



BYLAWS OF

CASI - CHILI APPRECIATION SOCIETY INTERNATIONAL, INC. NONPROFIT CORPORATION As amended September 11, 2009

ARTICLE 1

PURPOSE

1.01. CASI - CHILI APPRECIATION SOCIETY INTERNATIONAL, INC. ("CASI") is organized for the purpose of assisting in the raising of funds for various charitable organizations in the United States and participating foreign countries by the use of competition chili cooking events and for the purpose of educating the public in the furtherance and development of the food known as "chili," that food being indigenous to the United States. An additional purpose is to work for the adoption of chili as the "National Food" of the United States.

ARTICLE 2

OFFICES

2.01. The principal office of the corporation in the State of Texas shall be located as designated by the Board of Directors. This location must be in the State of Texas. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

2.02. The corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 3

MEMBERS

3.01. The corporation shall have two classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

(a) Life Members: Members who have paid a one-time fee as determined by the CASI Board of Directors shall be entitled to lifetime membership in the corporation. They are entitled to all rights and privileges of membership.

(b) General Members: Members who have paid annual dues as designated by the Board of Directors. They are entitled to all rights and privileges of membership during years their dues are current.

3.02. All CASI Directors, Great Peppers, Pod Officers (President, Vice President, Secretary and Treasurer), Regional Referees and Area Referees must be members of CASI.

3.03. Each Great Pepper and member of the Board of Directors shall be entitled to one vote on each matter submitted to a vote of the Great Peppers. All other members of CASI are nonvoting members.

3.04. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in these bylaws.

3.05. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay dues, assessments or other charges theretofore accrued and unpaid.

3.06. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

3.07. Membership in this corporation is not transferable or assignable.

ARTICLE 4

MEETINGS OF GREAT PEPPERS

4.01. An annual meeting of the Great Peppers shall be held the first Saturday in September following Labor Day, in each year, beginning with the year 1985 for the purpose of electing Directors by the Great Peppers at their annual meeting, for voting on and approving changes to the CASI rules, and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day.

4.02. Special meetings of the Great Peppers may be called by the President, the Board of Directors, or not less than one-tenth of the Great Peppers having voting rights.

4.03. The Board of Directors may call for a special meeting of the Great Peppers, following the procedures in Section 4.04.

4.04. Written or printed notice stating the place, day and hour of any meeting of Great Peppers shall be delivered, either personally or by mail, to each Great Pepper entitled to vote at such meeting, not fewer than ten (10) nor more than seventy-five (75) days before the date of such meeting, by or at the direction of the President or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the Great Pepper at his address as it appears on the records of the corporation, with postage thereon prepaid.

4.05. Any action required by law to be taken at a meeting of the Great Peppers or any action which may be taken at a meeting of the Great Peppers may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Great Peppers entitled to vote with respect to the subject matter thereof.

4.06. The Great Peppers holding fifty-one percent (51%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Great Peppers, a majority of the Great Peppers present may adjourn the meeting from time to time without further notice.

4.07. At any meeting of Great Peppers, a Great Pepper entitled to vote may vote by proxy executed in writing by the Great Pepper or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. No member shall have more than a total of one vote.

4.08. The rules contained in Robert's Rules of Order Newly Revised (current edition) shall govern CASI in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order CASI may adopt.

ARTICLE 5

BOARD OF DIRECTORS

5.01. The Board of Directors is responsible for providing direction for the affairs of the organization. This responsibility will include the organization and promotion of the annual CASI Terlingua International Chili Championship (TICC).

5.02. The number of Directors shall be eleven (11). This number includes the Executive Director, who will serve as a Director while serving as Executive Director.

(a) The Board of Directors consists of six three-year term Directors, four two-year term Directors, and the Executive Director who serves a two-year term. At the annual meeting of the Great Peppers, two Directors will be elected to serve three-year terms, and two Directors will be elected to serve two-year terms. Terms will be determined by the number of votes received by each candidate. The two candidates receiving the greatest number of votes will hold three-year terms and the two candidates receiving the next greatest number of votes will hold two-year terms. Every other year the Executive Director will be elected to serve for two years.

