

# **BYLAWS**

## **LEADERSHIP RICHARDSON ALUMNI ASSOCIATION**

### **Article I**

#### Name, Purpose & Office

Section 1. Name. The name of this Corporation shall be the “Leadership Richardson Alumni Association”.

Section 2. Purpose. The purpose of this Corporation shall be to demonstrate the effectiveness of the Leadership Richardson program through the individual participation of its alumni in positions of leadership in the community; to foster continued leadership development and awareness of community needs, issues and problems; and to promote the civic and social welfare of the City of Richardson. The Board of Directors from time to time may modify the purpose of the Corporation.

Section 3. Principle Office. The initial registered office of the Corporation shall be at the place designated in the Articles of Incorporation. Thereafter, the permanent address shall be at such other place as the Board of Directors may from time to time designate by resolution.

Section 4. Other Offices. The Corporation may also have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine or the business of the Corporation may require.

### **Article II**

#### Membership

Section 1. Members. Any individual who is a graduate or honorary graduate of the Leadership Richardson program shall be enrolled as a “Member” of this Corporation.

Section 2. Dues. Each Member of the Corporation may pay annual dues to the Corporation in an amount that shall be determined by the Board of Directors in their sole discretion from time to time. Dues paying members may attend events of the organization at no additional charge. Non-dues paying members may attend events and shall be charged a per event fee in an amount that shall be determined by the Board of Directors in their sole discretion from time to time.

### **Article III**

#### Board of Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws prohibited. Continuing and exclusive authority to fix, supervise, and control the business and other affairs of the Corporation shall be wholly vested in the Board of Directors.

Section 2. Number of Directors. The initial Board of Directors shall be those persons named in the Articles of Incorporation, and shall hold office until their successors are elected. The number of directors may be increased or decreased by resolution of the Board of Directors, but in no case shall the number of directors be less than three. Directors shall be elected at the Annual Meeting of the Corporation by a simple majority of the Members present at a meeting called for such purpose. Except for ex officio directors, no director shall serve more than three consecutive terms in the same position. The immediate past President of the Corporation and, the current Leadership Richardson Director as designated from time to time by the Richardson Chamber of Commerce shall be ex officio voting members of the Board of Directors.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors for any reason shall be filled by an affirmative vote of the majority of the remaining directors even if less than a quorum; any directorship vacant by reason of an increase in the number of directors shall be filled by affirmative vote of a majority of the directors.

Section 4. Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Texas. Regular meetings of the Board of Directors may be held with or without notice at such time and place as the Board of Directors may determine by resolution.

Special meetings of the Board of Directors may be called by or at the request of the President and shall be called by the Secretary upon written request of a majority of the incumbent directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them. Notice of any special meeting shall be given at least 24 hours previous thereto if given either personally (including written notice delivered personally or telephone notice) or by other means of immediate communication, including electronic mail, and at least 72 hours previous thereto if given by written notice mailed to each director at the address of his business or residence.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed, in the above-specified manner, with postage thereon prepaid. Any director may waive notice of any meeting, as provided herein. The attendance of a director at a 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 transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 5. Quorum and Voting. At all meetings of the Board of Directors, the presence of a majority of the number of directors fixed in the manner provided in this Article shall be necessary and sufficient to constitute a quorum for the transaction of business. At all meetings of members of committees of the Board of Directors the presence of a majority of the number of directors fixed from time to time by resolution of the Board of Directors to serve as members of such committees shall be necessary and sufficient to constitute a quorum for the transaction of business.

The affirmative vote of at least a majority of the directors present and entitled to vote at any meeting of the Board of Directors or a committee of the Board of Directors at which there is a quorum shall be the act of the Board of Directors or the committee, except as may be otherwise specifically provided by law, the Articles of Incorporation or these Bylaws. Directors with an interest in a business transaction of the Corporation and directors who are directors or officers or have financial interest in any other corporation, partnership, association or other organization with which the Corporation is transacting business may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee of the Board of Directors to authorize such business transaction.

If a quorum shall not be present at any meeting of directors, a majority of the directors present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

Section 6. Executive Committee. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate an executive Committee, to consist of one or more Directors of the Corporation, one of whom shall be designated as Chairman to preside at all meetings of such Committee. To the extent provided in the resolution of the Board of Directors, the Executive Committee shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Corporation, except where action of the Board of Directors is required by law or by the Articles of Incorporation.

Any member of the Executive Committee may be removed, for or without cause, by the affirmative vote of a majority of the whole Board of Directors. If any vacancy or vacancies occur in the Executive Committee caused by death, resignation, retirement, disqualification, removal from office or otherwise, the vacancy or vacancies shall be filled by the affirmative vote of a majority of the whole Board of Directors.

