BYLAWS FOR YALE CLUB OF SOUTH TEXAS,
A TEXAS NONPROFIT CORPORATION

ARTICLE I

These bylaws (the "Bylaws") constitute the code of rules adopted by **Yale Club of South Texas** for the regulation and management of its affairs.

ARTICLE II
Purpose

YALE CLUB OF SOUTH TEXAS (the "Corporation") shall exist for charitable and educational purposes, as more specifically set forth in the Certificate of Formation of the Corporation dated November 21, 2008. The Corporation shall be and is a non-profit corporation under the laws of the State of Texas.

ARTICLE III
Board of Directors

(1) Powers

The Board of Directors (the "Board") of the Corporation is vested with the management of the business and affairs of the Corporation, subject to the Texas Non-Profit Corporation Act, the Certificate of Formation of the Corporation and these Bylaws.

(2) Qualifications

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, sexual orientation, or national origin.

(3) Number of Directors

The Board will consist of five (5) to twelve (12) directors (the "Directors"). Upon majority resolution of the Board, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to fewer than three (3) Directors. Until the first meeting for electing the Directors occurs, the initial Board shall consist of the persons listed in the Certificate of Formation as constituting the initial Board.

(4) Term of Directors

Directors shall serve terms of three (3) years. Terms shall be established so that one-third (1/3) of Directors shall be elected each year. Initially, one-third (1/3) of Directors shall serve three (3) year terms; one-third (1/3) shall serve two (2) year terms and one-third (1/3) shall serve one (1) year terms. No director may serve more than two (2) consecutive terms of three (3) years. After serving two (2) consecutive terms of three (3) years, the Director shall take a one (1) year hiatus, after which the Director may rejoin the Board. A term of less than three (3) years will not count against the limit of two (2) consecutive terms of three (3) years. There is no maximum number of terms a Director may serve.

(5) Election of Directors

Elections for Directors filling expired terms shall be held at the last meeting of the Board for the fiscal year. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms have expired may continue serving until they are either re-appointed or until their successors arc chosen.

(6) Resignation

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

(7) Removal

Any Director may be removed without cause, at any time, by a majority of the entire Board, at a regular or special meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five (5) days prior to the meeting at which the vote takes place. Notwithstanding the foregoing, in order to ensure that the Board remains a dynamic working group, a Director may be removed if the Director has three (3) consecutive unexcused absences from meetings of the Board.

(8) Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

(9) Compensation

Directors 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 Corporation, as long as a majority of disinterested Directors approve the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

ARTICLE IV
Committees

(1) Executive Committee

The President, Vice President, Treasurer and Secretary of the Corporation shall constitute the executive committee (the "Executive Committee"). The Executive Committee shall have the authority to act on behalf of the Corporation in between regular meetings of the Board. The Board must validate the actions of the Executive Committee at its next regular or special meeting. Any such action not so validated will not be legally binding on the Corporation. The President shall act as chairperson of the Executive Committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

(2) Standing Committees

The Corporation shall have two (2) standing committees which shall assist the Board in carrying out the management of the Corporation: the Alumni Schools Committee and the Yale Book Award Committee. The Board shall appoint the members of each committee. Each standing committee shall have at least one (1) Director as a member. Committees shall meet upon call of the Board or the chairperson of the Committee, review the activities of the Corporation in the Committee's respective areas and make recommendations to the Board for the Board's final approval. Other standing committees shall elect a chairperson by a majority vote. The chairperson of each committee shall ensure that minutes of the committee meetings are taken and present a copy of the minutes to the Secretary within two (2) weeks following the meeting. Committee meetings shall be open to all members of the Board.

(a) The Alumni Schools Committee shall plan and coordinate activities in support of the work and mission of Yale University's Alumni Schools Committee, including but not limited to the interviewing of applicants, the submission of interview reports to Yale University Admissions and the representation of Yale University at college fairs.

(b) The Yale Book Award Committee shall plan and coordinate activities to promote Yale University in South Texas through the Yale Book Award, including but not limited to working with high school guidance counselors to identify qualified students, reviewing candidates for the Book Award and making presentations of the Book Awards.

(3) Additional Committees

The Board may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board. Such committees shall have and exercise such prescribed authority as is designated by the Board. The Board may authorize these committees to exercise any powers, responsibilities and duties consistent with the Articles of Incorporation and these Bylaws.

ARTICLE VI
Board Meetings

(1) Place of Board Meetings

Regular and special meetings of the Board will be held at any place that the President may designate.

(2) Regular and Special Meetings

Regular meetings of the Board shall be held each quarter, or more frequently as deemed necessary by the Board. Special meetings may be called by the President or any three (3) Directors. Any Director may submit items for the agenda of any meeting of the Board by making a written or oral request to the President one (1) week prior to the meeting.

