

## 1.0 —ORGANIZATION

1.1— The organization's official name shall be the Southern BBQ Network, Inc. It shall also be known as the Southern BBQ Network or SBN.

1.2 —The name of the organization shall not be changed except by a two-thirds majority of the general membership at a General Membership Meeting.

1.3— The organization logo shall be a seal, represented as follows:



The seal consists of a red oval trimmed in white and blue supporting three letters "S," "B," and "N," supported by a description line "Southern BBQ Network" under the three letters and the tagline "*Preserving a Southern Tradition*" and the web site URL.

## 2.0—PURPOSE, MISSION and POWERS

2.1—Purpose. The purpose or purposes for which the SBN is organized and operated are to represent and promote the common interests of the SBN members within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the provision of any subsequent United States revenue law (with such Code and any such subsequent law being collectively referred to herein as the "Internal Revenue Code"). The common business interests of the members include (a) educating, developing, and training members; the promulgation of fair and equitable competitive barbeque cooking through the development of standard rules and unbiased judging methodologies; (b) to provide a sanctioning authority that will guarantee fair competition; (c) support charitable events.

2.1—The Mission of SBN is to educate, develop, and train members as follows:

2.2.1— Promote competition BBQ through mutual respect and shared goals among cook teams, contest organizers, and the judging organization.

2.2.2— Ensure fairness, consistency, and integrity when judging barbecue contests and events.

2.2.3— Support charitable events by sanctioning BBQ contests and assisting event sponsors.

2.2 — Powers. The SBN is a nonprofit corporation incorporated in the State of South Carolina and shall have all of the powers, duties, authorizations, and responsibilities provided in the Code; provided, however, that the SBN shall neither have nor exercise any power nor engage directly or indirectly in any activity, that would invalidate the SBN status as an organization that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. Specifically, no part of the funds or income of the SBN shall ever inure to the benefit of any member who has a personal or private interest in the activities of the SBN.

2.3—SBN is not directly affiliated with any specific organization.

2.4—SBN maintains a commitment to support certain charitable organizations whose ongoing charitable activities are aligned with the mission of SBN.

### 3.0 —MEMBERSHIP

3.1— Membership is open to anyone 16 years and older interested in barbecue and represents a commitment to the spirit and soul of traditional southern barbecue. Additionally, members shall be committed to fairness and integrity in competition barbecue and strict adherence to proven barbecue and judging processes.

3.2— Membership classifications:

3.2.1—**Founding memberships** are those individual members who founded SBN and have a membership term that lasts the Member's lifetime.

3.2.2—**Individual membership** shall consist of anyone who meets the criteria in section 3.1 and pays annual dues set forth by the Board of Directors. A member who has met the membership requirements and is current on dues is considered a Member in Good Standing.

3.2.2.1—Individual membership shall not be forfeited except by choice of the Member or by failure to maintain status as a Member in Good Standing. Any member may resign by filing a written resignation with SBN's Secretary. Still, the resignation shall not relieve the resigning Member of the obligation to pay any dues, assessments, or other charges they may have accrued and not yet paid.

3.2.2.2—Any member may be removed from the membership by a simple majority vote of the Board of Directors whenever, in the Board of Directors' judgment, the best interests of SBN are served.

3.2.3—**Couples memberships** consist of a couple who individually meet an individual's criteria and pay dues as set forth by the Board of Directors.

3.2.4—**Junior memberships** are individuals who are under the age of sixteen. Individuals can apply for membership by completing a Junior Membership Application with a parent or sponsor. Junior members do not pay dues and do not have voting rights. Junior members can become regular members at age 16 after paying individual member dues. Junior membership in the Southern BBQ Network is not transferrable or assignable.

3.2.5—**Corporate memberships** are organizations, businesses, companies, groups, and associations that desire to promote SBN. Corporate members pay annual dues as set forth by the Board of Directors. A corporate member who has met the membership requirements and is current on dues is considered in good standing. Memberships require approval by the Board of Directors. Corporate members do not have voting rights.

