

OFFICIAL BY-LAWS FOR



MISSION STATEMENT

THE GOAL OF RHONDA MAE'S WALL OF FOOD INC. IS TO
RAISE FUNDS BY DOING SHOWS AND OTHER EVENTS IN
ORDER TO ENSURE THOSE NEEDING FOOD AND/OR
LIVING WITH HIV/AIDS DO NOT GO HUNGRY

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ARTICLE ONE: DAY TO DAY OPERATIONS

OUR DAY TO DAY OPERATIONS ARE SUBJECT TO
THE FOLLOWING ORDER OF PRECEDENCE.

- TEXAS STATE LAWS
- TEXAS CIVIL STATUTES
- BY-LAWS OF THIS CORPORATION
- AMERICAN DICTIONARY - WEBSTER'S

ARTICLE TWO: MEMBERSHIP

MEMBERSHIP IS FROM THE JANUARY THROUGH DECEMBER CALENDAR YEAR

A NEW MEMBER CANDIDATE MUST SUBMIT A COMPLETED "MEMBERSHIP FORM" TO ANY MEMBER OF THE WALL OF FOOD. THE MEMBER WILL THEN PRESENT THE FORM TO THE BOARD OF DIRECTORS (HEREBY KNOWN AS THE BOD) TO BE VOTED ON WITHIN THIRTY (30) DAYS AFTER RECEIVING THE COMPLETED FORM. A NEW MEMBER CANDIDATE MAY ALSO SUBMIT AN ONLINE MEMBERSHIP FORM. WHEN THE FORM IS RECEIVED BY THE WEBMASTER, IT WILL BE PRESENTED TO THE BOD AND VOTED ON WITHIN THIRTY (30) DAYS OF RECEIVING THE COMPLETED FORM. THE MEMBER CANDIDATE MUST BE PRESENT AT THE TIME OF HIS/HER MEMBERSHIP APPROVAL.

THERE SHALL BE THE FOLLOWING CLASSES OF MEMBERSHIP:

- GENERAL MEMBERSHIP
 - COMMERCIAL MEMBERSHIP
 - ASSOCIATE MEMBERSHIP
- BOARD OF DIRECTORS MEMBERSHIP
 - "MAE" MEMBERSHIP
- GENERAL MEMBERSHIP – GENERAL MEMBERSHIP IS OPEN TO ANYONE. A GENERAL MEMBER IS DEFINED AS AN INDIVIDUAL THAT HAS SUBMITTED A COMPLETED MEMBERSHIP FORM AND HAS BEEN APPROVED BY THE BOD.
- COMMERCIAL MEMBERSHIP – DEFINED AS A CORPORATION, PARTNERSHIP, PROPRIETORSHIP, UNINCORPORATED ASSOCIATION OR OTHER ORGANIZATION WHOSE COMPLETED MEMBERSHIP FORM HAS BEEN ACCEPTED AND HAS PAID THE MEMBERSHIP DUES. COMMERCIAL MEMBERSHIPS WILL HAVE THE SAME PRIVILEGES AS THE GENERAL MEMBERSHIP EXCEPT FOR VOTING. COMMERCIAL MEMBERSHIPS WILL HAVE NO VOTING PRIVILEGES.
- ASSOCIATE MEMBERSHIP – DEFINED AS INDIVIDUALS WHO WOULD OTHERWISE BE UNABLE TO PARTICIPATE DUE TO ANY REASON. FOR EXAMPLE; AN INDIVIDUAL WORKS FOR THE SAME BANKING ESTABLISHMENT THAT THE WALL OF FOOD USES, AND AS SUCH WOULD NOT BE ABLE TO PARTICIPATE AS A GENERAL MEMBER, OR A BOD MEMBER.
- BOARD OF DIRECTORS MEMBERSHIP – DEFINED AS A MEMBER THAT HAS BEEN NOMINATED AND VOTED IN BY THE GENERAL MEMBERSHIP AS AN OFFICER OF THE ORGANIZATION. A GENERAL MEMBER THAT HAS BEEN NOMINATED AS A BOD MEMBER MUST BE PRESENT AT THE MEETING, EITHER IN PERSON OR VIA ELECTRONIC DEVICE SUCH AS A PHONE, COMPUTER, ETC... (SEE BOARD OF DIRECTORS)
- "MAE" MEMBERSHIP – DEFINED AS AN INDIVIDUAL THAT HAS BEEN APPROVED TO BE A MEMBER AND HAS BEEN NAMED A "MAE" AS DESCRIBED BELOW.