(b) Election of Directors shall be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised. The method of voting shall be by ballot. Ballots that do not contain the same number of votes as vacancies to be filled shall be declared invalid and not tallied. In the event the balloting results in a tie vote for either a three-year term or a two-year term, a runoff election shall be conducted between only the candidates involved in the tie vote.

(c) The election will be the last order of business at each Great Peppers Meeting. When the candidate is present, the election takes effect immediately. If the candidate is absent, their election will take effect as soon as they are notified.

(d) Upon the election and notification of the new Directors, the retiring Directors will no longer have voting status, but will continue to serve their obligations until midnight on Saturday at TICC. During this time, they will mentor the newly elected Directors in the positions they will assume.

5.03. There shall be three (3) regularly scheduled meetings of the Board of Directors, held without other notice than this bylaw. The Board shall provide in the meeting minutes, the date and location of the regular meetings of the Board without other notice than these minutes. Failure to establish the date and location of the next meeting will require notification in accordance with Article 5.05.

(a) The Annual Meeting for the election of officers shall be held immediately following the certification of the election of Directors at the Great Peppers Meeting

(b) The Winter Meeting shall be held in January or February

(c) The Summer Meeting shall be held in June or July.

5.04. Special meetings of the Board of Directors may be called by the President or at the request of any two Directors. The President shall establish the date and location for holding any special meetings of the Board. Meetings to conduct CASI business may be held by electronic (E-mail) mail, and minutes of these meetings will be maintained as if the meeting were held in person.

5.05. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days prior to the meeting by written notice delivered personally or sent by mail or electronic (E-mail) mail to each Director and Great Pepper at their address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice is delivered by E-mail, such notice shall be deemed to be delivered when the E-mail is sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transacting of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

5.06. Six members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present at the meeting may adjourn the meeting from time to time without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

5.07. If a Director finds that they are unable or unwilling to perform the duties of a CASI Director, they will submit their resignation – in writing through the US Postal Service by Priority Mail – to the CASI President or in the case of the resignation of the President, to the Vice-President. The letter of resignation will be provided to the Secretary to be maintained in the CASI permanent records.

(a) Upon receipt of the resignation, the President shall inform the Board that a resignation has been received and will become effective after vote of the Board of Directors accepting such. This vote may be taken electronically and ratified at the next meeting of the Board of Directors.

(b) The resigning Director has until receipt of the written resignation letter by the President to re-consider and rescind the resignation.

(c) The resigning Director may continue to perform their duties until such time as replaced if in the best interest of CASI.

(d) On the effective date of the resignation, the President shall call for a special election to fill the vacancy in accordance with the provisions of Article 5.08.

5.08. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the election of the Great Peppers.

(a) If a vacancy occurs in an unexpired term with less than one year remaining, the President may call for a special election to fill the remainder of the term. Or, the term shall remain vacant until the next meeting of the Great Peppers, at which time it shall be filled by the regular election of a Director. If a special election is called, it shall be held within sixty (60) days of the creation of the vacancy.

(b) If a vacancy occurs in an unexpired term with more than one year remaining in that term, the President shall call for a special election to fill the unexpired term. The election shall be held within sixty (60) days from the time the vacancy was created.

(c) If a scheduled meeting of the Great Peppers will occur within the sixty (60) day period, the special election shall be the first order of business at that meeting.

5.09. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

5.10. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

5.11 Each Director shall have one vote, either by roll call or by ballot, and said vote will be entered into minutes of that meeting, with the exception of election of officers. The election of officers will be by ballot.

ARTICLE 6

OFFICERS

6.01. The officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.02. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified.

