

BYLAWS
Of the
METROPOLITAN BREAKFAST CLUB
AS AMENDED JUNE, 2005

ARTICLE I - Name

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

ARTICLE II – Principle Office

- 2.1. The principal office shall be located, at the office of the Executive Director, which is located in Travis County, Texas or as designated from time-to-time by the Board of Trustees.

ARTICLE III – Purpose

- 3.1. The purpose of the MBC is to provide a non-partisan forum for presentation of current issues and topics of interest which affect the City of Austin, Texas, the surrounding counties, or the national interest.

ARTICLE IV – Organization and Membership

- 4.1. The MBC is organized to meet once a week on a social and personal basis to share breakfast and information.
- 4.2. Membership is open to all interested persons without discrimination on the basis of sex, race, religion, age, sexual orientation, national origin, handicap or political party affiliation.
- 4.3. The MBC is not allied with any sect, denomination, political organization or institution. The MBC neither endorses nor opposes any causes or positions. No member will be allowed to make statements advocating or denouncing any point of view on behalf of the Board or the membership.
- 4.4. The MBC is governed by a Board of Trustees, hereinafter referred to as “the Board,” and supervised by the organization’s officers elected by the Board.
- 4.5. Membership in the MBC shall be as follows:

Regular - shall be an individual who pays annual membership dues and weekly breakfast fees, such amount to be determined by the Board. In the event the Board provides for corporate memberships, up to 5 individuals may be designated to represent a corporation pursuant to the Board’s applicable membership policy and shall have the status of Regular Members for all purposes. A Regular Member shall be entitled to vote.

Honorary - shall be an individual appointed by the Board for a period designated by the Board. An Honorary Member shall have the same privileges and duties as a Regular Member and, and shall pay no membership dues. An Honorary Member shall pay for breakfast and may serve on committees at the discretion of the Board

Guest - shall be any individual who may attend breakfast meetings without paying annual membership dues. A Guest may attend 3 times at the regular member breakfast rate. After 3 visits, guests shall pay an increased rate to be determined by the Board. The increase in rate may be waived for “special guests” as deemed by the Board and may include such as university faculty and staff members/students, etc.

ARTICLE V - Membership Dues

- 5.1. The annual dues for each individual and company member of the MBC shall be determined by the Board.

ARTICLE VI - Meetings of the Membership

- 6.1. Regular meetings of the MBC shall be held once a week on Wednesday mornings, 7:00 a.m. to 8:30 a.m. unless cancelled by the Board. Regular meeting do not require notice.
- 6.2 The Annual Meeting of the MBC shall be held at the first Regular meeting following the June Board meeting for the purpose of presenting the Financial Statement.
- 6.03 Special Meetings of the MBC for any purpose or purposes whatsoever may be called at any time by any two or more Trustees, or by twenty percent (20%) of the voting membership. No business except as stated in the notice of the Special Meeting shall be transacted at a Special Meeting.
- 6.4. Notice of any Annual or Special Meeting, stating the place, date, and hour of the meeting and, in case of a Special Meeting, the purpose or purposes for which the Special Meeting is called shall be given in writing (including e-mail) to each Regular Member at least ten (10) but not more than fifty (50) days before the date of the Annual or Special Meeting, addressed to the member at the address per the membership roster. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.
- 6.5. Except as otherwise provided in the Bylaws, the presence of six (6) Regular Members and a majority of the Board of Trustees at any

meeting shall constitute a quorum for the transaction of business, and the acts of the majority of those members present at a meeting at which a quorum is present shall be the acts of the MBC. If, at any meeting of the MBC, there be less than a quorum present, the majority of those present may adjourn the meeting. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called, may be transacted at a later, properly called meeting without further notice.

- 6.6. Each Regular Member of the MBC shall have one vote and every person entitled to vote must do so in person. Voting by proxy is prohibited.

ARTICLE VII – Regulation and Administration

- 7.1. The regulations and administration of the affairs of the MBC shall be determined in accordance with Section 501(c) (6) of the Internal Revenue Code, the Article 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.

ARTICLE VIII – Board of Trustees

- 8.1. The Board of Trustees shall be comprised of twelve (12) Regular Members.
- 8.2. The Board shall have supervision, control and direction of the affairs of the MBC, shall determine its policies or changes therein within the limits of the Bylaws, shall actively pursue its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may in the execution of the powers granted, appoint such agents as it may consider necessary. The Board may prepare rules for the orderly conduct and procedure of Regular, Annual and Special Meetings of the MBC, which rules shall not conflict with any provision of the Bylaws.
- 8.3. The presence of six (6) members of the Board constitutes a quorum for the transaction of business, and the acts of the majority of the Board members present at the meeting at which a quorum is present shall be the acts of the Board.
- 8.4. The Board shall be nominated and elected by Regular Members of the MBC at its Annual meeting. At the annual meeting, the Board shall present a slate of candidates and shall take additional nominations from the floor. The finalized slate will then be voted upon.

