BY-LAWS

of the

MID-ATLANTIC BARBECUE ASSOCIATION

(Revised and Adopted by the Board of Directors - September 2026)

Article I
INTRODUCTORY PROVISIONS

A) INCORPORATION OF STATUTORY LAW

Except as expressly provided herein, the Mid-Atlantic Barbecue Association (the "Association") shall be governed by the provisions of the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, 15 Pa. C.S. §5101, et seq., as amended from time to time ("Corporation Law"). Any capitalized terms not defined herein shall have the meaning defined in the Corporation Law.

B) APPLICABILITY

These By-laws provide for the governance of the Association, a non-profit corporation organized and operating under the laws of the Commonwealth of Pennsylvania.

C) OFFICE

The office of the Association shall be located at such place as may be designated from time to time by the Board (the "Board").

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Article II
PURPOSE, OBJECTIVES, OPERATION

A) INTERNAL REVENUE CODE SECTION 501(c)(7) PURPOSES

This Association is organized for one or more of the purposes as specified in Section 501(c)(7) of the Internal Revenue Code, specifically the Association is organized as a Social Club with the core mission of advancing the sport of barbecue by facilitating social networking, education, and recognition of excellence amongst barbecue enthusiasts.

B) OBJECTIVES

The Association is organized to promote interest in all aspects of barbecue. The specific objectives of the Association shall be:

1) To educate the public concerning barbecue techniques and methods through sponsoring, promoting, or conducting seminars, cooking demonstrations, or other educational events and means.
2) To inform the members and interested parties of barbecue events, methods, and current information.
3) To conduct barbecue competitions to showcase barbecue pitmasters and equipment, facilitate networking amongst barbecue enthusiasts, and advance the sport of competitive barbecue; and
4) To engage in other activities related to the smoking of meat for the purpose of increasing the "*esprit de corps"* among the membership and communities.

C) AREAS OF OPERATION

The Association shall serve the areas located within the states of Delaware, Maryland, New Jersey, New York, North Carolina, Pennsylvania, Virginia, and West Virginia. This shall also include the District of Columbia. The Board may modify this provision at any time by majority vote.

D) CONSTRUCTION AND TERMS

1) If there is any conflict between the provisions of these By-laws and the Articles of Incorporation of this Association, the provisions of the Articles of Incorporation shall govern.
2) Should any of these provisions or portions of these By-laws be held unenforceable or invalid for any reason, the remaining provisions or portions of these By-laws shall be unaffected by such holding.
3) All references in these By-laws to the Articles of Incorporation of this Association filed with the Secretary of State of the Commonwealth of Pennsylvania were used to establish the legal existence of the Association.
4) All references in these By-laws to reporting or writing or notice may be satisfied by regular mail or widely accessible electronic means such as email, website, and/or social media outlets for notices, ballots, reporting or publishing to the membership.

Article III
MEMBERSHIP

A) MEMBERSHIP CLASSES

1) REGULAR MEMBERSHIP

a) Any natural person, who has an interest in barbecue, is 18 years of age or over, and resides or maintains a business within the Association Areas of Operation as described in Article II, Section C may apply for a Regular Membership. Such member is entitled to vote on Association business.

b) Any person who does not reside within the Association Areas of Operation as described in Article II, Section C may still apply for a Regular Membership. However, such member shall only be entitled to vote on Association business; such member cannot be a Director.

2) FAMILY MEMBERSHIP

a) Two or more individuals who are related by birth or marriage, live in a common household and reside within the Association Areas of Operation as described in Article II, Section C may apply for a Family Membership. All family members identified in the application for family membership shall be considered members of the Association; only two (2) members of said family shall be entitled to vote in Association matters.

b) The Board may, in its discretion, charge a reduced or flat-rate membership fee to family members in exchange for reduced or common benefits shared between said family members.

3) BUSINESS MEMBERSHIP

a) Any entity that maintains and operates a business in barbecue, or related to barbecue, and meets the same qualifications as a regular member may apply for a Business Membership. Said Business Membership shall be up to three (3) members, but shall only be entitled to one (1) ballot to vote.

