BYLAWS OF
CROCKETT COLORED/RALPH BUNCHE
HIGH ALUMNI ASSOCIATION, INC.

March 4, 2019
Black Review Copy
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CROCKETT COLORED/RALPH BUNCHE HIGH ALUMNI ASSOCIATION, INC.

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These Bylaws govern the affairs of Crockett Colored/Ralph Bunche High Alumni Association, Inc. The governance of the association is responsible to its Members. The governance shall consist of the Board of Directors and Officers, who may establish committees.

ARTICLE 1

NAME

1.01 The name of the Corporation is Crockett Colored/Ralph Bunche High Alumni Association, Inc., hereinafter referred to as the CCRJBAA and read as “Alumni Association.”

ARTICLE 2

PURPOSE

2.01 The CCRJBAA is a 501(c)(3) non-profit organization, established to provide scholarships to local grade school students, promote extracurricular activities, unity, and enjoyment among Members and the community, and orchestrate school reunions.

ARTICLE 3

MEMBERS

3.01 The CCRJBAA shall have one class of Members.

3.01.a A Member - student or guardian relative(s), teacher, administrator, staff, employee, or supporter, e.g., booster club (represented by their Officer), PTO/PTA (represented by their Officer), etc., of Crockett Colored or Ralph J. Bunche School. Only Members are allowed voting privileges.

3.01.b Affiliate Sponsors (non-voting), “Friends of CCRJBAA” shall be Organizational and Individual.
3.01.c Organizational Sponsors - corporate, business, organization, or government entity.

3.01.d An Individual Sponsor - A person who wishes to support the membership of the CCRJBAA, but is not recognized in the aforementioned descriptions.

3.01.e Organizational and Individual Sponsors are generically known as “Affiliate Sponsors.”

3.01.f Membership and sponsoring applications are received by the Secretary, checked for suitability and processed using established procedures for the CCRJBAA. Protection for application information is paramount and procedures shall be in place to provide “need to know protection.” The Board of Directors shall adopt and amend qualifications and application procedures for membership and sponsorship.

Members and Sponsors may renew, if applicable, by paying all required fees and dues.

3.01.g The Secretary shall maintain membership and sponsorship rosters, which indicates the type of written communication (e.g., email or postal mail) is to be used with each entity. Members and Sponsors shall indicate the preferred communication on the respective application and polled annually to keep the database current.

Membership Fees and Dues

3.02 The Board of Directors may set and change the amount of annual dues payable to the CCRJBAA by Members and Sponsors. Dues are payable by January 31 of each year. The CCRJBAA may have lifetime membership and sponsorship fees and dues, as prescribed by the Board of Directors.

Lifetime Members and Sponsors shall receive a gift in the form of a plaque or medallion, or similar gift, denoting membership or sponsorship in the elite Lifetime Club.

Certificates of Membership and Sponsorship

3.03 The Secretary shall provide for issuing induction certificates evidencing membership and sponsorship in the CCRJBAA. When membership or sponsorship has been obtained and all required fees and dues are paid, a respective certificate is issued by the Secretary. Certificates shall be uniquely identified, dated, numbered consecutively, and acknowledged by the Chairman of the Board of Directors, President, and Secretary. If a certificate, plaque or medallion, or similar gift, is lost, mutilated, or destroyed, a new one may be issued; a processing fee may be required.

Voting Rights

3.04 Each Member is entitled to one vote on each matter submitted to a vote of the Members.
3.05 In any dispute between Members relating to the CCRJBA’s activities, all parties involved shall cooperate in good faith to resolve the dispute. This paragraph shall not apply to a dispute involving the CCRJBA with an outside or external situation. The Board of Directors has the discretion to authorize using CCRJBA’s funds for mediating or arbitrating a dispute described in this paragraph.

An internal resolution shall be sought before seeking a remedy outside of the CCRJBA. When the dispute does not involve the Officers, the President shall attempt to mediate the parties. Should the dispute involve the Officers, then the Chairman of the Board of Directors shall attempt to mediate the parties.

If the parties cannot resolve a dispute among themselves, they shall cooperate to select one or more mediators to help resolve it.