THE REQUIREMENTS TO BECOME A "MAE" ARE AS FOLLOWS;

- A MEMBER MUST DISPLAY A HISTORY OF ACTIVE INVOLVEMENT IN FUND RAISING FOR THE CHARITIES OF THIS COMMUNITY, EITHER BY ACTIVE PARTICIPATION IN SHOWS OR BY DOING THINGS BEHIND THE SCENES.
- A MEMBER MUST DISPLAY AN ATTITUDE AND UNDERSTANDING OF WHAT IT MEANS TO BE A "MAE", IE... DON'T TAKE OURSELVES TOO SERIOUS, TAKE WHAT WE DO SERIOUSLY.
- A MEMBER MUST BE RECOMMENDED IN WRITING BY A CURRENT "MAE" IN GOOD STANDING
 - A MEMBER MUST BE APPROVED BY THE BOD WITHIN THIRTY (30) DAYS OF BEING RECOMMENDED.
- ALL MEMBERS THAT ARE TO BE INDUCTED AS A "MAE" WILL BE DONE SO AT A PUBLIC EVENT.

ARTICLE THREE: DUES

THE ANNUAL MEMBERSHIP DUES ARE FOR COMMERCIAL MEMBERSHIPS ONLY AND SHALL BE \$25.00 PER YEAR. THESE DUES SHALL BE COLLECTED BY THE TREASURER AT SUCH TIME AS THE MEMBERSHIP IS APPROVED BY THE BOD AND/OR UPON EACH YEAR MEMBERSHIP IS RENEWED. ALL DUES COLLECTED FOR COMMERCIAL MEMBERSHIP SHALL BE DEPOSITED INTO THE BOD SUB-ACCOUNT.

ARTICLE FOUR: CODE OF CONDUCT

OUR CODE OF CONDUCT IS FAIRLY SIMPLE. ALTHOUGH WE CANNOT CONTROL THE BEHAVIOR OF OUR MEMBERS, WE DO STRIVE TO ACT IN ACCORDANCE WITH THE FOLLOWING RECOMMENDATIONS.

- OBEY ALL LAWS WITHIN THE STATE OF TEXAS IN ACCORDANCE WITH THE CORPORATION.
 - ADHERE TO THESE BY-LAWS.
- UPHOLD THE WALL OF FOOD AND PROMOTE OUR FUND RAISING WHENEVER POSSIBLE.

ARTICLE FIVE: MEETINGS, SHOWS AND EVENTS

- OUR MEETINGS SHALL BE HELD ON THE FIRST (1ST) SUNDAY OF EACH MONTH UNLESS REVISED BEFOREHAND. MEETINGS MAY BE ATTENDED EITHER IN PERSON, OR BY ANY ELECTRONIC DEVICE SUCH AS A PHONE, COMPUTER, ETC... (SEE MEMBERSHIP) HOWEVER, A NEW MEMBER CANDIDATE MUST ATTEND THE FIRST MEETING IN PERSON TO BE ACCEPTED AS A NEW MEMBER.
 - SPECIAL MEETINGS MAY BE CALLED BY THE PRESIDENT OF THE BOD AS NEEDED.
 - A MINIMUM OF 10% OF THE GENERAL MEMBERSHIP MUST BE PRESENT TO CONDUCT A MEETING OR A SPECIAL MEETING.
 - THE PRESIDENT OF THE BOD MAY CALL A "CLOSED MEETING OF THE BOD WHENEVER SUCH A NEED ARISES.
- ALL FUNDS COLLECTED DURING A WALL OF FOOD SHOW OR EVENT ARE TO BE DEPOSITED INTO THE GENERAL FUND SUB-ACCOUNT UNLESS OTHERWISE STATED, ANNOUNCED, AND/OR ADVERTISED BEFOREHAND. FUNDS RAISED DURING PAGEANTS WILL BE DEPOSITED INTO THE BOD SUB-ACCOUNT AND WILL BE ADVERTISED AS SUCH.