4) JUDGE/ORGANIZER MEMBERSHIP

a) Any member who is primarily a Judge, Contest Representative or Organizer may apply for a Judge/Organizer Membership. These members are not eligible for Team of the Year points. This type of member is entitled to vote and serve as a Director.

B) FEES AND DUES

Membership fees, other dues and membership types may be set and adjusted from time-to-time as the Board deems appropriate by a majority vote of the Board and upon notice to all members.

C) ADMISSION OF MEMBERS

1) Applicants shall be admitted to membership upon filing a completed application for membership, payment of annual dues, and acceptance by the Board in any means it seems reasonable.

2) The Board may discuss any issues dealing with membership in a closed session.

3) All actions by the Board or the membership committee regarding approval or denial will be held in closed session with no minutes taken.

4) There shall be no discrimination based on race, age, religion, sex, marital status, nationality, state or country of origin when reviewing an application for membership that meets the criteria set forth in this Article.

D) MEMBERSHIP RENEWAL

Membership renewals shall be handled in the Terms and Conditions of Membership as the Board may promulgate as it deems fit.

E) DETERMINATION AND RIGHTS OF MEMBERS

Except as expressly provided in or authorized by the Articles of Incorporation, the By-laws of this Association, or any provision of the law, all members shall have the same rights, privileges, restrictions, and conditions.

F) MEMBERSHIP ROSTER

1) The Association shall keep a membership roster containing the name, address, phone number, and email address (if applicable) of each member.

2) The roster may be an electronic or paper system as determined by the Board. Termination of membership for any member shall be recorded in said roster, together with the date of termination.

3) The roster shall be maintained by the membership chairperson and kept at the principal location of the Association or such other location as authorized by the Board.

G) NON-LIABILITY OF MEMBERS

No member of this Association is personally liable for the debts, liabilities or obligations of this Association. The Board may explore obtaining insurance policies as they see fit and reasonable.

H) NON-TRANSFERABILITY OF MEMBERSHIP

No member may transfer a membership or any rights of a membership to another individual or entity. The Board, upon written request, may make an exception by majority vote.

I) TERMINATION OF MEMBERSHIP

The Membership of a member shall terminate upon the occurrence of any of the following events:

1) Upon his or her written notice of such termination delivered to the Association through a means as determined by the Board; such membership will terminate upon the date of delivery of the notice; or

2) Upon the failure to renew his or her Membership by paying dues on or before their Anniversary Date, such termination will be effective thirty (30) days after the Anniversary Date of the initial membership acceptance. It shall be at the discretion of the Board to extend a reasonable grace period (i.e., no more than 30 days) for non-payment of dues without requiring such member to reapply to the Association for membership; or

3) After providing the member with reasonable written notice (14 days) and an opportunity to be heard either orally or in writing; and upon a determination by the Board that the member has engaged in conduct materially or seriously detrimental to the interests or purposes of the Association, any member may be expelled from the Association by a majority vote of the Board. Any person expelled from the Association shall not receive any refund of dues already paid for the current dues period. All rights of a member in the Association shall cease upon termination of membership as herein; or

4) Upon the member's death for a Regular or Corresponding Membership; or

5) Upon the dissolution of an entity for a Business Membership; or

6) Non-payment of annual dues by any member.

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Article IV
ANNUAL AND SPECIAL MEMBERSHIP MEETINGS

A) The Association shall have at least one annual meeting per year, which shall be held on a date(s) selected by the Board at its discretion**.**

B) The Board may call special meetings of the Membership as it deems fit.

C) Meetings of the Membership shall be held at such locations that shall be approved by the Board.

D) The Board shall give the general Membership prior notice of the time and location of each Membership meeting. Such notice may be included in the Association's newsletter, email, social media, website, or US Postal Service to its Membership no less than thirty (30) days prior to the scheduled meeting.

E) At any meeting of the members, every member may vote in person, electronically, or by ballot as authorized by the Board. In as much as possible, electronic balloting tools will be utilized to ease the administrative burden on the Board and increase Membership participation in voting. No member may vote by proxy.

F) A quorum for the transaction of business at any general Membership meeting of the Association shall be fifteen (15) percent of the members in good standing. If a quorum is not present at any meeting of the members, the Board may recess or adjourn the meeting to another time without further notice.

