



Established 2007

INTRODUCTION

These By-Laws constitute the code of rules adopted by the **Great Lakes Barbecue Association** for the regulation and management of its affairs.

ARTICLE 1

NAME, PRINCIPAL OFFICE, CORPORATE LOGO AND ARTICLES OF INCORPORATION

SECTION 1 - NAME

The name of this association is and shall be known as the Great Lakes Barbecue Association chartered under the laws of the State of Michigan as a non-profit organization. It shall hereinafter be called the GLBBQA or Association.

SECTION 2 - PRINCIPAL OFFICE

The principal office of the association shall be at such a place as determined by the Board of Directors. The registered office of the association shall be maintained in the state of incorporation.

SECTION 3 - CORPORATE LOGO

The corporate logo shall have thereon "Great Lakes Barbecue Association" and subject to change and approval by the Board of Directors.

SECTION 4 - ARTICLES OF INCORPORATION

These By-Laws will be in accordance with The Articles of Incorporation of the Great Lakes Barbecue Association, (GLBBQA). In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall take priority. The Great Lakes Barbecue Association is a State of Michigan Non-Profit. Corporation

ARTICLE 2 - NONPROFIT PURPOSES AND OBJECTIVES

SECTION 1 - IRC Section 501(c)(7) Purposes

This association is organized exclusively for recreational, pleasurable, educational, and other similar nonprofit purposes that qualify exempt organizations under Section 501(c)(7) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

SECTION 2 - OBJECTIVES

The purpose of the GLBBQA is to promote skills, expertise, and competition among persons interested in the art and skill of cooking in the style known as barbecuing and smoking by the exchange of ideas to improve cooking styles, cooking equipment, recipes, techniques, publicity, and public interest in barbecue, competition, and outdoor cooking in general.

ARTICLE 3 - MEMBERSHIP

The Great Lakes Barbecue Association is open to all citizens, competition teams, food service related businesses and professionals, and backyard BBQ enthusiasts throughout the country. The GLBBQA's specific area of service and sponsorship includes the states of Michigan, Ohio, Indiana, Illinois, and Wisconsin.

SECTION 1 - MEMBERSHIP CLASSIFICATIONS

1.1 Individual Member

An individual member shall be a person interested in participating in GLBBQA events and promoting the objectives of the GLBBQA.

1.2 Family Member

A membership classification for 2 (two) members of a single family, residing at the same address that are interested in participating in GLBBQA events and promoting the objectives of the GLBBQA.

The Association will consider children under the age of 18, residing in the same household to be included in a Family Membership, however, those children shall be non-voting members.

1.3 Lifetime Member

Those members, who by action of the Board of Directors, shall be classified as Lifetime Members and whose dues are permanently waived.

Eligibility for life membership is an individual who displays a special commitment to the longevity of the GLBBQA, is interested in participating in GLBBQA events and promoting the objectives of the GLBBQA. Nominations may be made at any time to the Board of Directors who will verify eligibility and approve the nomination.

1.4 Business/Corporate Members

Business/Corporate membership is open to any business or incorporated entity, from a one person consultant to a multi-national firm interested in participating in GLBBQA events and

promoting the objectives of the GLBBQA. A Business/Corporate Membership shall be allowed up to 2 (two) members to have voting membership status.

SECTION 2 - MEMBERSHIP

Members of any member classification may be admitted, reprimanded, and or expelled by the Board of Directors pursuant to policy established by said Board of Directors.

SECTION 3 - MEMBERSHIP APPLICATION

Any person interested in becoming a member of the Association shall submit an application, on a form approved by the Board of Directors, to the Treasurer of the Association. Such application shall be accompanied by the payment of the required dues.

SECTION 4 - DUES

The Board of Directors shall determine from time to time the annual dues payable to the Association by members and shall give appropriate notice to the members of any changes in the dues structure. Annual dues shall be payable in full at the time of membership application. Annual dues will be due in full from all members on a date to be determined by the Board of Directors.

SECTION 5 - VOTING

All members over the age of 18 are eligible to vote. Each individual member, family member, business/corporate member, and life member in good standing, are eligible to one vote per membership on each matter that is submitted to a vote of the members. Each family membership in good standing, is entitled to two votes on each matter that is submitted to a vote of the members.

SECTION 6 - TERMINATION OF MEMBERSHIP

The Board of Directors, by a majority vote of the members of the Board, may expel a member for cause after an appropriate hearing. Membership will be automatically terminated for any member who shall be sixty (60) days in default in the payment of dues for the period fixed hereinafter.

