

**BYLAWS OF**  
**THE TEXAS ASSOCIATION OF OLIVE OIL**

A Non-profit Texas Corporation

**ARTICLE I**  
**GENERAL PROVISIONS**

**Section 1.01. Name.** The name of this organization shall be The Texas Association of Olive Oil. The business of the organization may be conducted as The Texas Association of Olive Oil (hereafter "Association").

**Section 1.02. Principal Office.** The principal office for the transaction of business is located in Austin, Texas. However, the Board of Directors ("The Board") may change the location of the principal office within or without the State of Texas without amendment of these Bylaws.

Address:       The Texas Association of Olive Oil  
                          100 Congress Ste 2000  
                          Austin, Texas 78701

**Section 1.03. Purpose.** The Texas Association of Olive Oil is a non-profit Texas corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The Texas Association of Olive Oil's purpose is to:

1. Support the development, growth, and enhancement of olive horticulture in Texas, especially with regard to the production of high quality extra virgin olive oil.
2. Encourage and promote the consumption of Texas olive oil.
3. Encourage and promote the exchange of information among its members to enhance Texas olive oil production, marketing, and distribution.
4. Where appropriate, to apply for and administer grants and other funding that support our purpose, including local, state, federal and private resources.
5. Any other lawful activities which shall be consistent with the public interest and to encourage and promote the Texas olive oil industry.

**ARTICLE II**  
**MEMBERS & MEMBERSHIP**

**Section 2.01. Qualifications and Rights of Membership.** The Association is organized with members, and not with stock. Any individual or business entity engaged in the production of processing of olive oil in Texas may submit a request for membership in the Association. Any such individual or business entity shall be eligible for membership in the Association by:

- (a) a majority vote by the Board of Directors of the Texas Association of Olive Oil, and;
- (b) the payment of assessments and fees as the Board shall fix from time to time.

Members of the Association shall have all rights afforded members under the Texas Non-profit Corporation Law.

**Section 2.02. Termination of Members.** Membership shall terminate on the occurrence of any of the following events:

- (a) Resignation of a member upon notice to the Association;
- (b) Failure of a member to pay any assessments and fees set by the Board within the period of time fixed by the Board after they become due and payable; or
- (c) suspension or expulsion.

**Section. 2.03. Suspension or Expulsion of Membership.** A member may be suspended or expelled in accordance with Section 2.04, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member failed to comply with the Association's Articles of Incorporation, Bylaws or any law applicable to the Association and its members, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association.

**Section 2.04. Procedure for Suspension or Expulsion.** If grounds appear to exist for suspension or expulsion of a member, the procedures set forth below shall be followed:

- (a) A written *Petition for Suspension or Expulsion* (see Appendix A) must be filed, through the Secretary, with the Board. The petition must include:

- (i) Respondent's name;
- (ii) a request for either suspension or expulsion;
- (iii) a detailed narrative laying out reasons for the petition;
- (iv) any related evidence to the claim.

- (b) Once received by the Board via the Board Secretary, a copy of the *Petition for Suspension or Expulsion* must be given to each Board member and the Respondent within seven (7) calendar days by the Board Secretary.

- (c) The Respondent shall be given thirty (30) days from the date of the original *Petition for Suspension or Expulsion* to file a response with the Board regarding the proposed suspension or expulsion. The member shall be given an opportunity to be heard, either orally or in writing. Copies and notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or registered mail to the member's last address as shown on the Association's records.

- (d) The Board or committee authorized by the Board shall decide whether the member should be suspended or expelled by a simple majority vote. The Board shall determine all manner of the hearing. The decision must be reached within sixty (60) days of the original *Petition for Suspension or Expulsion*. The decision of the Board or committee

authorized by the Board regarding any challenge shall be final. The Respondent will be notified of the decision within seven (7) calendar days of the decision.