Section 7. Compensation of Directors. Directors, as such, shall not receive any stated salary for their services. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 8. Action by Unanimous Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all members of the Board of Directors or the committee, as the case may be, and such written consent shall have the same force and effect as a unanimous vote at a meeting of the Board of Directors.

Section 9. Presence at Meetings by Means of Communication Equipment. Members of the Board of Directors of the Corporation or any committee designated by the Board of Directors, may participate in and hold a meeting of such board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 10. Resignation and Removal. Any Director may resign by giving written notice to the President. The resignation shall be effective at the next regular meeting of the Board of Directors. A majority of the Board of Directors (not include the Director to be removed) at any time and with or without cause, may terminate the term of office of any directors by a vote at any meeting of the Board of Directors. Such removal shall be effective immediately upon such Board of Directors action even if successors are not elected simultaneously, and the vacancies on the Board of Directors shall be filled by the Board of Directors remaining.

Section 11. Nominations. Not less than sixty (60) days before the end of each fiscal year term, the President shall appoint a Nominating Committee of three (3) Members of the Corporation. The Nominating Committee shall make and report to the Board of Directors at a regular meeting nominations for next year's Board of Directors and the office or committee each director is nominated for, if any. Two (2) members of the Nominating Committee shall constitute a quorum, and if less than a quorum are present the President shall appoint new members sufficient to constitute a quorum.

The Nominating Committee shall accept as one of its nominations for Board of Directors the one (1) candidate elected by the present Leadership Richardson class as its representative to the Board of Directors. The Board of Directors shall cause the Secretary of the Corporation to give notice of the slate of candidates to the Members. Independent nominations may be made if all of the following are complied with: (i) the consent of the nominee; (ii) a petition executed by at least ten percent (10%) of the Members; (iii) such petition for independent nominees shall be received by the Nominating Committee not less than two (2) weeks prior to the election; and (iv) the determination by the President, in his own discretion, of the qualification of such nominees. Such independent nominees meeting such qualifications shall be eligible for election to the Board of Directors.

Section 12. Election. Directors shall be elected from the slate of candidates presented by the Nominating Committee and accepted by the Board of Directors and those independent nominees, if any,

provided for in the independent nominee petition. The election shall take place at the annual meeting of the Corporation by a vote of the Members in accordance with the terms and conditions as provided herein.

## **Article IV**

### Notices

Section 1. Form of Notice. Whenever under the provisions of the Articles of Incorporation or these Bylaws, notice is required to be given to any director or Member and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice exclusively, but any such notice may be given in writing, by mail, postage prepaid, addressed to such director or Member at such address as appears on the books of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same be thus deposited, postage prepaid, in the United States mail as aforesaid.

Section 2. Waiver. Whenever any notice is required to be given to any director or shareholder of the Corporation under the provisions of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice.

Section 3. When Notice Unnecessary. Whenever any notice is required to be given to any shareholder, under any provision of law, the Articles of Incorporation or these Bylaws, such notice need not be given to the Members if (1) Member appears at the meeting without the sole purpose of objecting to such meeting, or (2) all recent mailings mailed to that Member, addressed at his address as shown on the records of the Corporation, have been returned undeliverable. Any action or meeting taken or held without notice to such person shall have the same force and effect as if the notice had been duly given. If such a person delivers to the Corporation a written notice setting forth his then current address, the requirement that notice be given to that person shall be reinstated.

## **Article V**

### Officers

Section 1. General. Officers of this Corporation shall be a President, President Elect, Vice President of Membership, Vice President of Richardson Youth Leadership, Secretary, and Treasurer.

Section 2. Election. The Officers shall be elected for each fiscal year from the Board of Directors, by the Members at the annual meeting. The President must come from the current membership and must have served at least one term on the Corporation's Board of Directors, which includes all officers and directors. Officers shall be nominated in the same manner as set forth in Article III for Directors.

Section 3. Term of Office and Removal. Each officer of the Corporation shall hold office until the earlier of their death, resignation, removal from office, or the election and qualification of his successor. Any officer or agent elected or appointed to the Board of Directors may be removed at any time for or without cause by the affirmative vote of a majority of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If any office becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

Section 4. Resignation. Any officer or agent of the Corporation may resign by giving written notice to the President or in the event of the President's resignation such notice shall be given to the Secretary. The resignation shall take effect at the time specified therein, or immediately if no time is specified therein. Unless specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. President. The business and affairs of the Corporation shall be managed by the President who may exercise all of the powers of the Corporation. The President shall preside at all meetings of the Corporation and of the Board of Directors and shall perform such other duties and acts as usually pertain to his office. During the temporary absence of the President, the President Elect and if unable then the Vice President of Membership, and then the Vice President of Richardson Youth Leadership shall perform the duties of President.