3.3—Memberships are not assignable or transferrable.

3.4.— A former member (previously in good standing) will be reinstated upon request to the Secretary and the payment of the current year's dues.

3.5— Former members who were removed for cause can request reinstatement by submitting a written request and paying the current year's dues. A two-thirds affirmative vote of the Board of Directors will approve the reinstatement.

#### 4—DUES AND FINANCE

4.1—The fiscal year shall begin on August 1 and end on July 31 of the subsequent year.

##### 4.2—Membership Dues

4.2.1— Dues are due annually and each year after that.

4.2.2—New members shall be assessed dues at the start of membership and paid before participation in SBN.

4.2.3—Dues shall be reviewed by the Membership Committee and presented to the Board of Directors for approval. A sixty-day notice shall be publicized before changing the amount of dues.

4.2.4—Members who fail to pay all current dues and assessments and who are delinquent for more than ninety days shall be removed from active membership status.

4.2.5—Membership dues are not refundable.

## 5—ORGANIZATION STRUCTURE

5.1.—SBN is concerned with sanctioning barbecue contests and promoting the general welfare of the barbecue community, but it still must operate as a business. Accordingly, it is necessary to establish leadership and management positions to ensure SBN's business interests are executed in a manner consistent with standard nonprofit business expectations.

5.2—The organization of SBN shall consist of the following:

5.2.1 The organization's officers are the Chief Executive Officer, President, Vice-President, Treasurer, and Secretary.

5.2.2—The Executive Board comprises the Officers and shall serve as the point-of-contact for the Board of Advisors.

5.2.3—Directors are pro-active, functional positions and are responsible for the day-to-day operations of SBN.

5.2.4—The Board of Directors shall consist of the Officers and Directors.

5.2.5—The Board of Advisors shall consist of the founding members of SBN who are in good standing. They shall serve in perpetuity. The Executive Board, at its discretion, may appoint additional members to this Board as needed.

5.2.6—SBN Committees shall be classified into Standing Committees and Situational/Special Committees.

5.3—The Officers shall be responsible for the following:

5.3.1—Executing SBN's strategic plan and long-term objectives.

5.3.2—Upholding high standards of conduct, fairness and integrity.

5.3.3—Establishing policies and procedures and any other duties applicable to the office as prescribed by Robert's Rules of Order Newly Revised.

5.3.4—Managing SBN's affairs and conducting all business in the organization's best interest, local communities, and competition barbecue.

5.3.5—Ensuring that SBN remains viable as a business and committed to the organization's mission and our stated purpose.

5.4—All members in good standing within SBN shall be eligible to serve as Officers. With the significance and complexity of the Presidency and the required leadership ability, the President must have sufficient management or board experience with SBN or other nonprofit organizations.

5.5—Officers shall have the following duties and responsibilities.

5.5.1—The position of President is time-consuming and demanding and carries with it the responsibility of managing and directing the organization.

5.5.1.1—The President is the senior Member of the Executive Board of the SBN and shall serve as Chairperson of the Board of Directors. They shall have the responsibilities and authorities as may be reasonably construed as belonging to the Chief Executive of any organization.

5.5.1.1—The President shall serve a term of two years.

5.5.1.2—Upon conclusion of the President's term, the President, should they desire to do so, may agree to serve additional terms with the unanimous vote by secret ballot of the Board of Directors counted and recorded by the Secretary. The results of the secret ballot shall be counted and recorded by the Secretary.

5.5.1.3—If the President does not serve an additional term, the Vice-President shall be next to assume the position.

5.5.1.4—Should the Vice-President decline the position of President, they shall temporarily assume the position until a new President is elected. The Chief Executive Officer shall nominate one of the existing or past members of the Board of Directors to replace the President with the agreement of the Board of Directors. If the Board of Directors does not approve the candidate, a different Board member is selected, and the approval process is repeated.

