

**Amended and Restated Bylaws of
Yale Club of Houston**

ARTICLE I.

THE CLUB

Section 1.1 Name. The name of the incorporated charitable association as stated in the Articles of Incorporation is Yale Club of Houston (the “Club”).

Section 1.2 Liability. The liability for debts of the Club shall limited to property of the Club.

Section 1.3 Powers. Without limiting the generality of any other provisions of these Bylaws (herein so called), the Club acting by and through its Board of Directors (the “Board”) is authorized to do all acts permitted by the Texas Non-Profit Corporation Act as the same shall be amended from time to time; provided, however, that the Club, except to an insubstantial degree, shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the Club. The Club has applied to be recognized by the Internal Revenue Service as a charitable organization classified as a 501(c)(3) tax exempt organization.

ARTICLE II.

PURPOSES

Section 2.1 Promote Yale. To promote and support interest in Yale University in the Greater ~~Riehmend~~[Houston](#) area;

Section 2.2 Support Applicants. To encourage ~~qualified~~ students ~~and matriculants~~ in their applications for admission, by means of funds, services, books or other personalty for tax-exempt educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 of the United States as it now exists or is hereafter amended (the “Code”);

Section 2.3 Provide Cultural and Career Opportunities. To provide a means for Yale students, former Yale students and graduates to become better acquainted with cultural and occupational opportunities in the Houston area, by means of funds, services, books, or other personalty for tax exempt charitable or educational purposes within the meaning of Section 501(c)(3) of the Code;

Section 2.4 Aid Yale Communications. To aid Yale in its communications with current and former students;

Section 2.5 Encourage Gifts to Yale. To receive and transmit to Yale University funds for tax-exempt educational purposes within the meaning of Section 501(c)(3) of the Code.

Section 2.6 Encourage Fellowship. To encourage fellowship between and among Yale alumni, students and parents through educational programs, tours, sports and cultural events and other venues.

ARTICLE III.

OFFICES

Section 3.1 Permanent Address. The permanent address and the registered office of the Club shall be at such place as the Board may from time to time designate by resolution.

Section 3.2 Other Offices. The Club may have other offices at such places, within or without the State of Texas, as the Board from time to time may determine or the business of the Club may require.

ARTICLE IV.

DIRECTORS

Section 4.1 Board of Directors. The business and affairs of the Club shall be managed by the Board, which may exercise all such powers of the Club and do all such lawful acts and things as are not by statute, by the Articles of Incorporation or by these Bylaws prohibited.

Section 4.2 Number of Directors and Terms of Office: Staggered Terms.

(A) The Board shall consist of fifteen directors, each of whom shall be elected at-large by the entire membership. Only members of the Club ~~during the preceding year~~ in good standing are eligible to serve as officers and directors of the Club. Directors shall be limited to one person at any time from any single company, family, firm, corporation, or any other business entity of related or the same ownership. The number of directors may be increased or decreased by amendment of these Bylaws, but in no case shall the number of directors be less than three. No decrease in the number of directors shall shorten the term of any incumbent director.

(B) Except as provided below, each director shall hold office for three years following his or her election and until a successor shall have been elected and qualified or until the earlier of his or her death, resignation or removal.

(C) The ~~initial~~ directors shall be divided into three (3) classes of ~~equal number~~ five directors each, each of which shall be elected at ~~the~~ an Annual ~~Business Meeting, as defined in Section 5.4, in 1991. The initial Dinner Meeting (as defined below).~~ Business Meeting, as defined in Section 5.4, in 1991. The initial Dinner Meeting (as defined below). The directors of the Club in the respective Classes I, II and III as of the date of the adoption of these amended Bylaws are those fifteen directors elected, or the election of which was ratified, at the 2018 Annual Dinner Meeting. The term of Class I will expire at the Annual BusinessDinner Meeting in 19982019; of Class II, at the Annual BusinessDinner Meeting in 19992020; and of Class III, at the Annual BusinessDinner Meeting in 20002021 and, in each case, at the Annual Dinner Meeting in each third succeeding year thereafter. At each Annual ~~Business~~ BusinessDinner Meeting, directors will be elected to succeed

those whose terms are then expiring for terms expiring at the third succeeding Annual ~~business~~Dinner Meeting after their election.

Section 4.3 Election of Directors.

