

**THE TEXINS ASSOCIATION CLUBS  
BYLAWS AS AMENDED AND RESTATED  
AS OF OCTOBER 2006**

**ARTICLE I  
NAME AND PURPOSE**

**Section 1. Name**

The name of the corporation is “The Texins Association Clubs,” and it will hereinafter be referred to as the “Association.”

**Section 2. Purpose**

The purpose for which the Association is formed is to support and maintain a fitness, recreational, educational, and charitable association for the benefit of its members, and to further the tradition of friendliness, good fellowship, teamwork, and sense of accomplishment among its members.

**ARTICLE II  
MEMBERSHIP**

**Eligibility**

At least 75% of the members of the Association will be from any of the following categories 1-4 following:

1. Texas Instruments, Incorporated (“TI”) employee (regular or temporary, full-time or part time), TI contractor, or TI retiree.
2. Former TI employee
3. Employee, contractor, or retiree of affiliated entities restricted to those entities and their sites that have been in continuous operation with active Association members since TI’s divestiture of those businesses, and to entities of future TI divestitures with active Association members that from time to time are approved by the Board of Directors of the Association.
4. Spouse and dependent children of categories 1-3 above.

A maximum of 25% of Association members can be drawn from the general public who do not fit the criteria 1-4 above. The Board of Directors of the Association shall annually review an audit of the membership relative to these criteria and take appropriate action to assure compliance with the 75/25 percent distribution.

The members in all categories will be eligible for full participation in club activities and officer positions.

Subject to the foregoing, membership eligibility in the Association shall be determined by the Board of Directors, and any membership benefits and privileges are subject to regulation by the Board of Directors, which may prescribe dues and fees as may be necessary. Membership benefits may also be extended to spouses and dependent children of Association members.

### **ARTICLE III MEETING OF MEMBERS**

#### **Section 1. Annual Meeting**

The annual meeting of members of the Association shall be held on a day in the second quarter of each year that is not a Saturday, Sunday, or legal holiday, at such an hour and place as may be specified in the notices thereof. At each meeting the members shall receive a report of the operations and financial condition of the Association for the last preceding fiscal year and transact such other business as the Board may refer to the members for their consideration. The Board may elect to issue an Annual Report in lieu of the Annual Meeting.

#### **Section 2. Special Meeting**

Special meetings of the members of the Association shall be held at such time and place and for such purpose or purposes as determined by the Board and as specified in the notice thereof.

#### **Section 3. Notice of Meetings**

Notice of annual or special meetings of the members of the Association, stating the date, how, place and purpose thereof; shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting to the presidents of the Association clubs and through other appropriate media for general circulation.

In addition to such notice, the Board of Directors may authorize notice to members of the Association and/or by handbills placed in various locations on the premises of TI, and any other affiliated employers.

#### **Section 4. Quorum of Members**

At all meetings for members of the Association, annual or special, ten (10) percent of the members of the Association present in person or by proxy, or five (5) members present, whichever is less, shall constitute a quorum for the transaction of all business.

## **Section 5. Voting**

All members, voting in person or by proxy, shall be entitled to one vote on all matters that are referred by the Board to the members for their consideration, at a meeting. No member shall be entitled to vote for the election of directors or for the sale or other disposition of all or substantially all of the assets of the Association or for the dissolution, merger, reorganization or recapitalization of the Association or for any amendment to the Articles of Incorporation of the Association. The vote of a majority of the members present or represented by proxy at a meeting at which a quorum is present shall decide all matters presented at such meeting, unless the law, the Articles of Incorporation or these Bylaws provided otherwise.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 1. General Powers**

The property, business and affairs of the Association shall be managed by the Board of Directors, which may exercise all such powers of the Association and do all such lawful acts and things as are not by law, the Articles of Incorporation or these Bylaws directed or required to be exercised or done by the members.

