

BYLAWS  
Of the  
METROPOLITAN BREAKFAST CLUB  
AS AMENDED DECEMBER 2012

ARTICLE I – Name

- 1.1 The name of this organization shall be the Metropolitan Breakfast Club, hereinafter referred to as the “MBC.”

ARTICLE II -- Powers

- 2.1 The MBC is a non-profit corporation organized pursuant to Texas law. In the event of a conflict between any provision of these bylaws and Texas law, Texas law shall be controlling. The MBC shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE III -- Purpose

- 3.1 The purpose of the MBC is to provide a non-partisan forum for presentation of many sides of current issues and topics of interest which affect the City of Austin, Texas, the surrounding counties, or of national interest.
- 3.2 MBC will strive to present the relevant issues and educate its membership in order to allow each member to be knowledgeable and informed on the issues, but will not endorse any presentation as a consensus of the organization.
- 3.3 MBC is not allied with any sect, denomination, politics, organization or institution; does not wish to engage in any controversy; neither endorses nor opposes any causes.
- 3.4 No member shall be allowed to make statements advocating or denouncing any point of view on behalf of MBC.
- 3.5 Through its educational and informational presentations, MBC strives for a better place to live for all citizens of Austin and Central Texas.

ARTICLE IV – Principal Office

- 4.1 The principal office shall be located in Travis County, Texas, as designated by the Board of Trustees (the board).

## ARTICLE V – Regulation and Administration

- 5.1 The regulation and administration of the affairs of the MBC shall be determined in accordance with the Articles of Incorporation, these bylaws, *Robert's Rules of Order* (current edition), and such rules and regulations as may from time to time be adopted by the Board of Trustees.

## ARTICLE VI – Organization and Membership

- 6.1 The MBC is organized to meet once a week on a social and personal basis to share breakfast and information.
- 6.2 Membership shall be open to all interested persons without discrimination on the basis of sex, race, religion, age, sexual orientation, national origin, handicap, or political party affiliation.
- 6.3 The MBC shall not be allied with any sect, denomination, political organization, or institution. The MBC shall neither endorse nor oppose any causes or positions. No member shall be allowed to make statements advocating or denouncing any point of view on behalf of the Board of Trustees or the MBC.
- 6.4 The MBC shall be governed by a Board of Trustees.
- 6.5 Membership in the MBC shall be as follows:

Regular Member - an individual who pays annual membership dues, and a breakfast fee when in attendance at regular meetings of the MBC or annual meetings of the MBC, such amounts having been determined by the board. A Regular Member shall be entitled to vote.

Corporate Members - up to 5 individuals may be designated to represent a corporation pursuant to the board's applicable membership policy. Such individuals representing a Corporate Member shall have the privileges and duties of Regular Members for all purposes, except that each member of a Corporate Membership shall be limited to one vote.

Honorary Member - an individual designated by the board for a period of time to be determined by the board. An Honorary Member shall have the same privileges and duties as a Regular Member. An Honorary Member shall pay no annual membership dues. An Honorary Member shall pay a breakfast fee when in attendance at regular meetings of the MBC or annual meetings of the MBC, such amount having been determined by the board, and may serve on a committee(s) at the discretion of the board.

Guest - an individual who attends a regular meeting of the MBC or annual meeting of the MBC without having paid annual membership dues. A Guest shall pay a breakfast fee when in attendance at regular meetings of the MBC or annual meetings of the MBC. For no more than three (3) regular meetings of the MBC or annual meetings of the MBC, a Guest shall pay a breakfast fee at the Regular Member breakfast fee rate. Thereafter, a Guest shall pay an increased breakfast fee rate to be determined by the board.

Fees - The board, in its discretion, may delegate to the President and the Executive Director, the ability to approve the waiver or reduction of the breakfast fee for any member or guest. The board may revoke such a delegation at any time.