Section 6. President Elect. The President Elect shall preside at meetings in absence of the President and succeed to the office of President in the immediately following membership year. When acting in the President's place, the President Elect has all the powers of—and is subject to all the restrictions on—the President. Such President Elect duties shall also include such other functions as the President may from time to time request.

Section 7. Vice President of Membership. The Vice President of Membership shall be responsible for retaining Members and membership records of the Corporation. Such Vice President duties shall also include such other functions as the President may from time to time request.

Section 8. Vice President of Richardson Youth Leadership. The Vice President of Richardson Youth Leadership shall be responsible for the Richardson Youth Leadership Program. The Vice President for Richardson Youth Leadership shall prepare a budget and work with the Corporation's Treasurer on financial matters. Such Vice President duties shall also include such other functions as the President may from time to time request.

Section 9. Director of Richardson Youth Leadership. The Director of Richardson Youth Leadership will assist the Vice President of Richardson Youth Leadership in conducting the Richardson Youth Leadership program throughout the year. Ultimate authority resides with the Vice President of Richardson Youth Leadership. This is a two year assignment with the current Director serving as the Vice President of Richardson Youth Leadership the following year.

Section 10. Secretary. The Secretary shall be the custodian of all books, papers, documents, and other property of the Corporation. The Secretary shall keep a true and accurate record of the proceedings of all meetings of the Corporation. The Secretary shall deliver or cause to be delivered a notice of the meeting to all persons entitled to receive such notice. Such notice shall contain such information as directed by the President. Such Secretary duties shall also include such other functions as the President may from time to time request.

Section 11. Treasurer. The Treasurer shall have custody of the Corporation funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render the President and the Directors, at the regular meetings of the Board of Directors whenever they may require it, an account of all the transactions as Treasurer and of the financial condition of the Corporation, and shall perform such other duties as the Board of Directors may prescribe. The Treasurer duties shall also include such other functions as the President may from time to time request.

## **Article VI** **Committees**

Section 1. Standing Committees. The Corporation shall have specific standing committees chaired by a member of the Board of Directors. It is the Corporation's intent that each standing committee will conduct meetings on a regular basis regarding matters within its area of responsibility.

The time, place and agenda of said meetings shall be determined by the chairperson of each. The committees will include Richardson Youth Leadership, Leadership Development, Fundraising, Social, and Marketing/Public Relations.

Section 2: Richardson Youth Leadership Committee. The Richardson Youth Leadership Committee shall be responsible for assisting with recruitment, selection, publicity, class sessions, special sessions, and other tasks necessary to run the Richardson Youth Leadership Program.

Section 3: Leadership Development Committee. The Leadership Development Committee shall be responsible for arranging leadership development, community projects and special programs.

Section 4: Fundraising Committee. The Fundraising Committee shall be responsible for planning and organizing events designed to raise money for the Corporation.

Section 5: Social Committee. The Social Committee shall be responsible for arranging social functions for the Corporation.

Section 6: Marketing/Public Relations Committee. The Marketing/Public Relations Committee shall be responsible for the newsletter and other communications of the Corporation.

Section 7: Other Committees. The Board of Directors may, by resolution adopted by a majority of the entire Board of Directors, designate other committees, each committee to consist of one or more Directors of the Corporation, which committees shall have such power and authority and shall perform such functions as may be provided in such resolution. Such committee or committees shall have such name or names as may be designated by the Board of Directors and shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

## **Article VII** **Meetings**

Section 1. Annual Meeting. The annual meeting of the Corporation shall be held on such date and time as may be designated by the Board of Directors within the period of the last three months of each fiscal year at a place designated by the Board of Directors, with such program and order of business as may be arranged by the Board of Directors. Such meeting shall be presided over by the President.

Section 2. Special Meetings. Special meetings of the Corporation may be called by the Board of Directors at such time and place as the Board of Directors may determine.

Section 3. Quorum. The Members of the Corporation present at any meeting shall constitute a quorum for the transaction of any business.

Section 4. Voting. All binding action of the Corporation shall be by a simple majority vote of all members present at such meeting. Voting at all duly called meetings shall be at the discretion of the President, by either voice vote or by show of hands, with the President determining the result of the vote. Voting by proxy is not permitted.