6.03. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

(a) If an officer feels they cannot perform the duties of their office but wish to remain on the Board of Directors, they should submit, in writing, their resignation from the office to the CASI President (Vice-President if it is the President resigning). The President shall determine an effective date of the resignation and inform the Board. At the earliest convenience, a new officer shall be selected according to Article 6.04 below.

6.04. A vacancy in any Board office because of death, resignation, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

6.05. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6.06. In the absence of the President or in the event of his inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in their order of election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

6.07. The Executive Director shall be the principal administrative officer of the corporation and shall in general control all of the daily business of the corporation, subject to the general direction and approval of the Board of Directors. The Executive Director shall provide notices in accordance with the provisions of these bylaws or as required by law.

6.08. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; present an annual budget for approval by the Board of Directors; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

6.09. The Secretary shall keep the minutes of the meetings of the Great Peppers, of the Board of Directors, and of Board-appointed committee meetings in one or more books provided for that purpose;

Distribute a copy of the minutes to the Great Pepper of each sanctioned Pod no later than thirty (30) days after each meeting has been adjourned; be custodian of the corporate records and; work with the Membership Chairman to keep a register of the post office address of each member which shall be furnished to the Membership Chairman by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

6.10. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE 7

COMMITTEES

7.01. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending CASI's articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking procedures therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors, which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on it or him by law. Minutes of each committee meeting will be recorded by a member of that committee and forwarded to the Board Secretary for incorporation into CASI's records.

7.02 Five Special Committees will be appointed for the purpose of handling specific portions of CASI business. These committees will be made up of two or more Directors and members-at-large, as appropriate. One Director, appointed by the President, will be the chairperson of each committee.

(a) The Executive Committee will include the CASI officers and Executive Director. It will address leadership and general administrative issues.

(b) The Finance Committee will assure the financial well-being of the corporation, adjust budget models, insure financial accountability, and oversee the actions of the Treasurer.

(c) The Governance Committee will monitor the relationship of CASI to its members, make sure CASI's actions are transparent and accountable, assure members of a fair return for their participation, and secure and motivate leadership on the Board of Directors and at the pod level.

(d) The Public Relations Committee will oversee marketing CASI to the public and to prospective sponsors and control the image, positioning, and message of CASI as it is communicated.

(e) The Events Committee will be responsible for general oversight and articulation with CASI's major events: TICC, regional and state opens. The Events Committee will be the first point of contact for prospective new opens and will help existing opens achieve success.

7.03. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the President of the corporation shall appoint the members thereof. Any member(s) of any committee may be removed by the President whenever in his/her judgment the best interests of the corporation shall be served by such removal.

7.04. Prior to the Annual Meeting of the Great Peppers, the President shall appoint a three-member Nominating Committee. The Nominating Committee shall present at the Annual Meeting of the Great Peppers at least one nominee for each open position on the Board of Directors. Nominations for the Board of Directors and Executive Director must be submitted to the Chairperson of the duly appointed Nominating Committee prior to August 15 of each year. No nominations from the floor will be permitted at the Annual Meeting.

7.05. Each member of a committee shall continue as such until the next annual meeting of the Great Peppers of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

7.06. One member of each committee shall be appointed chairman by the President.

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

7.08. Unless otherwise provided by resolution of the Board of Directors 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.

7.09. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE 8

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

8.01. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

8.02. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-

President of the corporation.

8.03. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

8.04. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE 9

BOOKS AND RECORDS

9.01. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE 10

FISCAL YEAR

10.01. The fiscal year of the corporation shall begin on the first day of January and end on the 31st day of December in each year. The Chili Year for CASI shall begin on the first day of October and end on the 30th day of September in each year.

ARTICLE 11

DUES

11.01. The Board of Directors may determine from time to time the amount of annual dues payable to the corporation by members of each class.

11.02. Dues for annual members shall be payable upon the anniversary date of joining CASI (i.e., payment in October –renewal due October 1). Memberships will be valid for one calendar year from point of payment. Current/renewing members will have a one month period to renew. Notification to members whose membership is about to expire, will be issued 1 month prior to anniversary date.