(d) Any action challenging a suspension or expulsion of membership, including a claim alleging defective notice, shall be commenced within ninety (90) days after the date of the original *Petition for Suspension or Expulsion*.

**Section 2.05. Effect of Suspension or Expulsion.** All rights of a member of the Association shall cease upon suspension or expulsion from membership. Suspension or expulsion shall not relieve the member of any existing obligations, monetary or otherwise, to the Association.

**Section 2.06. No Withdrawal Value.** Membership in the Association does not constitute an ownership interest in any asset of the Association at any time. If a membership is terminated for any reason, the Association shall not be liable to the member for the refund of any amount whatsoever previously paid to the Association by the member. Each member is received into membership on his or her express agreement to this provision. This provision is not for the purpose of penalizing any person whose membership shall be forfeited or otherwise terminated but because no membership will have any real or intrinsic value.

**Section 2.07. Transfer of Memberships.** A membership or any right arising from membership may not be transferred to another person without the prior approval of the Board.

**Section 2.08. Liability of Members.** Except as limited by the Texas law, no member is liable for the Association's debts, liabilities or obligations.

**Section 2.09. Membership Classes.** The Board may establish additional membership classes, as needed, including a non-voting associate membership class. The admission criteria for any new membership class shall be established by the Board.

**Section 2.10. Assessments.** Each member shall pay, within the time and on the conditions set by the Board, any assessments fixed by the Board as specified in Article VI.

**Section 2.11. Good Standing.** Members who have paid the required assessments in accordance with these Bylaws, and who are not suspended, shall be members in good standing.

**Section 2.12. Member Voting Rights.** Each member of the Association shall be entitled to one (1) vote.

**Section 2.13. Meetings of Members.**

(a) Place of Meeting. Meetings of the members shall be held in any place designated by the Board or by written consent of a majority of the persons entitled to vote at the meeting. In the absence of any such designation, members' meetings shall be held at the Association's principal office.

(b) Annual Meeting. An annual meeting of members shall be held during a period determined by the Board. At this meeting, any proper business may be transacted, subject to any limitations in law or these bylaws.

(c) Special Meetings. A special meeting of the members for any lawful purpose may be called at any time, with Notice, by the majority of the Board or by twenty-five (25) percent of the members.

A special meeting of members shall be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the President. The President shall cause notice to be given promptly to the members entitled to vote, in accordance with subsections (d) and (e) below, stating that a meeting will be held at a specified time and date fixed by the Board. If the meeting is called by anyone other than the Board, the meeting date shall be at least thirty (30), but not more than ninety (90) days after receipt of the request. If the Board calls the meeting, the meeting date may be any date for which appropriate notice is given in accordance with subsections (d) and (e) below. If the notice is not given within seven (7) days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

(d) Notice Requirements for Members' Meetings. Written notice of any members' meeting shall be given, in accordance with these bylaws, to each member entitled to vote at the meeting. The notice shall specify the place, date and hour of the meeting, and (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting.

(e) Manner of Giving Notice for Meetings. Notice of any meeting of members shall be in writing and shall be given at least thirty (30) days before the meeting date. Notice shall be given either personally or by first class, registered or certified mail, or by other means of written communication, including facsimile and e-mail, and addressed to each member entitled to vote, at the member's address or e-mail address, appearing on the records of the Association or at the address given by the member to the Association for purposes of notice.

(f) Duty of Member to Keep Accurate Contact Information on File. It is the duty of all members to keep up-to-date contact information on file with the Board Secretary, including: mailing address, contact telephone number(s), and a valid e-mail address.

**Section 2.14. Waiver of Notice or Consent.** The transactions of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member who is not present in person or by proxy, signs a written waiver of notice, a consent to holding of the meeting or an approval of the minutes. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting of members. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting, but not so included, if the objection is expressly made at the meeting.

**Section 2.15. Quorum.** A minimum of one-third (1/3) of the members of the Association shall constitute a quorum for the transaction of business at any meeting of members.

