

**FIRST AMENDED & RESTATED CHARTER  
OF  
THE NORTH CHAMBER LEADERSHIP LAB ALUMNI ASSOCIATION**

**ARTICLE I**

**NAME**

The name of the association shall be the “North Chamber Leadership Lab Alumni Association” (the “Association”).

**ARTICLE II**

**PURPOSES**

The Association is organized as an unincorporated affiliate of the North San Antonio Chamber of Commerce (the “Chamber”) to promote the general welfare of the alumni (“Alumni”) of the North San Antonio Chamber of Commerce Leadership Lab (the “Leadership Lab”).

**ARTICLE III**

**GOALS**

The goals of the Association are to:

1. Support and foster the relationships developed by participation in the Leadership Lab;
2. Provide Alumni ongoing opportunities for leadership development and the establishment of new business and personal relationships;
3. Provide support and resources to the Leadership Lab participants and to Association members;
4. Enhance the image and visibility of the Alumni and Leadership Lab in the community;
5. Market Association Members to other business members of the Chamber.

**ARTICLE IV**

**ACTIVITIES**

The Association shall endeavor, but shall not be required, to undertake the following activities:

1. Participation in the interview process of Leadership Lab applicants;
2. Providing a source for mentors, facilitators and speakers for the Leadership Lab;
3. Acting as an advocate for the continuation, development and marketing of the Leadership Lab;
4. Publishing a newsletter for distribution to Association members;
5. Publishing a directory of Association members;
6. Providing social and networking opportunities to Association members; and

7. Interacting with and providing support to the North San Antonio Chamber of Commerce.

## **ARTICLE V**

### **MEMBERSHIP**

1. Membership of the Association shall consist of all graduates of the Leadership Lab.
2. “Active Members” as referred to herein are those members of the Association who have paid their annual dues for the fiscal year. Only Active Members shall have voting privileges within the Association.
3. “Inactive Members” as referred to herein are those members of the Association who have not paid their annual dues for the fiscal year. Inactive Members shall enjoy all the privileges of membership except to vote or hold office, and shall not be excluded from any Association activity; provided, however, that an additional charge may be required, as may be determined by the Board of Directors, for participation in particular Association activities.
4. “Honorary Members” as referred to herein shall consist of all current members of the Leadership and Professional Development Council of the North San Antonio Chamber of Commerce or its successor. In addition, those persons who have rendered services to the Association may be recognized by election to Honorary Membership upon a two-thirds vote of the members of the Board of Directors. Honorary members shall enjoy all the privileges of membership except to vote or hold office, and shall not be assessed an annual membership fee.
5. The Association will not be required to hold annual or regular meetings of the members of the Association. Meetings, if any, of the members shall be held at such time and location to be determined by the Board of Directors. Special meetings may be called by the President or the Board of Directors. Notice of all meetings, if any, of the members of the Association, stating the time and place of such meeting, shall be given by the Secretary or President of the Association by mailing the same to each member at his address as the same shall appear on the records of the Association and/or through notice posted by electronic mail at each such member’s electronic mail address as same shall appear on the records of the Association. Notice of meetings, if any, shall be given at least three days prior to the date of the meeting.
6. Five percent of the Active Members shall constitute a quorum at any meeting of members. A member entitled to vote must be present at a meeting of members to vote, provided that upon resolution duly adopted by the Board of Directors, voting by mail or email shall be permitted. A vote of the majority of Active Members present at a meeting at which a quorum is present shall constitute an act of the members.
7. A person shall not be liable for a breach of the Association’s contract or for a tortious act or omission for which the Association is liable merely because the person is a member, is authorized to participate in the management of the Association, or is a person considered as a member by the Association.

## ARTICLE VI

### BOARD OF DIRECTORS

1. Directors. The affairs of the Association shall be governed by Board of Directors. All Directors of the Association shall be Active Members of the Association.

2. Composition. The Board of Directors of the Association shall consist of twelve Directors, each of whom shall serve for a term of two years, except as provided otherwise below, as follows:

- a. Three Directors shall be elected annually by and from the immediate-past graduates of the Leadership Lab at their final Leadership Lab session, by majority vote of the graduates present during the vote;
- b. Two Directors shall be elected annually on an at-large basis by the Board of Directors;
- c. The Leadership Lab Chair and Co-Chair, once selected, shall become voting members of the Board of Directors for the year during which they hold those positions.

3. Term of Office. The term of office of the Directors, other than the Leadership Lab Chair and Co-Chair, shall commence on the January 1 immediately following the year of each Director's election until December 31 of the second year of such term.

4. Nomination. The at-large Directors shall be elected by the Board of Directors from persons nominated by the Nominating Committee. The Nominating Committee shall present a list of at-large candidates to the Board of Directors at such time as the Board shall direct.

5. Vacancies. If any Director's position shall become vacant by reason of death, resignation, removal or otherwise, a majority of the remaining Board of Directors shall appoint a successor or successors for the unexpired term or terms, even though such Directors may constitute less than a quorum of the Board of Directors.