5.5.1.5—If the President cannot complete the current term, the Vice-President shall assume the position and serve the remainder of the term. As the new President, they shall then proceed to fill the Vice-President position by selecting a current or past Board Member who is confirmed by a majority vote of the Executive Board.

5.5.1.6—If the President is temporarily incapacitated, the Vice-President shall assume the position of interim President until the President can resume the position. The interim President shall then return to the position of Vice-President.

5.5.1.7—The President will attest to all SBN contracts.

5.5.2—The Vice-President is a critical position and the President's primary advisor. The Vice-President must be able to step into the position of President at any time and, therefore, must be just as capable as the President and maintain continuity on administration and operational issues.

5.5.2.1—The Vice-President shall continue the term in office until they are elevated to President, resign, cannot fulfill their duties, or are removed from office.

5.5.2.2—If the Vice-President cannot continue their term, the President shall nominate a replacement, who is then ratified by a majority vote of the Executive Board.

5.5.2.3—The Vice-President shall fulfill the role of President as necessary if the President cannot perform assigned duties. The Vice-President shall execute the office with all rights, privileges, and powers of the position until the incumbent President returns or is otherwise replaced

5.5.3—The Chief Executive Officer is the immediate past President and serves in an advisory capacity to the President and the organization.

5.5.3.1—The Chief Executive Officer shall advise and counsel the President and others on the Executive Board as necessary.

5.5.3.2—If the Chief Executive Officer is incapacitated, the President shall assume the position until the Chief Executive Officer can resume the position.

5.5.4—The Treasurer is responsible for the management and execution of all matters of SBN business finance and serves as the Business Operations Manager for SBN.

5.5.4.1— The Treasurer shall keep proper books of account and other books, always showing the amount of the funds and other property belonging to the SBN. SBN books shall always be open to inspection by the Board of Directors.

5.5.4.2 The Treasurer shall disburse funds under the direction of the Board of Directors.

5.5.4.3 The Treasurer shall also submit a report on the accounts and financial condition of the SBN each quarter to the Board of Directors and to the Members at each annual meeting.

5.5.4.4 In general, the Treasurer shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors, and shall perform such other duties as may be prescribed from time to time by the Board of Directors or the President.

5.5.5—The Secretary shall be responsible for all matters relating to the administration of the SBN subject to the control of the Executive Board. The Secretary shall maintain all non-financial records of transactions made on behalf of the organization

5.5.5.1—The Secretary is appointed by the President, approved by the Board of Directors, and shall serve in that capacity open-endedly.

5.5.5.2—The Secretary shall perform duties including

5.5.5.2.1— keep the minutes of all meetings of the annual membership, special membership Executive and the Board of Directors;

5.5.5.2.2 —give and serve all notices at the direction of the President;

5.5.5.2.3— be the custodian of all SBN records

5.6—Resignation of officers.

5.6.1—If an officer other than the President desires to step down or cannot fulfill the term, they may submit a written resignation to the Executive Board. The President shall appoint a replacement to serve the remainder of the unexpired term with the approval of the Board of Directors.

#### 5.7—Directors

5.7.1—The SBN shall be represented by the following Directors: Competition Director, Training Director, Marketing and Communications Director, Membership Director, Information Technology (IT) Director, and Cooker Liaisons Director.

5.7.2—The President shall appoint the Directors with the majority approval of the Board of Directors. Appointments by the President shall be made and ratified at the Board of Directors meeting before the end of the fiscal year. Any member of the Board of Directors may recommend a member as a director.

5.7.3—If a member holds multiple directorships on the SBN Board, they count as one Member for quorums and voting.

5.7.4—All members in good standing within the SBN shall be eligible to serve as Directors.

5.7.5—Each Director's term is one year commencing on the day following the fiscal year-end.

5.7.6—Resignation of directors.

5.7.6.1—A director may resign by delivering written notice to the Board of Directors, its presiding officer, the President, or the Secretary.