**Section 2.16. Loss of Quorum.** The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

**Section 2.17. Act of the Members.** If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by law, these Bylaws or the Articles of Incorporation.

**Section 2.18. Restrictions on Membership.** No entity shall hold more than one membership in the Association.

**Section 2.19. Eligibility to Vote.** All members in good standing as of the date the vote is taken shall be entitled to vote at any meeting of members. Each member shall be entitled to one vote at any annual, regular or special meeting of members.

Each non-individual (i.e. group or organizational) member shall designate in writing the individual who shall exercise the voting rights and other privileges on behalf of the member. The designated representative must be an owner or employee of the member entity. A member wishing to change the designated representative must notify the Secretary in writing at least fifteen (15) days prior to any action requiring a vote of the membership in order for the new representative to exercise the member's right to vote.

**Section 2.20. Proxies.** If the member's designated representative will be unavailable for a meeting at which a vote or votes may be taken, or will be unavailable to sign a document requiring his or her signature, the member may designate in writing a proxy to act in place of the designated representative so long as the written authorization is dated and signed by the member's designated representative or another authorized individual. The written authorization for a proxy must specify the meeting or document for which the proxy will be acting on behalf of the member and is valid only for the meeting or document specified therein.

**Section 2.21. Action by Written Ballot Without a Meeting.** Any action that may be taken at any meeting of members may be taken without a meeting by complying with the following procedure.

The President shall cause to be distributed one written ballot to each member. The ballots shall be mailed or delivered in the manner required by Section 2.13(e). All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum

requirement, (2) state the percentage of approvals necessary to pass the action or actions, and (3) specify the time by which the ballot must be received in order to be counted.

Each ballot so distributed shall (1) set forth the proposed action, (2) provide the members an opportunity to specify approval or disapproval of each proposal, and (3) provide a reasonable time in which to return the ballot to the Association.

Approval by written ballot shall be valid only when (1) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

All written ballots shall be filed with the Secretary and maintained in the corporate records for at least three years.

**Section 2.22. Liability of Members.** Except as limited by the Texas law, no member is liable for the Association's debts, liabilities or obligations.

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

**Section 3.01. Membership.** The Board shall, initially, consist of seven (7) voting Directors/ Board Members.

Afterwards, action by a five-sevenths (5/7) vote of the Board and a majority vote of the members voting at any meeting where a quorum is present establishes a different number of members to serve as directors on the Board.

**Section 3.02. Eligibility/Qualifications.** Any member of the Association in good standing is eligible to serve as a Director/Board Member. If the member is a non-individual member (i.e. group or organizational member), that member is eligible to have a designated representative serve as a Director.

**Section 3.03. Nomination and Election of Directors/Board Members.** Except as otherwise provided in these Bylaws, Directors shall be nominated and elected by the members pursuant to *Procedures for Nomination and Election of Directors/Board Members and Officers* (see Appendix B) adopted by the Board. Once adopted, the *Procedures for Nomination and Election of Directors/Board Members and Officers* may be changed only by approval of the Board.

**Section 3.04. Terms of Office.** The term of office of each director/board member shall be three (3) years. There shall be no limit on the number of terms which may be served by a director.

**Section 3.05. Resignation and Vacancies.** Any director/board member may resign from the Board by giving written notice to the Board. Vacancies shall be filled in accordance with the *Procedures for Nominations and Elections of Directors and Officers*.

**Section 3.06. Annual Meeting.** An annual organizational meeting of the Board shall be held on the same date as the annual meeting of members. The purpose of the annual organizational

meeting of the Board shall include but not be limited to the election of officers. Written notice of the annual meeting shall be given to all directors/board members in accordance with the notice provisions specified in Section 3.08 below.

**Section 3.07. Special Meetings of the Board.** Special meetings of the Board may be held from time to time on the call of the Board, the President or any two directors/board members. The time and purpose for any special meeting shall be set by the person(s) calling such meeting, and the call shall be delivered to the President.