### **Section 2. Term of Office and Qualifications**

The number of directors which shall constitute the entire board shall be fixed by these Bylaws, and until changed by these Bylaws, shall be no less than five (5), nor more than seven (7) after December 31, 1999. As of December 31, 1999 the members of the Board shall be divided by lot into two classes (Class I and Class II) each of which shall be nearly as equal in number or possible. The Board members assigned to the Class I shall serve until December 31, 2000, and the Board members assigned to the Class II shall serve until December 31, 2001. The members of the Class II shall elect and appoint persons for a two (2) year term to succeed the Class I members whose terms expire on December 31, 2000. If any directors shall die, be removed or resign, his successor shall be elected by all the remaining directors and the person so elected shall serve in the same class for the remaining term of the director who has resigned, died or been removed. The Board shall be self-perpetuating, appointing their successor in the manner herein provided. Any director serving on the date thereof shall continue to serve until his term expires on December 31, 1999 or his successor is elected

and qualified. After December 31, 1999, any director shall be elected to serve a term of two (2) years. Each director shall continue in office until his successor has been appointed and qualified, or until his earlier removal, death, resignation or termination of membership in the Association. All directors shall be actively employed by TI or be a TI retiree. Members of the Board may not serve as directors for more than two (2) consecutive terms, the first of which commences on or after January 1. Under special circumstances the board may vote to extend a director's term of office.

### **Section 3. Nomination**

The Board of Directors shall act as a Nominating Committee to post a slate of nominees for the appointed Board of Directors positions whose term of office is then expiring at least thirty (30) days prior to the expiration of such term. In addition, nominations may be made from the membership at large. Nominations must be submitted to the Board of Directors at least forty-five (45) days prior to the expiration of such term. The slate of nominees of the Nominating Committee shall be posted on the Association web site at least fifteen (15) days prior to the expiration of such term. No Association club officer shall serve on the Association Board of Directors. If a club officer is appointed he or she must resign his or her club office.

### **Section 4. Orientation**

Board members newly appointed shall be given a New Board Member Orientation within thirty (30) days of the election appointment. The orientation shall be conducted by one of the principle officers of the Board.

### **Section 5. Resignations/Impeachments**

Any director of the Association may resign at any time by giving written notice of their resignation to the President or Secretary of the Association. In the event a director is absent from three (3) consecutive regular meetings at the Board without appropriate prior notification, he shall be considered to have automatically resigned from the Board unless he is then re-elected to his position on the Board by a majority vote at a duly constituted Board meeting. Any elected or appointed director of the Association may be removed from office of the Board with a minimum of 2/3 majority vote of the Board.

### **Section 6. Vacancies and Increases**

Vacancies resulting from an increase in the number of directors, by reason of an amendment to these Bylaws or by the departure of Board Members shall

be filled by the appointment of a new board member by a majority vote at the duly constituted Board meeting.

### **Section 7. Meetings**

The Board of Directors shall hold its meeting to elect officers no less than one month prior to the end of the year that the term for existing director expires. New directors need to be agreed upon by a majority of the Board of Directors. Those Board members, newly elected shall be considered voting members of the Board of Directors effective immediately following their acceptance and qualification. Those persons presently holding offices shall continue to serve until the new officers are duly elected and qualified.

Regular meetings of the Board of Directors shall be held not less frequently than once in each quarter. At least five (5) days notice, either written or oral, must be given for all regular Board meetings to the Board of Directors.

Special meetings of the Board may be called by the President on two (2) days notice, either written or oral, to each Director. Routine business meetings such as Monthly Board of Directors' meetings and various committee meetings may be opened to all members of the Association but do not require the above notice.

### **Section 8. Quorum**

At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business and the act of a majority of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if before or after such action written consent thereto is signed by all members of the Board, and such written consent is filed with the minutes of the proceedings of the Board. A substitute for written consent can also be granted using e-mail notification.