ARTICLE SIX: ATTENDANCE

- ALL MEMBERS ARE ENCOURAGED TO ATTEND ALL MEETINGS, SHOWS, EVENTS AND OTHER FUNCTIONS.
- ALL MEMBERS ARE REQUIRED TO SIGN THE ATTENDANCE SHEET AT EACH MEETING.
- A MEMBER THAT FAILS TO ATTEND TWO (2) CONSECUTIVE MEETINGS WITHOUT A MEDICAL REASON SHALL HAVE THEIR VOTING PRIVILEGES SUSPENDED UNTIL TWO (2) CONSECUTIVE MEETINGS ARE ATTENDED. THEIR VOTING PRIVILEGES WILL BE REINSTATED AT THE THIRD MEETING ATTENDED.
- ANY BOD MEMBER FAILING TO ATTEND THREE (3) MEETINGS IN A SINGLE CALENDAR YEAR WHETHER OR NOT THEY ARE CONSECUTIVE MAY BE REMOVED FROM THE BOD AND THAT POSITION WILL BE FILLED AT THAT MEETING OR THE NEXT MEETING, WHICHEVER IS MORE CONVENIENT. THIS DOES NOT INCLUDE THOSE WITH A VALID MEDICAL REASON.

ARTICLE SEVEN: BOARD OF DIRECTORS

THE PURPOSE OF THE BOARD OF DIRECTORS IS TO;

- OVERSEE THE EVERYDAY BUSINESS OF THE CORPORATION AS PER THE LAWS OF THE STATE OF TEXAS AND IN ACCORDANCE WITH THE BY-LAWS OF THIS CORPORATION.
 - ENSURE THE BY-LAWS OF THIS CORPORATION ARE FOLLOWED BY ALL MEMBERS.
 - BE THE GOVERNING BODY OF THE WALL OF FOOD CORPORATION.
 - PROMOTE THE WALL OF FOOD ON AN ONGOING BASIS.

COMPOSITION:

THE COMPOSITION OF THE BOD SHALL CONSIST OF AT LEAST FIVE (5) MEMBERS BUT NO MORE THAN NINE (9) MEMBERS. THE BOD SHALL CONTAIN OFFICERS THAT ARE TO BE VOTED IN BY THE GENERAL MEMBERSHIP. THESE OFFICERS SHALL BE KNOWN AS:

