

**CONSTITUTION AND BY-LAWS
OF
THE MEMPHIS RESTAURANT ASSOCIATION**

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ARTICLE I

OBJECTS AND PURPOSES

The Memphis Restaurant Association (MRA) is the premiere support organization dedicated to the success of our industry and community now and into the future. We provide useful, accessible tools, educational services and governmental representation to promote the stability and growth of our members. The MRA is dedicated to building community relationships and involvement in order to increase membership and create a spirit of fellowship among its members.

ARTICLE II

MEMBERSHIP

1	Regular membership in this Association is limited to persons owning, operating or managing establishments which prepare and serve food and/or beverage to the public.
2	Associate membership in the Association is open to those persons engaged in those businesses which are allied to the restaurant industry.
3	A meeting of the regular members of the Association shall be held, at a minimum biannually, and at times designated by the Executive Committee. notice of all general membership meetings shall be made prior to the date of said meeting. Notice may occur in the form of email communication, social media, or posting on the website.
4	Notice of any special meeting shall state the purpose(s) for which the meeting is called. No business may be transacted at a special meeting other than the business stated in the meeting notice.
5	Special meetings of the Board shall be held upon the call of the President or upon the written request of three (3) Elected Officers, delivered to the President or Executive Director at least seven (7) days prior to the requested meeting

	date, specifying the purpose(s) for which the special meeting is requested to be called.
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ARTICLE III	<u>OFFICERS</u>
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1	The elected officers of this Association make up the Executive Committee and they shall be: President, Vice-President, Communication Director, and Finance Chair, plus three additional restaurateurs of the regular membership.
2	All members of the Executive Committee are elected to serve two-year terms. Executive committee members are elected by a vote of the general membership. Any elected President may serve no more than two consecutive terms.
3	The Board consists of 7 elected members of the Executive Committee, the immediate past president, 3 additional appointed restaurant members (to be appointed by the President and approved by the sitting Board), 10 associate members (to be appointed by the President and approved by the sitting Board), for a total of 21.
4	The immediate past president is an ex officio member of the Executive Committee and does not vote.
5	The Appointed Board will consist of three regular members, plus seven Associate members. Of the associate members there shall be at minimum: two representatives of food service companies, one representative of wine and spirits or beer companies, one representative from the tourism or attractions industry. One seat shall be reserved for a reciprocal position with the MMHLA Board. The remaining four appointed seats are at the discretion, with the approval of the sitting Board, of the President. Proposed appointed Board members must be presented by the President or President-Elect to the sitting Board by the Board meeting immediately following November 1.
6	All Appointed Board Members serve one-year terms of office beginning the first day of January of the year immediately following their appointment.
7	Should any board member decide to resign or vacate their position on the

board for any reason, the remaining members of the Executive Committee shall appoint a replacement to fill the vacated seat until the next scheduled election cycle.

ARTICLE IV

DUTIES OF OFFICERS

1	President - The President shall preside at all meetings of the Association and the Executive committee. It shall be the President's duty, at any time the President is unable to attend any meeting of the Association or the Executive Committee, to notify the Vice-President in advance of such a meeting. The President shall be empowered, at the President's discretion, to call special meetings of the Executive committee and shall likewise do so upon request of three Board members or of 10 regular members of the Association. The President shall not vote in any matter to come before the Executive committee except in case of a tie in which the President shall cast the deciding vote. The President will assign specific duties and responsibilities to all elected executive committee members.
2	Vice-President - The Vice-President shall act and assume the duties of the President in the President's absence or any event in which the President is removed or unable to serve.
3	Finance Chair - The Finance Chair shall be appointed by the President and supported by at least one other executive committee member. The Finance Chair shall receive records of all monies and deposits in such bank or banks as is designated by the Executive Committee and present a financial report at each meeting of the Executive Committee. The Finance Chair will approve a reconciliation of all checks to be written each month and can request to countersign any check. The Finance Chair will also prepare an annual budget and review the monthly financial reports. The Finance Chair will employ an outside accounting firm to complete an annual audit and prepare the annual tax returns for the Association. The annual audit and tax returns shall be made available at the next scheduled Executive Committee meeting after the completion of each.
4	Executive Director - The Executive Director shall be employed by the