**Section 3.08. Notice of Board Meetings.** Notice of meetings of the Board, specifying the time and place of the meeting, shall be given to each director/board member at least thirty (30) days before the meeting by first-class mail or email. Notice shall be deemed delivered when deposited in the US. Mail if sent by first-class mail, or on its confirmation of delivery if by any other method.

**Section 3.09. Place and Time of Board Meetings.** Meetings of the Board shall be held at a reasonable place and time as designated from time to time by the Board and, in the absence of any designation, shall be held at the principal office of the Association.

**Section 3.10. Board Meetings by Telephone.** Any meeting of the Board may be held by conference telephone or similar communication equipment, so long as the following conditions are met:

- (a) Each director/board member participating in the meeting can communicate with all other directors concurrently.
- (b) Each director/board member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose, an objection to a specific action to be taken by the Board.
- (c) The Board adopts and implements some means of verifying both of the following:
  - (1) A person communicating by telephone, electronic video screen, or other communications equipment is a director/board member entitled to participate in the Board meeting.
  - (2) All statements, questions, actions or votes were made by that director/board member and not by another person not permitted to participate as a director.

**Section 3.11. Waiver of Notice and Consent to Board Meetings.** Unless otherwise prohibited by law, the directors/board members may waive notice of any meeting of the Board. Attendance at and participation in the proceedings of any meeting of the Board shall be deemed such a waiver. The waiver of any director/board member not present or participating in any such meeting shall be in writing, signed by the director/board member, either before or after the holding of the meeting and filed with the Secretary.

**Section 3.12. Quorum of the Board.** A quorum of the Board necessary for the transaction of business shall be a *simple* majority of the current directors. Any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors if

any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles of Incorporation or these Bylaws.

**Section 3.13. Act of the Board.** Unless otherwise required by law or these Bylaws, every act or decision done or made by a majority of directors/board members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board.

**Section. 3.14. Adjournment.** A majority of the directors/board members present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the directors/board members who were not present at the time of the adjournment. Any business that might have been transacted at a meeting as originally noticed may be transacted at an adjourned and rescheduled meeting.

**Section 3.15. Action Without Board Meeting.** Any action which, in accordance with law, is required or permitted to be taken at a meeting of the Board may be taken without a meeting if all directors/board members consent in writing to such action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

**Section 3.16. Compensation of Directors/Board Members.** Directors/Board Members shall not receive compensation for their services, unless otherwise decided by a five-sevenths (5/7) majority of the Board.

**Section 3.17. Powers and Limitations of the Board.** The Board, subject to restrictions of law, the Articles of Incorporation and these Bylaws, shall exercise all powers of the Association. Without limitations on its general power, except as specified herein, the Board shall have full power to do the following:

- a) Policies. Adopt policies and procedures for the management and operation of the Association.
- b) Assessments. The Board shall determine the assessments required of Association members. Each member shall pay, within the time and on the conditions set by the Board, any assessments fixed by the Board as specified in Article VI.
- c) Administration. At its discretion and by a five-sevenths (5/7) majority, retain a person to administer the day-to-day activities of the Association. An individual retained pursuant to this authority shall be known as the Executive Director and shall be an “appointed officer” of the Association. The Board may employ, retain, or authorize the employment of an Executive Director or other such employees, independent contractors, agents and legal counsel as it from time to time deems necessary or advisable in the interest of the Association, prescribe their duties and fix their compensation.
- d) Bonds. Require officers, agents and employees charged by the Association with responsibility for the custody of any of its funds or negotiable instruments to give adequate bond.