- PRESIDENT – ONLY A MEMBER THAT HAS THE “MAE” MEMBERSHIP SHALL HOLD THE OFFICE OF PRESIDENT. IN THE EVENT THAT THE OFFICE OF PRESIDENT BECOMES VACANT DUE TO UNFORSEEN CIRCUMSTANCES, THE VICE PRESIDENT WILL IMMEDIATELY TAKE OVER THIS POSITION AND A NEW VICE PRESIDENT WILL THEN BE ELECTED.
- VICE PRESIDENT – ONLY A MEMBER THAT HAS THE “MAE” MEMBERSHIP SHALL HOLD THE OFFICE OF VICE PRESIDENT.
- ADVISOR – ONLY A MEMBER THAT HAS THE “MAE” MEMBERSHIP SHALL HOLD THE OFFICE OF ADVISOR. THE ADVISOR IS RESPONSIBLE FOR ANSWERING QUESTIONS, ADVISING THE PRESIDENT AND OTHER BOD MEMBERS OF THINGS DONE IN THE PAST THAT HAVE WORKED WELL FOR US AND TO MAKE SURE THE BY-LAWS ARE FOLLOWED. THIS PERSON SHOULD BE VERY KNOWLEDGABLE OF THE BY-LAWS, WALL OF FOOD AND ITS HISTORY.
- SECRETARY – RESPONSIBLE FOR TAKING THE MINUTES AT THE MEETINGS, TYPING THEM UP AND MAKING COPIES TO BE PRESENTED AT THE NEXT MEETING.
- TREASURER – RESPONSIBLE FOR THE FINANCES OF THE CORPORATION, PREPARING A REPORT TO PRESENT TO THE MEMBERSHIP AT EACH MEETING.
- EVENTS COORDINATOR – RESPONSIBLE FOR SCHEDULING SHOWS AND OTHER FUNDRAISING EVENTS, ADVERTISING AND LINEUPS.

COMMITTEES:

COMMITTEES AND SUB-COMMITTEES SHALL BE FORMED BY THE BOD AS NEEDED. MEMBERS OF THESE COMMITTEES SHALL BE APPOINTED BY THE PRESIDENT OF THE BOD ALONG WITH THE APPROVAL OF THE BOD.

THERE SHALL BE TWO (2) TYPES OF COMMITTEES KNOWN AS STANDING COMMITTEES AND SPECIAL COMMITTEES.

- STANDING COMMITTEES – EXAMPLE; BY-LAWS COMMITTEE
- SPECIAL COMMITTEES – EXAMPLE; BUFFET COMMITTEE

ARTICLE EIGHT:

FINANCES;

- RESPONSIBILITY – THE OVERALL RESPONSIBILITY OF THE FINANCES SHALL BE THAT OF THE BOD.
 - FINANCIAL REPORTS – THE TREASURER SHALL COMPILE A REPORT TO BE PRESENTED AT EACH MONTHLY MEETING FOR ACCEPTANCE BY THE BOD AND GENERAL MEMBERSHIP.
 - DISTRIBUTION – THE DISTRIBUTION OF FUNDS IN THE GENERAL FUND SUB-ACCOUNT SHALL BE DONE BY THE TREASURER BY CHECK WITH THE APPROVAL OF THE BOARD OF DIRECTORS.
- A DEBIT CARD MAY BE USED IN LIEU OF A CHECK FOR THE PURCHASE OF ITEMS THAT ARE TO BE DISTRIBUTED TO THE CHARITY.
- ALL RECEIPTS SHALL BE TURNED IN TO THE TREASURER WITHIN SEVENTY-TWO (72) BANKING HOURS.
- FUNDS MAY BE DISTRIBUTED OR SPENT ON ITEMS UPON THE REQUEST OF THE RECOGNIZED CHARITIES WITH THE APPROVAL OF THE BOD.

BANK ACCOUNT (S);