(A) Nominations for Board positions may be made (i) by the Board; or (ii) by petition signed by at least twenty members. Such petition must arrive in the Club offices no less than fourteen days prior to the ~~mailing of the Board election ballots~~Annual Dinner Meeting. Each candidate shall have given the Secretary of the Club his or her consent to serve as a director no less than ten days prior to the ~~mailing of the Board election ballots~~Annual Dinner Meeting.

(B) The Board shall cause a ballot to be prepared and ~~mailed to the membership for voting not less than twenty-five days before the Annual Business~~available for members to vote in person at the Annual Dinner Meeting ~~(as defined below)~~. The ballot shall identify those nominees - recommended by the Board and those nominated by petition of twenty or more members. Unless otherwise provided by the Board, the date ~~which is thirty days prior to~~of the Annual ~~Business~~Dinner Meeting shall be the record date for determination of the members entitled to ~~notice of and to vote in the mail ballot election. Such ballots shall be deemed to be mailed when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Club, with postage thereon paid. Only those ballot which are received by the Club's office at or prior to the annual Business~~vote in the election at the Annual Dinner Meeting. No voting shall be permitted by proxy, and only those ballots of members that are physically present at the Annual Dinner Meeting will be counted and included in the final tally. The ballot shall allow one vote cast for each directorship position to be elected. Those candidates receiving a plurality of the votes cast will be elected to office as soon as the voting results are tabulated and verified. Voting results will be tabulated and verified by the Board or, at the Board's discretion, a committee ~~appointed by~~or the ~~Board~~Club Administrator. The results shall be reported to the President for announcement at the Annual ~~Business~~Dinner Meeting of members and publication by the Club.

Section 4.4 Removal of Directors. Any director or officer may be removed by the affirmative vote of at least two-thirds of the members of the Board. In the event of such a removal, the Secretary or Assistant Secretary shall notify the members, any twenty of whom may call a special election to replace the removed director or officer.

Section 4.5 Resignations. Any director may resign at any time by giving written notice to the President or Secretary of the Club. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.6 Vacancies.

(A) Other than as provided in Section 4.6 (B) hereof, any vacancy occurring in the Board shall be filled by the Board at ~~the annual~~any regular meeting or at a special meeting of the Board called for that purpose.

~~(B) Any directorship to be filled by reason of an increase in the number of directors shall be filled by the members.~~

~~(C)~~ Each director appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor, and ~~each director elected by reason of an increase in the number of directors shall be elected to hold office for a term not to exceed one year, as specified in the election and until his or her~~until a successor shall have been elected and qualified, or until his or her death, resignation or removal.

Section 4.7 Regular Meetings. Regular meetings of the Board may be held at such time and place as shall from time to time be determined by the President, upon consultation with the Board; provided, however, at least one regular meeting of the Board shall be held each calendar quarter, one of which shall be the Annual ~~Business~~Dinner Meeting, and each director must be given not less than ~~ten~~five days' notice of each regular meeting.

Section 4.8 Special Meetings. Special meetings of the Board:

(A) May be called by the President on 72-hours' notice to each director, given personally, by ~~telephone, mail, facsimile or electronic mail ("e-mail")~~email; and

(B) Shall be called by the President or Secretary on 72-hours' notice to each director given personally, by ~~telephone, mail, facsimile or electronic mail ("e-mail")~~email, on the written request of at least three directors.

The purpose of any special meeting must be specified in the notice or any waiver of notice.

Section 4.9 Quorum. At all meetings of the Board the presence of a majority of the directors then in office shall be a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which there is a quorum shall be of the Board, except as may be otherwise specifically provided by statute, by the Articles of Incorporation or by these Bylaws. If a quorum shall not be present at any meeting of the Board, 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 4.10 Unanimous Consent in Lieu of Meeting. Any action required or permitted to be taken at a meeting of the Board or any committee of the Board 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 of the Board or committee, as the case may be, and such unanimous consent shall have the same force and effect as a unanimous vote at a meeting.

Section 4.11 Telephone Meetings. Directors or members of any committee designated by the Board may participate in and hold a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

Section 4.12 Absence. Any director who shall have been absent without excuse from three meetings of the Board during a single fiscal year shall automatically be deemed to have resigned the seat held on the Board, and the vacancy shall be filled as provided by these Bylaws. However,

the Board shall consider each absence of a director as a separate circumstance and may expressly waive or excuse the absence of significant mitigating circumstances exist. Waiver of the absence shall require an affirmative vote of the majority of the Board.

