

ORGANIZATIONAL BY-LAWS

of

THE JUSTIN F. KIMBALL HIGH SCHOOL ALUMNI ASSOCIATION®

Article I Name, Purposes, and Offices

Section 1.1 Name. The name of this corporation shall be The Justin F. Kimball High School Alumni Association, called throughout these bylaws “the Association.”

Section 1.2 Organization. The Association shall operate under a charter as a nonprofit Texas corporation. It shall have members in accordance with Article 2 of these bylaws.

Section 1.3 Offices. The Association may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the Board of Directors may determine.

Section 1.4 Purposes. The Association is formed and organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any equivalent successor statute, called throughout these bylaws “the Code.” Within the scope of such purposes and not by way of limitation of them, the Association is organized and operated for the following purposes.

- (1) to promote the interests and welfare of the Justin F. Kimball High School, located in Dallas, Texas (the “School”);
- (2) to raise funds for the School through various activities and by participating in the School’s fundraising campaigns;
- (3) to foster a spirit of fraternity among members of the Association;
- (4) to encourage recreational activities among members of the Association;
- (5) to engage in any and all lawful activities that may be reasonably necessary or incidental to the foregoing purposes;

Section 1.5 Authority and Limitations. The Association shall have and exercise all rights and powers of non-profit corporations under the laws of Texas, as such rights and powers exist or may hereafter exist. The Association shall not, however, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes. Nor shall the Association engage in any activity or transaction –

- (1) that is proscribed for organizations exempt from taxation under section 501(c)(3) of the Code and the regulations thereunder;
- (2) that is proscribed for organizations contributions to which are deductible under section 170 of the Code and the regulations thereunder; or
- (3) that would result in the loss of the Association's designation of tax-exempt status under section 501(c)(3) and 501(a) of the Code.

The use, directly or indirectly, of any part of the Association's assets in connection with any activity or transaction prohibited under this section 5.1 is specifically prohibited.

Section 1.6 Political Activities. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as provided in section 501(h) of the Code). The Association shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 1.7 Private Foundation. Notwithstanding any other provision of these bylaws, if the Association is ruled or deemed to be a private foundation as described in section 509(a) of the Code, then it must comply with the following provisions.

- (1) The Association shall make distributions at such time and in such manner as not to subject it to tax under section 4942 of the Code;
- (2) The Association shall not engage in any act of self-dealing that would be subject to tax under section 4941 of the Code;
- (3) The Association shall not retain any excess business holdings that would subject it to tax under section 4943 of the Code;
- (4) The Association shall not make any investments that would subject it to tax under section 4944 of the Code; and
- (5) The Association shall not make any taxable expenditures that would subject it to tax under section 4945 of the Code.

Article 2 Members

Section 2.1 Members. The following are eligible to be Members of the Association, with voting rights as described in sections 3.2, 5.2 and elsewhere in these bylaws.

- (1) A graduate of the School;
- (2) A current or former member of the faculty or staff of the School.

Section 2.2 Associate Members. The following are eligible to be Associate Members of the Association, without voting rights.

- (1) A person who attended the School;
- (2) A parent, child, spouse, partner or friend of a Member, who is not otherwise eligible for regular membership; and
- (3) An individual who supports the purposes of the Association.

Section 2.4 Becoming a Member. The board may establish from time to time procedures by which an eligible person may become a Member or Associate Member.

Section 2.3 Membership Dues. The board of directors may (but is not required to) assess members dues in a reasonable amount, provided that no Member shall be required to pay dues during the five (5) years immediately following his or her graduation from the School.

Section 2.4 Membership meetings.

There shall be one annual meeting of the Members, which the board of directors shall schedule in or about the month of November each year, at a location and time to be determined by the board. The principal business of the annual meeting shall be the election of officers and members-at-large of the board of directors and members of the nominating committee. The board shall cause notice of the annual meeting to be given to all Members at least thirty (30) days before the meeting. The notice shall identify the candidates for open positions, and such other business as shall be presented at the annual meeting. Special meetings of the Members may be held at the call of the board and upon the signed written request of forty (40) Members, and shall be held within thirty (30) days after receipt of such request. Notice of special meetings shall be given to all Members at least fifteen (15) days in advance of the meeting and shall identify the purpose of the meeting.

Section 2.5 Quorum At all meetings of the membership, the presence, whether in person or by proxy, of at least thirty percent (30%) of the Members shall be necessary and

sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute or the Articles of Incorporation. The act of a majority of the Members present in person or by proxy at a meeting at which a quorum is present shall be the act of the Members, except as specifically provided in these bylaws, by statute, or by the Articles of Incorporation. If a quorum shall not be present at any membership meeting, those members present may adjourn the meeting from time to time until a quorum shall be present. At any such adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally convened.

