**AMENDED BYLAWS FOR CHARTERED CHAPTERS OF THE TEXAS EXES**

ARTICLE I. NAME OF THE CHAPTER

The name of this organization is the Texas Exes ­­­­­­­­­­­­­­\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Chapter (referred to hereinafter in these bylaws as “Chapter”), a chartered component of The Ex-Students' Association of The University of Texas (referred to hereinafter in these bylaws as “The Texas Exes” or “The Association”), with charter renewal ratified annually by The Association’s Board of Directors.

ARTICLE II. PURPOSE AND MISSION

Section 1. Purpose. In accordance with Association Bylaws, chapters can further the mission of The Association and its activities in various communities and serve a purpose of connecting alumni and friends of The University of Texas at Austin (“The University”) and marshal local support of The Association and its activities. The Chapter shall provide opportunities for local fellowship, friendship, and leadership development for Association members and work to increase Texas Exes membership.

Section 2. Mission. The Chapter exists to support the mission of The Texas Exes as stated in the Chapter Leader Handbook.

ARTICLE III. MEMBERSHIP AND PARTICIPATION

Section 1. Texas Exes Members. Current dues-paying members of The Texas Exes, those with an active, paid membership to The Texas Exes, shall be referred to herein as a “Texas Exes Member” and collectively “Texas Exes Members”.

Section 2. Chapter Membership. Chapter Members must be Texas Exes Members and will primarily consist of graduates of The University who live in the Chapter’s defined area. This is designated by home zip codes as maintained in the alumni database by Association staff.

Section 3. Chapter Participation. The full constituency of the Chapter alumni and friends of The University are encouraged to participate in the Chapter's activities regardless of Texas Exes membership status. Anyone affiliated with the Chapter’s purpose may participate.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Number. The number of persons constituting the whole Chapter Board of Directors (referred to herein as “Chapter Board” or “Board”) shall be fixed and determined from time to time by the Board which shall be composed of no fewer than 3 persons and no more than \_\_\_\_\_ persons (all of whom are hereinafter referred to as “Directors”).

Section 2. Eligibility. Current Chapter Members (as defined in Article III, Section 2) are eligible to serve on the Chapter Board.

Section 3. Designated Members of the Board. The Chapter’s Board shall consist of the Officers (as defined in Article V), chairs of all committees and, as relevant, members-at-large.

Section 4. Terms. Each Director shall serve a one-year term. The term of office shall begin on July 1 and end on June 30.

Section 5. Removal / Resignation / Vacancies. Any Director may be removed, with or without cause, upon a two-thirds vote of the Board. Any Director may resign at any time by providing written notice to the Chapter President. Notice of resignation will be effective upon receipt of such notice or at a subsequent time designated in the notice. A vacancy on the Board, other than Officers, shall be filled by appointment of the Chapter President for the balance of the unexpired term. Officer vacancies shall be filled by majority vote of the Board for the balance of the unexpired term.

Section 6. Attendance. Any Director who fails to attend at least one meeting of the Board during any Leadership Year (as defined in Article IX, Section 2) unless excused by the Chapter President for cause, may be automatically removed from the Board, and such vacancy will be filled as prescribed in Section 5 above.

Section 7. Director Nomination and Election.

* + - * 1. The Nominations Committee shall make nominations for the Officers of the Board, including any committee chairs designated as Officers, as described in Article VI, Section 1. The whole slate of nominees shall be presented for approval at the Chapter Board’s Annual Meeting.
        2. Non-Officer committee chairs and Directors-at-large are subject to the President’s approval.

Section 8. Meetings. The Board shall meet at least once annually (“Annual Meeting”). The Annual Meeting of the Chapter, to include the Board Officer election, shall be held at such time and place as may be designated by the Chapter Board. The President or Secretary (if one exists) shall provide advance notice of the date, time, place, and purpose of meetings. Other meetings and activities may be held as deemed desirable by the Board to meet the Chapter’s mission and purpose.

Section 9. Transaction of Business.

1. *Quorum*. A majority of the Directors shall constitute a quorum at any meeting of the Chapter Board.
2. *Voting*. At all meetings of the Board, each Director shall have one vote. Unless otherwise specifically provided by law, or these bylaws, any action of the Board shall be determined by a majority vote of those Directors present and voting at a meeting in which there is a quorum.
3. *Order of Business*. The order of business of the Board may be altered or suspended at any meeting of the Board by a majority vote of the Directors present at such meeting. Except when they conflict with these bylaws, the usual parliamentary rules in the most current version of “Roberts’ Rules of Order” shall govern all deliberations of the Board, unless changed by a majority vote of the Directors present at such meeting.
4. *Proxies*. Proxy voting is not permitted.
5. *Action Without Meetings.* Unless otherwise restricted by these bylaws, any action required or permitted by law to be taken at any meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken is signed and dated by a majority of the Directors, including but not limited to a confirming email communication. Such written consent shall have the same force and effect as the requisite vote of the Directors thereon. All Directors must receive a copy of the proposed written consent. Any such written consent shall be placed in the minute book of the Chapter. Prompt notice of the taking of any action by Directors without a meeting by less than unanimous written consent shall be given to all Directors who did not provide written consent to the action.
6. *Meetings By Telephone or Other Remote Communications Technology.* Directors or committee members may, unless otherwise restricted by statute or these bylaws, participate in and hold a meeting by using conference telephone, video-conferencing or similar communications technology by means of which all persons attending the meeting can hear each other and participate.
7. *Presumption of Assent.* Any Director who is present at a meeting of the Board, or at any committee thereof of which such Director is a member, at which action on any matter is taken shall be presumed to have assented to the action taken unless such Director votes against such action or abstains from voting because of an asserted conflict of interest and such vote against or abstention is noted in the minutes of the meeting.

