**BY-LAWS OFNÜRNBERG ALUMNI ASSOCIATION, INC.A TEXAS NON-PROFIT CORPORATION**

**ARTICLE 1**

**OFFICES**

**Principal Office**

1.01. The principal office of the Nürnberg Alumni Association, Inc. (the “Association”) shall be located within the State of Texas. The Association may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

**Registered Office and Registered Agent**

1.02. The Association shall have and shall continuously maintain within the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical to the principal office of the Association. The registered office and the registered agent may be changed from time to time by the Board of Directors.

**ARTICLE 2**

**MEMBERS**

**Classes of Members**

2.01. There shall be one class of membership. In order to qualify as a member (“Member”) of this Association a person must be a former student, faculty member, or employee of NÜRNBERG AMERICAN HIGH SCHOOL, Nürnberg, Germany, or a spouse or offspring of such student, faculty member, or employee, or such other person who, in the judgment of the Board of Directors, has maintained such a close relationship with said institution as to justify the extension of membership to such person.

**Voting Rights**

2.02. Each Member shall be entitled to only one (1) vote for such membership.

**Denial of Voting**

2.03. A Member shall not be entitled to vote upon a question submitted for voting in the event such Member has failed to pay the dues required to maintain his or her status as a Member, as hereinafter set out. The date for the determination of whether a Member is in default in the payment of dues and/or assessments shall be that time for payment as is provided in Article 11 hereof.

**Transfer of Membership**

2.04. Membership in this Association is dependent upon a person qualifying as a Member pursuant to the description set out in Paragraph 2.01 hereof, and the membership issued in accordance therewith is non-transferrable absent express permission issued by the Board of Directors.

**Default Membership**

2.05. In the event a Member fails to pay his or her dues and/or assessments for a period of sixty (60) days, he or she shall be placed in default status. A Member is default status shall not be entitled to any of the rights or benefits of membership in the Association, including, but not limited to, the right to vote, the benefit of receiving the Trichter, and the benefit of accessing the “Members Only” section of the Association website. Upon payment of the dues and/or assessments owed, the default Member shall be returned to full membership status for the year (or remainder of the year) for which the dues and/or assessment were paid.

**ARTICLE 3**

**MEETINGS OF MEMBERS**

**Periodic Meetings**

3.01. Periodic meetings of the Members shall be held on the dates and at the times selected by the Board of Directors to coincide with the regularly scheduled reunions of the Association, with notice of such meetings to be given in the manner provided below to each of the Members for the purpose of electing Directors, and for the transacting of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any periodic meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as possible.

**Special Meetings**

3.02. Special meetings of the Members may be called by the President, the Board of Directors, or not less than one-tenth (1/10th) of the Members having voting rights.

**Place of Meeting**

3.03. The Board of Directors may designate any place, either within or outside, of the State of Texas, as the place of meeting for periodic meetings or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Association.

**Notice of Meetings**

3.04. Written notice stating the place, day, and hour of any periodic or special meeting of Members shall be delivered by regular mail or email to each Member entitled to vote at such meeting, not less than thirty (30) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Association, with postage thereon prepaid. If emailed, the notice of meeting shall be deemed to be delivered when it is sent.

**Quorum**

3.05. The Members holding one tenth (1/10th) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

**Proxies**

3.06. At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after thirty (30) days from the date of its execution.

**Voting by Mail or Email**

3.07. Where Directors are to be elected by the Members, such election may be conducted by mail or email in such manner as the Board of Directors shall determine.

**ARTICLE 4**

**BOARD OF DIRECTORS**

**General Powers**

4.01. The affairs of the Association shall be managed by its Board of Directors. All members of the Board of Directors shall be Members of this Association.

**Number, Tenure, and Qualifications**

4.02. The number of Directors shall be not less than seven (7) nor more that thirteen (13) with such number being determined from time to time by the Board of Directors in its sole discretion. Each Director shall hold office until the next periodic meeting of Members or until his or her successor shall have been elected and qualified.