Article III Board of Directors

Section 3.1 General Powers; Delegation. The activities, property and affairs of the Association shall be managed by a board of directors who may exercise all such powers and do all such lawful acts and things as are permitted under the laws of Texas, the Association's Articles of Incorporation, or these bylaws.

Section 3.2 Number and Terms. The board of directors shall consist of four officers: president, vice-president, secretary and treasurer; five (5) at-large directors; the immediate past president and no more than two students who are currently enrolled in the School, who shall be members *ex officio* without voting rights on the board. Except for the students, all members of the board shall be Members of the Association. No more than two individuals from any one graduating class of the School shall serve on the board at any one time. The members of the board shall be elected by the Members at the annual meeting to serve a term of two years, commencing on January 1 following the annual meeting. No director or officer may be elected to more than three consecutive terms as a member of the board. A director who has been elected to three consecutive terms may, however, be appointed to fill a vacancy on the board or may stand for election at the next annual meeting. The student member shall be selected annually by the board from among nominees presented by the School and shall serve during the ensuing academic year.

Section 3.3 At its first meeting following the annual meeting or as soon thereafter as reasonably possible, the board shall appoint from among the Members of the Association the following:

- (1) **Membership Director**, whose duties shall include (a) coordinating the website activities of the Association, (b) proposing policies for adoption by the board to

assure that data concerning members is maintained securely and is appropriately available within the Association, (c) proposing procedures for enrolling Members and Associate Members in the Association.

- (2) **Chair of the Endowment Committee**, which shall be a standing committee whose duties shall be the establishment, growth, and management, under the direction of the board, of an endowment fund whose purposes and activities are fully consistent with those of the Association.
- (3) **Chair of the Special Events Committee**, which shall be a standing committee with responsibility for fundraising and other group activities.
- (4) **Chair of the School-Alumni Relations Committee**, which shall be a standing committee responsible for liaison with the School and its faculty and for soliciting, screening, and proposing to the board candidates from the senior class of the School to receive one or more annual scholarships for post-secondary education.
- (5) **Historian**, who shall be responsible for collecting and maintaining records of the history of the School, its students, faculty and organizations.

Section 3.4 Vacancy on Board of Directors. If any director or officer position (other than president) should become vacant, the remaining directors may, by majority vote, appoint a Member of the Association to fill the unexpired term of that director or officer.

Section 3.5 Initial Board of Directors; staggered terms. Following the adoption of these bylaws, the first election of directors and officers shall be for two (2) officers, namely the vice-president and the secretary, and two (2) at-large directors who shall each serve a term of one year; and for two (2) officers, namely the president and the treasurer) and three (3) at-large directors who shall each serve a term of two years. At the second annual election, the offices of vice-president and secretary the positions of the two at-large directors who initially served one-year terms shall be open to candidates who shall be elected for terms of two years. Elections shall continue in similar fashion, with the positions of vice-president and secretary and two at-large director seats being open in one year, and the positions of president and treasurer and three at-large director seats being open in the following year.

Section 3.6 Meetings of the Board of Directors. Regular meetings of the board shall be held at least four times a year. Special meetings of the board shall be held at the call of the president or by a majority of the directors on no less than seven (7) days' notice. Attendance of a director at a regular or special meeting of the board shall constitute a waiver of notice of such meeting, except when 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. Board meetings may be conducted using electronic conferencing techniques, as may be determined from time to time by the board. Meetings of the board shall be open to any Member of the Association; however, the right of an individual who is not a member of the board to speak at board meetings shall be subject to such policies and decisions the board may adopt from time to time.

Section 3.7 Quorum and Voting. At all meetings of the board, the presence of a majority of the number of directors (excluding any *ex officio* or non-voting directors) shall be necessary and sufficient to constitute a quorum for the transaction of business. A simple majority vote shall be sufficient to constitute the act of the Association, unless otherwise required by these bylaws, the articles of incorporation or statute.

Section 3.8 Executive Board. The Executive Board shall consist of the president, vice-president, secretary and treasurer. The Executive Board may meet from time to time during the year, upon the call of the president, to consider and act upon matters that are that are determined too urgent to wait until the next regular meeting of the board.

Section 3.9 Removal of a Board Member. A member of the board of directors who is absent for two (2) or more regular meetings may be subject to removal by a majority of the remaining board members.