## **ARTICLE V COMMITTEES**

### **Section 1. Committees (by Board Resolution)**

The Board of Directors may, by resolution passed by majority of the whole Board, designate one or more permanent and temporary committees for the primary purpose of making recommendations to the Board and carrying out policies established by the Board. Each such committee shall consist of at least two (2) members of the Board and as many additional members of the Board and the Association as deemed necessary by the Board. The chairperson of each such committee shall be a member of the board and be determined by the current President.

### **Section 2. Temporary Committees (Directed by the President)**

The President may establish from time to time temporary committees. Each such committee shall be established for special objectives and purposes for such time period as may be directed by the President. All temporary committees will cease their activities no later than three months following their inception unless they are extended by the board for an additional three months maximum.

### **Section 3. Requirements of Committees**

Committees will:

- A) Announce time and agenda of all meetings to the Board.
- B) Approval by a majority of the committee members is required for all actions and recommendations.
- C) Results of actions and/or recommendations must be reported to the Board.
- D) Minutes of committee meetings will be documented to include date, time, attendees, topics, action items and plans to the Board

## **ARTICLE VI NOTICE**

Waiver: Any notice required to be given by any law, the Articles of Incorporation of these Bylaws may be waived in writing, by the person or persons entitled to such notice at any time and such waiver will be equivalent to the giving of such notice.

## **ARTICLE VII OFFICERS**

### **Section 1. Principal Officers**

The principal officers of the Association shall be chosen by the Board of Directors and shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may also choose additional Vice Presidents, and one or more Assistant Secretaries, and Assistant Treasurers. All officers of the Association must be TI employees or TI retirees.

### **Section 2. Removal**

Officers of the Association may be removed either with or without cause at any time by resolution adopted by a two-third majority vote of the whole Board of Directors. Any vacancy occurring in any office of the Association shall be filled by the Board of Directors.

### **Section 3. The President**

The President shall be the chief executive officer of the Association, shall preside at all meetings of the Board of Directors, shall have general and active management of the affairs of the Association, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute all deeds, releases, contracts, and other documents requiring a seal, under the seal of the Association except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other office or agent of the Association. The President shall have the duty to appoint all committee chairs.

### **Section 4. The Vice-President**

The Vice-President, and if there shall be more than one, the Vice-Presidents, in the order determined by the Board of Directors shall in the absence or disability of the President perform the duties and exercise the powers of President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

### **Section 5. The Secretary**

The Secretary shall attend all meetings of the Board of Directors and record all proceedings of such meetings in a book or electronically to be kept for that purpose. Electronic minutes shall be kept for current year's Board of

Directors and posted on the Association web site. The Secretary shall give or cause to be given, notice of all annual elections and all meetings of the Board of Directors. The Secretary shall keep in safe custody the seal of the Association and, when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature or by the signature of the Assistant Secretary. The Assistant Secretary shall, in the absence or disability of the Secretary, perform his duties.

### **Section 6. The Treasurer**

The Treasurer shall have the responsibility for the Association's funds and securities and shall assure that full and accurate accounts of receipts and disbursements of such funds are kept in books belonging to the Association, and that all money(s) and other valuable effects of the Association are deposited in the name and to the credit of the Association in such depository as may be designated by the Board of Directors. He shall approve disbursement of the funds of the Association as may be ordered by the Board of Directors, assuring Proper vouchers for such disbursements, and shall render to the Board of Directors at its regular meetings, a monthly statement accounting for all financial transactions and for the financial condition of the Association. In addition, the Treasurer shall prepare an annual budget for the Association, pursuant to recommendations made by all the committee chairpersons for submission to the approval. The treasurer is an automatic member of the Financial and Long Range Planning Committee. The Secretary or Assistant Treasurer shall in the absence or disability of the Treasurer perform his duties.