**Regular Meetings**

4.03. A regular meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, each periodic meeting of Members. The Board of Directors may provide by resolution the time and place, either within or outside the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution. Except for meetings held in conjunction with periodic meeting of Members, such meetings may, at the discretion of the Board of Directors, be held telephonically.

**Special Meetings**

4.04. Special meetings of the Board of Directors may be held by telephonic conference call at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, time, or method for holding any special meetings called by them.

**Notice of Meetings**

4.05. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by telephone or email to each Director.

**Quorum**

4.06. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Manner of Acting**

4.07. The act of a majority of the Directors present, at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

**Vacancies**

4.08. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. For any directorship filled by reason of an increase in the number of Directors, that Director shall be elected to serve until the next periodic or special meeting of the Members held for the purpose of electing Directors.

**Compensation**

4.09. Directors shall not receive any salary or other compensation for their service as directors, or for attendance at meetings of the Board of Directors, but may, in accordance with the Association’s expense approval policies, be reimbursed for other reasonable out-of-pocket expenses incurred by them on behalf of the Association. Any other financial arrangements between the Association and a director or a family member of a director will be entered into only with the approval of the Board of Directors.

**Action by Unanimous Written Consent of Directors**

4.10. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

**ARTICLE 5**

**ELECTED AND APPOINTED POSITIONS**

**Elected Officers**

5.01. The elected officers of the Association shall be a President, one (1) or more Vice-Presidents (the number and responsibilities thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected by the Board of Directors in accordance with the provisions of this Article. The Board of Directors may also elect one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Elected officers must be Directors as well as Members.

**Election and Term of Office**

5.02. The officers of the Association shall be elected by the Board of Directors at regularly scheduled meetings of the Board of Directors occurring in conjunction with reunions of the Members. If the election of officers shall not be held at such meetings, such election shall he held telephonically as soon thereafter as conveniently may be done. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified.

**Removal**

5.03. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby, but each removal shall be without prejudice to the rights, if any, of the officer so removed.

**Vacancies**

5.04. A vacancy in any elected office because of death, resignation, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term as soon as a meeting can be scheduled to fill the vacant officer position.

**President**

5.05. The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the Members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any instruments or documents that the Directors have authorized to be executed. He or she shall, in general, perform all duties as may be prescribed by the Board of Directors from time to time, including, but not limited to, the appointment of Era Representatives and Class Representatives based upon the recommendations of the Board of Directors.

**Vice President**

5.06. In the temporary absence of the President or in the event of his or her temporary inability to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their length of service as a Director) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as, from time to time, may be assigned to him by the President or the Board of Directors.

**Treasurer**

5.07. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds of the Association, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 7 of these By-Laws, and, in general, perform all the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to him or her by the President or by the Board of Directors.

**Secretary**

5.08. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose, give all notices in accordance with the provisions of these By-Laws or as required by law, be custodian of the Association records and the seal of the Association, and affix the seal of the Association to all documents, the execution of which is duly authorized in accordance with the provisions of these By-Laws. It shall also be the Secretary’s responsibility to perform all other duties as, from time to time, may be assigned to him or her by the President or by the Board of Directors.

**Assistant Treasurers and Assistant Secretaries**

5.09. If required by the Board of Directors, any Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

**Appointed Positions**

5.10. Appointed positions shall include Era Representatives, Class Representatives, Historian, Trichter Editor, Legal Counsel, and such other positions as may be appointed from time to time by the President upon the recommendation of the Board of Directors. Individuals appointed to such positions must be Members, but are not required to be Directors.

**Term of Appointment**

5.11. Individuals named to appointed positions shall hold their respective positions until such time as they resign, are removed, or are otherwise unable to serve, or until a successor is duly recommended by the Board of Directors and appointed by the President.

**Removal**

5.12. Any individual appointed to a position by the President upon the recommendation of the Board of Directors may be removed from that position by the President upon the recommendation of the Board of Directors, but any such removal shall be without prejudice to the rights, if any, of the individual so removed.