(3) Notice of Board Meetings

Notice of the date, time and place of regular meetings of the Board shall be given to each Director by regular mail, facsimile or e-mail no less than three (3) days prior to the meeting. Notice of the date, time and place of special meetings of the Board shall be given to each Director using the same methods, but with no less than two (2) days' notice prior to the meeting, with the exception of special meetings of the Board held to amend the Articles of Incorporation or these Bylaws, for which a two-day written notice by mail, e-mail or facsimile shall be required specifying the proposed amendment.

(4) Waiver of Notice

Attendance by a Director at any meeting of the Board for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

(5) Quorum

One-third (1/3) of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting of the Board or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or by any provision of these Bylaws.

(6) Actions without a Meeting

Any action required or permitted to be taken by the Board under the Texas Non-Profit Corporation Act, the Articles of Incorporation or these Bylaws may be taken without a meeting, if all of the Directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

(7) Open Meetings

Meetings shall be open to the general public.

(8) Proxy Voting Prohibited

Proxy voting is not permitted.

ARTICLE VII
Officers

(1) Roster of Officers

The Corporation shall have a President, Vice President, Secretary, and Treasurer. The Corporation may have, at the discretion of the Board, such other officers as may be appointed by the Directors. One person may hold two offices, except those serving as President or Secretary.

(2) Election and Removal of Officers

All officers shall serve one (1) year terms. The election shall be conducted at the Board's first meeting of the fiscal year and following the election of the new Board filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. No officer may serve more than two (2) consecutive terms in the same position. Other than the President, the election of officers shall be by majority vote of the Directors attending the meeting.

(3) Vacancies

If a vacancy occurs during the term of office for any officer, the Board shall elect, by majority vote of Directors present at the next duly called meeting held as soon as practical, a new officer to fill the position for the remainder of the term.

(4) President

- The President will supervise and control the affairs of the Corporation and shall exercise such supervisory powers as may be given him or her by the Board.
- The President will 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.

(5) Vice President

- The Vice President shall act in 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 of the Bylaws.

(6) Secretary

- The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, the Certificate of Formation or these Bylaws.
- The Secretary shall attest to and keep the Bylaws and other legal records of the Corporation, or copies thereof; ensure the taking of minutes of all meetings of the committees and the Board, and shall keep copies of all minutes at the principal office of the Corporation; and ensure that all records of the Corporation, minutes of all official meetings and records of all votes, are made available for inspection by any member of the Board at the principal office of the Corporation during regular business hours.

(7) Treasurer

- The Treasurer will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, including receiving revenue and expenditure transactions, will render reports and accountings to the Directors as required by the Board and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation or by these Bylaws, or which may be assigned from time to time by the Board.
- The Treasurer shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation, which shall be approved by the Board; with the approval of the Board, set up all checking, savings and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts; and keep all financing records, books and annual reports of the financial activities of the Corporation and make them available at the request of any Director or any member of the public during regular business hours for inspection and copying.
- The Treasurer's signature shall be the authorized signature for all checking, savings and investment accounts of the Corporation unless the Board designates another member of the Board as the authorized signatory for a particular disbursement.

ARTICLE VIII
Members

The Corporation shall not have any members.

ARTICLE IX

Rules of Procedure

The proceedings and business of the Board shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.

ARTICLE X
Indemnification

(1) Insurance
The Corporation may provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

(2) Indemnification
To the extent permitted by the Texas Non-Profit Corporation Act, 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 is or was a Director or officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein.

(3) Limits on Indemnification
Notwithstanding the above, the Corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the Corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

ARTICLE XII
Operations

(1) Execution of Documents
Unless specifically authorized by the Board or as otherwise required by law, all final contracts or other legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the President (or such other person designated by the Board), pursuant to the general authorization of the Board.

(2) Disbursement of Funds
Financial transactions which have a value of $1,000 or more shall require majority approval of the Board, or the Executive Committee if a majority of the Board is not immediately available to vote on the transaction. In all other transactions, the President may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board and in furtherance of the purposes of the Corporation as set out in the Articles of Incorporation and these Bylaws. Notwithstanding the foregoing, all checks in an amount equal to or greater than $1,000 which disburse funds from any of the Corporation's accounts shall require the signatures of at least two of the following: the President, Vice President, Secretary, or Treasurer.

(3) Records

The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board and committee meetings. The Corporation will keep at its principal place of business the original or a copy of its Bylaws, including amendments to date certified by the Secretary of the Corporation.

(4) Inspection of Books and Records
All books and records of the Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

(5) Loans to Management
The Corporation will make no loans to any of its Directors or officers.

(6) Amendments
The Board may adopt Articles of Amendment (amending the Articles of Incorporation) by a vote of two-thirds of Directors present at a meeting where a quorum is present. These Bylaws may be amended at any time by a vote of two-thirds of Directors present at a meeting where a quorum is present.

(7) Fiscal Year
The fiscal year for the Corporation will be January 1 to December 31.

CERTIFICATION

I hereby certify that these Bylaws were adopted by the Board of Yale Club of South Texas at its meeting held on January 29, 2019.

Secretary