5.7.6.2—Replacement shall be based on a written resignation or an inability to perform. The President shall appoint a replacement to serve the unexpired term.

5.7.7—The Directors shall have the following duties:

5.7.7.1— The Competition Director is responsible for monitoring all activities associated with compiling standings for cook teams. They are to coordinate the collection, computation, and publishing of these results, maintain and safeguard the information, and provide it promptly. The Director is also responsible for ensuring the integrity of



sanctioning contests, providing trained judges, and protecting the interests of the cook teams that support SBN contests.

5.7.7.2—The Marketing and Communications Director is responsible for managing and communicating information regarding SBN in a manner beneficial to the organization.

5.7.7.3—The Training Director executes the approved SBN Training Plan.

5.7.7.4— The Membership Director shall be the primary point of contact for the membership and shall communicate with the general membership, when possible, to determine issues, needs, and interests.

5.7.7.5—Cooker Liaisons shall function as the primary source of feedback from cook teams.

5.7.7.6—The IT Director manages applications, website development, information security, hardware, and IT projects.

5.8—The Board of Advisors is responsible for the organization's overall financial health and its ability to maintain an honorable reputation within the barbecue community.

5.8.1—Individuals within the Board of Advisors may continue to participate in contests in any position for which qualified and/or may serve as an officer or Director at the President's discretion and approval of the Board of Directors.

5.9—Committees

5.9.1—Each committee shall be chaired by a single member appointed by the President. The President may appoint a Vice-Chair who helps lead or runs meetings in the chair's absence.

5.9.2—No committee shall have the authority to act on behalf of or bind SBN or the Board of Directors.

5.9.3—The term shall be for one year or less, if terminated by the action of the Board of Directors, resignation of the Chairperson, or the requirements for the committee no longer exist.

5.9.4— Standing Committees. The Board of Directors may designate one or more standing committees as necessary, and the Board of Directors shall prescribe the duties of any such standing committees upon their designation. All members of standing committees must be Members of the SBN. As of the adoption of these Bylaws, the only standing committees are as follows:

5.9.4.1— Ways, Means, and Rules Committee annually reviews the Bylaws, Contest Rules, and areas assigned by the President.

5.9.4.2—The Audit Committee annually conducts and reports an audit of the financial records and any other directive by the Board of Directors.

5.9.5—Situational or Special Committees shall remain in effect for a specified period and dissolved upon completion of determined activities or functions.

## 6—MEETINGS

6.1—The Board of Directors shall meet no less than quarterly during the fiscal year.

6.1.1—A quorum of the Board of Directors is required to be an official meeting. A quorum of the Board of Directors consists of a majority of the directors in office immediately before a meeting begins. In no event can a quorum of the Board consist of fewer than one-third of the number of directors in the office or two directors.

6.1.2—Board Members may be considered "present" if they can participate in discussions and vote.

6.1.3—Board Members may not vote or participate in discussions by written proxy.

6.1.4— If a member holds multiple officer positions or directorships on the SBN Board, they count as one Member for quorums and voting.

6.1.5—Voting shall be by voice unless otherwise decided by the Board of Directors. Should a vote by ballot be deemed necessary or requested, the ballots shall be collected and tallied, and the results announced by the President.

6.1.6—Items may be presented as a motion, seconded, and discussed as necessary. After the discussion, the motion may be approved or rejected by

a majority of the Board of Directors or by the Member removing said motion from a vote.

6.1.7—While conducting business, it may become necessary to convene an executive session. Any Officer or Member of the Board of Advisors may, at any time during the meeting, request an executive session. Officers, the Board of Advisors, and, in the opinion of these members, any additional individuals they deem necessary will be present at executive sessions.

6.1.8—Robert's Rules of Order. The latest edition of Robert's Rules of Order Newly Revised shall govern all meetings of the SBN Board of Directors, committees, and Members unless these Bylaws provide otherwise.