SECTION 7 - REINSTATEMENT OF MEMBERSHIP

On written request signed by a former member, whose membership was terminated for cause, and filed with the Secretary and/or the Board of Directors, by the affirmative majority vote of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Members who were terminated for non-payment of dues may also be reinstated upon making payment in full of their membership dues that were in arrears.

SECTION 8 - MEMBERSHIP CARD

The Treasurer shall provide for the issuance a membership card in the Association. When a new member has paid dues that are required, a membership card will be issued in his/her name and

their membership number and delivered by the Treasurer.

ARTICLE 4 - ADMINISTRATION

SECTION 1 - BOARD OF DIRECTORS

The Board of Directors is that group of persons vested with the management of the business and affairs of this Association subject to the law, the Articles of Incorporation, and these By-Laws. As adopted by resolution of the Board of Directors on 02/27/2016, the Board of Directors shall consist of up to seven (7) members. The four duly elected officers of the Association and up to three Directors At-Large. The number thereof, to be determined from time to time, by resolution of the Board.

The Board of Directors may hold a special membership wide election outside of the normal election process to fill the additional seat(s) as determined by the board of directors. A 30 day nomination window followed by two week campaign window and a 1 week online voting system will be utilized.

SECTION 2 - QUALIFICATIONS

Directors shall be the age of majority in this state, and shall not be denied to any person on the basis of race, creed, gender, religion, national origin or sexual orientation. All Board members shall be members in good standing of the GLBBQA.

Two or more members of the same family shall not serve on the Board at the same time. Family shall be defined as living under the same roof, cohabiting, or related by blood or marriage as spouses, sons, daughters, brothers, or sisters.

SECTION 3 - TERMS OF OFFICE

The term of office for officers and directors elected by membership wide ballot shall be for three years. Officers and directors are not term limited and may run for re-election to the Board at the end of their respective terms.

SECTION 4 - COMPENSATION FOR BOARD OF DIRECTORS

No salary or compensation for services shall be paid to any elected officer, director, committee member, or any member of the Association by reason of his /her office or membership. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE 5 - ELECTIONS

SECTION 1 - NOMINATION PROCESS

The nomination process for open Board of Directors seats, if any, shall take place yearly, beginning November 15th and running through December 15th. Nominations are open to the general membership and can be made to any Board member by email. Members may self-nominate. All nominees are required to be members in good standing of the Association.

SECTION 2 - VOTING

The election for the expiring or open seats, if any, on the Board of Directors shall be held prior to the GLBBQA Annual Meeting. The Board of Directors may determine the manner and means by which elections are held.

Voting for officers and board members shall be by letter ballot and/or electronic ballot. The Secretary shall be responsible to seeing that either letter ballots and/or electronic ballots are made available to the membership via e-mail or posting on the GLBBQA website or Facebook. The Board of Directors shall have the option to authorize the use of electronic voting through the use of a secure website or other similar methodology to process and tabulate the votes. Officers and Directors of the Association will be elected in accordance with these bylaws and guidelines set by the Board of Directors.

In the event of a tie, all the members that are in good standing and in attendance at the annual meeting shall re-vote. If there is still a tie, the tie shall be broken by a majority vote of the Board of Directors.

If there are vacant seats on the board that have less than two years remaining (resulting from the resignation, removal, death, disqualification or otherwise of an incumbent board member prior to the natural expiration of the term) the following procedure shall be used at the next meeting of the Board of Directors. The board shall appoint the person who received the highest amount of votes at the last election but was not elected, to fulfill the remainder of the vacant term.

SECTION 3 - CERTIFICATION OF ELECTION BY BOARD OF DIRECTORS

Following the election at the Annual Meeting, the Board will review and tally the ballots and certify the winners of the election. The new members of the Board will begin serving immediately following certification.

SECTION 4 - FAILURE TO PERFORM DUTIES

The Board of Directors may declare vacant the office of any officer or director who consistently fails to discharge the duties of their office, who fails to attend three consecutive meetings without good cause, and/or whose membership for any reason is revoked.

ARTICLE 6 - POWERS AND DUTIES

SECTION 1 - PRESIDENT

The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Board of Directors and the membership. He/she shall call all regular or special meetings and the annual business meeting. He/she shall appoint all committees as may be necessary to fulfill the objectives of the GLBBQA and shall be an ex-officio member of all committees.

The President shall possess and exercise the powers of the Board of Directors whenever such committee is not in session and shall possess such other powers as may be conferred by these

Bylaws or by the Board of Directors in specific charges. All actions of the President during the interim between meetings of the Board of Directors shall be reported to and be subject to approval by the Board of Directors provided that no rights of third parties shall be adversely affected by any revision or alteration of the President's action.