## **ARTICLE VIII FINANCIAL**

### **Section 1. Source of Funds**

A minimum of 65% of the Association's Funds shall consist of money(s) received from the Association's members through club dues and other assessments. No more than 35% of the Association's funds will come from other sources such as TI, its subsidiaries, and affiliated entities. No more than 15% of these additional funds will come from non-member payments. These funds will be administered and disbursed by the Association in furtherance of appropriate recreational, charitable, and educational programs for the Association's members in order to carry out the policies and purposes.

## **Section 2. Administration of Funds**

The Association's Fund will be administered and disbursed in accordance with the budgets of the Association, approved prior to the fiscal period during which the expenditures are to be made. In addition to the annual funds, the Board of Directors may, from time to time, establish special funds for such purposes as the Board may deem appropriate.

## **Section 3. Use of Funds**

All of the funds of this Association, including net earnings, shall be devoted exclusively to fitness, charitable, educational, or recreational purposes. None of the Property or funds of the Association shall ever revert or inure to or for the benefit of TI or any of its subsidiaries. These funds shall be used for the purposes set forth in the Charter and Bylaws and the activities carried on or for the benefit of the members.

## **ARTICLE VIX**

### **LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS**

No director or officer, or former director or officer, of the Association or any club of the Association, shall be liable to the Association, any member, or any other person for any loss or damage sustained as a result of any action taken or omitted to be taken by said director or officer in good faith, if they exercised or used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his own affairs and in a manner the director or officer reasonably believes to be in the best interest of the Association.

## **ARTICLE X**

### **GENERAL PROVISIONS**

#### **Section 1. Liquidation of the Association**

In the event of a voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Association, all of the assets remaining, after payment of all debts and other obligations, shall be distributed to such civic, charitable or educational institutions as the last Board of Directors shall designate, except in the circumstance of "merging" associations, after which all remaining assets distribution will be determined by the dissolving organizations Board of Directors.

#### **Section 1. Liquidation of Individual Clubs**

In the event of voluntary or involuntary liquidation, dissolution or winding up of the affairs of a club under the Association, all of the assets remaining, after payment of all debts and other obligations, shall become part of the Association assets unless voted on otherwise by the current Board of Directors.

### **Section 2. Fiscal Year**

The fiscal year of the Association shall terminate on the 31<sup>st</sup> day of December in each year.

## **ARTICLE XI AMENDMENTS TO BYLAWS**

### **Section 1. Delegation of Authority**

The Board of Directors from time to time are authorized and empowered to alter, change, amend or repeal these Bylaws or to adopt new Bylaws.

### **Section 2. Changes to Bylaws**

These Bylaws may be altered, changed, amended or repealed, or new Bylaws adopted, by a majority vote of the full Board of Directors at any regular or special meeting of the Board. Notice of such alteration, change, amendment or repeal, or adoption of new Bylaws, will be contained in the notice of such meeting.

### **Section 3. Revision History**

A revision history attachment will be maintained to record the changes to the Association's Constitution.

## **ARTICLE XII INDEMNIFICATION**

The Association shall indemnify a person to the fullest extent possible by law who was, is or is threatened to be a named defendant or respondent in a proceeding because the person is or was a director, officer, employee or agent of the Association, or of any club of the Association, provided it is determined by a majority vote of a quorum consisting of directors who at the time are not named defendants or respondents in the proceeding or otherwise permitted by law that (1) the person conducted himself in good faith (2) reasonably believed in the case of the conduct in his official capacity as a director that his conduct was in the corporation's best interest; and in all

other cases that his conduct was at least not opposed to the Association's best interests, and (3) in the case of any criminal proceeding had no reasonable cause to believe his conduct was unlawful. Reasonable expenses incurred by such person who was, is, or is threatened to be made a named defendant or respondent in a proceeding may be paid or reimbursed by the Association in advance of the final disposition of the proceeding after the Association receives a written affirmation by such person of his good faith belief that he has met the standard of conduct necessary for indemnification and a written undertaking by or on behalf of such person to repay the amount advanced if it is ultimately determined that he has not met that standard or is otherwise not entitled to indemnification by law.