Article IV Nominating Committee

Section 4.1 Purpose. There shall be a nominating committee which shall be responsible for recruiting, educating, and presenting candidates for each elective position in the Association. The nominating committee shall prepare and recommend to the board of directors position descriptions for all elective offices and positions. Prior to each annual membership meeting, the nominating committee shall identify all open elective positions in the Association and present a slate of candidates for those position.

Section 4.2 Membership. The nominating committee shall be chaired by the Association's vice-president. It shall have four (4) additional members who serve staggered two-year terms. Two committee members shall be elected by the Members at each annual meeting. At the first annual meeting following adoption of these bylaws, two (2) members of the nominating committee shall be elected to serve one-year terms, and two (2) members shall be elected to serve two-year terms. At the second annual election, the positions of the two members who initially served one-year terms shall be open to candidates who shall be elected for terms of two years.

Article V Officers

Section 5.1 Officers. The officers of the Association shall be a president, a vice-president, a secretary, and a treasurer. The board may from time to time appoint such other officers and assistant officers as it may deem appropriate.

Section 5.2 Election. The officers named in section 4.1 shall be elected at the annual meeting by the Members of the Association, as described in section 3.5 of these bylaws. In the event there are more than two candidates for any officer or director position, voting shall be by Approval Voting, as described in www.ApprovalVoting.org.

Section 5.3 President. The powers and duties of the president shall be as follows.

- (1) To act in all matters as the chief executive officer of the Association
- (2) To report annually on the general activities of the Association for the previous year.
- (3) To preside at meetings of the board of directors and at membership meetings.
- (4) To execute for and in the name of the Association such written instruments and documents as may be necessary or directed by the board.

Section 5.4 Vice-president. The vice president shall serve in place of the president when requested by the president to do so, or when the president is not available or able to act. The vice-president shall chair the nominating committee and shall also have such powers and duties as may be delegated from time to time by the board or the president.

Section 5.5 Secretary. The powers and duties of the secretary shall be as follows:

- (1) To keep full and complete records of the meetings of the Board.
- (2) To give or cause to be given all notices that may be necessary or proper by or on behalf of the Association.
- (3) To conduct the official correspondence of the Association.
- (4) To keep and preserve the minutes and all other books and records of the Association, and the corporate seal.

Section 5.6 Treasurer. The treasurer shall be responsible for the collection and custody of all monies, shall make disbursements under the supervision of the board, and shall have charge of all financial affairs of the Association. The treasurer shall participate in the preparation of the Association's annual budget.

Article 6 Notices

Any notice to a member of the Association required or permitted by these bylaws shall be sufficient if it is--

- (1) sent by any electronic means to an address or other location the member has previously authorized for such notices, provided the recipient acknowledges receipt of the notice or the sender confirms actual delivery of the notice to the member's email or other location;
- (2) sent by First-Class Mail bearing appropriate postage; or
- (3) delivered by hand, with a written acknowledgement of receipt.

Article 7 Fiscal Year

The Association's fiscal year shall be the calendar year.

Article 8 Dissolution and Pledge of Assets

The Association hereby pledges all of its assets for use solely in performing its charitable and educational functions. Upon discontinuance of the Association by dissolution or otherwise, the assets of the Association shall be applied first to pay all liabilities and obligations of the Association, and any remaining assets shall be transferred to and become the property of any one or more organizations which qualify as charitable organizations under section 501(c)(3) of the Code or any applicable successor statute. No director or

officer of the Association and no private individual will be entitled to share in the distribution of assets of the Association in the event of dissolution.

Article 9 Governing Rules

Meetings and activities of the Association shall be conducted in accordance with Roberts Rules of Order, Revised.

Article 10 Amendments

These bylaws may be altered, amended, or repealed by a two-thirds vote of the Members present in person or by proxy at an annual or special meeting of the membership.

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AMENDMENT'S TO THE BY-LAWS

Amendment 1

Section 3.2 Number and Term – *Shall be amended to read as follows:* The board of directors shall consist of four officers: president, vice-president, secretary and treasurer; five (5) at-large directors; the four (4) chairpersons of the standing committees; the historian; the immediate past president and no more than two students who are currently enrolled in the School, who shall be members *ex officio* without voting rights on the board. Except for the students, all members of the board shall be Members of the Association. No more than two individuals from any one graduating class of the School shall serve as voting members on the board at any one time. The members of the board shall be elected by the Members at the annual meeting to serve a term of two years, commencing on January 1 following the annual meeting. No director or officer may be elected to more than three consecutive terms as a member of the board. A director who has been elected to three consecutive terms may, however, be appointed to fill a vacancy on the board or may stand for election at the next annual meeting. The student members shall be selected annually by the board from among nominees presented by the School and shall serve during the ensuing academic year.