

BYLAWS OF THE AUSTIN VEGAN & VEGETARIAN ASSOCIATION

A NONPROFIT CORPORATION

as adopted April 6, July 2, and Aug. 10, 1997 as the Vegetarian Network of Austin modified and amended Sept. 12, 2009, March 10, 2012, and Nov. 16, 2014

ARTICLE I. NAME

1.01. Name. The name of the corporation is AUSTIN VEGAN & VEGETARIAN ASSOCIATION, which shall be referred to as “AVVA” in these Bylaws.

ARTICLE II. PURPOSE AND POLICIES

2.01. Purpose. AVVA is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

AVVA is committed to social change toward a vegan lifestyle, which is free of animal products and animal testing in food, clothing, cosmetics and household products and other areas of consumption.

The purpose of AVVA is four-fold:

A. To foster social contact for area vegetarians, provide mutual support for those choosing or desiring to lead a vegan lifestyle, and to be a forum for self-education and information exchange regarding subjects of interest to vegetarians.

B. To support vegan and vegetarian eating establishments and to encourage non-vegetarian eating establishments to offer vegan and vegetarian menu items,

and to support, advise and benefit other charities, organizations and businesses who work in, connect with or advance the vegan/vegetarian community.

C. To be a vehicle for social activism on behalf of vegetarianism, including activism on behalf of animal rights, human health, world hunger, and the environment.

D. To offer public education and awareness regarding matters relating to vegetarianism, including but not limited to nutrition, cooking, lifestyle, and ethical and health matters.

2.02. Policies. AVVA may formulate policies that shall govern the incidental operations of the organization and that shall have the authority of these Bylaws, provided, however, that in the event policies of AVVA conflict with these Bylaws, the Bylaws shall govern.

ARTICLE III. PRINCIPAL OFFICE

3.01. Principal Office. The principal office of AVVA shall be located in Austin, Travis County, Texas.

ARTICLE IV. MEMBERS AND DIRECTORS

4.01. Membership. The AVVA is open to all persons interested in veganism or vegetarianism regardless of race, creed, sex, or national origin. The membership of the AVVA shall comprise a Body of Directors, which shall govern the AVVA.

4.02 Body of Directors. The purpose of the Body of Directors will be to elect the Executive Board, which shall administer the affairs of the AVVA. The Body of Directors will also vote on changes to these Bylaws proposed by the Executive Board, and on any special referenda that these Bylaws will require a vote on.

4.03. Directorship structure. The different levels of directorships, their annual dues, their voting privileges and benefits shall be determined by the official Directorships Policies document, which shall be created by the AVVA Executive Board. At a minimum, personal (non-corporate or organization) directorships will be available to any individual who pays annual dues, on behalf on themselves or their household, and will have one vote each, except in the case of a directorship designated for a household, which will have one vote per adult, but no more than two votes total.

4.06. Directorship Meetings. At least one regular corporate meeting of the Body of Directors shall be held each year in Austin, Texas, in October for the purpose of electing officers. The time and place of these meetings shall be set by the Executive Board and announced at least ten days in advance.

Special directorship meetings may be called by the Chairperson, by the Executive Board, or by one-eighth of the directors. Written notice of any special meeting shall be given at least ten days in advance and shall state the place, date, time, and purpose of the special meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.07. Minutes of Directorship Meetings. The minutes of each directorship meeting will be distributed to the Body of Directors within 60 days of the meeting.

4.08. Quorum. Business may be conducted at any directorship meeting at which a quorum, or one-eighth of the total number of directors, is present.

4.10. Hiring of Members. AVVA may hire, for financial remuneration, its own members to perform functions recognized as professional within the vegetarian or vegan society, for example, teaching or lecturing.

ARTICLE V. EXECUTIVE BOARD

5.01. Number and Composition. The affairs of AVVA shall be administered by the Executive Board. The Executive Board will be a working Board consisting of up to nine voting members. The Board members shall be equal in stature and shall serve as Officers or Coordinators, as the needs of the AVVA demand. The voting officers shall be President, Treasurer and Secretary and several other At-Large Board Members. The At-Large Board Members may serve in identified officer

positions. The number of voting positions on the Executive Board may be increased or decreased by amendment to these Bylaws. The chairperson must be either vegan or lacto-ovo vegetarian. All members of the Executive Board shall be residents of Austin or the surrounding metro area. Any person serving on an executive board or board of directors for another veg-related non-profit organization is not eligible to serve as a member of the AVVA Executive Board. Also, any current member of the AVVA Executive Board must resign their position if they choose to serve on the executive board or board of directors for another veg-related non-profit organization.

