memberships are open to all who have an interest in barbecue and represent a commitment to the spirit and soul of traditional southern barbecue. Additionally, members shall be committed to fairness and integrity in competition barbecue and a strict adherence to proven barbecue and judging processes.

Charter Memberships

- Charter memberships are those original members who joined at the time of the establishment of the SBN.

Founding Memberships

- Founding Memberships are those individual members who founded the Southern BBQ Network.

Individual Memberships

- Individual membership shall consist of anyone who meets the criteria above and pays annual dues as set forth by the Board of Directors. A member who has met the requirements of membership and is current on dues is considered a Member in Good Standing.
- Individual Members in Good Standing have voting privileges at general membership meetings and for items requiring general membership approval.
- Individual membership shall not be forfeited except by choice of the member or by failure to maintain status as a Member in Good Standing. Any member may resign by filing a written resignation with SBN's Secretary, but the resignation shall not relieve the resigning member of the obligation to pay any dues, assessments or other charges that they may have accrued and not yet paid. Any member may be removed from the membership by a simple majority vote of the Board of Directors whenever in the Board of Directors judgment, the best interests of the SBN would be served.
- Individual membership in Southern BBQ Network is not transferable or assignable.
- a former member (previously in good standing) upon a written request to the secretary and the payment of the current year's dues, will be automatically reinstated.

Former members who were removed for cause can request reinstatement by submitting a written request and paying the current years dues. Approval of the reinstatement will be by a two-thirds affirmative vote by the Board of Directors.

Couples Memberships

- Couples memberships consist of a married couple who individually meet the criteria of an individual member above and pays dues as set forth by the Board of Directors. A member who has met the requirements of membership and is current on dues is considered a member in good standing.

Junior Memberships

- Individuals under the age of sixteen can apply for membership in the SBN by completing a Junior Membership Application. The application will be reviewed and approved by the Board of Directors.

Corporate Memberships

- Corporate memberships consist of organizations, companies, groups or associations that desire to promote the Southern BBQ Network. Corporate memberships pay annual dues as set forth by the Board of Directors. A corporate member who has met the requirements of membership and is current on dues is considered a Corporation Member in Good Standing. Corporate members do not have voting rights.

ARTICLE IV - DUES AND FINANCE

Section 1 – Fiscal year

- The fiscal year shall begin on August 1 and end on July 31 of the subsequent year.

Section 2 – Dues and special assessments.

- Dues are ~~then~~ due annually on January 1 and each year thereafter. New members shall be assessed dues at the start of membership and shall be paid prior to participation in SBN. Members who join ~~prior to~~ after June first will have their dues prorated. Those members who join and pay a full years dues after October first will be given credit for dues for the current and next subsequent year.
- Dues shall be reviewed by the membership committee annually and presented to the Board of Directors for approval before the last board meeting prior to the fiscal year end. A sixty day notice shall be publicized prior to changing the amount of dues.
- Members who fail to pay all current dues and assessments and are delinquent for more than ninety days shall be removed from active membership status.
- Membership dues are not refundable.

ARTICLE V – ORGANIZATIONAL STRUCTURE

While SBN is concerned with sanctioning barbecue contests and promoting the general welfare of the barbecue community, it still must operate as a business. Accordingly, it is necessary to establish positions of leadership and management to insure SBN's business interests are executed in a manner consistent with standard nonprofit business expectations.

Section 1 – The organization shall consist of the following organizational structure:

Officers

The Officers of the organization shall be comprised of the Chief Executive Officer, President, Vice-President, Treasurer and Secretary.

Executive Board

The Executive Board is comprised of the Officers and shall serve as the point-of-contact for the Board of Advisors.

Directors

Directors are pro-active, functional positions and are responsible for the day-to-day operations of the SBN.

Board of Directors

The Board of Directors shall consist of the Officers and Directors.

Board of Advisors

The founding members of Southern BBQ Network in good standing, shall continue to serve in perpetuity as members of the Board of Advisors.

Committees

Committees of the SBN shall be classified into two categories, Standing and Situational/Special committees

Section 2 – Officers

The Officers shall be responsible for the following:

- Executing SBN's strategic plan and long term objectives.
- Upholding high standards of conduct, fairness and integrity.
- Establishing policies and procedures, and any other duties applicable to the office as prescribed by Roberts Rules of Order Newly Revised. Managing SBN's affairs and conducting all business in the best interest of the organization, local communities, and competition barbecue.
- Ensuring that SBN remains viable as a business and committed to our stated purpose.

Qualifications

All members in good standing within the SBN shall be eligible to serve as Officers. With the significance and complexity of the Presidency and the required ability of leadership the President's position is required to have previous Board of Directors experience.

President

The Position of President is time consuming and demanding and carries with it the responsibility of managing and directing the organization.