6. Removal. Any Director may be removed with or without cause upon a two-thirds vote of the Board of Directors.

7. Compensation. Directors shall not receive compensation for their service as Directors.

## ARTICLE VII

### OFFICERS

1. Officers. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. Each officer other than the Treasurer must be an Active Member and Director of the Association. No Board member shall hold more than one officer's position concurrently.

2. Election. The officers other than the Treasurer shall be elected by the Directors of the Association at the January meeting of the Board of Directors, and shall hold office for one year and until their successors have been elected and have qualified. No officers except the Secretary and the Treasurer may serve more than two consecutive terms.

3. President. The President shall preside at all meetings of the Board of Directors. The President shall be responsible for the general direction of the affairs of the Association and shall be the official representative of the Association and perform such other duties as pertain to the office.

4. Vice President and President Elect. The Vice President shall be vested with all of the powers and shall perform all of the duties of the President in case of the absence or disability of the President, and shall have such other powers and perform such other duties as the Board of Directors shall designate from time to time. The Vice President shall also be designated as the President-Elect and shall serve as President during the year following his or her year as Vice President.

5. Secretary. The Secretary shall keep accurate minutes of all meetings of the Board of Directors, shall maintain copies of these minutes for future reference, keep attendance records, and issue notification of regular scheduled Board meetings. The Secretary shall also perform all the duties commonly incident to such office, and shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

6. Treasurer. The Treasurer shall be the Vice President of Membership of the Chamber, and shall have charge of the funds of the Association under the direction of the Chamber. The Treasurer shall sign all checks written on Association accounts, except that in her absence the appropriate officer of the Chamber shall be authorized to sign such checks. The Treasurer shall see to it that systematic accounts are kept and that an annual financial report is made to the Board of Directors. Upon request, the Treasurer shall render a full, written account of the financial condition of the Association to the Board of Directors.

7. Removal. Any officer other than the Treasurer may be removed at any time, with or without cause, upon a two-thirds vote of the Board of Directors.

8. Vacancy. If any Officer's position shall become vacant by reason of death, resignation, removal or otherwise, a majority of the remaining Board of Directors shall appoint a successor or successors for the unexpired term or terms, even though such Directors may constitute less than a quorum of the Board of Directors.

9. Compensation. Officers shall not receive compensation for their service as Officers.

## **ARTICLE VIII**

### **MEETINGS OF THE BOARD OF DIRECTORS**

1. Regular and Special Meetings. The Board of Directors shall meet monthly on a day designated and duly noticed by the President. In no event shall the Board hold less than four regular meetings of the Board of Directors in each fiscal year. Special meetings of the Board of Directors may be called by the President or by at least one-third of the Directors then holding office. All

regular and special meetings of the Board shall be held in San Antonio, Texas, at a place and time designated by the President. Directors calling a meeting shall designate the time and place in San Antonio, Texas. Directors may participate in such meetings by means of conference telephone or similar communications equipment, or other suitable electronic communications system, including videoconferencing or the Internet, or any combination thereof, provided that all persons participating in the meeting can communicate with each other. Participation in a meeting as provided herein 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 at the meeting on the ground that the meeting has not been lawfully called or convened.

2. Notice. Notice of all meetings of the Board of Directors of the Association, stating the time and place of such meeting, shall be given by any officer of the Association by mailing the same to each Director at his address as the same shall appear on the records of the Association and/or through notice posted by electronic mail at each such Director's electronic mail address. Notice of regular and special meetings shall be given at least three days prior to the date of the meeting.

3. Quorum. A quorum of the Board of Directors shall be six members of the Board. The act of a majority of the Directors present in person or by proxy at a meeting at which a quorum is present is an act of the Board of Directors.

4. Action Without a Meeting. Any action which may or must be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed, or approved by e-mail vote, by a majority of all the Directors, and placed in the official minutes of the Association. Such written consent shall have the same force and effect as a majority vote, and may be stated as such in any articles or document, and may be signed in multiple counterparts and by facsimile.

5. Absences. Any Board member who fails to attend nine of the eleven regular meetings of the Board, without appropriate notification & acceptance of notification by the Board, shall be deemed terminated as a member of the Board.

## **ARTICLE IX**

### **COMMITTEES**

1. Nominating Committee. A Nominating Committee composed of at least one member shall be appointed annually by the President with the advice and consent of the Board of Directors. This Committee shall nominate Directors as herein provided, and shall canvass the vote and report to the Board of Directors the results of the election. The Board shall examine the results of the election and declare the duly elected directors of the Association. Any contest of election shall be passed upon by the Board of Directors no later than the next regular or special meeting of the Association. The decision of the Board shall be final and conclusive on all parties.

2. Other Committees. At the discretion of the Board of Directors, standing or special committees may be appointed to serve such purposes as the Board may determine to serve the interests of the Association.

## **ARTICLE X**

### **REPORTS**

1. The Secretary shall maintain a record of the minutes of each meeting of the Board and forward copies of the minutes to the Board members prior to the next scheduled meeting of the Board.
2. The Treasurer shall submit a written financial statement annually at the November Board meeting.
3. The Treasurer shall maintain a list of Active Members as part of the permanent record of the Association.
4. The Secretary shall maintain copies of these reports as part of the permanent record of the Association.

