

BY-LAWS OF
C.A.S.I. – CHILI APPRECIATION SOCIETY INTERNATIONAL, INC.
NON-PROFIT CORPORATION

ARTICLE 1

PURPOSE

1.01. The Chili Appreciation Society International, Inc. 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 and being of historic significance as part of our historic culture. An additional purpose is to work for the adoption of "chili" as the "National Food" of the United States.

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Deleted: fellowship, family and personal recreation, commingling and education, based on competition chili cooking across the United States and any participating foreign country as well as for the furtherance and development of the food known as "chili" as a food indigenous to the United States, and

Deleted: Additional purposes are to maintain public awareness of "chili" as being of national historic significance and as part of our historic culture. The raising of funds to be donated to charities is an additional purpose of the corporation.

ARTICLE 2

OFFICES

2.01. The principal office of the corporation in the State of Texas shall be located in the City of San Antonio, Bexar County, 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 Non-Profit 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 three 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 that have paid a one-time fee of Sixty Dollars (\$60.00) shall be entitled to lifetime membership in the corporation. They are entitled to all rights and privileges of membership.

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

(c) Great Peppers of Pods sanctioned by the corporation are members of the corporation for and during their term of office. They are entitled to all rights and privileges of membership.

3.02. Each Great Pepper, Officer and member of the Board of Directors shall be entitled to one vote on each matter submitted to a vote of the members. All other members are non-voting members.

3.03. 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.

3.04. 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.

3.05. 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.

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

ARTICLE 4

MEETINGS OF MEMBERS

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 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 members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

4.03. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

4.04. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers 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 member 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 members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

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

4.07. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member 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.

ARTICLE 5

BOARD OF DIRECTORS

5.01. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of Texas.

5.02. The number of directors shall be nine (9). Each director shall serve a minimum of a two-year term after election except the Executive Administrator of the corporation who will serve as a director of the corporation while serving as such Executive Administrator. In order to form the initial Board of Directors, two directors will be designated to serve a three-year term, three directors will be designated to serve a two-year term, and three directors will be designated to serve a one-year term. Thereafter, at the annual meeting of the Great Peppers, two directors will be elected to serve a three-year term, one director will be elected to serve a two-year term, and the Executive Administrator will be elected to serve for one year. The election will be the last order of business of each Great Peppers Meeting. Each director shall hold office until his successor shall have been elected and qualified.

5.03. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately following the Great Peppers' Meeting. The Board may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

5.04. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix at any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

5.05. Notice of any special meeting of the Board of Directors shall be given at least ten days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his 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 be given by telegram, such notice shall be deemed to be

delivered when the telegram is delivered to the telegraph company. 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 these bylaws.

5.06. Five 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.

5.07. 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.

5.08. 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 director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

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 which 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 and said vote will be recorded by roll call and entered into minutes of that meeting, with the exception of election of officers. The election of officers will be by secret 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 shall have 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.

6.04. A vacancy in any 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. He shall preside at all meetings of the members and of the Board of Directors. He 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 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. 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. He shall have charge and custody of and be responsible for all funds and securities of the corporation; 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 in accordance with the provisions of Article 7 of these bylaws; 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.

6.08. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; mail 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; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary 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 to him by the President or by the Board of Directors.

6.09. 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 the 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 therefor; 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.

7.02. 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 members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

7.03. A Budget Committee, composed of the Officers and Executive Administrator of the Great Peppers, shall present an annual budget for approval by the Board of Directors at the Annual Meeting of the Board of Directors.

7.04. Prior to the annual meeting of the Board of Directors, 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.

7.05. Each member of a committee shall continue as such until the next annual meeting of the members 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 person or persons authorized to appoint the members thereof.

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 in the 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 depositaries 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 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 shall be payable in advance on the first day of October in each fiscal years.

11.03. When any member of any class shall be in default in the payment of dues for a period of one month from the beginning of the fiscal year or period for which such dues become payable, 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 Non-Profit 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 Cook-off during the chili year.

(e) 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 the pod is not represented at the following annual Great Peppers Meeting, the pod will be suspended.

13.02. All pods shall adjust their fiscal year to coincide with the CASI chili year (October 1 through September 30).

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

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

13.05. 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, if any, of the Directors, Officers or Referees to be removed.

13.06. All CASI affiliated cookoffs must not be advertised as other than "CASI rules".

ARTICLE 14

AMENDMENTS TO BYLAWS

14.01. Upon proposal by the Board of Directors of the corporation, these bylaws may be amended, repealed or altered, in whole or in part, and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least thirty (30) days written notice is given of an intention to alter, amend or repeal these bylaws at such meeting. The notice of any meeting at which new bylaws are adopted 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 15

DISSOLUTION

15.01. 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.