Sanctioning, Suspending, or Terminating Members or Sponsors

3.06 The Board of Directors may impose reasonable sanctions on a Member or Sponsor, suspend or expel a Member or Sponsor from the CCRJBA, for good cause after a hearing. Good cause includes defaulting on an obligation to the CCRJBA to pay fees or dues for a period of 30 days following delivery of notice of default, or a material and serious violation of the CCRJBA’s Articles of Incorporation, Bylaws, or rules of law. The Board of Directors may delegate powers to a regular or ad hoc committee to conduct a hearing, make recommendations to the Board of Directors, or take action on behalf of the Board of Directors. The Board of Directors or a committee designated by the Board of Directors to handle a matter involving sanctioning, suspension, or expulsion may not take any action against a Member without giving the Member adequate notice and an opportunity to be heard. To be deemed adequate, notice must be in writing and delivered at least 14 calendar days before the hearing. Notice shall be sent by registered or certified mail, return receipt requested. But shorter lead time for the notice may be deemed adequate, if the Board of Directors or a committee designated by the Board of Directors to handle such matters determines that the need for a timely hearing outweighs the prejudice caused to the Member or Sponsor. A Member or Sponsor may be represented by counsel at and before the hearing. In order for the Board of Directors to impose sanctions, suspend or expel a Member or Sponsor, such action requires a majority vote of the Board of Directors.

Resignation

3.07 Any Member may resign from the CCRJBA by submitting a written resignation to the Secretary. The resignation need not be accepted by the CCRJBA to be effective.

Reinstatement

3.08 A former Member or Sponsor may submit a written request for reinstatement. The Board of Directors may reinstate membership or sponsorship on any reasonable terms that the Board
of Directors deems appropriate by a majority vote. Recommendations for handling such matters from a committee designated by the Board of Directors shall be based on a majority vote.

Transferring Membership or Sponsorship

3.09 Membership or Sponsorship in the CCRJBAA is not transferable or assignable. Membership terminates when the CCRJBAA dissolves, Member or Individual Sponsor dies, or an Organizational Sponsor ceases to exist.

Waving Interest in Corporate Property

3.10 The CCRJBAA owns all real property and personal property, including all improvements located on the property, acquired by gift, endowment, contract, mortgage, or other means. A Member and/or Affiliate Sponsors have no interest in specific property of the CCRJBAA. Each Member and/or Affiliate Sponsors waive the right to require partition of all or part of the CCRJBAA’s property.

ARTICLE 4
MEETINGS

Annual Meetings

4.01 The Board of Directors shall hold an annual meeting, specifically, every first quarter of a fiscal year. In the first year of the President’s term, he or she shall present the scope, terms, plans, schedules, budgets, etc., necessary to accomplish the CCRJBAA’s goals, commitments, and endeavors for the next two years. Status is reported on any long-term activities exceeding two years.

The second annual meeting of the biennial cycle is critical, and is a continuation of the first annual meeting, providing status, updates, corrective actions, and other such business requiring membership attention and sanctions, specifically having a need for a quorum. The biennial meeting is held even if a school reunion is not being held. If in any year, the election of Directors is not held on the day designated for the annual meeting, the Board of Directors shall call a special meeting of the Members, as soon as possible, to elect Directors.

Special Meetings

4.02 Special meetings of the Members may be called by the President, the Board of Directors, or not less than eleven (11) of the voting Members. All meetings shall comply with Paragraph 4.04 Notice of Meetings.
Place of Meetings

4.03 The Board of Directors may designate any place, inside or outside Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Notice of Meetings

4.04 Written or printed notice of any Members’ meeting, including the annual and special meetings, shall be delivered to each Member, as prescribed by Member communications, not less than 30 calendar days before the date of the meeting. Notice shall be given by or at the direction of the President, executed by the Secretary.

The notice must state the date, time, location (complete address and zip code for GPS navigation, for example), any requirements that may be necessary for attendees, e.g., parking, and manner in which the meeting is to be held, e.g., physical location, conference call, etc. A RSVP may be required to help assess accommodations for attendees.

Eligibility to Vote at Members’ Meetings

4.05 A Member, as described in Paragraph 3.01.a, in good standing is entitled to vote at a meeting of the Members of the CCRJBAA. A Member in good standing is one who has paid all required fees and dues and is not on suspension as of the date of the meeting.

The Secretary shall maintain a database of active and inactive Members and Affiliate Sponsors. Only Members are allowed to vote, but all Members receive notices and various communications.

Quorum

4.06 A quorum is a minimum of eleven (11) voting Members, consisting of four (4) Board of Directors present physically or electronically, e.g., conference call, two (2) Officers, and at least five (5) other Members (can be Board of Directors and/or Officers). Board of Directors and/or Officers only represent one (1) vote each. Each proxy or Member physically or electronically present represents one (1) vote each.

