



## **BY-LAWS OF THE DMV FOOD TRUCK ASSOCIATION**

### **ARTICLE I - OFFICES**

**SECTION 1 REGISTERED OFFICE.** The registered office shall be established and maintained at 901 Market Street, Suite #460, City of Wilmington, New Castle County in the State of Delaware.

**SECTION 2 OTHER OFFICES.** The corporation may have other offices, either within or without the State of Delaware, at such place or places as the Board of Directors may from time to time appoint or the business of the corporation may require.

### **ARTICLE II - MEMBERS**

**SECTION 1 MEMBERS.** There shall be one class of member of this corporation. 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 corporation shall be personally liable for the debts, liabilities, and obligations of the corporation.

**SECTION 3 QUALIFICATIONS.** Any corporate entity that owns or operates at least one or more mobile food service businesses which may consist of different brand names, in good standing with their municipality, pays the dues and assessments as set by the Board of Directors, and agrees to be bound by the Articles of Incorporation of this Corporation, these by-laws, and by the rules and regulations adopted by the Board of Directors, is qualified to become a member.

An additional requirement for membership is that the entity operates one or more food service businesses within either the District of Columbia or any another municipality that the Board of Directors, at its discretion, has decided to designate as a municipality from which it may draw members. A list of such municipalities is required to be kept record by the board of directors and presented to prospective members.

**SECTION 4 DUES AND ASSESSMENTS.** The Board of Directors shall determine the amount and types of dues. Initially there will be two types of dues and payment of both types of dues shall be a condition of membership. These dues include Basic Annual Dues and Operating Dues.

Basic Annual Dues will be a fixed non-refundable amount for each calendar year, and there shall be no proration of the Basic Annual Dues payable for the calendar year. The amount of the dues will be set annually by the Board of Directors. Additional Basic Annual Dues maybe collected for entities that own more than one health department licensed vending vehicle. The initial Basic Annual Dues shall be paid prior to any rights vesting in a member.

Operating Dues may include may include member assessments for expenses resulting from lobbying, legal activities, consulting or other operations deemed necessary by the Board of Directors of the Corporation.

Payment of the Operating Dues and assessments shall be a condition of membership. Members who join after the beginning of the calendar year will be required to pay all current (but not prior), and future Operating Dues which are payable effective with the first day of the month of their membership. Monthly, quarterly (or other periodic) dues or assessments are due 15 days after notification of the associations Assistant Director of Finance.

In addition all members are required to honor corporation-issued vouchers good for members' products or services and that were issued for official events and/or fundraisers that benefit the corporation. The amount of corporation-issued vouchers will not exceed \$100 in retail value per year.

A member who fails to meet the requirements of this Section shall be subject to the Suspension of Membership provisions of Section 8 of this Article.

**SECTION 5 MEETINGS REQUIREMENT.** All members are required to attend in person, or have a company representative attend in person at all membership wide corporation meetings such as the annual meeting.

**SECTION 6 MEMBERSHIP BOOK.** The corporation shall keep a membership book containing the names and address of each member. Termination of the membership of any member shall be recorded in the book together with the date on which such membership ceased. Such book may be maintained in electronic form, in which case, any member may request to examine its contents, which opportunity shall be provided within a reasonable time after sufficient notice to the Executive Director.

**SECTION 7 PROPERTY RIGHTS.** No member shall have any right or interest in any of the property or assets of the corporation.

**SECTION 8 SUSPENSION OF MEMBERSHIP.** An individual member's privileges under these by-laws may be suspended by the Executive Director for up to sixty days if the Executive Director finds the member in non-compliance of these bylaws, the rules and regulations, or the code of conduct of the corporation as adopted by the directors. Within sixty days of the suspension the member shall have the right to a determination hearing in front of a membership committee designated by the Board of Directors. Following such hearing, the Board of Directors 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 Basic Annual Dues or Operating Dues.