Section 4.13 Compensation of Directors. No director or member of any committee of the Board may be paid compensation for his or her services as a director or member of any such committee. Such person, however, shall be entitled to reimbursement for any reasonable expenses incurred in attending the meetings of the Board and such committee. The reimbursement of directors may be on such a basis as is determined in a resolution of the Board. ~~Any director shall not be barred from serving the Club in any other capacity and receiving reasonable compensation for such other services.~~

Section 4.14 Executive Committee. The Board may designate an Executive Committee, which shall consist of the officers of the Club, plus one other director appointed by a majority of the Board. The Executive Committee may act in place and stead of the Board between Board meetings on urgent matters, except those specifically reserved to the Board by these Bylaws. Actions of the Executive Committee shall be subject to approval by the Board at the next Board meeting. A majority of the members of the Executive Committee shall constitute a quorum at any duly called meeting of the Executive Committee. The President shall call such meetings of the Executive Committee as the business of the Club may require, or a meeting shall be called by the President on request of at least three members of the Executive Committee. Any vacancy occurring on the Executive Committee shall be filled by a majority vote of the Board. The Executive Committee shall keep regular minutes of its proceedings and shall deliver them to the Board when requested by the Board.

Section 4.15 Other Committees. The President of the Club, with the approval of the Board, may designate the following standing committees of the Club. Such committees may include members who are not directors. Such committees shall have such power and authority and shall perform such functions as may be provided by these Bylaws or by resolution of the Board. Each committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws. Each such committee shall keep regular minutes of its proceedings and report the same to the Board when requested by the Board. The President shall monitor the standing committees, if any, and shall, when necessary, recommend to the Board the dissolution or consolidation of such committees. Any member of a standing committee may be removed, for or without cause, by the affirmative vote of a majority of the Board.

(A) Budget Committee. The Budget Committee, if any, shall consist of the Treasurer, who shall serve as chairman, and two members. The Budget Committee shall prepare recommendations for an annual budget of the Club for the approval of the Board. The Budget Committee may perform such other duties in connection with finances, such as investment policies, as the Board B may determine from time to time.

(B) Alumni Schools Committee. The Chair of the Alumni Schools Committee, which is established by Yale College, shall serve ex officio as a member of the Board. The Alumni Schools Committee shall represent the Club and Yale College, in accordance with procedures established

by the Admissions office, at school activities and in the conduct of interviews of candidates for admission to Yale College.

(C) Membership Committee. The Membership Committee, if any, shall consist of a member of the Board, who shall serve as chairman, and members of the Club, as needed. The Membership Committee, under the direction of the Board, shall plan and carry out membership maintenance and membership development activities on behalf of the Club.

(D) Awards Committee. The Awards Committee, if any, shall consist of a member of the Board, who shall serve as chairman, and at least two members of the Club. The Awards Committee shall be responsible for nominating one or more secondary school students to receive such awards as the Board shall approve, which may include books, supplies, placement assistance and such other forms of grant as are consistent with law, these Bylaws, and financial aid policies of Yale College.

(E) Program Committee. The Program Committee shall consist of a member of the Board, who shall serve as chairman, and members of the Club, as needed. The Program Committee shall be responsible for organizing and conducting all educational and social activities of the Club.

(F) Placement Committee. The Placement Committee, if any, shall consist of a member of the Board and members of the Club, as needed. The Placement Committee shall assist members of the Club by maintaining and publicizing information concerning career opportunities.

ARTICLE V.

MEMBERSHIP

Section 5.1 Classes of Membership

(A) Active Members. An individual who is a graduate or parent, or widow or widower of a graduate of one or more colleges or professional schools of Yale University, who is interested in the purposes of the Club and complies with these Bylaws and pays current dues is eligible for Membership in the Club.

(B) Patron Member. A member in this category shall have all the privileges of an Active Member, but is entitled to this designation by paying an enhanced membership dues fee as determined annually by the Board.

Section 5.2 Membership Procedure. Election to active membership in the Club shall be as follows:

(A) A complete membership application indicating the correct membership category shall be submitted to the Club.

(B) The application shall be accompanied by full payment of dues in the appropriate category.

