

Hampton Roads Food Truck Association By-laws

ARTICLE I – OFFICES

SECTION 1. REGISTERED OFFICE. The registered office shall be established and maintained at the current operational address of the President.

ARTICLE II – MEMBERS

SECTION 1. MEMBERS. There shall be one class of member of this association. The voting and other rights of each member shall be equal. No member shall hold more than one membership in the corporation.

SECTION 2. NON-LIABILITY OF MEMBERS. No member of the association shall be personally liable for the debts, liabilities, and obligations of the corporation.

SECTION 3. QUALIFICATIONS. Any individual or entity that owns or operates at least one mobile food truck, cart or street vending operation, pays the dues and assessments as set by the Board of Directors (BOD), and agrees to be bound by the by-laws, and by the rules, code of ethics and regulations adopted by the Board of Directors, is qualified to become a member. Members must remain members in good standing and the mention of members in the following articles pertains only to active members in good standing.

SECTION 4. DUES AND ASSESSMENTS. The BOD shall determine the amount and types of dues to present to the membership. Presently, a yearly membership fee is required and due by January 31 of the calendar year. Dues will be prorated by each quarter at the time of joining the HRFTA organization.

SECTION 5. PROPERTY RIGHTS No member shall have any right or interest in any of the property or assets of the association. Only members in good standing can use HRFTA in its advertising or affiliations.

SECTION 6. SUSPENSION OF MEMBERSHIP. An individual member's privileges under these by-laws may be suspended by the BOD for up to sixty days if the BOD finds the member in noncompliance of these bylaws, or the rules and regulations of the association as adopted by the directors or in areas of financial dues and fees. Within 60 days of the suspension the member shall have the right to a determination hearing in front of a membership committee designated by the BOD. Following such hearing, the BOD shall determine whether the member's privileges under these by-laws shall be reinstated, conditionally reinstated, or revoked. A member who is suspended or whose membership is revoked pursuant to this Section shall not be entitled to reimbursement for any previously paid dues.

SECTION 7. TRANSFER AND TERMINATION OF MEMBERSHIP. No Member may transfer their membership and the rights arising there from without the approval of the membership committee or the BOD. Membership shall terminate upon the resignation or death of a member, or upon failure to pay dues herein required within 30 days from due date.

SECTION 8. ANNUAL MEETINGS. - Annual meetings of members will be held to elect officers and for such other businesses as may be stated in the notice of the meetings, shall be held at such place and at such time and date as the BOD, by resolution, shall determine and as set forth in notice of the meeting.

SECTION 9. OTHER MEETINGS. - Meetings of members for any purpose other than election of BOD may be held at such time and place and notification to the membership will be delivered electronically. A majority of members in good standing must be available to conduct any business on behalf of the association.

SECTION 10. QUORUM. - Except as otherwise required by law or by these By-Laws, the presence, in person or by proxy, of members representing 15% of the members entitled to vote shall constitute a meeting and may conduct such business as may be properly brought before the meeting until it is adjourned. If a 15% interest of the members entitled to vote thereat is not present in person, by proxy, or via an acceptable electronic means, the members present in person or by proxy shall have power to conduct the meeting and/or business without a quorum present.

ARTICLE III – BOARD OF DIRECTORS

SECTION 1. MEMBERS AND TERM. – The BOD shall consist of five (5) members including the Officers, (President, Vice President, Treasurer, Membership Director and Operations Director). The President and officers shall be elected at the annual meeting of members and shall be elected to serve until their successor is elected and qualified. The President, Treasurer and Operations director will be up for election after the initial two years of the association. The Vice President and Membership Director will be up for election after one year from the inception of the association and then every two years to allow for no more than 50% of the BOD to change at any one time. Any officer may serve for two terms in the same position. A retired officer may run for another office, if nominated. Elections will be held yearly in November.

SECTION 2. RESIGNATIONS/VACANCIES/REMOVALS. - Any officer, member of a committee or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Vice President. The acceptance of a resignation shall not be necessary to make it effective. If the office of any director, member of a committee or other officer becomes vacant, the remaining members of the BOD in office, though less than a quorum, by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until their successor shall be duly chosen and qualified. Any officer may be removed either for, or without cause, at any time by the affirmative vote of the majority of other officers, at the annual meeting or a special meeting of the officers called for that purpose.