**SECTION 9 RESIGNATION.** Any member may resign from the corporation. Resignation shall be effective upon giving written notice to the Executive Director, Secretary, or membership committee, unless the notice specifies a later time for the resignation to become effective.

**SECTION 10 TRANSFER AND TERMINATION OF MEMBERSHIP.** No Member may transfer their membership and the rights arising there from without the approval of the board of directors. Membership shall terminate upon the resignation or death of a member, or upon failure to pay dues herein required within thirty days after the date they become payable.

### **ARTICLE III – BOARD OF DIRECTORS**

**SECTION 1 BOARD MEMBERS.** The Board of Directors shall consist of at least five (5) members and no more than thirteen (13) members.

The Board of Directors shall consist of the Officers, (Chairperson, Executive Director, Secretary and the Treasurer) and up to nine (9) additional Directors. For each new municipality served by the corporation the Board of Directors shall appoint a member to the Board of Directors who operates in that municipality and will serve as the liaison for that municipality.

**SECTION 2 QUALIFICATIONS.** A majority of the directors must be members in good standing. Nonmembers may be elected or appointed as director, but at no time shall nonmembers make up a majority of the board.

**SECTION 3 TERM.** The directors and officers shall be elected at the annual meeting of members and shall be elected to serve until their successor is elected and qualified. Each Director shall be elected for a term of two years. Provided however, that the first Directors elected after the enactment of this Section in the January 2012 version to serve as the two additional board members and the Secretary shall be elected for two-year terms and the Treasurer and the Chairperson shall each be elected for a term of one year. Beginning with the election at the annual meeting in 2013, approximately one-half of the Directors shall be elected and the remaining half of the Directors shall be elected at the next year's annual meeting. At any meeting at which Directors are to be elected, only persons duly nominated as candidates shall be eligible for election. Nominations for the election of Directors may be made by the Board of Directors or by any member entitled to vote in the election of Directors generally. However, any member entitled to vote in the election of Directors generally may nominate one or more persons for election at a meeting only if written notice of such member's intent to make such nomination or nominations is received by the Secretary not less than fourteen (14) days in advance of such meeting. Such notice shall contain the name or names of the person or persons so nominated, the consent of the person or persons nominated to serve as a Director if so elected, and any other information such member believes is pertinent to be communicated to the membership.

**SECTION 2 RESIGNATIONS.** Any director, 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 Chairperson or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

**SECTION 3 VACANCIES.** If the office of any director, member of a committee or other officer becomes vacant, the remaining members of the Board of Directors 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. For each new municipality served by the corporation, a vacancy for municipality representative will become available and its term will run only until the following annual election.

**SECTION 4 REMOVAL.** Any director may be removed either for or without cause at any time by the affirmative vote of the majority of other Directors, at the annual meeting or a special meeting of the directors called for that purpose.

**SECTION 5 INCREASE OF NUMBER.** The number of directors may be increased by amendment of these By-Laws by the affirmative vote of a majority of the directors though less than a quorum, at the annual meeting or at a special meeting called for that purpose, and by like vote the additional directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualified.

**SECTION 6 COMPENSATION.** Directors shall not receive any stated salary for their services as directors or as members of committees, but by resolution of the board a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefore.

**SECTION 7 ANNUAL MEETINGS.** Annual meetings the Board of Directors will be held at such place, either within or without the State of Delaware, and at such time and date as the Board of Directors, by resolution, shall determine and as set forth in notice of the meeting.

In the event the Board of Directors fails to so determine the time, date and place of meeting, the annual meeting shall be held at the registered office of the corporation in Delaware on September 1st. If the date of the annual meeting shall fall upon a legal holiday, the meeting may be held on the next succeeding business day. At each annual meeting, the directors entitled to vote may transact such corporate business as shall be stated in the notice of the meeting.

**SECTION 8 DIRECTORS' MEETING.** The affirmative vote of a majority of directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the vote of a greater number of directors is required by law, the articles of incorporation, or these bylaws.