Section 5.3 Dues. Membership dues shall be established ~~annually~~from time to time by the Board. The dues are valid for ~~the membership year October 1 through September 30~~one year

commencing with the first day of membership. Dues are to be paid on a 365-day rolling basis. Dues are payable with membership applications and annually thereafter. ~~Membership dues shall be prorated on a quarterly basis for first time applicants. Those who apply during the months of April or May as first time members shall be considered paid through the ensuing year upon the payment of one full year's dues.~~ Any existing member who has not paid his or her dues in full by ~~April 1 of the year~~ one month after the expiration of prior year of membership shall be considered delinquent, and his or her membership shall be terminated along with all rights, privileges and services of membership.

Section 5.4 Annual Business Dinner Meeting. The ~~Annual Business Meeting~~ annual business meeting of the members (the “Annual Business Dinner Meeting”) shall be held at such place and at such time as may be specified by resolution of the Board and designated in the notice of the meeting.

Section 5.5 Special Meetings, Special meetings of the members:

- (A) May be called by the Board at any time; and
- (B) Shall be called by the President within thirty days after the Club receives written request from five percent of the Active members.

Each special meeting shall be held at such time and place as shall be specified in the notice of the meeting. The notice of each special meeting shall describe the business to be transacted at the meeting, and no other business may be considered at such meeting.

Section 5.6 Notice of Meetings of Members. Except as otherwise provided by statute, written notice stating the place, day and hour of the meeting, and in the case of a special meeting, stating the purpose or purposes for which the meeting is called, shall be delivered no less than ten nor more than sixty days before the date of the meeting, either personally or by mail or email, by or at the direction of the Secretary, to each member of record entitled to vote at the meeting. Notice of any meeting may be waived by a writing delivered to the Secretary by the member entitled to such notice, and the presence of a member in person or by proxy at any meeting of the members shall be deemed to be the equivalent of such waiver. Members may not introduce any item or proposal at the Annual Business Dinner Meeting requiring a policy vote or expenditure of funds unless they have given specific details of the proposal to the President not less than thirty days prior to the Annual Business Dinner Meeting. Any item or proposal brought up at the ~~annual Business~~ Annual Dinner Meeting by a member without such notice will be automatically referred to the Board for consideration or action. The board, without notice, may present any item or proposal to the Annual ~~Business meeting~~ Dinner Meeting for consideration or action. -

Section 5.7 Quorum. At all meetings of the members the presence of twenty-five of the members shall be a quorum for the transaction of business. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the membership, except as may otherwise be provided by law, by the Articles of Incorporation or by these Bylaws. If a quorum shall not be present at any meeting of the members, the chairman of the meeting may adjourn the

meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 5.8 Voting. Each Active member shall be entitled to one vote upon each matter submitted to the members, whether at a meeting or by mail ballot. ~~A~~Except for elections of the directors at the Annual Dinner Meeting, a member may designate by notice to the Secretary one person to act as his or her representative or by proxy executed in writing by a representative.

5.9 Voting by Mail or E-mail. Proposals to be offered to the members for a mail or e-mail vote shall first be approved by the Board, unless the proposal is endorsed by five percent of the members, in which case Board approval shall not be necessary. On any mail or e-mail vote, at least twenty percent of all members must cast a ballot to constitute a valid vote. A majority of those voting shall determine the action.

Section 5.10 Suspension/Revocation of Membership. Any member may have his or her membership suspended or revoked at any time, with or without cause, by the affirmative vote of a majority of the Board. The length of suspension shall be determined by a majority vote of the Board. No dues shall be refunded to any member whose membership is suspended or revoked except by approval of the Board.

Section 5.11 Membership Resignation. Any member may resign by delivering a written resignation to the Secretary of the Club.

ARTICLE VI.

NOTICES

Section 6.1 Form of Notice. Whenever under the provisions of statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any member or director and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice or notice by mail, but any such notice may be given ~~in writing, by mail, postage prepaid by~~ email, addressed to such member or director at such email address as it appears on the ~~books records~~ of the Club. Any notice required or permitted to be given by ~~mail~~ email shall be deemed to be given when it is ~~deposited in the United States mail, postage prepaid, or by fax or e-mail, if the member shall have sent by email, to the email address that the member or director has most recently designated by notice to the Secretary of the Club as the email address for such member and director. Notwithstanding any other provision herein, no notice shall be required to be given at any time to any member or director that has not~~ previously designated by notice to the Secretary of the Club such an email address that is valid and working at such time.