G) The Board shall give each member a ballot for any general Membership meeting agenda items that require a vote of the general Membership. Such ballots shall be written and delivered via personal delivery, email, or US Postal Service and shall be sent no later than thirty (30) days prior to the Membership meeting as the Board sees fit. The ballots shall set forth the proposed actions and provide an opportunity to specify approval or disapproval of each proposal. To be valid and counted, a ballot must be received no later than one (1) day prior to a Membership meeting unless otherwise indicated by the Board.

H) It should also be noted that the Board may provide ballots (without a Meeting) to the members for any actions the Board feels are necessary for Membership approval. The Board may adopt the appropriate threshold to establish a quorum on voting for such matters.

I) The President shall preside over the Membership Meetings (the "Presiding Officer"); in the President's absence, the Vice President, or, in the absence of each of these persons, by a Director chosen by the majority of the Directors present at the meeting. In the Secretary's absence, the Presiding Officer shall appoint another person to act as Secretary of the meeting.

Article V
MEMBER'S INSPECTION RIGHTS

A) Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member to inspect at any reasonable time the financial statements (or books if such statements are not available), records, or minutes of proceedings of the meetings of the members, the Board, or any committee of the Association, upon written demand of the Secretary of the Association by the member, for a purpose reasonably related to such person's interest as a member.

B) Members shall have such other rights to inspect the books, records, and properties of this Association as may be required under the Articles of Incorporation, other provisions of these By-laws, and provisions of law.

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Article VI
BOARD OF DIRECTORS

A) COMPOSITION OF THE BOARD OF DIRECTORS

1) The Association shall be managed and controlled by a Board of Directors.
2) The Board shall be comprised of four (4) Officers and an odd number of Directors at large, not to exceed five (5), elected or appointed in accordance with these By-laws.
3) The Board may, at any time and at their discretion, appoint additional members to the Board, not to exceed the maximum number set forth in this Article.
4) The presiding officer of the Board shall be the President, or a member of the Board appointed by the President.
5) Any modifications to the maximum number of members allowed to be appointed to the Board shall be adopted by a supermajority of the active sitting Board at the time of the vote.

B) DIRECTOR QUALIFICATIONS

A Director shall be a member in good standing of the Association, 18 years or older, and meet the requirements of Regular Membership or Judge/Organizer Membership as set forth in Article III of these By-laws.

C) BOARD POWERS

1) Subject to the provisions of the laws of the Commonwealth of Pennsylvania and any limitations in the Articles of Incorporation and these By-laws relating to action required or permitted to be taken or approved by the members, if any, of this Association, the activities and affairs of this Association shall be conducted and all Association powers shall be exercised by or under the direction of the Board.
2) The Board may create committees and may appoint members from the Association to said committees from time-to-time and as they see fit. Committees created by the Board shall serve at the discretion of the Board and may exercise such authority as is provided by these By-laws or delegated by the Board, except that no committee shall have the authority of the Board to directly request approval by the Membership of acts requiring Membership approval. Only the Board may request approval from the Membership of same. The Board may adopt rules pertaining to the conduct of the meetings of said committees.

D) BOARD DUTIES

It shall be the duty of the Board to:

1) Take actions necessary to advance the mission of the Association within the principles of the Association.
2) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, and by these By-laws.

3) Elect and remove, and, except as otherwise provided in these By-laws, prescribe the duties of all officers of the Association.

4) Supervise all officers of the Association to ensure that their duties are performed properly.

5) Meet at such times and places as required by these By-laws.

6) Establish, approve, and adhere to an annual budget.

7) Take all necessary actions and engage in all necessary preparation to facilitate the success of the Annual Banquet.

8) Register his or her mailing address, email address, and phone number with the Secretary.

E) FINANCIAL INTEREST OR CONFLICTS OF INTEREST

1) Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

2) Any discussion pertaining to Team of the Year points chases and other *de minimis* discussion about competitions shall not be considered a financial or personal interest as outlined in this Section.