SECTION 3. INCREASE OF NUMBER. - The number of officers may be increased by amendment of these By- Laws by the affirmative of a majority vote of the officers though less than a quorum. The additional officers may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualified.

SECTION 4. COMPENSATION. - Officers shall not receive any stated salary for their services as officers or as members of committees.

SECTION 5. ACTION WITHOUT MEETING. - Any action required or permitted to be taken at any meeting of the BOD, or of any committee thereof, may be taken without a meeting, if prior notice of such action or a written consent thereto is signed by all members of the board, or of such committee as the case may be, and such written consent is filed with the minutes of the meeting of the board or committee. Meetings of the BOD, or any Board appointed Committee may be held by telephone, or other electronic device.

SECTION 6. PRESIDENT. - The President shall be the CEO of the association and shall have the general powers and duties of supervision and management usually vested in the office of the President of a professional trade association. The President shall preside at all meetings of the BOD, and shall have general supervision, direction and control of the business of the association. However, the President cannot obligate or sign any agreement on behalf of the association, without the business being brought in front of the remaining BOD and an electronic or formal notification being presented to the membership in good standing.

SECTION 7. VICE PRESIDENT. - The Vice President shall give, or cause to be given, notice of all meetings of directors, and all other notices required by law or by these By-Laws, and in case of his/her absence or refusal or neglect to do so, such notice may be given by any other person thereunto directed by the President, or by the officers, upon whose requisition the meeting is called as provided by these By-Laws. The Vice President shall record all the proceedings of the meetings of the corporation and of directors in a book to be kept for that purpose.

SECTION 8. TREASURER - The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of the receipts and disbursements in books belonging to the corporation. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the BOD. The Treasurer shall disburse the funds of the corporation as may be ordered by the BOD, or the President, taking proper vouchers for such disbursements. He/she shall render to the President and the Board of Directors at the regular meeting of the BOD, or whenever they may request it, an account of all transactions and of the financial condition of the association. If required by the BOD, he/she shall give the corporation a bond for the faithful discharge of his/her duties in such amount and with such surety as the Board shall prescribe. In that account, bond will be paid by the association. Financials of the association will be audited yearly by the BOD.

SECTION 9. MEMBERSHIP DIRECTOR - The Membership Director will be required to respond to inquiries, keep accurate membership records, maintain database of members in good standing and notify members when they are delinquent in their reporting. Membership Director may, at the direction of the BOD, convene a membership committee to mediate member disputes. Membership Director may be contacted at info@hrfta.com.

SECTION 10. OPERATIONS DIRECTOR - The Operations Director is critical as the fifth member of the BOD in voting matters. The Operations Director may serve on any committee or develop a committee at the request of the President. The primary purpose of the Operations Director is to keep current on legislation, city or municipality codes, zoning and health safety to assist the membership.

ARTICLE IV

SECTION 1. FISCAL YEAR. - The fiscal year of the association shall be determined by resolution of the Board of Directors. The fiscal calendar must allow time for an audit of financials to present to the membership.

SECTION 2. CHECKS. - All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness shall be issued in the name of the association, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

ARTICLE V – AMENDMENTS

HRFTA and the BOD reserves the right to alter or amend these by-laws at a meeting with an affirmative vote of a majority of the members present at such meeting

Hampton Roads Food Truck Association Code of Conduct:

We, the undersigned owners/operators of mobile vending vehicles in the State of Virginia, in recognition of the duty we have as responsible business owners to respect the communities that we serve, hereby agree to abide by the following provisions in the operation of our businesses and vehicles:

- Abide by all laws, rules and regulations applicable to our operations.
- Keep the area around our vehicle clean and remove all trash at the end of our service period, leaving the location cleaner than when we arrived.
- Maintain a friendly, professional and courteous attitude towards customers, other business owners and regulatory and law enforcement officials.
- Commit to giving back to the community through charitable contributions, volunteering at local non-profit organizations, participating in fund-raising events for local charities and engaging in other community service activities when they are HRFTA sponsored events.

Participation Policy:

All members are required to attend in person, or have a company representative attend in person at least fifty percent (50%) of all committee/membership meetings. A member that does not meet the participation requirements of this Section shall be subject to the Suspension of Membership provisions of Section 8 of Article II of the association's by-laws. Compliance with this requirement may be reviewed and enforced at the end of each fiscal quarter at the discretion of the Directors.

Signature

Date