SECTION 2 - VICE PRESIDENT

The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by law, by the Articles of Incorporation or by these By-Laws or as may be prescribed by the Board of Directors, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

SECTION 3 - SECRETARY

The Secretary shall assure that the records are kept of the proceedings of the meetings of the GLBBQA, and the Board of Directors.

SECTION 4 - TREASURER

The Treasurer shall have control and custody of the funds of the GLBBQA and may delegate the authority for the control and custody of the funds with the approval of the Board of Directors. He/she is responsible for full accounting of all receipts and disbursements of the GLBBQA. He/she shall deposit the funds of the GLBBQA in a depository approved by the Board of Directors. He/she shall be responsible for all disbursements. The Treasurer shall present at each regular meeting of the Board of Directors an accounting of all transactions and a statement showing the financial condition of the GLBBQA.

Prepare, or cause to be prepared, the annual notice of dues to all members, and any financial statements to be included in any required reports.

In general, the Treasurer will perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these By-Laws or which may be assigned to him/her from time to time by the Board of Directors.

SECTION 5 - REMOVAL AND RESIGNATION OF OFFICERS

Any officer elected or appointed to office may be removed for cause by the Board of Directors, or whenever in their judgment, the best interests of this Association will be served. Any officer may resign at any time by giving written notice to the Board of Directors, or the President and/or Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any member of the Board of Directors who misses three (3) consecutive, scheduled meetings of the Board, may be subject to immediate dismissal from the Board.

ARTICLE 7 - CONTRACTS, CHECKS, DEPOSITS, GIFTS

SECTION 1 - CONTRACTS

The Board of Directors may authorize any officer or officers, or agent or agents, of the GLBBQA in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the GLBBQA, and such authority may be general or may be confined to specific instances.

SECTION 2 - CHECKS

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the GLBBQA shall be signed by such officer or officers, agent or agents, of the GLBBQA, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, the President or Treasurer of the GLBBQA shall sign such instruments.

SECTION 3 - DEPOSITS

All funds of the GLBBQA shall be deposited from time to time to the credit of the GLBBQA in such federally insured banks, trust companies, or other depositories as the Board of Directors may select based upon the wishes and convenience of the Treasurer. It shall be the responsibility of the retiring Treasurer and new Treasurer to cooperate in closing out the old corporate bank account and any investments accounts, if desired, and setting up the corporate bank account and any investments accounts, or to change names of authorized signatories on existing accounts if there will be no change in depository.

SECTION 4 - GIFTS

The Board may accept on behalf of the association any contribution, gift, bequest, or devise for the nonprofit purposes of the association.

ARTICLE 8 - MEETINGS

SECTION 1 - MEMBERSHIP MEETINGS

A general business meeting of members of the GLBBQA shall be held annually during the 1st Quarter of the year. Written notice of the annual membership meeting shall be given not less than seven (7) calendar days before the day that such a meeting is to be held. Such written notice shall be delivered to all members in a means the Board of Directors shall deem effective. The notice shall state the date, time and location of the meeting. A quorum of the membership at the annual business meeting or at any meeting called of the membership shall consist of members who are present and eligible to vote at a membership meeting. The President upon the request of the Board of Directors may call a special meeting of the membership. If such meeting is called, a written notice shall be sent to each member via e-mail and/or posted on the GLBBQA website and/or Facebook Page at least ten (10) days prior to such meeting with the date, time, place and purpose of the meeting. Meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order.

SECTION 2 - BOARD OF DIRECTORS

Board Meetings will be held periodically at the discretion of the President for the purpose of conducting GLBBQA business. Such meetings may be in person, at a specified location, or via e-mail or teleconference. A Board of Directors meeting may be called at any time by the President or at the request of 2 (two) members of the Board of Directors. The President shall be the presiding officer of all Board of Director and Membership meetings. When the President cannot attend a meeting, the next highest ranking officer shall be the presiding officer of that meeting. The presiding officer shall not vote on matters unless a tie breaking vote is needed in which case the presiding officer shall cast the determining vote. A quorum shall be a majority of members of the Board of Directors. Meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order.

ARTICLE 9 - COMMITTEES

SECTION 1 - COMMITTEES

The President with the concurrence of the Board of Directors shall appoint and/or dissolve such committees as may be necessary to conduct the business of the GLBBQA. Members of each such committee shall be members in good standing of the GLBBQA. Any member of a committee may be removed from that committee by the President with the concurrence of the Board of Directors whenever, in their judgment, the best interests of the GLBBQA shall be served by such removal.

SECTION 2 - MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these By-Laws concerning meetings of the Board, with such changes in the context of such By-Laws provisions as are necessary to substitute the committee and its members for the Board and its members. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these By-Laws.