F) OFFICERS AND DIRECTORS

1) TERMS OF OFFICE

a) Each Director of the Board shall serve a term of two (2) years unless as specified in Article VI, Section F, Paragraph 8 with respect to vacancies or is removed under these By-Laws.

b) The terms of office shall begin immediately following the certification of election results for the Board (which will typically occur at the Reorganization Meeting which will usually occur at the Annual Membership Meeting) by the Secretary or the person acting as Secretary if the position is vacant. The certification of election results shall occur at a time and place as determined by the Board. The specific calendar delineations of a term of office can be set forth as approved by a majority of the Board as it deems fit.

c) The Board may authorize carryovers of prior Board members in an effort to ensure a smooth transition from year-to-year and term-to-term. Carryovers shall not have any voting rights.

d) This paragraph is construed to confirm there are no term-limits. However, during the election cycle, the corresponding Board member may choose to be up for re-election if he or she desires to serve on the Board once again.

2) DUTIES OF THE PRESIDENT

a) The President shall, subject to the control of the Board, supervise and control the affairs of the Association and activities of the officers. Except as otherwise expressly

provided by law, by the Articles of Incorporation, or by these By-laws, the President shall execute, in the name of the Association and with the Secretary or any other officer authorized by the Board, such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board. Such authority shall be evidenced by Resolution at the first meeting of each new term of the Board.

b) The President shall appoint the chairperson of each committee created by the Board.

c) The President shall respond to inquiries regarding this Association's agenda and positions and may speak on behalf of the association within the limits and direction given by the Board during Board meetings and via special rules of order, and Board approved Association publications and position statements. The President may delegate his/her communication assignments as necessary.

d) The President may issue, if urgently required, interim Association position statements and publications, after submitting the proposed statements or publications to the rest of the Board and obtaining the approval of a majority of the Board members. Such interim position statements and publications shall be consistent with the Articles of Incorporation, these By-laws, special rules of order, and position statements and publications previously approved in a meeting of the Board. Interim statements and publications issued between Board meetings shall remain in effect until the next Board meeting for action by the Board.

e) The President shall nominate the chairperson of the Nominating Committee, who shall be subject to Board approval.

f) The President shall create the agenda for the meetings of the Board and membership.

3) DUTIES OF THE VICE PRESIDENT

a) In the absence of the President, or in the event of the President's inability or refusal to act (which can be determined by a supermajority of the active sitting Board), the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

b) The Vice President serves as the Chairperson of the Strategic Planning Committee.

4) DUTIES OF THE SECRETARY

a) The Secretary shall record the minutes of the meetings of the Board and the Membership and shall publish the minutes of these meetings within a reasonable period of time (i.e., 7 calendar days) for the members via the Association website or as may be determined by the Board.

b) The Secretary shall maintain and publish to the Board an annual master calendar of key filing dates for the association (such as IRS and PA State Corporation Commission filings). Officers and Committee Chairpersons are responsible for providing relevant dates to the Secretary for the master calendar.

c) The Secretary shall see that all notices are duly given in accordance with the provisions of these By-laws or as required by law.

d) The Secretary shall maintain and exhibit the records of the Association, except those that the Treasurer is required by these By-laws to maintain. This includes, but is not

limited to, an annual notification to the State of Pennsylvania Corporation Commission of any change in named Directors and of any change in address for the Association, and the preparation and filing of an Annual Report.

e) The Secretary shall keep the seal of the Association and the records of the Association, except those that the Treasurer is required by these By-laws to keep and maintain.

f) The Secretary shall affix the seal, as authorized by law or the provisions of these By-laws, to duly executed documents of the Association.

g) The Secretary shall be responsible for the certification of all election results.

5) DUTIES OF THE TREASURER

a) The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

b) The Treasurer shall receive, and give receipt for, monies due and payable to the Association from any source whatsoever.

c) The Treasurer shall disburse, or cause to be disbursed, the funds of the Association as directed by the Board in compliance with the provisions in Article IX and take proper vouchers for such disbursements.

d) The Treasurer shall keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

e) The Treasurer shall exhibit the books of account and financial records to members and Directors of the Association as provided for in these By-laws

f) The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports, including as a minimum a Monthly Financial Report that conveys Revenue and Expenses of the association for the prior month and the current year to date, with a comparison to prior year and to budget.

g) The Treasurer, in accordance with the law, shall prepare and file annual income tax returns (i.e., 990-N or 990-EZ) with the Internal Revenue Service as well as any other required notices with the IRS.