Section 10. Compensation. Directors shall receive no compensation for services as Director but may receive reimbursement of reasonable expenses incurred in carrying out such Director’s duties as a member of the Chapter Board.

Section 11. Conflicts of Interest and Confidentiality.

1. *Reporting Conflicts.* Directors are required to comply with The Association’s Conflict of Interest and Confidentiality Policy. Directors must complete The Association’s Conflict of Interest and Non-Disclosure Agreement annually, or at any subsequent time when a potential conflict arises.
2. *Evaluating Conflicts.* Potential conflicts of interest shall be evaluated by the Texas Exes Board of Directors or its Executive Committee in accordance with the actions outlined in the Conflict of Interest and Confidentiality Policy. Their determination in resolving reported conflicts is final.
3. *Confidentiality*. A Director shall not convey or disclose to any third party any confidential information of The Association, or the Chapter reviewed or received by the Director in connection with the exercise of his or her duties pursuant to the bylaws without the direction or consent of the Texas Exes Board.

ARTICLE V. OFFICERS

Section 1. Eligibility. Only Chapter Members (as defined in Article III, Section 2) are eligible to be Officers. All Officers shall at all times be Directors of the Chapter Board.

Section 2. Officers / Terms. The following Officers, at a minimum, shall be elected for one-year terms at the Chapter Board’s Annual Meeting: President, President-Elect, Treasurer, and Membership / Member Involvement Chair. Additional Officers such as a Secretary, Scholarship Committee Chair or other Officers may be added by the Board as deemed necessary with duties prescribed by the President or Board.

Section 3. Removal / Resignation / Vacancies. Any Officer may be removed, with or without cause, upon a two-thirds vote of the Board. Any Officer may resign at any time by providing written notice to the Chapter President. Notice of resignation will be effective upon receipt of such notice or at a subsequent time designated in the notice. An Officer vacancy shall be filled by majority vote of the Board for the balance of the unexpired term.

Section 4. Officer Nomination and Election. The Nominations Committee shall make nominations for the Officers of the Board as described in Article VI, Section 1. The whole slate of nominees shall be presented for approval at the Chapter Board’s Annual Meeting.

Section 5. Duties. The duties of Officers are as prescribed in the Chapter Leader Handbook. Additional duties may be assigned by the Chapter President or Board as necessary.

ARTICLE VI. COMMITTEES

Section 1. Nominations Committee. The Chapter Board shall at all times maintain a Nominations Committee for the purpose of nominating the Officers of the Board in accordance with Article IV, Section 7 and Article V. This committee shall consist of at least three Chapter Members appointed by the Chapter President. The Nominations Committee shall prepare a slate of nominees, with one nominee for each open Officer seat on the Board.

Section 2. Other Committees. The Chapter Board may in its discretion establish and maintain other committees to address any aspect of the Chapter’s work or mission. The Nominations Committee shall nominate for approval any committee chairs who shall also serve as Officers. Non-Officer committee chairs are subject to the President’s approval. All committee chairs shall be Directors of the Board.

Section 3. General Provisions. Subject to any specific exceptions set forth in these bylaws, the following provisions shall apply to committees:

1. The term of all committee members is one year. There are no term limits for committee members.
2. The transaction of business at committee meetings shall be governed by the provisions in Article IV, Section 9.

ARTICLE VII. USE OF FUNDS AND DISSOLUTION

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of its funds shall inure, or be distributed, to the members of the Chapter. Upon dissolution of the Chapter, any funds remaining shall be distributed to the Ex-Students’ Association of The University of Texas.

ARTICLE VIII. REORGANIZATION

If an annual election of the Chapter’s Board is not held and there is no organized activity for at least two years, The Texas Exes President may appoint a new Chapter Board to reorganize the Chapter. The Texas Exes Chapter Advisory Board member assigned to the Chapter shall assist in the reorganization.

ARTICLE IX. MISCELLANEOUS

Section 1. Books and Records. The Chapter shall keep correct and complete books and records of account and shall also keep the minutes of the proceedings of the Chapter Board.

Section 2. Leadership Year. The annual term of office for the Chapter’s Board and committees shall be July 1 through June 30 in accordance with The Association’s leadership year.

Section 3. Charter Revocation. The Association’s Board of Directors has the power to revoke the Chapter charter.

Section 4. Parliamentary Law. Except when they conflict with these bylaws, the most current version of “Robert’s Rules of Order” shall govern where these bylaws are not specific.

ARTICLE X. AMENDMENTS

Following written notification from the Chapter Secretary or President containing the proposed amendments delivered to each Director, these bylaws may be amended at any regular or called meeting of the Chapter Board at which quorum is present by an affirmative vote of two-thirds of those Directors present at the meeting. Final approval of amended bylaws is subject to Texas Exes staff review.

Bylaws adopted by The Texas Exes \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Chapter on: \_\_\_\_\_\_\_\_\_\_, 20\_\_\_\_

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Chapter President (signature) Chapter President (printed name)

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Chapter President-Elect (signature) Chapter President-Elect (printed name)

The following are ten (10) current Chapter Members whose signatures below signify their agreement with and support of the forgoing Chapter bylaws.

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*Bylaws approved by The Texas Exes on: \_\_\_\_\_\_\_\_\_\_, 20\_\_\_\_*

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*Texas Exes Staff (signature) Texas Exes Staff (printed name)*