**Miscellaneous**

5.13 All positions in the Association, whether elected or appointed, must be filled by Members.

**ARTICLE 6**

**COMMITTEES**

**Committees of Directors**

6.01. The Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint one or more committees of Directors, each of which shall consist of at least two (2) Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the By-Laws; electing, appointing, or removing any Member of any such committee or any Director or officer of the Association: amending the Articles of Incorporation; authorizing the voluntary dissolution of the Association; or revoking procedures therefor. The Committees of Directors shall include, but not be limited to, the Executive Committee. The Executive Committee shall consist of the President, any Vice Presidents, the Secretary, and the Treasurer, and shall further include the Association’s legal counsel as an ex officio, non-voting member of the Executive Committee.

**Other Committees**

6.02. Other committees not having and exercising the direct authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Such committees may include, but are not required to include, members of the Board of Directors.

**Term of Office**

6.03. Each member of a committee shall continue as such until the next periodic meeting of the Members of the Association, unless such committee shall be sooner terminated by the Board of Directors, or unless such Member shall resign or be removed from such committee, or unless such Member shall cease to qualify as a member thereof.

**Chairman**

6.04. One (1) member of each committee shall be appointed chairman by the person or entity authorized to appoint the members thereof.

**Vacancies**

6.05. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Quorum**

6.06. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members of the committee present at a meeting at which a quorum is present shall be the act of the committee.

**Rules**

6.07. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

**ARTICLE 7**

**CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**Contracts**

7.01. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

**Checks and Drafts**

7.02. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents or the Association, and in such manner as shall, from time to time, be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the Association.

**Deposits**

7.03. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

**Gifts**

7.04. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

**ARTICLE 8**

**CERTIFICATE OF MEMBERSHIP**

**Certificates of Membership**

8.01. The Board of Directors may, if it so chooses, provide for the issuance of certificates evidencing membership in the Association, which certificates shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a vice-president and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the Association. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each Member and the date of issuance of the certificate shall be entered On the records of the Association. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and conditions as the Board of Directors may determine.

**Issuance of Certificates**

8.02. When a Member has qualified for membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his or her name and delivered to the Member by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Paragraph 8.01 of this Article 8.

**ARTICLE 9**

**BOOKS AND RECORDS**

9.01. The Association shall keep correct and complete books and records of account; shall keep minutes of the proceedings of its Members, Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep a record giving the names and addresses of the Members entitled to vote. All books and records of the Association may be inspected by any Member or his or her agent or attorney for any proper purpose at any reasonable time.

**ARTICLE 10**

**FISCAL YEAR**

10.01. The fiscal year of the Association shall begin on the first day of January and end on the last day in December in each year.

**ARTICLE 11**

**DUES AND ASSESSMENTS**

**Annual Dues and Assessments**

11.01. The Board of Directors may determine, from time to time, the amount of initiation fee, if any, and the annual dues and/or assessments payable to the Association by the Members.

**Payment of Dues and/or Assessments**

11.02. Annual dues and/or assessments shall be due and payable on or before their due date.

**Determination of Assessments**

11.03. The Board of Directors, by not less than a two-thirds (2/3rds) majority vote, shall determine annually the amount of assessments, if any, to be paid by each Member.

**ARTICLE 12**

**SEAL**

12.01. A seal of the Association shall not be required, absent a specific resolution of the Board of Directors mandating the same.

**ARTICLE 13**

**WAIVER OF NOTICE**

13.01. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving or such notice.

**ARTICLE 14**

**AMENDMENTS TO BY-LAWS AND ADOPTION**

**Amendments**

14.01. The By-Laws ofthis Association shall be amended only by affirmative vote of two-thirds (2/3rds) of the then members of the Board of Directors of this Association or by two-thirds (2/3rds) of the then qualified voting Members of this Association.

**Adoption**

14.02. These By-Laws are promulgated and adopted by the Board of Directors of NÜRNBERG ALUMNI ASSOCIATION, INC. as the By-Laws of this Association pursuant to Article 13962.09, Vernon's Annotated Civil Statutes and Article Seven of the Articles of Incorporation of this Association.

THESE AMENDED BYLAWS OF THE NÜRNBERG ALUMNI ASSOCIATION, INC. ARE ADOPTED BY THE BOARD OF DIRECTORS ON THIS 2nd DAY OF DECEMBER 2017