6) DUTIES OF THE DIRECTORS AT LARGE

The Directors at Large shall be responsible for either serving on or acting as a chairperson for at least one committee.

7) COMPENSATION OF THE BOARD

The Board shall serve without compensation; however, officers may be reimbursed for actual reasonable expenses incurred in the maintenance of their duties. In order to be reimbursed for actual reasonable expenses, the officer shall submit any written documentation supporting the expense made to the President and Treasurer. The Treasurer shall keep a record of such transaction.

8) VACANCY IN AN OFFICE

a) An office vacancy shall exist upon the death, resignation, or removal of an officer.

b) An officer may resign from the Board effective upon giving written notice to the President, Secretary, or the Board as a whole. The letter must specify the date of effectiveness. Acceptance of such resignation shall not be necessary to make it effective.

c) In the event of an office vacancy, the Board may appoint a replacement up until such time as the full Membership can vote in the annual election cycle.

9) REMOVAL OF A BOARD MEMBER

Any Director may be removed from office, with or without cause, at any time upon an affirmative vote (which may include electronic votes) for such removal by a number of Directors equal to at least two thirds (2/3) of the active sitting Board. "With cause" shall be defined as specific misconduct or failure to perform duties, rather than business reasons including, but not limited to, misconduct, gross negligence, breach of the terms of these By-laws, or violation of any of the Association's rules or policies.

10) BOARD MEETINGS

a) The Board shall hold meetings no less than nine (9) times per year to conduct the business of the Association. Such meetings may be in-person or by virtual means. Directors may appear in-person or virtually. Reasonable accommodations shall be made if necessary.

b) The members of the Board or committee designated by the Board may participate in a meeting of the Board or committee in person or electronically so long as each person participating in the meeting can communicate with all others in the meeting. Participation in a meeting pursuant to this section shall constitute presence in person at such meetings.

c) A quorum shall consist of a number of Directors equal to at least the majority of seats of the active sitting Board.

d) Special meetings of the Board may be called by the President or by any three Directors via written request to the Secretary, provided a one (1) week notice is given to all Board members and published to the Membership via the website or other means as may be determined by the Board.

e) From time to time, the Board may choose to convene a restricted or closed session of the Board at its discretion. All members of the Board will be given no less than seven (7) days' notice of such a meeting. No notice is required to be given to the general Membership; however, a summary of decisions taken by the Board will be published to the Membership in due course (ideally as a supplement to regular Board meeting minutes).

f) The President of the Association shall preside over the Board meetings, or, in the President's absence, by the Vice President, or, in the absence of both of these persons, by a Board member chosen by a majority of the Directors present at the meeting. In the Secretary's absence, the presiding officer shall appoint another person to act as secretary of the meeting.

g) Meetings shall be governed by The Modern Rules of Order by Don Tortorice.

11) MAJORITY ACTION AS BOARD ACTION

At a meeting duly held at which a quorum is present, every act performed or decision made by a majority of the Directors present is the act or decision of the Board, unless the Articles of Incorporation, these By-laws, or provisions of law require otherwise for approval of a matter by the Board. No Board member shall be entitled to give his or her proxy for meetings of the Board, nor shall a committee member be entitled to give his or her proxy for committee meetings.

12) ACTION OF THE BOARD WITHOUT MEETING

Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if notice is given to all of the Board members. In addition, the Board may designate discussions and decisions over a private social media group as Board action if a majority of the active sitting Board approve the action. The Board may modify this as necessary from time-to-time to address the needs of the Association by a majority vote of the active sitting Board.

13) NON-LIABILITY OF DIRECTORS

Every member of the Board of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board of the Association, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnifications shall be in addition and not exclusive of all other rights which such member of the Board is entitled.

14) GIFTS

The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the purpose of this Association as long as the benefits of such Gifts are conveyed to the general Membership. Records of such gifts shall be maintained by the Treasurer including from whom and to whom.

15) DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Association and shall have such other rights to inspect the books, records, and properties of the Association as may be required under the Articles of Incorporation, other provisions of these By-laws, and provisions of law.

Article VII
ELECTION OF OFFICERS AND DIRECTORS

A) BOARD OF DIRECTORS

1) The Board shall be elected by the Membership. The ballot shall list the candidates submitted by the Nominations Committee, or otherwise in accordance with procedures adopted by the Board.

2) The top vote-getters of the available seats on the Board shall prevail.

3) The Board shall solicit nominations on or around December 1st. Voting shall occur in January as much as it is feasible to do so.

4) At least thirty (30) days prior to the Annual Meeting, the Association shall by electronic means, send one (1) ballot to each registered Member eligible to vote. In parallel, the Nominating Committee will ensure provisions are made for each candidate to share their qualifications and aspirations with the Membership (such as on the website or other social media means).

5) A Member's vote will be counted as valid as long as it is received by the due date designated on the ballot announcement.

6) To the extent practical, elections for the Board shall be staggered such that approximately one-half (1/2) of the Board is elected one year, and the remaining half is elected the following year.

7) To facilitate a smooth transition of the Board from year-to-year, the continuing and newly elected Directors may be notified of the election results in advance of the Annual Membership meeting, at the option of the Board. This enables a proper handoff of all Board documents and responsibilities no later than the Annual Membership Meeting, aiming to optimize the effectiveness of the new team on "Day 1" of their responsibilities.

B) OFFICERS

1) Officers shall be elected by a majority vote of the newly elected Board at the meeting of the Board before the Annual Membership Meeting.

2) Each Officer shall hold office for their specified term on the Board, until he/she resigns, is removed, or otherwise is disqualified to serve.

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Article VIII
COMMITTEES

A) The Board may create committees and may appoint members from the Association to said committees.

B) Committees created by the Board shall serve at the discretion of the Board and may exercise such authority that is provided by these By-laws or delegated by the Board, or may serve simply in an advisory capacity if the Board so designates.

C) No committee shall have the authority of the Board to directly request approval by the Membership of acts requiring Membership approval.

D) The Board may adopt rules pertaining to the conduct of the meetings of said committees.

E) The Board may create one or more standing committees and define the authority of each. Each committee shall keep regular minutes of its proceedings, which shall be filed with the corporate records and distributed to the Board. The following are the existing standing committees (which may be altered, modified and/or supplemented from time-to-time by majority action of the Board)

1) BY-LAWS

a) This committee shall have the responsibility for examining the By-laws from time to time for the purposes of ensuring the By-laws are current and benefit the Association.

2) MEMBERSHIP

a) This committee shall actively recruit new members and shall attempt to maintain all current members in good standing. This committee shall actively seek to enhance member benefits and develop membership retention plans as needed.

3) SANCTIONING

a) This committee, from time to time, may desire to sanction a contest under the Association banner that is not already organized by another sanctioning organization such as the Kansas City BBQ Society or the New England BBQ Society. In such cases, this committee shall be responsible for providing the contest rules and providing a representative at such contest.

b) This committee shall be responsible for ensuring that the host of the event (such as a local business or community organization) carries liability insurance for the event and lists the Association (specifically, the "Mid-Atlantic Barbecue Association) as an additional insured party on their policy, specifically holding the Association harmless in the event of any accident or other incident on their premises or associated activity with the contest. A copy of the liability policy shall be filed with the Association's corporate records prior to any public announcement or promotion of the event.

4) PUBLICATIONS/WEBSITE/TECHNOLOGY

a) This committee shall be responsible for the production of the Association newsletter and the production of other printed materials as deemed necessary by the Board.

b) This committee shall be responsible for the maintenance, content, and update of the Association's website and other social media. Any statements published on the website or social media shall be in accordance with the policies of the Board as they may adopt from time-to-time.

5) FINANCE

a) This committee shall be chaired by the Treasurer.

b) This committee shall be responsible for the preparation, implementation, and monitoring of all fiscal year operating budgets, including preparation of a monthly Financial Statement that includes an assessment of actual and projected performance against each line in the annual operating budget.

c) This committee shall ensure that all regulatory filings and financial statements are accurate and filed with the proper authorities in a timely manner, including but not limited to the annual filing with the IRS.

d) The fiscal year for this Association shall be the calendar year. This may be modified from time-to-time.

