Addendum #2: Sample Bylaws
BYLAWS OF UNIVERSITY OF PENNSYLVANIA CLUB OF HOUSTON

ARTICLE I

Purpose
The purpose of the UNIVERSITY OF PENNSYLVANIA CLUB OF HOUSTON (Penn Club of Houston or the Club) is to foster and promote educational, social, cultural and sporting activities for its members, and generally do all things to promote and encourage communication between the University of Pennsylvania (“Penn”), its alumni/ae, current students and the parents of current students and graduates of the University of Pennsylvania residing in or near the city of Houston, Texas, and to promote the interest and welfare of the membership.

Fiscal Year and Accounting
The Club year shall run from July 1 to June 30. The particular accounting methods and principles to be followed by the Club shall be determined by the Board from time to time and specified in an appendix to this document that will be amended annually by the Board. The Board may from time to time as it determines cause an audit of the Club’s books and records to be prepared by independent accountants for a specific period.

Membership

Section 1. Qualifications.
Each alumnus, alumna, and present or former officer, staff, or faculty member of the University of Pennsylvania shall be eligible for regular membership (Regular Membership) in the Club. The Club is intended to serve residents in or near Houston.

Any person eligible for Regular Membership may become a Regular Member by completing and submitting to the Club an application in a form prescribed by the Club, together with the payment of such fees or dues as shall be established by the Board of Directors in accordance with the Bylaws.

Section 2. Additional Qualifications.
The following shall also be eligible for Regular Membership in the Club: current students at the University of Pennsylvania; parents of current or former students, spouses, and immediate family of current students; and parents, spouses, and immediate family of current members of the Club.
Section 3. Member Contributions.
All Regular Members in good standing shall pay such annual fees or dues as shall be determined by the Board of Directors. Such fees shall be due and payable on or before such a date as shall be fixed by the Board of Directors. Only those Regular Members in good standing who have paid such fees and dues shall be entitled and eligible to vote on matters submitted to a vote of the members or to serve as a Director, Officer, or committee member of the Club. The Board shall be responsible for setting the dues’ schedule.

Section 4. No Vested Rights of Members.
No Regular Member, Director or Officer of the Club shall thereby have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Club. Furthermore, no member of the Club shall have any right, title, or interest in or to the whole or any part of the assets of the Club, and no member shall be entitled to either the whole or any part of such assets in the event of the termination of such member’s membership in the Club for any reason.

Section 5. Non-Liability of Members
Regular Members shall not be personally liable for the debts/liabilities/obligations of Club.

Section 6. Resignation of Members
Any member may resign by filing a written resignation with the Club but such resignation shall not relieve the Member so resigning of his or her obligation to pay any fees or dues or other obligations due to the Club which have accrued and are unpaid at the time of resignation. The resignation of a Member shall not be accompanied by the refund or fees or dues paid to the Club.

Section 7. Termination of Membership
By an affirmative vote of two-thirds of the Board who must be present at a regular or special meeting of the Board, the membership of any Regular Member may be suspended or terminated if such member shall have engaged in conduct deemed improper, prejudicial, abusive, or destructive to the Club or its members. Notice of the proposed action shall be given to the member at least ten days before the meeting at which such action is proposed to be taken, together with a statement of any alleged cause for such action, and the member shall be entitled to respond to the allegations in writing. Termination shall not relieve the Member so terminated of his or her obligation to pay any fees or dues or other obligations due to the Club which have accrued and are unpaid at the time of termination.

Section 10. Reinstatement of Membership
By an affirmative vote of two-thirds of the Board who must be present at a regular or special meeting, the Board may reinstate a former or suspended member to membership on such terms as the Board may deem appropriate. Any such Board action shall be taken only upon a written request signed by at least one Regular Member and filed with the Club.
ARTICLE II

Meetings of Members

Section 1. Annual Meeting
An annual meeting of the Club may be held each year at the discretion of the Board or at the request of at least five members at such time and place as may be designated by the Board.

Section 2. Special Meetings
Special meetings of the Club may be called for any purpose, at any time, by the President or Co-Presidents, by a majority of the Board of Directors, or by any five or more members. The President or Co-Presidents, in calling a special meeting, shall designate the time and place of such meeting. A majority of the Board of Directors or any group of five or more members desiring to call a special meeting shall make written request to the President or Co-Presidents to call the meeting, whereupon the President or Co-Presidents shall give notice of the meeting, to be held between ten and sixty days after receiving the request. If the President or Co-Presidents fail/fails to give notice of the meeting within seven days from the day on which the request was made, the persons who requested the meeting may fix the time and place of the meeting, and give notice, in the manner provided herein.

