



BY-LAWS OF ***San Antonio Food Truck Association***

ARTICLE I – OFFICES

- SECTION 1. REGISTERED OFFICE. The registered office shall be established and maintained at 1807 Woodvine Circle, City of San Antonio, Bexar County in the State of Texas.
- SECTION 2. OTHER OFFICES. The corporation may have other offices, either within or without the State of Texas, 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 two classes of membership of this corporation: 1. Voting members 2. Associate members. All voting members hold equal rights. 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 individual or entity that owns or operates at least one mobile food truck, pays all 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, and is approved by the Board for Membership is qualified to become a member.
- 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 Full Member/Voting Member Dues (\$250 per year), Basic Annual Dues (\$150 per year). Marketing Program (For Voting Members only, monthly fees TBD by the end of 2013) month. All dues are subject to augmentation by majority vote by the Board of Directors.
- 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 semi-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 assessments for lobbying activities, legal, or other expenses 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 shall be payable in advance of or on the first day of each month of any applicable billing period.

- 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. PARTICIPATION. All members are required to attend in person, or have a company representative attend in person at least fifty per cent (50%) of all membership committee meetings.
- A member that does not meet the participation requirements of this Section shall be subject to exclusion from SAFTA sponsored events. Compliance with this requirement may be reviewed and enforced during the planning of each SAFTA sponsored event.
- SECTION 6. MEMBERSHIP BOOK. The corporation shall keep a membership book containing the names and address of each member with strict privacy. 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 noncompliance of these bylaws, or the rules and regulations 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, Assistant Executive Director for Records, 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 membership committee or the Executive Director. 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. MEMBERS AND TERM. – The Board of Directors shall consist of five (5) members including the Officers, (Executive Director, Vice Director, Assistant Executive Director for Records, Director for Finance and Assistant Director of Marketing & Downtown Relations) and two at large positions. The directors 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 one year.
- 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 Executive Director or Assistant Executive Director for Records. 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.
- 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 at this time. However in the future the Board may look look at adding salaried Directors 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 Texas, 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 Texas 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. DIRECTOR'S 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 an Executive Director, Vice Executive Director, Assistant Executive Director for Records, Assistant Executive Director for Finance and Assistant Director of Marketing & Downtown Relations and shall be elected by the members at the Annual Membership meeting and shall hold office until their successors are elected and qualified.
- SECTION 2. OTHER OFFICERS AND AGENTS. - The Board of Directors may appoint such officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time to time by the Board of Directors.
- SECTION 3. CHAIRPERSON. - The Executive Director 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.
- SECTION 4. 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 preside at all 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 of 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 Assistant Executive Director for Records or Assistant Executive Director for Finance.
- Vice Executive Director can conduct meetings when Executive Director is not present. Board of Directors will assign duties for this position and said duties are subject to change.
- SECTION 5. ASSISTANT EXECUTIVE DIRECTOR FOR FINANCE. - The Assistant Executive Director for Finance 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 Assistant Executive Director for Finance 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 Assistant Executive Director for Finance 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 6. ASSISTANT EXECUTIVE DIRECTOR FOR RECORDS. - The Assistant Executive Director for Records 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 Assistant Executive Director for Records 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.

- SECTION 7. Assistant Executive Director of Marketing & Downtown Relations will coordinate with other directors on how we market and put together events for the Association and will be the SAFTA liaison for City wide and events and our watchdog for educating city officials in order to affect change in policies.

ARTICLE V - 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 Texas, 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 Texas, 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 Texas.
- 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 Assistant Executive Director for Records 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. 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 semi-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.

Signature

Date