ARTICLE 10 - NON-LIABILITY AND INDEMNIFICATION

The GLBBQA, its' Board of Directors, and Officers shall not be liable to any of its' members for any statements, errors or omissions in any reports sent out by the GLBBQA, whether the same shall be due to the negligence of the GLBBQA, its' Board of Directors, Officers, employees, independent management or otherwise; and each and every member or those that may hereafter become members, shall be deemed to have expressly released the GLBBQA, its' Board of Directors, Officers and independent management from any and all liability for such statements, errors and omissions and, further, from any and all liability by reason of any agreements, contracts, obligations, acts, steps or plans entered into or undertaken by the GLBBQA on behalf of its' members.

Each present and future Director and Officer, and each agent and employee, whether or not then in office, shall be indemnified by the GLBBQA against expenses actually and necessarily incurred by or imposed upon him/her (including court costs and counsel fees) in connection

with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been a Director, Officer, agent or employee of the GLBBQA except in relation to matters as to which he/she shall be adjusted in such action, lawsuit or proceeding to be liable for misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of other rights to which such Director, Officer, agent or employee may be entitled under any agreement of the members, as a matter of law or otherwise.

No member of the GLBBQA shall have any right, title or interest in or to the whole or any part of the property or assets of the GLBBQA, and in the event of dissolution, liquidation, abandonment or winding up of the affairs of the GLBBQA, the assets remaining after paying all debts and obligations (or adequately providing for the latter) shall be distributed to one or more non-profit organizations designated by a majority of the Board of Directors which organization or organizations shall have established its/or their tax exempt status under Section 501(c)(7) of the Internal Revenue Code of 1954.

In no event shall any assets inure to the benefit of or be distributed to any member of the GLBBQA. If the majority of the Board of Directors is not in full accord as to the disposition of assets within one (1) year from the date of the event causing its' dissolution, liquidation, abandonment or winding up, then such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the State of Michigan.

ARTICLE 11 - OPERATIONS

SECTION 1 - FISCAL YEAR

The fiscal year for this Association will be the calendar year. January to December.

SECTION 2 - LOANS TO MANAGEMENT

This Association will make no loans to any of its Directors or Officers.

ARTICLE 12 - PUBLIC STATEMENTS

SECTION 1 - AUTHORITY TO MAKE STATEMENTS

No person, except for the President or the Executive Director (if one has been appointed by the Board of Directors) shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Association, without first having obtained the approval of the Board of Directors.

SECTION 2 - LIMITATION ON STATEMENTS

Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Association, shall first make it clear that he or she is representing the Association. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Association. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or

purporting to represent his or her own personal views.

ARTICLE 13 - AMENDMENT OF BY-LAWS

SECTION 1 - AMENDMENT

Subject to the power of the members, if any, of this association to adopt, amend or repeal the By-Laws of this association and except as may otherwise be specified under provisions of law, these By-Laws, any of them, may be altered, amended or repealed and new By-Laws adopted by approval of the Board of Directors.

ARTICLE 14 - DISSOLUTION CLAUSE

SECTION 1 - PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this association shall inure to the benefit of, or be distributable to, its members, directors or officers or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purpose set forth in the objectives clause hereof.

SECTION 2 - DISTRIBUTION OF ASSETS

Upon the dissolution of this association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this association shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the association is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE 15 - CODE OF ETHICS

- We will have a general duty of integrity, honor and fair dealing toward the general public.
- We will comply with all city, county, state and federal laws and shall endeavor to keep ourselves informed of those laws governing our business.
- We will not intentionally injure the business reputation of another member or competitor.
- We will employ truth and accuracy in advertising and selling.
- We will stand behind any guarantee given.
- We will not perform any act, which would bring disrespect to the GLBBQA or the Barbecue industry.
- We will encourage the system of free enterprise.
- We will constantly strive to improve business methods to the end that the public will be better

ADOPTION OF BY-LAWS

The By-Laws were reviewed on Sunday, February 27, 2022

We, the undersigned, are all of the Officers/Board Members of this Association, and we consent to, and hereby do, adopt the foregoing By-Laws, consisting of 12 preceding pages, as the By-Laws of the **Great Lakes Barbecue Association**.

Approved by the Board of Directors on Sunday, March 6, 2022.

Jim Miller, President

Kevin LaRocque, Vice President

Bruce Bissonnette, Treasurer

Melissa Greko, Secretary

Tom Somers, Technology Director

By-Laws were posted to www.glbbqa.com and the membership was notified of the update via email Monday, March 7, 2022