#### ARTICLE VII - Membership Dues

- 7.1 The amount of annual membership dues for each Regular Member, and each Corporate Member if applicable, shall be determined by the board. The board shall determine the collection schedule for such annual membership dues.

#### ARTICLE VIII - Meetings of the Membership

- 8.1 Regular meetings of the MBC members shall be held once a week on Wednesday mornings, 7:00 a.m. to 8:30 a.m., unless cancelled by the board. The board shall determine the location of regular meetings of the MBC. Regular meetings of the MBC do not require notice.
- 8.2 Annual meetings of the MBC members, for the purpose of presenting the Financial Statement and electing board members for the upcoming year, shall be held in conjunction with the first regular meeting of the MBC in June.
- 8.3 Special meetings of the MBC members at a specified location for any purpose or purposes whatsoever may be called at any time by any two (2) or more officers, or by a majority of the board. No business except as stated in the notice of the special meeting shall be transacted at a special meeting.
- 8.4 Notice of any annual meeting of the MBC members or special meeting of the MBC members shall be given at least ten (10) days but not more than fifty (50) days before the date of such annual meeting or special meeting. The aforestated notice shall be issued to all Regular Members (See Article 6.5) by U.S. mail, electronic mail, facsimile, in person, or through any other method which the board deems appropriate but only to the extent authorized by law. Such written or printed notice shall state the place, day, and time of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is being called.
- 8.5 For the purpose of regular, special, and annual meetings of the MBC members, the presence of ten (10) Regular Members (Article 6.5) along with a majority of the board shall constitute a quorum for the transaction of business, and the acts of the majority of Regular Members present at such a meeting of the MBC shall be the acts of the MBC.
- 8.6 Each Regular Member (Article 6.5) of the MBC shall have one (1) vote. Voting by proxy is prohibited at all meetings of the MBC.

#### ARTICLE IX – Board of Trustees

- 9.1 The Board of Trustees (the “board”) shall be comprised of no fewer than nine (9) and no more than twelve (12) Regular Members.

- 9.2 The board shall be vested with the management of the business and affairs of the MBC, including sole discretion with respect to the disbursement of MBC's funds, subject to the Articles of Incorporation and these bylaws. The board may adopt rules and regulations for the conduct of its business, and may delegate one or more of its responsibilities to a board member or to a standing committee of the MBC. The board may adopt rules for the orderly conduct and procedure of regular meetings of the MBC, annual meetings of the MBC, and special meetings of the MBC, which rules shall not conflict with any provision of the bylaws.
- 9.3 The presence of a majority of board members at a regular board meeting or special board meeting constitutes a quorum for the transaction of business. At any regular board meeting or special board meeting where a quorum is present, a majority vote of the board members attending shall constitute an act of the board unless a greater number is required by the Articles of Incorporation or these bylaws. In the event that a vote taken by the board results in a tie, the President shall recuse himself or herself and the vote shall be retaken.
- 9.4 Each board member shall have one (1) vote. Voting by proxy is prohibited at all meetings of the board.
- 9.5 Electronic voting, such as by electronic mail or e-mail, by the board is permitted. Electronic voting by the board is intended to facilitate the expeditious conduct of business in circumstances wherein a majority consensus is expected, as determined by the President. When significant disagreement or opposition is otherwise anticipated, it is the policy preference of the board to facilitate a thorough discussion at an in-person regular board meeting or in-person special board meeting.
- 9.6 Nominations and elections for vacant board member positions shall occur at a board meeting as soon as practicable after the vacancy occurs.
- 9.7 Nominations and elections for expiring board member positions, and any board member positions otherwise remaining vacant, shall occur at the MBC annual meeting. The board shall present a slate of candidates and shall take additional nominations from the floor. All candidates and nominees shall be included on the ballot for an immediate election.
- 9.8 All board members shall serve a two-year term, with one-half of the board members being elected each year. Board member terms of office shall initiate and terminate coincident with the fiscal year of the MBC. Although board members shall serve no more than four (4) consecutive terms of office, there is no overall limit upon the number of terms for which a board member may serve.
- 9.9 Regular meetings of the board shall be held at least once per quarter and at such other times as the board may determine. Notice of regular board meetings shall be issued to each board member at least five (5) days prior to the meeting by U.S. mail, electronic mail, in person, or by facsimile. Such notice shall include an agenda for the upcoming board meeting, and the place, day, and time of the upcoming board meeting. For each board meeting, the minutes of such meeting shall be distributed to all board members no later than the date of the board meeting immediately subsequent.