Section 3. Notice
Notice of meetings and elections shall be given at least seven days before to all members entitled to vote, subject to waiver thereof, by first class mail or electronic media or both.

Section 4. Voting
Each Regular Member of the Club is entitled to one vote. Proxies shall be permitted at all meetings. Members shall vote by voice or ballot, except that voting may be by mail or electronic media only if the Board of Directors shall resolve to submit the entire vote on one or more issues to voting by mailed, emailed or other electronic media ballots, in which case notice shall be given as provided herein, specifying that the entire vote is to be by mailed ballots and enclosing ballots.

Section 5. Quorum
A quorum shall consist of the greater of ten members or 10% of the total membership entitled to vote, present in person or by proxy, or when authorized, by mailed ballots.

Section 6. Telephone and video conferencing
Any meeting may be held by conference among members by a means of communication through which the participants may simultaneously hear each other during the conference if the same notice is given of the conference as would be required for a meeting, if all members who desire to participate are permitted to do so, and if the number of persons participating is a quorum.
ARTICLE III

Board of Directors

Section 1. Number and Duties
The management of the Club shall be vested in a Board of Directors of not less than seven nor more than nineteen members each of whom shall be a degree-holding alumnus of the University of Pennsylvania and a Regular Member of the Club.

Section 2. Term and Compensation
Directors shall be elected biannually by an affirmative vote of at least two-thirds of the Board or by the voting members of the Club, as the Board sees fit, and may hold office for up to three consecutive terms of two years each and until their successors have been elected and qualified, or until removal. Directors shall not be paid for their services to the Club.

Section 3. Non-Liability of Directors
The Directors shall not be, as such, personally liable for the debts, liabilities, or other obligations of the Club.

Section 4. Removal of Directors
In addition to any other method provided by Texas law, a Director may be removed for cause by a two-thirds majority vote of all other Directors at a meeting called for that purpose, at which meeting such Director may be entitled to answer charges of cause for removal. The Director to be removed shall be given ten day notice of the meeting. Removal can include but is not limited to lack of attendance at Board meetings.

Section 4. Meetings
Meetings of the Board may be held at any time, and at any place within or without the State of Texas. Meetings shall be called by the President or Co-Presidents, whose duty it shall be to call a meeting at the request of any Director. Notice of every meeting shall be given to all members of the Board by e-mail. A quorum for any meeting shall consist of a simple majority of the Directors.

ARTICLE IV

Officers

Section 1. Qualifications
Generally, all Officers shall also be members of the Board of Directors. From time to time, the Board of Directors may decide to have a non-Director hold an Officer position. This can be accomplished by an affirmative two-thirds majority vote of the Board. No more than two offices may be held by the same persons.
Section 2. Term and Compensation
Officers shall be elected biannually by the Board or by the voting members of the Club, as the Board sees fit, and shall hold office for a term of 2 years and until their successors have been elected and qualified, or until removal. Officers shall not be paid for services to Club.

Section 3. Offices and Duties
Generally, the Officers will consist of a President or Co-Presidents, Vice President, Treasurer, and Secretary, and such other or additional officers as may be established by the Board from time to time. The President/Co-Presidents or Vice President shall be the general executive(s) officer of the Club and shall preside at all board meetings.

The Treasurer shall have charge of all funds of the Club, shall be responsible for collecting and recording payment of dues, shall keep records of all receipts and disbursements, file all required documentation to maintain the Club’s current IRS tax status, arrange for periodic reviews of accounts by an independent source, and in general perform all duties incidental to the office of Treasurer. Other officers shall perform such duties and exercise such authority as may be determined by the Board of Directors from time to time.

Section 4. Vacancies
If the office of any officer becomes vacant for any reason, the Board of Directors shall have the power to appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term of the predecessor officer and until a successor is elected and qualified.

ARTICLE V

Committees

Section 1. Executive Committee
The President/Co-Presidents, Vice President, Treasurer and such other additional Officers as may be established by the Board of Directors of the Club shall comprise the Executive Committee of the Club. The Executive Committee shall have the power to run the day-to-day affairs of the Club.

Section 2. Other Committees
The Board of Directors may establish, from time to time, standing or temporary committees to serve such functions as the Board may determine.

ARTICLE VI

Amendment of Bylaws
Proposed amendments to these Bylaws shall be presented to the Board in writing. These proposed amendments shall become effective if approved by a two-thirds majority.