- 8.5 All members of the Board will serve a two-year term with one-half of the Trustees elected each year.
- 8.6 Regular meetings of the Board shall be held on a monthly basis and at such other times as the Board may determine. Notices of the Regular Board Meetings including minutes of the previous meeting and an agenda for the forthcoming meeting, stating the date, time and place, and in general terms, the purposes thereof, shall be delivered to each Trustee at least two (2) days prior to the meeting.
- 8.7 Special meetings of the Board for any purpose shall be called at any time by the President or by any two Trustees. Written notices of Special Meetings, stating the date, time and place and in general terms, the purpose or purposes thereof, shall be delivered to each Trustee at least two (2) days prior to the meeting.
- 8.8 Trustees shall serve their term of office until they resign or are removed from office, whichever comes first. A Trustee may be removed from office, with or without cause, upon an affirmative vote of eight (8) of the Trustees present. Vacancies in the Board may be filled by appointment by the Board for the unexpired portion of the term or until such time as a successor is duly elected and qualified.
- 8.9 If a Trustee 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 may be appointed by the Board as provided by the Bylaws. Nothing herein shall prevent the Board from having the option to reappoint the Board member.
- 8.10 Each Trustee is indemnified by the MBC against any liability imposed upon him and for any expense reasonably incurred by him in connection with any claim made against him, or any action, suit or proceeding to which he may be a party by reason of his being or having been a Trustee, and against such sums as counsel selected by the Board shall deem reasonable payment made in settlement of any such claim, action, suit, or proceeding provided, however, that no Trustee shall be indemnified with respect to actual damages arising out of a cause of action for a willful act or omission an act or omission constituting gross negligence or official misconduct or with respect to matters for which such indemnification would be unlawful or against public policy. Any right of indemnification granted by this Section is in addition to and not in lieu of any other such right of which any Trustee of the MBC may at any time be entitled under the laws of the State of Texas; and if any indemnification that would otherwise be granted b the Section is disallowed by any competent court of administrative body as illegal or against public policy, then any Trustee with respect to whom such adjudication was made, and any other Trustee, shall be indemnified to the fullest extent permitted

by law and public policy, it being the express intent of the MBC to indemnify its Trustees to the fullest extent possible in conformity with these Bylaws, all applicable laws and public policy. The indemnification provided herein shall inure to the benefit of the heirs, executors and administrators of the Trustees of the MBC.

ARTICLE IX - Officers

- 9.1 The officers of the MBC shall be President, Vice President, Secretary, and Treasurer, and shall be elected by the Board of Trustees annually at the July Board meeting from among those Board members elected at the June Annual Meeting.
- 9.2 The President presides over the Board and must have served at least one (1) year on the Board prior to taking office. The Vice President presides over Regular, Board and Special meetings in the President's absence.
- 9.3 Each officer shall take office immediately upon election by the Board and shall serve until his is duly elected and qualified. Officers may succeed themselves upon election for not more than two (2) additional terms.
- 9.4 The officers shall perform such duties and have such powers as shall be determined by the Board.
- 9.5 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 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.
- 9.6 The Secretary of the MBC shall record the minutes of each meeting and shall keep the same in a book which shall be open to any member upon reasonable request.
- 9.7 The Board may hire an Executive Director, who will work directly for the Board. At Board and Special Meetings, the Executive Director may perform the recording responsibilities of the Secretary.

ARTICLE X - Committees

- 10.1 The standing committees of the MBC shall be:
Program Committee - to solicit speakers for the Regular Meetings

Membership Committee – to recruit new members, and act as greeters at each Regular Meeting.

Public Relations Committee – to publicize and promote the activities of the MBC through promotional literature and newspaper announcements.

Finance Committee – shall have the responsibility for preparing the annual budget and will present it to the Board for approval and implementation. It shall analyze the financial statements of the MBC quarterly, and report findings to the Board.

- 10.2 The Chairperson of each Standing Committee shall be a member of the Board and shall be appointed annually by a majority vote of the Board members present. Any member may be removed by the Board from their committee position with a two-thirds (2/3) majority vote of the Board members present.
- 10.3 Special committees may be created to perform specific duties as established by the Board and shall be comprised of Regular or Honorary members as appointed by the Board. Committee members need not be a member of the Board, but must be members of the MBC at all times during their committee membership.
- 10.4 Additional standing committees shall be created only by amendment to these Bylaws.
- 10.5 Each Standing, Special and other committee chairperson shall report to the MBC and the Board as directed by the Board.

ARTICLE XI - Fiscal Year

- 11.1 The fiscal year of the MBC shall be from June 1st to May 31st of each year.

ARTICLE XII - Dissolution

- 12.1 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 XIII - Amendment

- 13.1 These Bylaws may be amended from time to time by a two-thirds (2/3) vote of the Regular Members present at any Regular or Special Meeting.

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 said MBC effective _____, 2005.

IN WITNESS WHEREOF, I have signed this certificate on _____, 2005

, Secretary