SECTION 9 ACTION WITHOUT MEETING. Any action required or permitted to be taken at any meeting of the Board of Directors, 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 Board of Directors, or any Board appointed Committee may be held by telephone, or other electronic device-

#### **ARTICLE IV – OFFICERS**

SECTION 1 OFFICERS. The officers of the corporation shall consist of a Chairperson, Secretary and Treasurer and shall be elected by the members at the Annual Membership meeting and shall hold office for the term defined in Article 3 Section 3. Additionally, The Executive Director is an officer and is hired by a majority vote of the current Board of Directors and serves until resignation or until terminated or removed by a majority vote of the board of directors. Officers with the exception of the Executive Director shall serve without compensation. Officers may, however, be reimbursed for expenses incurred in furtherance of the corporation's business subject to any applicable policies and procedures established by the Board of Directors.

SECTION 2 CHAIRPERSON. The Chairperson shall preside at all meetings of the Board of Directors and shall have and perform such other duties as, from time to time, may be assigned by the Board of Directors. In the event that the number of board members is an even number, the Chairperson shall hold the tie-breaking vote.

SECTION 3 EXECUTIVE DIRECTOR. The Executive Director shall be the chief executive officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of the Executive Director of a professional trade association. The Executive Director shall attend meetings of the Board of Directors, and shall have general supervision, direction and control of the business of the corporation, and except as the Board of Directors shall authorize the execution thereof in some other manner, shall execute bonds, mortgages, and other contracts on behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the Secretary or Treasurer. The current Chairperson will serve as the acting Executive Director until the board of directors has hired an Executive Director, or in the event that the position becomes vacant. The Executive Director is the only officer who is eligible to receive a compensation package, which will be determined by a majority vote of the Board of Directors.

SECTION 4 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 Board of Directors.

The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, or the Executive Director, taking proper vouchers for such disbursements. He/she shall render to the Executive Director and the Board of Directors at the regular meeting of the Board of Directors, or whenever they may request it, an account of all transactions and of the financial condition of the corporation. If required by the Board of Directors, 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.

SECTION 5 SECRETARY. The secretary 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 Executive Director, or by the directors, upon whose requisition the meeting is called as provided by these By-Laws. The secretary shall record all the proceedings of the meetings of the corporation and of directors in a book to be kept for that purpose, and shall affix the seal to all instruments requiring it, when authorized by the Board of Directors or the Executive Director, and attest the same.

#### **ARTICLE V - STAFF**

SECTION 1 NUMBER, SELECTION. The corporation shall have those staff positions determined to be necessary by the Executive Director, consistent with the policies established by the Board of Directors. Staff members shall be

hired by the Executive Director or acting Executive Director, who shall fix their compensation, consistent with policies and budget established by the Board of Directors.

SECTION 2 INTERNS. The Executive Director may appoint or hire part-time or full-time interns as needed.

SECTION 3 ADDITIONAL CONSULTANTS. In addition to salaried staff members, the Executive Director may appoint and enter into agreements for paid or pro-bono work with, as he or she determines necessary, political and fundraising consultants, accountants, legal counsel, and any other person whose services will be beneficial to carrying out the purpose of the corporation, providing that such appointments are consistent with policies and budget established by the Board of Directors.

## **ARTICLE VI - MEETING OF MEMBERS**

SECTION 1 ANNUAL MEETINGS. Annual meetings of members will be held to elect officers and directors and for such other businesses as may be stated in the notice of the meetings, shall be held at such place, either within or without the State of Delaware, and at such time and date as the Board of Directors, by resolution, shall determine and as set forth in notice of the meeting.

In the event the Board of Directors fails to so determine the time, date and place of meeting, the annual meeting shall be held at the registered office of the corporation in Delaware on September 1st. If the date of the annual meeting shall fall upon a legal holiday, the meeting may be held on the next succeeding business day. At each annual meeting, the members entitled to vote shall elect a Board of Directors and may transact such other corporate business as shall be stated in the notice of the meeting.