- e) Financial Reports. Shall cause to be prepared, not later than 120 days after the close of the fiscal year, an annual report of the finances and operations of the Association in accordance with with Texas law. The Board shall notify each member annually of the members' right to receive a copy of the report and shall promptly send a copy of the most recent report to any member making a written request.
- f) Audits. Select a licensed certified public account to perform an audit of the books and records of the Association and submit a written audit report to the Board.
- g) Borrowing money. Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the Association name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, liens and other evidences of debt and securities.
- h) Fiscal Year. Fix and change the fiscal year of the Association. Unless changed by action of the Board, the fiscal year shall be the 12-month period beginning January 1 and ending December 31 of each year.
- i) Seal. Adopt and use a corporate seal provided that the name of the Association and the state are shown on it. The seal may be affixed to such instruments as the Board shall direct. However, the lack of a corporate seal shall not, by itself, affect the legality of any document executed on behalf of the Association.
- j) Contracts. Enter into contracts and agreements with individuals and with public and private entities for the advancement of the purposes for which the Association is organized.
- k) Property. Acquire and possess real and personal property.
- l) Bank Accounts and Special Funds. Establish one or more bank accounts and/or special funds in order to accomplish and further the purposes of the Association.
- m) Committees. Appoint committees as provided in these Bylaws.
- n) Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the Association.

**Section 3.18. Voting Power.** For all purposes, the voting power of each director/board member shall be one vote.

**Section 3.19. Property Rights.** No director/board member shall have any property rights in any assets of the Association.

**Section 3.20. Removal of Directors/Board Members.** One or more of the directors/board members may be removed for any reason by a majority vote of the members, pursuant to these Bylaws.

## **ARTICLE IV OFFICERS**

**Section 4.01. Officers.** The Board shall annually elect a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be Directors/Board Members and all of whom are referred to as “Elected Officers”.

The Board may from time to time, by a five-sevenths (5/7) majority, appoint other officers as “appointed officers” that the Association may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties determined by the Board. Except for the office of President, an individual may hold more than one office. Appointed Officers will have no voting rights on the Board.

**Section 4.02. Terms of Office.** The terms of office for elected officers shall be one (1) year, and term limits, if any, shall be determined from time to time by the Board. Appointed officer terms will be set by the Board.

**Section 4.03. Compensation of Officers.** The elected officers of the Association shall not receive compensation for their services. Appointed officers may be compensated for their services.

**Section 4.04. Removal of Officer.** One or more officers or directors/board members may be removed for any reason by a majority five-sevenths (5/7) vote of the Board or a majority of members, pursuant to these Bylaws.

**4.05. President.** The President shall preside at all meetings of the members and the Board. He or she shall be an ex-officio member of all committees and shall have the general powers and duties usually vested in the office of President of a corporation, and shall have whatever other powers and duties may be prescribed by the Board.

Subject to the supervisory powers of the Board, the President shall:

- a) Be the Chief Executive Officer of the Association responsible for all management functions.
- b) Manage and direct all activities of the Association as prescribed by the Board and approved by the Board when necessary.
- c) Employ and may terminate the employment of members of the staff necessary to carry on the work of the Association, and fix their compensation within the approved budget of the Association, with advice and consent of the Board.
- d) Define the duties of the staff, supervise their performance and establish their titles which, in the President’s judgment, are in the best interests of the Association.
- e) Perform any other powers and duties as may be authorized by the Board.

**Section 4.06. Vice-President.** In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions of the President. The Vice-President shall have whatever other powers and duties as may be prescribed from time to time by the Board.

**Section 4.07. Secretary.** The Secretary shall keep, or cause to be kept, at the principal office or other place that the Board may designate, a book of minutes of all membership meetings and meetings of the Board, stating the time and place, whether regular or special, and, if special, how authorized, the notice given, the names of those directors present and the proceedings of those meetings. The Secretary shall keep, or cause to be kept, a record showing of the names of the members and directors, their addresses, telephone numbers, and e-mail addresses.

The Secretary shall give, or cause to be given, notice of all meetings; shall keep the seal of the corporation in safe custody; and shall have whatever powers and duties may be prescribed from time to time by the Board.