5.03. Meetings. Regular meetings of the Executive Board shall be held monthly unless otherwise specified by the Chairperson. Special meetings of the Executive Board may be called upon three days notice, by telephone or otherwise, by the Chairperson. Attendance at any regular or special meeting constitutes waiver of notice of the meeting, except when an Executive Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.04. Quorum. At least half of the voting members of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board; if a quorum of the members is present at a meeting, a majority of the members of the Board present may adjourn the meeting without further notice.

5.05. Manner of Acting. The act of a majority of the officers of the Executive Board present at a meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by law or by these bylaws. Board members may not vote by proxy.

5.06. AVVA Contracts. Except as provided in this section, the Chairperson shall have sole authority to enter into contracts in the name of AVVA. The Executive Board, by resolution, may authorize any member of the executive board or officer, or director or member to enter into any contract or execute and deliver any instrument in the name of and on behalf of AVVA, and such authority may be general or confined to a specific instance. Unless so authorized by the Executive Board, no person other than the Chairperson shall have any power or authority to bind AVVA by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or to any amount.

5.08. Executive Board Action without Meeting. Any action required or permitted to be taken by the Executive Board may be taken without a meeting and with the same force and effect as a unanimous vote if all voting officers of the Executive Board shall individually or collectively vote in writing or by electronic means to such action.

5.09. Virtual Meetings. The Executive Board may participate in and hold a meeting by electronic, virtual, online, or other communication equipment by means of which all persons participating in the meeting shall communicate with each other. Participation in such meetings shall constitute presence in person at the meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VI. OFFICERS

6.02. Election and Tenure. The officers shall be elected by a majority vote of the members present at the annual directorship meeting in March. Officers shall be elected for one year. There shall be no term limits for how long an officer can serve on the Executive Board. No person may run for more than one Executive Board position (Chairperson, Treasurer, and Secretary) at an election. Any office other than Chairperson, Treasurer, and Secretary may be shared by two or more persons. In the event of a shared office, the office shall be entitled to one vote only on the Executive Board.

6.03. Nominations. The Nominating Committee shall solicit nominees for new officers starting at the January board meeting. Nominations from the floor may be accepted at the directorship meeting. No nominations may be made without the consent of the nominee.

6.04. Voting. Voting shall be by secret ballot of directors in attendance, and the results shall be counted by the Secretary.

6.05. Term. Term of office shall be two years. Officers duly elected at an official directorship meeting shall constitute the Executive Board and shall resume their responsibilities as of the first day of the month following the election. All new and outgoing Executive Board members are required to attend the first Executive Board meeting held after the election.

6.06. Removal. Attendance by the elected officers of the AVVA shall be mandatory at all Executive Board meetings. Any elected officer missing more than two consecutive Executive Board meetings, without just cause, shall be replaced. In addition, any officer may be removed by vote of the directors at a special directorship meeting called for that purpose whenever, in the directors' judgment, the best interest of AVVA would be served thereby.

6.07. Vacancies. Offices left vacant due to resignations or other reasons before the close of the term of office shall be filled as follows:

A. If a vacancy occurs before five months have passed after the election, nominations will be solicited by the Executive Board and accepted at a special directorship meeting, which must be held within 50 days of the occurrence of the vacancy.

B. If a vacancy occurs after five months have passed after the election, the vacancy will be filled at the discretion of the Executive Board.

6.08. Assistants. Any officer may appoint a AVVA member or director as an assistant as the officer deems necessary in order to carry out the responsibility of the office. The appointed assistant serves only for the term of the elected officer.

6.09. Chairperson. The Chairperson shall be the facilitator and mediator of the Executive Board at all directorship and Executive Board meetings. The Chairperson shall call special meetings of the directorship if required, shall serve as a liaison with other organizations, shall approve and endorse all requests for checks and reimbursement forms for approved budget items, and shall have authority to sign checks. The Chairperson shall perform other duties as outlined in AVVA policies and procedures.

