

The Yale Club of Fort Worth

Established 2019

BYLAWS

ARTICLE I: NAME

The name and title of this organization shall be the Yale Club of Fort Worth, also known as “YCFW.” YCFW shall be a not-for-profit corporation organized under the Texas Business Organizations Code, created for charitable and educational purposes in the tradition of Yale University, hereinafter “Yale.”

ARTICLE II: OFFICES

YCFW shall maintain a registered office and registered agent in accordance with the Secretary of State of the State of Texas. The address of the current registered office, and the name of the current registered agent of YCFW, as filed with the Secretary of State of the State of Texas, may be changed by the Board of Directors.

ARTICLE III: MISSION AND PURPOSE, AND CODE OF CONDUCT

Section 1: Mission. YCFW is dedicated to the promotion of the welfare of Yale, the preservation of its traditions of excellence in education, community service, and the advancements of Yale’s historically respected values in North Texas. YCFW seeks to advance those principles through an active and vigorous local alumni association.

Section 2: Purpose. The purpose of YCFW shall be exclusively educational and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States. The purposes of YCFW include those provided for in the Articles of Incorporation including, but not limited to, the following:

- a) To strengthen and support an engaged community of Yale alumni, parents and friends in North Texas;
- b) To encourage and facilitate the participation of alumni in the continuing life of Yale;
- c) To promote Yale in the North Texas area and encourage the enrollment of qualified students at Yale, including to assist Yale in the recruitment thereof;
- d) To further the intellectual life of its members and enhance the sense of belonging and mutual assistance among members of the Yale community residing in North Texas;
- e) To sponsor and participate in service opportunities in the North Texas area;

- f) To give back to the North Texas community in recognition of the privilege and responsibility that come with holding a Yale degree, as manifested in outreach initiatives to, social justice movements for, and pursuit of positive impacts on, communities in North Texas; and
- g) To raise funds for charitable purposes, including the raising of funds for the benefit of students attending Yale, contributions for a specific purpose or general support of YCFW or Yale, assistance to community causes that reflect the human values embodied in Yale's tradition and befitting Yale's respected role in society, and promoting the donation of gifts and endowments to Yale.

Section 3: Code of Conduct. The YCFW is committed to promoting and maintaining a strong sense of community among alumni and in support of Yale. This club and its officers and board are therefore expected to sponsor programs and activities that are inclusive, protect confidential information regarding alumni and students, refrain from engaging in or promoting commercial ventures or political activities, and at all times adhere to Yale's policies on non-discrimination and harassment.

ARTICLE IV: LIMITATIONS AND RESTRICTIONS

Section 1: Use of income. No part of the income or net earnings of YCFW shall inure to the benefit of, or be distributable to, its members, directors, or officers; provided, however, that the payment of reasonable compensation for services rendered, reimbursement of expenses incurred in support of the Club's business, and the making of distributions upon dissolution or final liquidation, as permitted by the laws of the United States and the State of Texas, shall not be deemed a distribution of income.

Section 2: Political Activities and Free Discourse. No substantial part of the activities of YCFW shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. YCFW shall neither participate nor intervene in any political campaign on behalf of any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing a candidate. This shall not constrain YCFW from supporting activities that promote discussion, debate, education, or awareness of social issues that impact the Yale community and North Texas. YCFW is committed to the principles of open discourse and supports intellectual diversity as essential for advancing critical inquiry of the kind for which Yale is well known.

Section 3: Exempt Activities. YCFW shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(a) and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States.

Section 4: Distribution of Income. YCFW shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent tax laws of the United States.

Section 5: Self-Dealing. YCFW, its members, directors, or officers shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent tax laws of the United States.

Section 6: No Discrimination. YCFW shall not discriminate by reason of race, creed, age, color, religion, national or ethnic origin, political belief, military/veteran status, sexual orientation, gender identity, or disability. YCFW shall seek to represent and foster the diversity of the Yale community in North Texas. Diversity here refers to life history, culture, identity, worldview, and ideas, among other aspects of human experience.