Section 6.2 Waiver. Whenever any notice is required to be given to any member or director, under the provisions of statute, 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 deemed equivalent to the giving of such notice.

ARTICLE VII.

OFFICERS

Section 7.1 In General. The officers of the Club shall be a President, a Vice President, ~~a~~^a Secretary and a Treasurer. The Board may also appoint additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers and such other officers and agents as it shall deem necessary, including but not limited to one or more representatives of the Club to the Association of Yale Alumni, who shall be appointed for such terms as shall exercise such powers and perform such duties as shall be determined from time to time by the Board. Any two or more offices may be held by the same person, except that the ~~offices of the~~ President and Secretary shall not ~~be held by the same person.~~ hold any other office.

Section 7.2 Election. The members shall elect the officers of the Club at Annual ~~Business~~^{Business} ~~Dinner~~^{Dinner} Meeting. The election may be conducted by secret ballot. Each officer must be a member of the Board.

Section 7.3 Term of Office and Removal. Each officer of the Club shall hold office for a term of one ~~two~~ year or until his or her successor is duly elected and qualified. Any officer or agent elected or appointed by the Board may be removed at any time for or without cause by the affirmative vote of a majority of the Board, 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.

Section 7.4 Re-election. No elected officer having served two full one-year terms shall be eligible for reelection to the same office until at least one year shall have elapsed since holding such office.

Section 7.5 Salaries. The officers of the Club shall serve without salary.

Section 7.6 President. The President shall be the chief executive officer of the Club and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation, and, subject to the powers of the Board, he or she shall have general supervision, direction and control of the business of the Club. He or she shall serve as Chairman of the Board and Chairman of the Executive Committee, if any. He or she shall preside at all meetings of the members and directors if present thereat. Except as the Board shall authorize the execution thereof in some other manner he or she shall execute bonds, mortgages, and other contracts on behalf of the Club and shall cause the seal, if any, to be affixed to any instrument requiring it. When so affixed, the seal shall be attested by the signature of the Secretary or an Assistant Secretary.

Section 7.7 Vice-Presidents. The Vice President and appointed Vice Presidents, if any, in the order of their seniority as members of the Club and its predecessors, unless otherwise determined by the Board, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. Each Vice President shall have such powers and perform such duties as the Board may from time to time prescribe, or as the President may from time to time delegate.

Section 7.8 Secretary. The Secretary shall see to the proper recording of meetings of the Board, its committees and the members, and shall record all votes and the minutes of such proceedings in a book to be kept for that purpose. He or she shall give, or cause to be given, notice of all meetings of the Board and the members and shall perform such other duties as may be prescribed by the Board or the President, under whose supervision he or she shall be. He or she shall keep in safe custody the seal of the Club, if any, and when authorized by the Board, affix the same to any instrument requiring it. He or she shall furnish such bonds, at the expense of the Club, as the Board may determine.

Section 7.9 Assistant Secretaries. Each Assistant Secretary shall have such powers and perform such duties as the Board may from time to time delegate, and each Assistant Secretary shall, in the absence of the Secretary, may, if the Board so directs, perform the duties of the Secretary.

Section 7.10 Treasurer. The Treasurer shall have custody of the Club's funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Club and shall deposit all monies and other valuable ~~effed~~ effects in the name and to the credit of the Club in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Club as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board, at the regular meetings of the Board or whenever they may require it, an account of all of his or her transactions as Treasurer and of the financial condition of the Club, and shall perform such other duties as the Board may prescribe. At the end of the fiscal year, the Treasurer shall prepare an annual report which shall reflect an audit or review by the Budget Committee, if any. A certified public accountant may be retained at the Club's expense to perform such audit or review. At the expiration of his or her term of office, the Treasurer shall deliver to his or her successor all books, money and other Club property in his or her charge, or in the absence of a successor, he or she shall deliver such properties to the President.

Section 7.11 Assistant Treasurers. Each Assistant Treasurer shall have such powers and perform such duties as the Board may from time to time prescribe.

ARTICLE VIII.

GENERAL PROVISIONS

Section 8.1 Fiscal Year. The fiscal year of the Club shall ~~be the membership~~ end on June 30 of each calendar year or on such other date as approved by the Board.