- THE WALL OF FOOD CORPORATION SHALL HAVE ONE (1) BANK ACCOUNT THAT WILL BE SUB-DIVIDED INTO THREE (3) SUB-ACCOUNTS. THE FIRST BEING THE BOD SUB-ACCOUNT, THE SECOND BEING THE GENERAL FUND SUB-ACCOUNT AND THE THIRD WILL BE THE BUFFET SUB-ACCOUNT.
- ALL DAY TO DAY BUSINESS EXPENSES AS WELL AS CREDIT FEES ARE TO BE TAKEN FROM THE BOD SUB-ACCOUNT.
 - GENERAL FUND SUB-ACCOUNT WILL BE FOR THE CHARITIES.
- THE BUFFET SUB-ACCOUNT WILL BE FOR SPECIAL SHOWS THAT WILL HAVE A BUFFET FOR THE GUESTS.
- ALL CHECKS WRITTEN WILL REQUIRE THE SIGNATURE OF THE TREASURER. IF THE TREASURER IS UNABLE TO SIGN, THEN THE PRESIDENT OF THE BOD SHALL STEP IN AS ACTING TREASURER AND HE/SHE WILL SIGN.
 - A MINIMUM OF \$700.00 IS TO BE KEPT IN THE BOD SUB-ACCOUNT AT THE BEGINNING OF EACH CALENDAR YEAR. DURING THE YEAR WHEN THIS SUB-ACCOUNT STARTS RUNNING LOW, A FUND-RAISING EVENT MAY BE HELD AND ALL FUNDS RECEIVED WILL BE DEPOSITED INTO THIS SUB-ACCOUNT.
- THE GENERAL FUND SUB-ACCOUNT IS TO BE FOR OUR CHARITIES. THE MONEY COLLECTED FROM OUR SHOWS AND OTHER EVENTS IS TO BE DEPOSITED INTO THIS SUB-ACCOUNT UNLESS THE SHOW OR EVENT WAS SPECIFICALLY DESIGNATED FOR THE BOD SUB-ACCOUNT.

ARTICLE EIGHT: FINANCES CONTINUED...

TREASURER:

- THE TREASURER SHALL BE AT ALL FUND-RAISING EVENTS WHENEVER POSSIBLE AND SHALL KEEP A RECORD OF ALL MONIES COLLECTED.
- THE TREASURER MAY CHOOSE A MEMBER OR TWO TO HELP COUNT THE MONEY AT AN EVENT.
- ALL PERSONS COUNTING THE MONEY SHALL BE REQUIRED TO SIGN THE RECORD SHEET WHEN THE EVENT IS COMPLETED.
 - THE TREASURER IS RESPONSIBLE FOR THE FINAL COUNT OF MONEY COLLECTED.
- IF THE TREASURER IS UNABLE TO ATTEND AN EVENT, THE HIGHEST RANKING BOD MEMBER THEN BECOMES THE ACTING TREASURER AND WILL ASSUME ALL THE RESPONSIBILITIES OF TREASURER FOR THAT PARTICULAR EVENT.
- THE TREASURER OR ACTING TREASURER WILL MAKE THE DEPOSIT WITHIN SEVENTY-TWO BANK RECOGNIZED HOURS OF THE EVENT. THE RECEIPT WILL BE GIVEN TO THE TREASURER WITHIN THAT SAME TIME FRAME.
- THE TREASURER SHALL COMPILE A MONTHLY REPORT AND IT WILL BE PRESENTED AT THE NEXT MEETING FOR APPROVAL BY THE BOD AND GENERAL MEMBERSHIP.

AUDITS:

- AN INTERNAL AUDIT WILL BE DONE ONCE EACH YEAR IN JANUARY TO REVIEW THE PREVIOUS YEAR BY THE TREASURER AND BOD. IF ACCEPTED, IT WILL THEN BE PRESENTED TO THE GENERAL MEMBERSHIP FOR APPROVAL.
- AN EXTERNAL AUDIT WILL BE DONE ONCE EACH YEAR AFTER THE INTERNAL AUDIT IS COMPLETED. THE EXPENSE OF THIS AUDIT WILL COME OUT OF THE BOD SUB-ACCOUNT.

ARTICLE NINE:

JUDICIAL PROTOCOL;