ARTICLE V: MEMBERS

Any person who appears in Yale University's records with a current residential address within the YCFW geographic territory, which is defined as zip codes assigned to the Yale Club of Fort Worth by the Yale Alumni Association, is automatically a member of the YCFW if identified by the University as:

- i) a Yale alumnus or alumna, as defined by the Constitution of the Yale Alumni Association;
- ii) a current Yale student;
- iii) the parent, spouse, registered legal partner or widow/widower of a Yale alumnus/a or Yale student;
- iv) a current or former member of the Yale faculty; or
- v) the recipient of an honorary degree from Yale.

From time to time, the Board of Directors may also choose to confer honorary membership in the YCFW upon worthy individuals.

ARTICLE VI: BOARD OF DIRECTORS

Section 1: General Powers. The Board of Directors shall direct the affairs and manage the funds of YCFW.

Section 2: Composition of the Board. The Board of Directors shall consist of a minimum of five (5) members in addition to the maximum of five (5) office positions comprising the Executive Board outlined in Article VII, Section 1. The members of the Board shall consist of Directors and Directors Ex-Officio as set forth under Article VI, Section 2 (a) and 2(b):

- a) Directors may serve on the Board of Directors because they were nominated to serve specifically on the Board and were elected through the voting procedures stipulated in Article VI, Section 3.

- b) Directors Ex-Officio include (1) Officers elected in the most recent annual election; (2) the Immediate Past President; (2) within YCFW's geographic territory, the Director(s) of the Yale Alumni Schools Committee(s) and, if applicable, Chairs of Yale Graduate & Professional Schools Alumni Associations.

Section 3: Election of Directors: YCFW shall hold elections for Directors and Officers at each Annual Meeting, with each Annual Meeting scheduled as specified in Article IX, Section 1. Members may nominate themselves or be nominated to be considered for service as Directors. At the annual election, Members in good standing may vote in these elections. Annual elections for Directors and Officers shall be conducted at a meeting in a public place, provided that notice of the election is disseminated to all known Members at least fourteen (14) days prior to the election.

Section 4: Term of Service as Director. All Directors shall commence their terms immediately upon election and serve until the following year's Annual Meeting or until replaced by election, resignation, incapacity, or removal. The Board of Directors is empowered to fill any vacancy occurring in its membership by reason of death, resignation, incapacity or removal, and such person shall serve for the unexpired term of the Director so replaced, unless a shorter term shall be designated by the Board.

Section 5: Removal. Any director may be removed for good cause, by the vote of two- thirds (2/3) of the Directors present at any meeting of the Board, provided that notice of such proposed action be given to such Director and to each Director at least ten (10) days before the date of such meeting. Such Director shall have the opportunity to be heard at such meeting.

Section 6: Appointment of Standing Committees, Ad-Hoc Committees, and Commissions: The Board of Directors may appoint Standing Committees, Ad-Hoc Committees, or Commissions to address matters or organize activities that seem fitting. To make such appointments, a Director may propose the creation of a Standing Committee, Ad-Hoc Committee, or Commission at any regular or special Board meeting; and submit the proposal to a vote by the Board. The proposal must indicate the officer positions, number of seats (if applicable), timeline (if applicable), goals, and purpose of the Standing Committee, Ad-Hoc Committee, or Commission. A majority of the Board of Directors must vote to affirm the creation of the Standing Committee, Ad-Hoc Committee, or Commission. Nominations to these bodies may be made by Members to the Board of Directors. The Directors shall vote on rosters of candidates to these bodies. In the event that the Directors return a tied vote, the Chairman of the Board of Directors shall cast the tie-breaking vote, or the President if the Chairman is not present.