Section 8.2 Seal. The Club may have a seal, which may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced.

Section 8.3 Checks. All or demands for money and notes of the Club shall be signed by the Treasurer or Assistant Treasurer, such other officer or officers as the Board from time to time may designate, and all checks or demands in an amount greater than \$5,000 shall be signed by two such officers.

Section 8.4 Budget. ~~Upon the recommendation of the Budget Committee, if any, the~~ The Board may adopt an annual operating budget covering all activities of the Club.

Section 8.5 Review or Audit. The accounts of the Club shall be carefully reviewed annually ~~by the Budget Committee, if any, or otherwise~~ by the Treasurer. As conditions merit, the Board may authorize a review or an audit of Club accounts. A report of the audit or review shall be provided to the Board within sixty days following its completion.

Section 8.6 Indemnification. To the fullest extent permitted by law, the Club shall indemnify any one or more of its present and former directors, officers and employees against liabilities asserted and expenses actually and necessarily incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such an action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding, in which one or more of them was, is, or is threatened to be made a defendant or respondent by reason of his or her action, inaction or holding office as a director or officer or by reason of his or her being an employee, if, upon a majority vote of the directors not involved in the action, suit, or proceeding or upon any other determination permitted by the Texas Non-Profit Corporations Act (the "ACT"), Rev. Civ. Art. 1396-2.22A; it is determined that the director, officer or employee, or former director, officer or employee, (i) conducted himself or herself in good faith, (ii) reasonably believed, in the case of conduct in his or her official capacity, that his or her conduct was in the Club's best interest, (iii) reasonably believed, in all other cases, that his or her conduct was at least not opposed to the Club's best interest, and (iv) in the case of any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful; provided, however, that indemnification may not be given with respect to matters in which any such individual shall be adjudged to be liable to the Club, or on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from action taken in his or her official capacity.

Section 8.7 Waiver of Bylaws Infraction. Other than violations which breach the Act, violations of these Bylaws may be waived by the affirmative vote of at least two-thirds of the members of the Board.

Section 8.8 Charitable and Educational Funds. The Club will use its funds only to accomplish the objectives and purposes specified in these Bylaws and the Articles of Incorporation. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate or intervene in (including by the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Club shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section

170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 8.9 Dissolution. Upon the dissolution of the Club, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Club is then located, exclusively for such purposes or to such organization or organizations as the court shall determine and as are organized and operated exclusively for such purposes.

Section 8.10 Club Administrator. The Board may engage as independent contractor any person who is not a member to serve as Club Administrator (“Club Administrator”) on such financial and other terms as the Board may from time to time determine. The Board may assign to the Club Administrator such responsibilities as the Board may from time to time determine, including, without limitation, scheduling and managing Club events, keeping the membership lists and records of the Club, and maintaining the Club website.

ARTICLE IX.

AMENDMENTS

Section 9.1 Proposal. Amendments to or repeal of these Bylaws may be proposed by the Board on its own initiative or upon petition by at least five percent of the members. The Board shall present all such proposals to the members with or without endorsement. Proposed amendments to these Bylaws shall be published at least ~~sixty~~thirty days prior to voting in a publication of the Club, including but not limited to the Club’s newsletter.

Section 9.2 Approval. Amendments to or a repeal of these Bylaws must be approved by either (i) a two-thirds affirmative vote of the members attending a meeting at which a quorum is present, or (ii) if by mail or e-mail ballot, a two-thirds affirmative vote of not less than twenty percent of the members.

CERTIFICATION

The undersigned, being the Secretary of the Yale Club of ~~Richmond,~~Houston, hereby certifies that the foregoing is a true, accurate and complete copy of the Amended and Restated Bylaws of the Yale Club of Houston, as adopted by its members at the 2018 Annual Dinner Meeting on the ~~22nd~~ ___ day of April, ~~1997~~2018.

_____ (printed)

Secretary

Summary report:	
Litéra® Change-Pro TDC 7.5.0.195 Document comparison done on 8/22/2017 10:30:49 AM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://WESTDMS/WEST/208677210/1	
Description: Yale Club Bylaws	
Modified DMS: iw://WESTDMS/WEST/208677210/6	
Description: Yale Club Bylaws	
Changes:	
<u>Add</u>	78
Delete	72
Move From	4
<u>Move To</u>	4
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	158