- 9.10 Special meetings of the board for any purpose may be called at any time by the President or by any two (2) officers. Notice of special meetings, stating the place, day, and time, and in general terms, the purpose or purposes thereof, shall be issued to each board member at least (5) days prior to the referenced meeting by U.S. mail or electronic mail, in person, or by facsimile.
- 9.11 The annual meeting of the board occurs after the annual meeting of the members. Notice of special meetings, stating the place, day, and time, and in general terms, the purpose or purposes thereof, shall be issued to each board member at least (5) days prior to the referenced meeting by U.S. mail or electronic mail, in person, or by facsimile.
- 9.12 Attendance by a board member at any regular board meeting or special board meeting for which the board member did not receive required notice shall constitute waiver of notice of such meeting unless the board member objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.
- 9.13 A board member shall serve his or her two-year term of office, unless he or she resigns or is removed from office. A board member may resign at any time by delivering written or printed notice to the Secretary or to the President of the MBC. A board member may be removed from office, with or without cause, upon an affirmative vote of eight (8) of the board members present at any regular board meeting or special board meeting. Vacancies in the board shall be filled by appointment of the board as soon as practicable for the unexpired portion of the term of office.
- 9.14 If a board member is absent from more than four (4) board meetings per year or any three (3) consecutive board meetings, he or she shall be removed from the board and a replacement shall be appointed by the board as soon as practicable. Nothing herein shall prevent the board from reappointing the removed board member.
- 9.15 Board members shall not receive any salaries or other compensation for their services, but, by resolution of the board, may be reimbursed for any actual expenses incurred in the performance of their duties for the MBC, so long as a majority of disinterested board members approve the reimbursement. The MBC shall not loan money or property to, or guarantee the obligation of, any board member.

#### ARTICLE X – Officers

- 10.1 The officers of the MBC shall be President, Vice President, Secretary, and Treasurer, and shall be elected by the board at the board's annual meeting in June. The officers shall have such powers and perform such duties as determined by the board.
- 10.2 All officers shall serve a one-year term which coincides with the fiscal year of the MBC. Officers may serve no more than three (3) consecutive terms. If a vacancy occurs during the term of office for any officer, the board shall elect a new officer as soon as practicable to serve throughout the remainder of the term of office.
- 10.3 The President shall supervise and control the affairs of the MBC, and shall exercise such other supervisory powers as may be given to him or her by the board. The President shall

perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the board. The President shall, with the advice of the board and in accordance with these bylaws, set the agenda for each meeting of the board. The President shall preside over the board and must have served at least one (1) year on the board prior to taking office.

- 10.4 The Vice President shall act in the place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board. The Vice President shall serve as the parliamentarian and interpret any ambiguities in these bylaws.
- 10.5 The Treasurer shall establish a bank account or accounts into which deposits shall be made within one (1) week following collection of funds. All membership dues and any other monies collected by the MBC shall be used for the administration and promotion of the MBC. Checks drawn against such account(s) in amounts larger than one thousand dollars (\$1,000) shall require two (2) signatures. One signature must be that of the President or the Treasurer of the MBC. Any officer of the MBC is authorized to be the second signatory.
- 10.6 The Secretary of the MBC shall record the minutes of each regular board meeting and special board meeting, and shall keep the same in a book which shall be open to any Regular Member upon reasonable request.
- 10.7 The board may hire an Executive Director to serve at the direction and discretion of the board and to carry out whatever tasks the board from time to time may resolve. The Executive Director may perform the recording responsibilities of the Secretary.