## 6.2—General Membership Meetings

6.2.1— Annual Meetings. At least one Annual Meeting of the membership of the SBN shall be held during each fiscal year, as determined by the Board of Directors, to elect Board Members and for the transaction of such other business as may come before the meeting. Dates and locations of each Annual Meeting shall be determined and announced by the Board of Directors. At least thirty (30) days prior notice by either electronic or written notification shall be given to the Members for each Annual Meeting of the membership of the SBN. General Membership Meetings shall be held annually at a date, time, and place as designated by the Board of Directors.

6.2.2— A quorum of the Board of directors must be present at the annual membership meeting. A quorum consists of a majority of the directors in office immediately before this meeting begins. In no event can a quorum of the Board consist of fewer than one-third of the number of directors in the office or two directors.

6.2.3—An agenda will be circulated not less than two weeks before the annual meeting.

6.2.4—Voting shall be by voice unless otherwise decided by the Board of Directors. Should a vote by ballot be deemed necessary or requested, the ballots shall be collected and tallied, and the President will announce the results. Members may vote by written proxy submitted to the Secretary before the meeting. A 51% affirmative vote of the members present and proxies is required for passage.

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6.2.5—Items may be presented as a motion, seconded, and discussed as necessary. After the discussion, the motion may be approved or rejected by a simple majority vote of the membership or by the Member making a motion removing the motion from a vote.

6.2.6—It may become necessary to convene an executive session while conducting business. Any Officer or Member of the Board of Advisors may request an executive session at any time during the meeting. Officers, the Board of Advisors, and, in the opinion of these members, any individuals they deem necessary are to be present at executive sessions.

### 6.3—Special Meetings

6.3.1—Any Officer, when circumstances justify, can call a special meeting of the Executive Board, Board of Advisors, and/or the Board of Directors, singularly or in multiples as needed.

6.3.2—The Chief Executive Officer can call a membership meeting for a special election.

6.3.3—Any member of the Board of Directors and/or the Board of Advisors, when deemed necessary, can call special meetings of the Board of Directors.

## 7—ALTERING, AMENDING, ADDING OR REPEALING BY-LAWS

7.1—These bylaws may be altered, amended, repealed, or added to by a simple majority vote of the attending members in good standing at a General Membership Meeting or a special meeting called for the purpose provided that the amendment or change has been submitted in writing 30 days before the meeting, and so long as notice of such proposed amendment, repeal or adoption is contained in the notice of the meeting and such amendment, repeal or adoption does not cause the SBN to cease to be exclusively organized and operated as an entity described in Internal Revenue code 501(3)(c).

## 8—REMOVAL FROM OFFICE

8.1—Any officer, Director, or appointee may be removed from office by a two-thirds vote of the Board of Directors whenever, in the Board's judgment, the interests of the SBN would be best served. The vote shall be a secret ballot to the President, or should the officer in question be the President, then the results shall be tabulated by the Executive Board and recorded by the Secretary.

9.— CONFLICTS OF INTEREST INVOLVING BOARD MEMBERS, OFFICERS, OR COMMITTEE MEMBERS

9.1—Board Members, Officers, or Committee members of the SBN shall not be permitted to maintain a direct or indirect interest in any contract relating to or incidental to the operations of the SBN and make contracts, enter into transactions, or otherwise act for and on behalf of the SBN matter as shareholders, directors, officers or. The decisions of the Board members or officers cannot result in something that conflicts with the SBN cause. This conflict includes excess benefit transactions or the private benefit of a director or officer.

10. DISSOLUTION

10.1—If dissolution of the SBN occurs, the Board of Directors shall, after paying or making provisions for the payment of liabilities of the SBN, dispose of all the assets of the SBN in such a manner as to support organizations organized and operating exclusively for charitable or educational purposes. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then found, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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The undersigned, being duly qualified as President of SBN, hereby certifies that the members of SBN duly adopted the preceding Bylaws of SBN at an annual membership meeting held on August 10, 2024, at which a quorum was present and voting throughout.

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William Englehaupt  
President