Section 5. Action by Unanimous Consent. Any action required or permitted to be taken at any meeting of the Officers, Board of Directors, or of any Committee thereof may be taken without a meeting if a written consent, setting forth the action so taken, is signed by a simple majority of the Officers, Board of Directors, Members, or the committee, as the case may be, and such written consent shall have the same force and effect as a unanimous vote at such meeting.

**Article VIII**

Amendment & Interpretation

Section 1. Amendment. These Bylaws may be amended or repealed, or new Bylaws may be adopted at any meeting of the Members of the Corporation or of the Board of Directors at which a quorum is present, by the affirmative vote of a majority of the Members or the Board of Directors as the case may be, present at such meeting.

Section 2. Interpretation. These Bylaws are subject to the interpretation by the Board of Directors whose determination shall be final not subject to appeal.

**Article IX**

Indemnification

Section 1. General. The Corporation may indemnify persons who are or were a member of the Board of Directors, an officer, employee or agent of the Corporation, or persons who are not or were not directors, officers, employees or agents of the Corporation but who are or were serving at the request of the Corporation as a director, officer, trustee, employee, agent or similar fiduciary of another foreign or domestic corporation, trust, partnership, joint venture, sole proprietorship, employee benefit plan or other enterprise (such persons are collectively referred to as "Corporate Functionaries") against any and all liability and reasonable expense that may be incurred by them in connection with or resulting from (a) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, (b) an appeal in such action, suit or proceeding, or (c) any inquiry or investigation that could lead to such an action, suit or proceeding, all to the full extent permitted by law. The rights of indemnification provided for in this Article shall be in addition to all rights to which any Corporate Functionary may be entitled under any agreement or vote of Board of Directors or as a matter of law or otherwise.

Section 2. Insurance. The Corporation may purchase or maintain insurance on behalf of any Corporate Functionary against any liability asserted against such person and incurred by such person in such a capacity or arising out of such person's status as a Corporate Functionary, whether or not the Corporation would have the power to indemnify him or her against the liability under the act or by these Bylaws; provided, however, that if the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the Board of Directors of the Corporation.

Without limiting the power of the Corporation to procure or maintain any kind of insurance or arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (i) create a trust fund, (ii) establish any form of self-insurance, (iii) secure its indemnification obligation by grant of any security interest or other lien on the assets of the Corporation, or (iv) establish a letter of credit, guaranty or surety arrangement. Any such insurance or other arrangement may be procured, maintained or established within the Corporation or its affiliates or with any insurer or other person deemed appropriate by the Board of Directors of the Corporation regardless of whether all or part of the stock or other securities thereof are owned in whole or in part by the Corporation.

In the absence of fraud, the judgement of the Board of Directors of the Corporation as to the terms and conditions of such insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive, and the insurance or arrangement shall not be voidable and shall not subject directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in approving such insurance or other arrangement shall be beneficiaries thereof.

**Article X**  
Miscellaneous

Section 1. Reserves. There may be created by resolution of the Board of Directors out of the surplus of the Corporation such reserve or reserves as the Board of Directors from time to time, in its discretion, deems proper to provide for contingencies, or to repair or maintain any property of the Corporation, or for such other purpose as the Board of Directors shall deem beneficial to the Corporation, and the Board of Directors may increase, decrease or abolish any reserve in the same manner it was created.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 3. Seal. The Corporation may have a seal which may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. Any officer of the Corporation shall have authority to affix the seal to any document requiring it.

Section 4. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 5. Contracts. The Board of Directors may authorize any officer or officers to enter into any contract on behalf of the Corporation; such authority must be in writing.

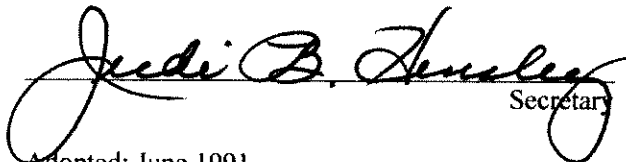
Section 6. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for general purposes or any special purpose of the Corporation.

Section 7. Books. There shall be kept at the office of the Corporation correct books of the account of the activities and transactions of the Corporation including a minute book which shall contain a copy of the Articles of Incorporation, these Bylaws and all minutes of the meetings of the Board of Directors.

Section 8. Deposits. 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.

CERTIFICATION

I, Judi B. Hensley, Secretary of the Corporation, hereby certify that the foregoing is a true, accurate and complete copy of the Bylaws of the Leadership Richardson Alumni Association approved by its Board of Directors on the 16th day of April, 2008 to be effective as of \_\_\_\_\_.

  
Secretary

Adopted: June 1991

Amended: March 10, 1993; February 18, 1998; March 21, 2007

Revised: April 16, 2008