SECTION 2 OTHER MEETINGS. Meetings of members for any purpose other than election of Board of Directors may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting.

SECTION 3 VOTING. Each member entitled to vote in accordance with the terms and provisions of the Certificate of Incorporation and these by-laws shall be entitled to one vote, in person or proxy, but no proxy shall be voted after one year from its date unless such proxy provides for a longer period. Any vote may be taken by voice or by show of hands unless a member entitled to vote objects, in which case written ballots shall be used. All elections for officers and directors shall be by written ballot and decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or the laws of the State of Delaware.

SECTION 4 QUORUM. Except as otherwise required by law, by the Certificate of Incorporation or by these By-Laws, the presence, in person or by proxy, of members representing a majority 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 majority of 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 adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. When the requisite numbers of members entitled to vote at any meeting has been made, such determination shall apply, and said members shall be entitled to vote at any adjournment or adjournments thereof.

SECTION 5 SPECIAL MEETINGS. Special Meetings of the members, for any purpose, unless otherwise prescribed by statute or by Certificate of Incorporation, may be called by the Executive Director. The Executive Director shall call a Special Meeting upon the written request of a majority of the members entitled to vote. A request from the Members for a special meeting shall be sent to the Executive Director, with a copy to the Assistant Executive Director for Records, and shall state the purpose of the proposed Special Meeting. Upon receipt of such the Executive Director shall issue Notice of the Special Meeting as soon as is reasonably practical, and shall issue Notice of the Special Meeting within fourteen (14) days of receipt of such request.

SECTION 6 NOTICE OF ANNUAL MEETING. Written notice, stating the place, date and time of the annual meeting, and the general nature of the business to be considered, shall be given to each member entitled to vote thereat at their address as it appears on the records of the corporation, not less than ten (10) nor more than fifty (50) days before the date of the meeting.

SECTION 7 NOTICE OF OTHER MEETINGS. Written notice, stating the place, date and time of a meeting of members for any purpose other than election of Board of Directors (including Special Meetings), and the general nature of the business to be considered, shall be given to each member entitled to vote thereat at their address as it appears on the records of the corporation, not less than five (5) nor more than thirty (30) days before the date of the meeting.

SECTION 8. NOTICE AND WAIVER OF NOTICE. Whenever any notice is required by these By-Laws to be given, personal notice is not required unless expressly stated, and any notice shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at their address as it appears on the records of the corporation, such notice shall be deemed to have been given on the day of such mailing. Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the corporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

SECTION 9 MEMBERS OF RECORD. The persons entitled to receive notice of or to vote at any members' meeting will be those persons designated as members in the membership books of the corporation at the close of business on the day prior to the date the notice is mailed or otherwise transmitted, or on such other date as determined in advance by the board of directors, which date may not be more than seventy (70) or less than ten (10) days before the meeting. If the meeting is a Special Meeting called upon request by members pursuant to Section 5 of this Article, the persons entitled to receive notice of the meeting and to vote will be determined as of the date the first member signs the demand, unless otherwise determined in advance by the board of directors.

SECTION 10 MEMBERS LIST. The Secretary or other officer must prepare a complete record of the members entitled to vote at each meeting, arranged in alphabetical order, showing the address of each member and the number of votes held by the member. The members' list must be available, at the corporation's principal office, for inspection by any member, or the member's agent or attorney, beginning two business days after notice of the meeting is given and continuing through the meeting.

## **ARTICLE VI**

SECTION 1 SEAL. The corporation seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words "CORPORATE SEAL OF DELAWARE." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

SECTION 2 FISCAL YEAR. The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

SECTION 3 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 corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

## **ARTICLE VII - AMENDMENTS**

These By-Laws may be altered, amended or repealed or new By-Laws may be adopted at the annual meeting or a special meeting of the members, by the affirmative vote of a majority of the members present at such meeting, if notice is contained in the notice of such special meeting.