6) STRATEGIC PLANNING

a) This committee shall be chaired by the Vice President.

b) This committee shall be responsible for developing and updating a Strategic Plan to assist the Association in planning and implementation of its long range goals.

7) NOMINATIONS

a) The President shall appoint the chairperson of this committee, subject to Board approval.

b) This committee shall be responsible for announcing open positions to the membership and establishing the deadline for nominations. This committee prepares the slate of candidates (the ballot) for the next year's Board elections.

c) The Chairman may select as many committee members as he or she shall see fit to assist him or her in this process.

8) HISTORIAN

a) This committee shall be chaired by the appointed Historian. The purpose of the Historian position will be to act as a "custodian of the past" and "recorder of the present" for the Association, ensuring the Association's activities are documented in a way that builds a comprehensive history for future members.

b) This committee will collect, assemble, and preserve photographs, news stories, awards, etc., that relate to the Membership and their accomplishments or other relevant items and organize them in a digital format.

c) This committee will work with the Publications, Website and Technology Committee so that relevant photos or documents can be used on social media or elsewhere to promote the Association including, but not limited to: (1) researching and compiling lists of previous Team of the Year results; (2) maintaining a list of all final Team of the Year standings going forward; (3) researching and compiling a history of the Association's formation; (4) researching and compiling a history of Association Board of Directors; (5) researching and compiling a history of notable Judges, Reps, and Organizers; (6) researching and compiling a history of Association events; (7) collecting photos from past and current events featuring Association events and members; (8) making suggestions and help find relevant photos and videos for social media; (9) collecting and storing any other relevant media concerning the Membership or events (local newspaper articles, Bullsheet articles, etc.); and/or (10) submitting relevant items to be included in Association newsletters.

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Article IX
EXECUTION OF INSTRUMENTS, DRAFTS, CORPORATE RECORDS, REPORTS, AND SEAL

A) EXECUTION OF INSTRUMENTS

1) The Board, except as otherwise provided in these By-laws, may by resolution and a two-thirds majority of the active sitting Board authorize, by Resolution, any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

2) All contracts, deeds, and any other instruments shall be signed on behalf of the Association by the authorized officer and the President of the Association. In the event that the President is the authorized officer initiating such contract, deed, or instrument, the second signature shall be that of the Vice President.

3) Unless so authorized by Resolution, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement to pledge its credit or to render it liable monetarily for any purpose or in any amount.

B) CHECKS AND OTHER DRAFT INSTRUMENTS

1) All checks or other draft instruments written in the amount of $1,000.00 or less are considered petty cash and only need one authorized signature and no vote for expenditures of this amount.

2) All checks or other draft instruments written in the amount of greater than $1,000.00 must have a majority vote of the Board and one authorized signature for expenditures of this amount. Prior to bringing the proposed expenditure to the Board, the Treasurer and responsible party will confirm whether the item was approved in the annual budget.

C) MAINTENANCE OF CORPORATE RECORD

1) The Association shall keep at its principal office or at any other place as the Board may determine:

a) Minutes of all meetings of Directors, all committees, and, if this Association has members, all meetings of members. All meeting minutes shall indicate the time and place of holding of such meetings, whether regular or special, and the names of those present and the proceedings thereof;

b) Adequate and correct books and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

c) A record of its members, if any, indicating the name and addresses of each member and, in the case where any Membership has expired or been terminated, record of such fact together with the expiration or termination date of the Membership;

d) A copy of the Articles of Incorporation and By-laws as amended or otherwise altered to date.

D) CORPORATE SEAL

1) The Board may adopt, use, and at will, alter a corporate seal.
2) Such seal shall be kept at the principal office of the Association or at such other place as the Board may determine.
3) Failure to affix the seal to corporate instruments, however, shall not affect validity of any such instrument.

E) PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to be so prepared and delivered within the time limits set by law. If not specified under the responsibilities of a Director or Committee, the President shall be responsible for such filing and ensuring a record of such is maintained with the Secretary.

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