	Association to oversee the day-to-day business of the Association. See Exhibit A for complete description of duties. Salary for the Executive Director shall be reviewed and approved by the Executive Committee each year and shall contract the Executive Director for one year beginning January 1st of each year. The Executive director shall, at his/her sole discretion, approve any expenditure under \$500 for purposes of meetings or events. Any expenditure over \$500 shall be approved by either the Finance Chair or President.
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ARTICLE V	<u>POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE</u>
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	The Executive Committee, subject to the provision of any state statutes, article of incorporations and these by-laws, shall have power to:
1	Appoint and remove at its pleasure all agents and employees of the Association, prescribe their powers and duties.
2	Fix and determine the place of meetings of the Executive Committee, the quarterly general business meeting and any special meetings of the general membership.
3	Conduct and manage the business and affairs of the Association and exercise all such powers and do all such things as may be exercised or done by the Association.
4	Incur indebtedness for the ordinary uses, benefits, expenses and necessities of the Association.
5	To maintain and promote ongoing communications among members on a regular basis.
6	Review and select legislation being submitted to the Tennessee Congress or local municipalities that may affect the foodservice industry and decide accordingly whether to support or oppose such bills. Support or opposition of such bills shall be approved by a simple majority vote of the Executive Committee. If a majority is not reached, then the vote will be extended to include the Appointed Officers of the Executive Committee. If no majority is established, the MRA will enter an opinion of neutral regarding the legislation.

7	A quorum of the Executive Committee shall be 5 members. Votes by the Executive Committee may be recorded either while present at a scheduled meeting of the board or electronically.
8	Any member may be expelled from this Association, and his or her membership revoked at any duly held meeting of the Executive Committee.

ARTICLE VI	<u>ELECTION OF OFFICERS</u>
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1	The Nominating Committee shall consist of four members. The past President as chair, and the three appointed regular members. Associate members may not serve on the Nominating Committee. The nominating committee will convene each year on or before September 1st in order to submit nominations to the Executive Committee by October 1st to be placed in ballot form along with any other nominations by the general membership.
2	Any regular member in good standing can be nominated for election by the general membership. Nominations must be submitted in writing and must bear the signatures of at least two members in good standing. Nominations must be submitted by October 1st in order to be placed on the ballot along with the nominees from the Nominating Committee.
3	Associate members can be nominated for consideration as an appointed member of the board. Nominations must be submitted in writing and must bear the signatures of at least two members in good standing. Nominations must be submitted by October 1st in order to be placed on the ballot along with the nominees from the Nominating Committee.
4	No member of the Nominating Committee may be nominated for an elective office by the Nominating Committee directly, but can be nominated by petition by any two members in good standing.
5	Considerations of the Nominating Committee should be confidential until the announcement of the names of the nominees to the Executive Committee.
6	The Nominating Committee shall nominate at least one person from the regular membership for each elected board position. The Nominating Committee shall

	also include in their nominees a nomination for President with the remaining board positions to be determined after the results of the general election.
7	The Nominating Committee will strive to include nominees who represent the diversity of the Memphis restaurant community, including type of service, size, cuisine, neighborhood.
8	The Nominating Committee shall report its nominations to the Executive Committee no later than October 1st.
9	The Executive Director shall send, to each regular member in good standing, a ballot bearing the names of all nominees.
10	The secretary shall not consider any returned ballot after midnight of November 1st of each year.
11	No ballot shall be transmitted to any regular member of the Association who is in arrears in the payment of dues for the current year.
12	Upon receipt of the ballots from the members, the Secretary and Executive Director shall tabulate the ballots and report the results to the Executive Committee. The Executive Committee will vote to certify the votes. Upon certification of the election, results, shall be announced to the membership.
13	The candidate who receives the highest number of votes for President shall be declared elected President. In case of a tie vote, a majority vote of the sitting Executive Committee, shall decide the winner. The remaining six board positions shall be filled by the nominees receiving the next six most votes. Offices of the elected officers will be determined by majority vote of the sitting Executive Committee plus the President Elect.
14	If, by the date the nominations are closed, there is no more than one candidate for each board position including President, then those nominees shall be declared elected by acclamation and without need of a formal ballot.

ARTICLE VII	AMENDMENT TO CONSTITUTION AND BY-LAWS
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Any proposed amendment to this constitution and by-laws shall be submitted to the Executive Committee for consideration at least 15 days prior to any executive

committee meeting. Proposed amendments shall require affirmative votes at two consecutive meetings to be deemed permanent changes to the bylaws of the Association.

As amended, approved and established in August 2021