- CHARGES BROUGHT AGAINST ANY MEMBER MUST BE IN WRITING AND PRESENTED TO THE PRESIDENT OF THE BOD. IF THE CHARGES ARE AGAINST THE PRESIDENT OF THE BOD THEN SUCH CHARGES ARE TO BE PRESENTED TO THE VICE PRESIDENT OF THE BOD.
- THE PRESIDENT OR VICE PRESIDENT WILL THEN CALL A SPECIAL MEETING OF THE BOD AND THE CHARGES WILL BE READ ALOUD TO DETERMINE IF THE CHARGES WARRANT FURTHER ACTION.
- IF FURTHER ACTION IS REQUIRED, AN ADMINISTRATIVE REVIEW IS TO BE HELD AND THE ACCUSED IS TO BE SENT A CERTIFIED LETTER INFORMING HIM/HER OF THE CHARGES AT LEAST THREE (3) DAYS PRIOR TO THE ADMINISTRATIVE REVIEW DATE.
- THE ADMINISTRATIVE REVIEW IS TO BE SET NO SOONER THAN TWO (2) WEEKS OR TEN (10) BUSINESS DAYS FROM THE DAY THE BOD DEEMED IT NECESSARY.
- IF AN ADMINISTRATIVE REVIEW IS SET THE BOD WILL APPOINT A PROSECUTOR AND THE ACCUSED HAS THE CHOICE OF EITHER REPRESENTING THEIR SELF OR CHOOSING A REPRESENTATIVE TO DEFEND THEM. THEY MAY ALSO ASK THE BOD TO CHOOSE SOMEONE TO DEFEND THEM.
- THE BOD MEMBERS SHALL REPRESENT THE JURY AND THE PRESIDENT WILL ONLY VOTE IN THE EVENT OF A TIE. A SIMPLE MAJORITY OF THE VOTES RULES IN THE ADMINISTRATIVE REVIEW.
- IF THE ACCUSED IS CONVICTED, THE BOD WILL THEN VOTE ON THE SENTENCING WHICH MAY RESULT IN BANISHMENT FROM MEMBERSHIP IN THE WALL OF FOOD ORGANIZATION.

ARTICLE TEN:

AMENDMENTS TO THE BY-LAWS;

- AMENDMENTS TO THESE BY-LAWS CAN BE MADE ONCE EACH YEAR.
- SUGGESTIONS MUST BE IN WRITING AND HANDED TO THE CHAIRPERSON OF THE BY-LAWS COMMITTEE OR BY EMAIL TO SAID CHAIRPERSON NO LATER THAN THE END OF THE OCTOBER MEETING.
- THE BY-LAWS COMMITTEE WILL THEN PRESENT THE SUGGESTIONS TO THE GENERAL MEMBERSHIP AT THE NOVEMBER MEETING FOR CONSIDERATION AND WILL BE VOTED ON BY THE GENERAL MEMBERSHIP AT THE DECEMBER MEETING. ANY AMENDMENTS WILL GO INTO EFFECT ON JANUARY FIRST (1ST) OF THE FOLLOWING YEAR.
- IN AN EMERGENCY SITUATION, AND THIS IS DEEMED SO BY THE BOD, THE BY-LAWS COMMITTEE RESERVES THE RIGHT TO AMEND THESE BY-LAWS WITHIN THIRTY (30) DAYS OF WRITTEN SUBMISSION OF SAID EMERGENCY TO BE VOTED ON BY THE GENERAL MEMBERSHIP AT THE NEXT MEETING.

ARTICLE ELEVEN:

DISSOLUTION OF CORPORATION;

IF AT ANY TIME THERE IS NO LONGER A NEED FOR THE WALL OF FOOD CORPORATION AND DISSOLUTION OF SAID CORPORATION BECOMES NECESSARY, A $\frac{3}{4}$ MAJORITY WRITTEN VOTE OF ALL ELIGIBLE VOTING MEMBERS AND BOD IS REQUIRED TO DISSOLVE THE CORPORATION.

- IN SUCH CASE AS THE CORPORATION IS DISSOLVED, ALL MONIES IN ALL SUB-ACCOUNTS ARE TO BE DISBURSED AS SOON AS POSSIBLE TO THE CHARITIES LISTED ON OUR CHARITY ROSTER.
- ALL BANK ACCOUNT (S) ARE TO BE CLOSED IMMEDIATELY AND ANY DEBIT CARDS AND/OR CHECKS ARE TO BE SHREDED AND DISPOSED OF PROPERLY.

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SELWYN SARLOW
President of the Board of Directors