## **ARTICLE XI**

### **FUNDS**

1. An annual membership fee, in the amount of twenty dollars, or such other amount as may be determined in the sole discretion of the Board of Directors, will be assessed to enable the Association to be self-supporting.
2. The fiscal year shall run from January 1 to December 31.
3. All moneys obtained from any source, by or through any person or persons, acting for or in the name of the Association or under its direction or authority, shall be considered Association funds and shall be forthwith delivered to the Treasurer, who shall give his or her official receipt therefor and shall report annually at the November meeting of the Board of Directors the amounts and source of all income.
4. No money in excess of \$25.00 shall be paid, or transferred from the treasury, except regular expenses of a nature approved by the Board (e.g., newsletter publication, utilities, postage), unless by a majority vote of the Board Members present and voting at a regularly scheduled Board Meeting.
5. The President, Vice-President, and one Member-at-Large selected by the Board shall perform an audit of the Association's financial records at least once each year.
6. No part of the net earnings of the Association shall inure to the benefit of or be distributable to any director of the Association, officer of the Association, or any private member or individual (except that reasonable compensation may be paid for services rendered to or for the association in furtherance of one or more of the purposes set forth in Article II hereof), and no director or officer of the Association, or any private individual shall be entitled to share in the distribution of any of the Association assets on dissolution of the Association. Notwithstanding any other provision of this Charter, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section

501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

7. Upon dissolution of the Association or the winding up of its affairs, all of the assets of the Association shall be distributed, in furtherance of the purpose of the Association, exclusively to the Chamber, provided that at that time the Chamber is a nonprofit organization that qualifies as a tax exempt organization under the provisions of Section 501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. If the Chamber does not so qualify, then the assets of the Association shall be distributed, in furtherance of the purpose of the Association, exclusively to trade organizations which would then qualify as tax exempt organizations under the provisions of Section 501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, to the federal government, or to the appropriate county judicial body for distribution, in that court's discretion, to such organizations organized and operated exclusively for charitable purposes.

## **ARTICLE XII**

### **LIMITATION OF LIABILITY**

To the fullest extent permitted by Texas law, no director or officer of the Association shall be liable to the Association or its members for monetary damages for an act or omission on such person's capacity as a director or officer of the Association. The foregoing elimination of liability to the Association and its members for monetary damages shall not be deemed exclusive of any other rights or limitations of liability or indemnity to which a director or officer may be entitled under any other provision of this Charter, contract or agreement, vote of members and/or disinterested directors of the Association, or otherwise.

Any repeal or modification of this Article shall operate prospectively only and shall not adversely affect the rights existing at the time of such repeal or modification of any of the aforementioned persons.

## **ARTICLE XIII**

### **INDEMNIFICATION**

The Association shall indemnify and advance expenses to, and may provide indemnity insurance for, each person who is or was a director or officer of the Association, and each nominee or designee not a director of the Association, in every capacity in which such person serves for which the Association may or is required to indemnify or advance expenses to such person, for amounts incurred by such person in connection with any action, suit or proceeding to which such person was, is or may be a party by reason of such person's position with the Association or service on behalf of the Association, when and to the fullest extent permitted or required by the laws of the State of Texas and any other applicable law, as such laws now exist and to such greater extent as they may provide in the future.

The Association may indemnify and advance expenses to an employee or agent who is not a director or officer to such extent, consistent with law, as may be provided by general or specific action by the Board of Directors, or contract or as permitted or required by common law.

The Association shall have the power to purchase and maintain insurance or another

arrangement on behalf of any person who is or was a director, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a director, officer, employee or agent or in any other capacity in another organization or enterprise against any liability asserted against such person and incurred by such person in such capacity, arising out of such person's status as such, whether or not such person is indemnified against such liability by the provisions of this Article.

Any repeal or modification of this Article shall operate prospectively only and shall not adversely affect the rights existing at the time of such repeal or modification of any of the aforementioned persons.

#### **ARTICLE XIV**

#### **AMENDMENTS**

This Charter may be altered, amended, or repealed by the Board of Directors acting by the affirmative vote of a majority of the Board of Directors present at regular meeting or special meeting if a quorum is present and at least three days prior written or email notice is given of the intention to alter, amend, or repeal this Charter or to adopt a new Charter or bylaws at such meeting and the notice specifies that an alteration, amendment or repeal will be considered at the meeting.

SUBJECT TO APPROVAL BY THE ACTIVE MEMBERS, THESE AMENDED AND RESTATED BYLAWS WERE ADOPTED AND APPROVED BY THE BOARD MEMBERS AT A REGULAR MEETING HELD ON **JULY 7, 2006**, AS CERTIFIED BY THE ASSOCIATION'S SECRETARY:

BY: \_\_\_\_\_  
Signature on file  
Maria Barrett, Secretary      DATE

AMENDMENTS APPROVED BY ACTIVE MEMBERS AT THE ANNUAL MEETING HELD ON **JUNE 15, 2006**, AS CERTIFIED BY THE ASSOCIATION'S SECRETARY:

By: \_\_\_\_\_  
Signature on file  
Maria Barrett, Secretary      DATE

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