- The President shall serve a term of Two years.
- Upon the conclusion of the President's term, the following would take place:

* The President, should they desire to do so, may agree to serve additional terms with the unanimous vote by secret ballot of the Board of Directors counted and recorded by the Secretary.

* In the event the President does not serve an additional term, then the Vice-President shall be next to assume to the position.

* Should the Vice-President decline the position, they shall temporarily assume the position until a new president is elected. The Chief Executive Officer shall nominate one of the existing or past members of the Board of Directors to replace the President with the agreement of the Board of Directors and approval of the membership at a special election meeting by a majority vote of the attending membership. In the event the membership does not approve the candidate, a different Board Member is selected and approval process is repeated.

*In the event the President is unable to complete the current term the Vice-President shall assume the position and serve out the remainder of the term. As the new President they shall then proceed to fill the Vice-President position by selecting a current or past board member which is then confirmed by a majority vote of the Executive Board.

* In the event the President is temporarily incapacitated the Vice-President shall assume the position of Interim-President until the time the President is able to reassume the position. The Interim-President shall then return to the position as Vice-President.

Vice-President

The Vice-President is a critical position and is the primary advisor to the President. The Vice-President must be able to step into the position of President at any time and, therefore, must be just as capable as the President and able to maintain continuity on administration and operational issues.

- The Vice-President shall continue the term in office until they are elevated to President, resign the position, unable to fulfill their duties or are removed from office.
- In the event of the Vice-President is unable to continue their term, the President shall nominate a replacement which is then ratified by a majority vote of the Executive Board.

Chief Executive Officer

The Chief Executive Officer is the immediate past President and serves in an advisory capacity to the President and the organization.

- In the event the Chief Executive Officer is incapacitated the President shall assume the position until such time the Chief Executive Officer is able to reassume the position.

Treasurer

The Treasurer is responsible for management and execution of all matters pertaining to SBN business finance and serves as the Business Operations Manager for SBN.

- The position of Treasurer is appointed by the President, approved by the Board of Directors and shall serve in that capacity open-endedly.

Secretary

The Secretary shall be responsible for all matters relating to the administration of the SBN.

- The position of Secretary is appointed by the President, approved by the Board of Directors and shall serve in that capacity open-endedly.

Expiry

- In the event an officer, other than the President, desires to step down or is unable to fulfill the term, they may do so by submitting a written resignation to the Executive Board. The President shall appoint a replacement to serve the remainder of the unexpired term with the approval of the Board of Directors.

- Removal from office – Any officer or appointee may be removed from office by a two-thirds vote of the Board of Directors whenever in the board’s judgment, the interests of the SBN would be best served. The vote shall be a secret ballot to the President, or should the officer in question be the President, then the results shall be tabulated by the Executive Board and recorded by the Secretary.

Duties of Officers

President

The President is the senior member of the Executive Board of the SBN and shall serve as chairperson of the Board of Directors. They shall have responsibilities and authorities as may be reasonably construed as belonging to the Chief Executive of any organization.

Vice-President

The Vice-President shall fulfill the role of President as necessary in the event the President cannot perform assigned duties. The Vice-President shall execute the office with all rights, privileges and powers of the position until the incumbent President returns or is otherwise replaced.

Chief Executive Officer

The Chief Executive Officer shall provide advice and counsel to the President and others on the Board as necessary.

Treasurer

The Treasurer shall maintain financial records, documents, etc. of all transactions conducted as part of SBN business.

Secretary

The Secretary shall maintain all non-financial records of transactions made on behalf of the organization.

Section 3 – Directors

The SBN shall be represented by the following Directors:

- Operations Director
- Competition Director
- Training Director
- Marketing Director
- Membership Directors
- Cooker Liaisons

The President shall appoint the Directors with the majority approval of the Board of Directors. Appointments by the President shall be made and ratified at the Board of Directors meeting prior to the end of the fiscal year. Any member of the Board of Directors may recommend a member as a director.

Qualifications

All members in good standing within the SBN shall be eligible to serve as Directors.

Term of Office.

Each positions term is for one year commencing on the day following the fiscal year end.

Expiry

Replacement shall be based on a written resignation or an inability to perform. The President shall appoint a replacement to serve the remainder of the unexpired term.

Duties of Directors

Operations Director

The Operations Director is responsible for ensuring the integrity of sanctioning contests, providing trained judges and protecting the interests of the cook teams that support SBN contests.

Competition Director

The competition Director is responsible to monitor all activities associated with compiling standings for cook teams. They are to coordinate the collection of, computation and publishing of these results, maintain and safeguard the information and provide them in a timely manner.

Marketing Director

The Marketing Director is responsible for managing and communicating information regarding SBN in a manner beneficial to the organization.

Training Director

The Training Director is responsible for executing the approved SBN Training Plan.