- a) Standing Committees. Standing Committees are ongoing groups responsible for critical Club functions such as (but not limited to) fundraising, outreach, community relations, admissions assistance, and interviews. Standing Committees do not expire unless the Directors vote to dissolve them. Service on Standing Committees shall be limited to Members.
- b) Ad-Hoc Committees. Ad-Hoc Committees are groups created for a specific purpose such as (but not limited to) events or timely initiatives. Ad-Hoc Committees are created with a specific expiration --either a calendar date or upon the completion of the project for which the Ad-Hoc Committee was purposed. An Ad-Hoc Committee dissolves immediately upon its

expiration point and is not renewed. Service on Ad-Hoc Committees is open to Members and non-Members.

- c) Commissions. Commissions are ongoing teams of experts in a specific area of community interest such as (but not limited to) law, arts, education, public health, etc. In the interest of finding leading experts in the areas overseen by Commissions, service on Commissions is open to Members and non-Members.

Section 7: Chairman of the Board of Directors. At the annual election laid forth in Article VI, Section 3, the Directors-Elect shall elect from within their ranks a Chairman of the Board of Directors, who shall preside over meetings whenever an Officer cannot be present to preside, and who shall have the responsibility of breaking tied votes.

ARTICLE VII: OFFICERS

Section 1: Titles. The officers of YCFW, collectively known as the “Executive Board,” shall include:

- a) A President;
- b) One to two Vice Presidents;
- c) A Secretary; and
- d) A Treasurer.

Section 2: Duties.

- a) The President shall be the chief executive officer of YCFW. Subject to the direction of the Board of Directors, the President shall have general and active control of the business of YCFW, shall preside over Board meetings, shall see that orders of the Board are executed, and shall have the right to appoint committees and to delegate specific assignments to other officers and Board members.
- b) The Vice President(s) shall serve in the absence or during the disability of the President and have all the powers and perform all the duties of the President. The Vice President(s) shall also have responsibility for public relations, communications, and events coordination on behalf of YCFW.
- c) The Secretary shall record and keep minutes of the meetings of the Board, and maintain YCFW’s By-laws and Articles of Incorporation.
- d) The Treasurer shall be the principal accounting and financial officer of YCFW.

Section 3: Term of Office. Officers shall be elected annually for a term of one (1) fiscal year or until their successors are duly elected and qualified.

Section 4: Term Limits. Officers may serve up to three (3) consecutive years in any given position, after which they must rotate off said position for a minimum of two (2) years. Anyone who has served on the Executive Board for six (6) consecutive years in any office must rotate off the Executive Board for a minimum of two (2) years.

Section 5: Removal. Any officer may be removed for good cause, by the vote of two-thirds (2/3) of the Board members present at any meeting of the Board, provided that notice of such proposed action be given to such officer and to each Board member at least ten (10) days before the date of such meeting. Such officer shall have the opportunity to be heard at such meeting.

Section 6: Compensation. Officers shall not receive any compensation for their services, but may be reimbursed for their reasonable expenses and disbursements on behalf of the organization.

Section 7: Election. Candidates for Officer positions in YCFW may be nominated by Members. For elections subsequent to the initial year of formation, nominations must occur not fewer than thirty (30) days prior to the annual election of the Board of Directors. Candidates must submit a written statement expressing their qualifications and purpose in seeking an Officer position not fewer than twenty-one (21) days prior to the annual election of the Board of Directors. During the annual election of the Board of Directors, nominees for Officer positions will also be submitted to election by the Members of YCFW, with each Member casting one vote for each position.

Section 8: Eligibility. To serve as an Officer of YCFW, candidates must have attended no fewer than fifty percent of all meetings of YCFW during the preceding calendar year, excluding closed meetings to which the candidate may have not been entitled to attend, such as a closed meeting of only Officers or Directors. To determine eligibility, the Secretary will be asked to provide a report on attendance at all meetings during the year prior to the annual election.

ARTICLE VIII: YAA REPRESENTATION

Section 1: YAA Delegation. The Board of Directors shall elect such representatives to the Yale Alumni Association (YAA) Annual Assembly, each to serve such length of term as the YAA may permit.

ARTICLE IX: MEETINGS

Section 1: Annual Meeting. The Board of Directors shall hold a regular Annual Election Meeting for the purpose of electing officers, directors and YAA representatives and for the transaction of such other business as may come before the meeting, pursuant to the processes stipulated in Article VI, Section 3, and Article VII, Section 7. The interval between Annual Meetings shall be no less than 340 days, and no more than 390 days.