#### ARTICLE XI - Committees

- 11.1 The MBC shall have the following five (5) standing committees which shall assist the board in managing the business and affairs of the MBC and shall perform such other duties as determined by the board: the Program Committee, the Public Relations Committee, the Finance Committee, the Membership Committee, and the Nominating Committee

The Program Committee shall plan and coordinate the presentation of one or more speakers at each regular meeting of the MBC.

The Public Relations Committee shall publicize and promote the activities of the MBC through means including promotional literature, electronic and print media, and social media, as determined by the board.

The Finance Committee shall prepare and present the annual budget to the board for approval and implementation. The committee shall analyze the quarterly financial statements of the MBC, and shall timely report its findings to the board.

The Membership Committee shall recruit new members and seek to retain existing members.

The Nominating Committee shall cultivate and seek out the most qualified candidates available to nominate for board, officer, committee chair, and any other positions as determined by the board.

- 11.2 The chairperson of each standing committee shall be a board member and shall be appointed annually at the June board meeting by a majority vote of the board members present. Any chairperson of a standing committee may be removed by the board from their chairperson position with a two-thirds (2/3) vote of the board members present at a duly convened regular board meeting or special board meeting. A standing committee member need not be a board member, yet must be a Regular Member or Honorary Member of the MBC at all times during his or her standing committee membership.
- 11.3 Special committees may be created and authorized by the board from time to time to perform specific duties consistent with the Articles of Incorporation and these bylaws. The chairperson of a special committee shall be a board member and shall be appointed by the board. A special committee member need not be a board member, yet must be a Regular Member or Honorary Member of the MBC at all times during his or her special committee membership.
- 11.4 Additional standing committees may be created only by amendment to these bylaws.
- 11.5 Each standing committee or special committee chairperson shall report to the MBC and the board as directed by the board. Standing committee chairs are authorized to operate independently in order to carry out the duties and functions of their committees. Standing committee chairs will report their plans and activities to the board at its regularly scheduled meetings.

#### ARTICLE XII – Indemnity

- 12.1 The board on behalf of the MBC shall provide legal defense and indemnification insurance for the benefit of the MBC, its board members, and its officers, and in such case the board shall determine the amounts and limits of such insurance policy or policies.
- 12.2 To the fullest extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a board member or officer of the MBC shall be indemnified by the MBC against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.
- 12.3 Notwithstanding the above, the MBC shall indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in MBC's best interest. In the case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that his or her conduct was unlawful.

12.4 Any right of indemnification granted by this Section shall be in addition to and not in lieu of any other such right to which any board member or officer of the MBC may at any time be entitled under the laws of the State of Texas.

ARTICLE XIII -- Fiscal Year

13.1 The fiscal year of the MBC shall be from July 1st to June 30th of each year.

ARTICLE XIV – Books and Records

14.1 The MBC shall keep the following items at its principal office for at least seven (7) years: correct and complete books and records of account; and minutes of the proceedings of its members, Board of Directors, and committees having authority of the Board of Directors.

14.2 All records of the MBC are available for members' inspection and financial information is open to the public upon request.

ARTICLE XV – Dissolution

15.1 The MBC may be dissolved by a two-thirds (2/3) vote of the board. In the event of dissolution, any funds or property of the MBC shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations, to be selected by the board.

ARTICLE XVI - Amendment

16.1 These bylaws may be amended from time to time by a two-thirds (2/3) vote of the Regular Members present at any regular meeting of the MBC, annual meeting of the MBC, or special meeting of the MBC.

CERTIFICATION OF SECRETARY

The undersigned being the Secretary of the Metropolitan Breakfast Club hereby certifies that these bylaws, as amended, were duly adopted by the Regular Members of the MBC on December 12, 2012.

IN WITNESS WHEREOF, I have signed this certificate on December 12, 2012

John H. Ponce, Secretary