**Section 4.08. Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gain, losses, capital and surplus. The books of account shall be open to inspection at all reasonable times by any member or director.

The Treasurer shall render to the President and other Directors, on request, an account of all of the transactions and of the financial condition of the Association, and shall have whatever other powers and duties may be prescribed by the Board.

## **ARTICLE V COMMITTEES**

**Section 5.01. Committees.** From time to time, other committees may be established by the majority of the Board as deemed necessary to carry out the purposes and objectives of the Association. Such committees shall be advisory to the Board and shall make recommendations subject to approval by the Board.

**Section 5.03. Notice.** Notice of all committee meetings shall be provided in the same manner described in Article III, Section 3.08 of these Bylaws.

**Section 5.04. Quorum.** A majority of the voting members of any committee shall constitute a quorum, and the acts of a majority of the voting members present at a meeting at which a quorum is present shall constitute an act or recommendation of the committee.

## **ARTICLE VI ASSESSMENTS**

**Section 6.01. Initial Assessment Rate.** Assessments to be paid by members shall be established by a five-sevenths (5/7) vote of the Board.

**Section 6.02. Schedule of Payment.** The President shall maintain a written schedule of assessment requirements for all membership categories to be furnished to members upon request.

**Section 6.03. Nonpayment.** Any member who is ninety (90) days in arrears in payment of assessments may be terminated from membership by five-sevenths (5/7) vote of the Board, provided that the Board shall provide any such member with the opportunity to explain the circumstances associated with nonpayment prior to taking any such action.

**Section 6.04. Reinstatement.** A member terminated for non-payment of assessments may be reinstated to membership by tendering an application for membership accompanied by the amount owed in back assessments, including reasonable late fees, and such amount subject to modification by the Board as it may deem wise or necessary, including reasonable pre-payment of future dues, under all the circumstances which may exist. Such application for reinstatement shall take the same course as an original application for membership. Habitual failure of members to pay assessments may negatively affect future re-application for membership, including rejection.

**Section 6.05. Contributions.** For the purpose of maintaining and enlarging the work of the Association, contributions over and above the regularly stated assessments may be accepted from any member.

## **ARTICLE VII LIABILITY AND INDEMNIFICATION**

**Section 7.01. Liability.** Subject to the limitations contained in the Texas law, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any director or officer of the Association based on any alleged failure to discharge the person's duties as a director or officer if the duties are performed in accordance with the standards of conduct specified below.

**Section 7.02. Indemnification.** Subject to the limitations contained in the Texas law, the Board may, in its discretion, and to the extent allowed by law, authorize the Association to indemnify and defend its directors, officers and employees, and persons who previously served in such capacities, against all expenses, judgments, fines, settlements and other damages and liabilities, including but not limited to attorneys' fees and legal costs, incurred in the course and scope of their activities on behalf of the Association or arising out of their status as directors, officers or employees.

**Section 7.03. Required Standard of Conduct.** The person seeking indemnification must be found to have acted in good faith, in a manner he or she believed to be in the best interests of the Association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances.

**Section 7.04. Insurance.** The Board may adopt a resolution authorizing the purchase and maintenance of an insurance policy or policies or bond on behalf of its directors, officers or employees against any liabilities, other than for violating provisions against self-dealing, incurred by the director, officer or employee in such capacity or arising out of their status as such.

**ARTICLE VIII  
RIGHTS OF INSPECTION**

**Section 8.01. Rights of Inspection by Members and Directors.** The members and directors of the Association may inspect, at any reasonable time, the books and records of the Association to the extent allowed by the provisions of the Texas law applicable to this Association.

**ARTICLE I  
DISSOLUTION**

**Section 9.01. Dissolution by Vote.** The Association may be dissolved at any time by approval of a five-sevenths (5/7) majority of the Board and approval of a majority vote of the members. Upon such election, the directors shall promptly cease operations and proceed to wind up and dissolve the Association.