Membership Directors

Membership Directors shall be the primary point of contact for the membership and shall communicate with the general membership when possible to determine issues, needs, and interests.

Cooker Liaisons

The Cooker Liaison shall function as the primary source of feedback from cook teams.

Section 4 – Board of Advisors

The Board of Advisors have responsibility for the overall financial health of the organization and its ability to maintain an honorable reputation within the barbecue community.

The Board of Advisors shall approve the strategic plan and oversee SBN execution as appropriate. Individuals within the Board of Advisors may continue to participate in contests in any position for which qualified and/or may serve as an officer or as a director at the discretion of the President and approval of the Board of Directors.

Section 5 – Committees

Each committee, with the exception of the planning committee (chaired by the Vice-President) and the finance committee (chaired by the Treasurer), shall be chaired by a member appointed by the President. No committee shall have the authority to act on behalf of or bind SBN or the Board of Directors. The term of office shall be for a period of one year or less, if terminated by the action of the Board of Directors, resignation of the Chairperson, or the requirement for the committee no longer exists.

- Standing Committees

- Planning

Prepares and presents the annual Strategic and long term Plans.

- Events

Including event sanctioning, mentoring

- Training

Curriculum development and execution for all levels of certification, credentialing and disqualification.

- Membership

Promotes programs for obtaining new members, recognition of current members and assists with the operations of training classes.

- Ways, Means and Rules Committee

Annually reviews the Bylaws, Contest Rules and area's assigned by the President.

- Audit Committee

Annually conducts and reports an audit of the financial records and any other directive by the Board of Directors.

- Finance Committee

Prepare and submits annual budget to the Board of Directors.

• Situational or Special Committees

Special committees shall remain in effect for a specified time period and dissolved upon completion of determined activities or functions.

ARTICLE VI – MEETINGS

Section 1 – Board of Directors Meetings

- The Board of Directors shall meet not less than quarterly during the fiscal year
- A quorum of sixty percent of the Board of Directors is required to be an official meeting.
- Board Members may be considered “present” if they are able to participate in discussions and vote.
- Board members may not vote or participate in discussions by proxy.
- Officers and Board members holding more than one position only have one vote.
- Voting shall be by voice unless otherwise decided by the Board of Directors. Should a vote by ballot is deemed necessary or requested, the ballots shall be collected by, tallied and the results announced by the President.
- Items may be presented in the form of a motion, seconded and discussed as necessary. At the conclusion of the discussion, the motion may be approved or rejected by a majority of the Board of Directors or by the member removing said motion from a vote.

- In the course of conducting business it may become necessary to convene an executive session. Any Officer or member of the Board of Advisors may at any time during the meeting request an executive session. Officers, the Board of Advisors and, in the opinion of these members, any additional individual whom they deem necessary are to be present at executive sessions.

Section 2 – General Membership Meetings.

- General Membership Meetings shall be held annually at a date, time and place as designated by the Board of Directors.
- Sixty percent of the current Board of Directors must be present for the meeting to be official.
- An agenda will be circulated not less than two weeks prior to the annual meeting.
- Voting shall be by voice unless otherwise decided by the Board of Directors. Should a vote by ballot is deemed necessary or requested, the ballots shall be collected by, tallied and the results announced by the President. Members may vote by proxy. A 51% affirmative vote of the members present and proxies is required for passage.
- Items may be presented in the form of a motion, seconded and discussed as necessary. At the conclusion of the discussion, the motion may be approved or rejected by a simple majority vote of the membership or by the member making the motion removing the motion from a vote.
- In the course of conducting business it may become necessary to convene an executive session. Any Officer or member of the Board of Advisors may at any time during the meeting request an executive session. Officers, the Board of Advisors and, in the opinion of these members, any additional individual whom they deem necessary are to be present at executive sessions.

Section 3 – Special Meetings

- Any Officer, when circumstances justify, can call a meeting of the Executive Board, Board of Advisors and/or the Board of Directors, singularly or in multiples as needed.
- The Chief Executive Officer can call a meeting of the membership for the purpose of a special election.
- Any member of the Board of Directors and/or the Board of Advisors, when deemed necessary, has the option to call special meetings of the Board of Directors.

ARTICLE VII - AMENDMENTS

These bylaws may be altered, amended, repealed or added to by a simple majority vote of the attending members in good standing at a General membership Meeting or a special meeting called for this purpose.

ARTICLE VIII – ELECTIONS

Special Elections

The Chief Executive Officer shall conduct a special election to ratify the nomination of the President's position should they be unable to fulfil the remainder of the term and the Vice-President declines to accept the Presidency. Notification shall be sent to the membership requesting an approval and response within a specified time frame. A majority of the responses will constitute an outcome.

ARTICLE X – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern SBN in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order SBN may adopt.