6.11. Secretary. The Secretary shall take minutes of all directorship, special, or Executive Board meetings. The Secretary shall keep minutes of all meetings and

shall post copy of minutes of previous meeting at the following meeting. The Secretary shall count ballots for any contested position in a general election. The Secretary shall facilitate and mediate all meetings where the Chairperson is not in attendance. The Secretary shall regularly collect and distribute the mail from the AVVA post office box. The Secretary shall perform other duties as outlined in AVVA policies and procedures.

6.12. Treasurer. The Treasurer shall receive all monies collected by AVVA; shall deposit these funds to the credit of AVVA in such banks or other depositories as the Executive Board may approve; and shall pay from these accounts all authorized expenditures or disbursements. The Treasurer shall maintain records of all AVVA financial transactions, shall make the statement(s) from AVVA bank account(s) available monthly, and shall prepare quarterly and final annual line-item accountings of income and expenditures for each office and committee. The Treasurer shall perform other duties as outlined in AVVA policies and procedures.

ARTICLE VII. COMMITTEES

7.01. Committees. The Executive Board by resolution may designate such committees having such membership and duties as the Board shall determine to be in the best interest of AVVA.

7.02. Term of Office. Each member of a committee shall continue as such until a successor is appointed and qualified, unless the committee shall be sooner terminated, or unless such member is removed from such committee.

7.03. Removal. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of AVVA shall be served by such removal.

7.04. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner provided in the case of the original appointments.

7.05. Quorum. Unless otherwise provided in the resolution of the Executive Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII. MISCELLANEOUS

8.01. No Commissions or Fees. No individual member may accept for their own benefit a commission or fee in the name of AVVA.

8.02. Compensation. No officer, committee chair, or committee member shall receive compensation for such service to AVVA; provided that all officers, committee chairs, and committee members may have authorization of the Executive Board to receive reimbursement for any expenses incurred on behalf of AVVA in the performance of the duties of their office.

8.03. Budget and Expenditures. The Executive Board, assisted by the Officers and standing Committee chairs, shall prepare an annual budget for the following fiscal year in November of each year, which shall be published online and distributed to the members via electronic means before the end of the year. The Executive Board shall have the authority to revise the amount of any budget if it determines that such a revision is in the best interest of the AVVA. Any such revision over \$250 shall be published and distributed to the members.

8.04. Authority to Sign Checks. The Treasurer shall have authority to sign checks in amounts less than \$750. For payments of items of \$750 or more, the Chairperson must co-sign the checks. Other officers or members of the Executive Board may be authorized to sign a check, predetermined for a specific amount, by resolution of the Executive Board.

8.05. Books and Records. In addition to the Treasurer's duties under Section 6.12. of these bylaws, AVVA shall keep correct and complete books and records of account with respect to all financial transactions (including income and expenditures) of AVVA in accordance with generally accepted accounting principles. Based on these records, the Executive Board shall annually prepare or approve a report of the financial activity of AVVA for the preceding fiscal year. The report must conform to accounting standards as promulgated by the American

Institute of Certified Public Accountants and must include a statement of support, revenue and expenses, and changes in fund balances, a statement of functional expenses, and balance sheets for all funds. All records, books, and annual reports of financial activity of AVVA shall be kept at the registered or principal office of AVVA in the State of Texas for at least three years after the closing of each fiscal year.

8.06. Fiscal Year. The fiscal year of AVVA shall be 1 January through 31 December.

8.07. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

8.08. Nature of events. All events conducted by the Austin Vegan & Vegetarian Association will be vegetarian, meaning no meat products served, produced, consumed or otherwise involved. Additionally, any potluck events, cookouts, picnics, or other events where attendees bring food for everyone shall be vegan, meaning no animal products of any kind.

ARTICLE IX. AMENDMENTS.

9.01. Amendments. The power to alter, amend, or repeal these bylaws shall be in accordance with the Texas Nonprofit Corporation Act, as currently in effect and as it may hereafter be amended, except that any change that removes from the members any power granted to them in these bylaws must be approved by two-thirds of members constituting a quorum at a properly called corporate membership meeting. In addition, any changes made to these bylaws must be distributed to the membership within 60 days of being approved by the Board.

9.02. Amendment Proposals by Directors. Any director may, at any time, submit to the Bylaws Committee a written proposal to amend these Bylaws.