**ARTICLE X  
ARTWORK & LOGO**

**Section 10.01. Artwork & Logo** The Association is the owner of the Association Logo depicted on its letterhead and as amended from time to time by the Association. The Association permits members to use the logo, only if approved by the Board, solely to indicate their membership in the Association under the terms set forth herein:

Members acknowledge that the Association is the owner of the Association Logo, acknowledge the value of the goodwill associated with the Association Logo, and agree they will do nothing inconsistent with such ownership and that all uses of the Association Logo by members shall inure to the benefit of and be on behalf of the Association. From time to time on reasonable request of the Association, members shall submit samples of their materials using the Association Logo for inspection by the Association.

Members who wish to use the Association logo must petition the Board in written form. The Board will consider any logo use requests and approval will require a five-sevenths (5/7) majority vote of approval by the Board. The Board may vote to revoke approval of any Association logo use at any time by an Member by a five-sevenths (5/7) majority vote of the Board.

Members shall not engage in acts prejudicial to the character and interests of the Association. Members shall use the Association Logo only in the form and manner, and with legends as prescribed from time to time by the Association, and shall not use any other name or logo in combination with the Association Logo without prior written approval of the Association.

- a) Upon suspension or expulsion pursuant to these Bylaws, members shall immediately discontinue all use of the Association Logo and any logo or term confusingly similar thereto.

**ARTICLE X  
AMENDMENTS**

**Section 10.01. Amendment to Bylaws.** These bylaws may be amended or repealed, or new bylaws may be adopted by a five-sevenths (5/7) vote of the Board and a majority vote of the members voting at any meeting where a quorum is present.

**ARTICLE XI  
RULES AND PROCEDURES**

**Section 11.01. Rules and Procedures.** The Board may adopt any rules and procedures it deems necessary for the efficient operation of the Association.

**ARTICLE XII  
CONSTRUCTION**

**Section 12.01. Construction and Definitions.** Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Texas law applicable to this Association shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine, the singular includes the plural and the plural includes the singular.

CERTIFICATE OF SECRETARY  
Texas Association of Olive Oil

I hereby certify that I am duly elected and acting Secretary of the Texas Association of Olive Oil, a Texas Non-Profit Corporation; that the foregoing Bylaws, consisting of seventeen (17) pages, constitute the Bylaws of this Association, as adopted by the Board on \_\_\_\_\_, 2016; and that these Bylaws have not been amended or modified since that date.

Dated: \_\_\_\_\_, 2016

\_\_\_\_\_  
Secretary

Appendix A  
Petition for Suspension or Expulsion

Date: \_\_\_\_\_

I. Contact Information of Person Requesting Suspension or Expulsion.

Please provide the Association with the following information:

1. Member Name:
2. Address:
3. Telephone:
4. Fax:
5. Email:

II. Name of Member You are Submitting for Suspension or Expulsion:

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III. I am requesting a:   SUSPENSION   - or-   EXPULSION   for the above named member.

IV. Please provide a brief narrative laying out the reasons for the Petition (additional pages may be attached to this form):

V. Evidence: Please attach any relevant evidence to your claim to this form.

*Please submit this form to the Secretary of the Texas Association of Olive Oil for processing.*



Appendix B  
Procedures for Nominations and Elections of Directors/Board Members  
and Officers

- I. Any member in good standing may be nominated by another member in good standing to the Board Secretary for a position as Director or Elected Official at the annual meeting.
- II. A member nominated for a position as Director or Elected Official must accept or decline such nomination.
- III. An election will be held for the nominees for each position by the membership of the Texas Association of Olive Oil. Each member in good standing is eligible to vote.
- IV. The member receiving the majority of valid votes for the position will be elected to such position for a period as determined by the Bylaws.
- V. The Board retains the right to change or modify, by majority vote, the procedures for nominations and elections of directors and officers.