

**BIRMINGHAM ORIGINALS, INC.**

**BYLAWS**

**ARTICLE I – NAME**

The name of the organization shall be the **Birmingham Originals, Inc**.

**ARTICLE II – OBJECTIVE**

The objective of the organization is to promote the value of a thriving independent restaurant community in our city, while showcasing Birmingham’s local cuisine. The Birmingham Originals believes an energized and independent restaurant community makes our city a better place to live - and not just because of the food. The dollars spent in local restaurants stay in the Birmingham area, providing economic growth, which, in turn, allows local restaurants to support, among other things, vital local charities and cultural programs.

**ARTICLE III – MEMBERS**

**A. Application and Election – Requirements for membership.**

We perceive ourselves as producers of high quality, locally produced food with a highpercentage of it made on our premises. Any restaurant in the Birmingham metro area that islocally owned and non-franchised may apply. The Board of Directors shall act as a membershipcommittee, including annually approving the membership with a majority vote and deciding bymajority vote each member’s category of membership. The Board, by majority vote, may refuseto renew a membership.

**Franchise Definition:** A form of a business organization or firm which already has a successful product or service (the franchisor) enters into a continuing, contractual arrangement with other businesses (franchisees) operating under the franchisor’s

trade name and usually with the franchisor’s guidance, in exchange for a fee.

**1. Restaurant Members:** To be eligible for restaurant membership a business must serve breakfast, lunch or dinner, or a combination thereof, or must be a catering business. Only Restaurant Members have voting rights.

i. Required duties of the restaurateur members are: (a) Participation is mandatory in the organization’s annual event, *Break ’n Bread*;

(b) Attendance is required at a minimum of one meeting per year.

ii. Failure to meet these requirements or to abide by policies adopted by the Board may mean termination from the organization at the Board’s discretion by a majority vote of the Board of Directors.

**2. Community Members:** Businesses serving the Birmingham metro area are eligible to be community members. Community Members do not possess voting rights. Community members are not required to participate in Break ’n Bread, but participants in Break ’n Bread must be members.

**B. Resignation.**

If a member wishes to withdraw from the organization and be in good standing, he or she must submit a letter to the board of directors and be current in his or her dues. Any outstanding gift certificates must be honored.

**C. Removal of Members.**

Any member may be removed by the Board of Directors for conduct detrimental to the good name or reputation of the organization upon due notice to the member and a majority vote of the Board of Directors whose decision can be overturned by a majority vote of the restaurant members.

**ARTICLE IV – DUES**

Dues to be paid by Restaurant Members and Community Members shall be set for each upcoming year by majority vote of the Board of Directors, whose decision can be overturned by a majority vote of the restaurant members.

**ARTICLE V – OFFICERS/BOARD OF DIRECTORS**

**A. Offices** – Elected offices are Chairman of the Board/President, Vice President, Treasurer and Secretary and three (3) Officers at large. The total number of officers is seven (7). These seven (7) Officers shall meet periodically as the Board of Directors of the Birmingham Originals, Inc. The positions of President and Vice President are limited to restaurateur members.

**B. Elections** – Elections will be held during the April general meeting.

**C. Term of Office** – Officers will be elected for a term of two years or until their successors are elected. Newly elected officers will take office at the next regular board meeting after the election.

**D. Limitations** – Each person can hold only one office at a time. There are no limits on the number of consecutive terms.

**E. Vacancies** – Vacancies will be filled through rotation of Vice President into the role of President in the case of loss of President. All other officers will be filled through nominations and a vote at the next scheduled meeting.

**F. Removal** – Any officer may be removed from office by a two-thirds vote of members present at a meeting, provided that ten (10) days notice of potential removal of the officer has been given.

**G. Board of Directors** - The seven (7) elected officers will also comprise the Board of Directors. Therefore, there will be seven seats on the Board of Directors, composed by all seven officers.

**ARTICLE VI – DUTIES OF OFFICERS**

**A. President/Chairman of the Board.** The President shall be the chief executive officer of the Corporation and, when present, shall preside at all meetings of shareholders and at all meetings of the Board of Directors. The President shall have general supervision over the affairs of the Corporation, and such powers and duties commonly incident to such office or as may be designated by the Board of Directors.

**B. Vice President.** The Vice President shall perform the duties and have the powers of the President during the absence or disability of the President and shall have the powers and duties commonly incident to such office, or as may be designated by the Board of Directors.

**C. Secretary.** The Secretary shall keep accurate minutes of all meetings of shareholders and of all meetings of the Board of Directors, and shall have such powers and duties commonly incident to such office, or as may be designated by the Board of Directors.

**D. Treasurer.** The Treasurer shall have the care and custody of the money, funds, valuable papers and documents of the Corporation, other than his own bond, if any, which shall be in the custody of the President. The Treasurer shall have such powers and duties commonly incident to such office or as may be designated by the Board of Directors.

**ARTICLE VII – MEETINGS**

**A. The Board will meet monthly, at a time and place set by the President.**

At least a week prior to the meeting, notice will be given by email to board members of the location of the meeting. The President may call additional board meetings as needed.

**B. Scheduled Meetings for General Membership.**

There will be two regularly-scheduled meetings per year. The first regularly scheduled meeting will be held on the second Tuesday in April at 2:30 p.m. (elections and reelections); the second regularly-scheduled meeting will occur on the second Tuesday in September at 2:30 p.m. (pre-planning for October’s Break ’n Bread). All members must attend at least one regularly-scheduled meeting per year.

**C. Special meetings.**

Four board members may call a special meeting of the general membership by submitting a written request to the President. Notice to all members must be given at least 5 days prior to the meeting.

**D. Annual Party.**

The Board of Directors may organize an annual party for the membership, at a time and place to be determined and adequate notice given to the general membership.

**E. Quorum.**

A quorum consists of the votes cast representing no less than eight (8) restaurant members.

**F. Notice.**

Notice may be given by U.S. mail, postage paid; e-mail; facsimile; or personal service. Notice of the regularly-scheduled April and September meetings is not required for said meeting.

**ARTICLE VIII – COMMITTEES**

The President may ask members to chair and/or serve on various committees as needed.

**ARTICLE IX – PARLIAMENTARY AUTHORITY**

Meetings shall follow *Robert’s Rules of Order* except where such is in conflict with the bylaws.

**ARTICLE X – DISSOLUTION**

Upon two-thirds (2/3) vote, the members can petition for dissolution of this organization. Written notice will be provided by certified mail. Before actual dissolution, all outstanding bills must be paid. Thereafter, any remaining money will be given to a charity or other entity that qualifies under the Internal Revenue Code, as designated and/or voted on by a majority (at least 51%) of the current membership. The Board of Directors is responsible for ensuring that outstanding debts have been paid prior to transfer of the assets to a charity.

**ARTICLE XI – AMENDMENT OF BYLAWS**

These bylaws can be amended upon passage of the amendment at either regularly scheduled meetings for general membership by two-thirds majority vote at the meeting, provided, however, that ten (10) days notice of the proposed amendment must be given before the meeting.