(a) All Pod officers, Regional Referees and Area Referees will be current on their dues for the Pod credentials to be approved for seating at the Great Peppers Meeting. These individuals must remain current during their tenure in office.

11.03. When a member shall be in default in the payment of dues for a period of one month, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article 3 of these bylaws.

ARTICLE 12

WAIVER OF NOTICE

12.01. Whenever any notice is required to be given under the provisions of the Texas Nonprofit Corporations 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.

ARTICLE 13

CASI-AFFILIATED PODS

13.01. A pod must meet the following criteria for CASI affiliation and sanctioning:

- (a) Work for the benefit and promotion of chili through CASI only.
- (b) Maintain a paid membership of at least twenty-five (25) members.
- (c) Hold an annual election of officers.
- (d) Hold a CASI Pod Cookoff advertised as such in the Terlingua Trails during the chili year.
- (e) Be approved for CASI affiliation and sanctioning by a two-thirds vote of the voting delegates at an annual Great Peppers Meeting.
- (f) The Great Pepper or authorized alternate pod officer (alternates being Pepper Popper, Secretary, Treasurer, or the incoming officers of same) shall attend the annual Great Peppers Meeting. Only one pod representative can vote and/or represent the pod proxy at the annual CASI Great Peppers Meeting. No one person may have more than one vote at any CASI meeting. If a pod is not represented at the annual Great Peppers Meeting, the pod will be placed on probation. If a pod is not represented at two consecutive Great Peppers Meetings, the pod will be suspended.
- (g) Obtain letters of support from two Pods currently in good standing.
- (h) Submit evidence of 13.01 (a)-(d) on an annual basis as part of the Great Peppers Meeting credential process. This evidence must be sent in time to meet the stated deadline.

13.02. All Great Peppers, Pod Officers, Regional Referees and Area Referees must be members of CASI and support the CASI Terlingua International Chili Championship.

- (a) Membership must be maintained current throughout the entire Chili Year.

13.03. Any pod not conforming to Article 13 may be suspended by the CASI Board of Directors and suffer loss of all privileges and sanctioning.

13.04. Any Director, Great Pepper, Pod Officer, Regional Referee or Area Referee not conforming to Article 13 will be removed from office by the CASI Board of Directors whenever in its judgment the best interest of CASI would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Directors, Officers or Referees to be removed.

ARTICLE 14

USE OF SERVICE AND MEMBERSHIP MARKS

14.01 Any current Great Pepper of a Pod sanctioned by and in good standing with the corporation is authorized to use the marks “CASI - Chili Appreciation Society International, Inc.”, “CASI” and the CASI logo in connection with chili cookoffs and related events organized by that Pod.

14.02 The above marks are owned by the corporation. No Pod may sell or license use of the marks to third parties without the written consent of the Board of Directors of CASI.

14.03 As a condition of sanctioning and good standing, each Great Pepper and each Pod agree to maintain the corporation’s standards of quality offered under the service and membership marks and shall insert a provision to that effect in its own bylaws.

ARTICLE 15

AMENDMENTS TO BYLAWS

15.01. Upon proposal by the Board of Directors, or other member of the society, these Bylaws may be amended, repealed or altered in whole or in part, and new bylaws may be adopted as follows:

(a) The proposed change(s) must be submitted to and approved by a two-thirds vote of all the members of the CASI Board of Directors. Notice of any proposed changes to the bylaws must be provided to all CASI Board Members at least thirty (30) days prior to the date of the meeting at which these proposed changes are to be considered. Said notice shall include the text of the proposed bylaw provision as well as the text of any existing provisions proposed to be altered, amended or repealed.

ARTICLE 16

DISSOLUTION

16.01. The corporation shall have no power to distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the corporation's assets shall be distributed to the State Government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code 501(c)(3) to be used to accomplish the general purpose for which the corporation was organized.