Section 2: Regular Meetings. The Board of Directors shall meet at such time and place as may be designated by the President or Chairman of the Board. Notice of any Board meeting shall be given to each Board member at least five (5) days before the meeting date.

Section 3: Quorum and Voting. One-half (½) of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Board members physically or virtually present (via internet or conference call, for instance) at a meeting at which a quorum exists shall be the act of the Board of Directors, unless the act of a great number is required by statute, the Articles of Incorporation, or these By-Laws. If less than a quorum is present, a majority of the Board members present may adjourn the meeting from time to time without further notice.

Section 4: Informal Action by Board Members. Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be signed by all the Board members entitled to vote with respect to the subject matter thereof. The transactions of any meeting of the Board of Directors, however called and noticed, or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as defined herein, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof.

ARTICLE X: EXECUTION OF INSTRUMENTS

Section 1: Contracts. The Board of Directors, by majority vote, may authorize any Officer to enter into any contract or execute any instrument on behalf of YCFW. Any contract involving an expenditure by YCFW in the amount of \$2,000 or more must be authorized by the Board of Directors. Any contract involving an expenditure by YCFW in an amount less than \$2,000 may be approved by the Officers.

Section 2: Checks and Payments. Except as otherwise specifically determined by the Board of Directors, all checks and payments of money shall be authorized by the Treasurer and by the President or Vice President. If the check or payment of money is a reimbursement to be made payable to the Treasurer, President or Vice President, the check or payment of money shall be authorized by two other Officers.

ARTICLE XI: PROPERTY INTERESTS

Section 1: Use of Income. YCFW shall conduct its business without profit to itself or its members. The income of YCFW shall be held and used in the discretion of the Board of Directors, to carry out the purposes of YCFW, and without profit to any member of YCFW.

Section 2: Distribution of Assets on Dissolution. YCFW may dissolve and wind up its affairs in accordance with statute. Upon the dissolution, the Board of Directors shall, after paying or making

provisions for the payment of all liabilities, dispose of YCFW assets exclusively for use by Yale University.

ARTICLE XII: FINANCIAL SUSTAINABILITY AND SUPPORT

Section 1: YCFW may obtain financial support through a variety of means, which may include: voluntary contributions from members solicited through a yearly sponsorship drive, event fees, event sponsors, and in-kind donations from local businesses and entities. YCFW may also seek support from Yale for its activities. YCFW shall not seek financial support that would jeopardize its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE XIII: FISCAL YEAR

Section 1: Fiscal Year. YCFW's fiscal year shall run from July 1 to June 30 of each year.

ARTICLE XIV: INDEMNIFICATION

Section 1: Suits and Indemnification. Any person made a party to any action, suit, or proceeding because he or she is or was a director or officer of YCFW shall be indemnified by YCFW against any loss, cost, damage, or expense actually and necessarily incurred by him or her in connection with the defense or settlement of any such action, suit, or proceeding, pending or threatened, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding, that such officer or director is liable for gross negligence or misconduct in the performance of his or her duties as an officer or director.

ARTICLE XV: AMENDMENTS

Section 1: General Amendments. The Board of Directors has the power to alter, amend, or repeal the By-Laws. Such action may be taken by a two-thirds (2/3) vote of all the Directors present at any meeting. Notice of the proposed By-Law amendments shall be provided to the Directors with the meeting notice. Any such amendment shall become effective immediately unless specified otherwise at the time of its adoption. The By-Laws may contain any provisions for the regulation and management of YCFW not inconsistent with law or the Articles of Incorporation.

ARTICLE XVI: NOTICE

Section 1: General Notice. Any notice provided for in these By-Laws may be made by U.S. Mail, in-person delivery, e-mail, or any other electronic or telephonic means.

These bylaws were approved by the Board of Directors of the Yale Club of Fort Worth on October 18, 2019.