Meetings having a minimum of the aforementioned combination of eleven (11) voting Members, where votes may be cast in person or by proxy (does not preclude physical presence), shall constitute a quorum of Members. Voting may be by ballot or voice on a motion from the floor. No action may be voted on without the presence of at least eleven (11) Members as defined above. If a quorum is not present at any time during a meeting, a majority of the Members who are present may adjourn and reconvene the meeting at a later date. However, the meeting process will need to be restarted and the required notice prevails.
Proxies

4.07 A Member entitled to vote at a meeting of the CCRJBAAn may vote by proxy. All proxies must be in writing and bear the signature of the Member giving the proxy or by email and must specify the date on which it is to be executed. Proxies are meeting and motion specific, not valid for voting in general. The issuing Member may invalidate a proxy by notifying the Secretary in writing before the proxy is exercised.

Alternate Voting Methods

4.08 Voting Members may vote by mail or email on all matters described in an official ballot. A voting Member may vote by only one method per issue, motion, etc. For the sake of clarity, in the context of voting, “mail” indicates written instructions in lieu of a voice or “show of hands” vote. A Member may be present at a meeting physically or electronically and utilize any of various delivery methods.

A telegram, telex, cablegram, or similar transmission by a voting Member, or a photographic, facsimile, or similar reproduction of a signed written document, including electronic signature shall be treated as an original being signed by the Member.

Email is not available for use when on the floor motions are made, however, conference calls are allowable. When conference calling is utilized, each caller identifies him or herself and gives the appropriate vote, which the Secretary tallies.

ARTICLE 5

BOARD OF DIRECTORS

Management of the CCRJBAAn

5.01 The CCRJBAAn shall operate as a Board of Directors “centric” corporation. With the assistance of the required Officers (the CCRJBAAn President, Vice President, Treasurer, and Secretary, as described in Article 6), the corporation is managed by its Board of Directors, which is comprised of seven (7) elected Members. The Board of Directors shall hold quarterly meetings for the conduct of corporate business. A quorum for conducting business of the corporation is four (4) Board of Directors. It is conceivable and permissible for a Board of Directors meeting to be held in conjunction with another CCRJBAAn meeting. However, quorum requirements must be individually met. The Directors shall elect a Chairperson and Vice-Chairperson from among themselves by majority vote, following the annual meeting or as required.
Tenure of Directors

5.02 Each Director shall serve for a term of two years. Directors’ terms shall be staggered so that the terms of four (4) of the Directors shall begin in even-numbered years; the terms of the other three (3), in odd-numbered years.

Election of Directors

5.03 A Member who meets the qualifications for Director and who has been duly nominated shall be elected by the vote of the CCRJBAA membership. Prospective Directors are vetted and certified to be qualified and placed on the ballot for election at the annual meeting. Each Director shall hold office until a successor is elected. A Director may be certified to succeed him/herself.

Board of Directors’ Duties

5.04 A Director must possess:

- An understanding of the organization’s mission and programs and its Articles of Incorporation
- The skills and abilities necessary to carry out fiduciary responsibilities relating to matters such as the corporation’s federal income tax exemption status, Internal Revenue Service Form 990, and the establishment and implementation of budgetary processes
- Sufficient time and commitment to devote to the corporation as a fully participating Member of the Board of Directors, including but not limited to attending meetings, carrying out specific tasks, as well as the duties and responsibilities enumerated in Article 5.05, and meeting fundraising and personal giving commitments.

It is the expectation, and requirement that no Board of Director will engage in any activity that presents a conflict of interest with the CCRJBAA, or that has the appearance of a conflict of interest.

Qualifications and Expectations of Directors

5.05 The Board of Directors has a fiduciary relationship with its Members and is responsible for making decisions for the CCRJBAA that further the mission of the organization, and that ensure that the organization is operating in compliance with relevant laws and regulations. The duties of a CCRJBAA Board of Directors include, but are not limited to:

- Establishing policies and procedures relating to matters such as membership and membership dues
- Imposing sanctions on a Member or Sponsor
- Reinstating membership or sponsorship
- Authorizing of funds for mediating or arbitrating disputes
- Establishing committees, and defining their role, scope, activities, and the appointment and removal of their Members
• Conducting annual and special meetings, including designating the location, and approval of the agenda, which is initially developed by the President
• Approval of fundraising activities
• Overseeing the finances of the corporation, making sure that financial reports are available, comply with good accounting practices, and that they are clear and communicate the information needed for proper stewardship
• Complying with all appropriate laws, including registering and filing annual financial reports when required
• Prescribing the duties and responsibilities of the President, Vice President, Treasurer and Secretary
• Creating, as needed, additional Officer positions, e.g., Parliamentarian, Sergeant of Arms, etc., and defining the authority and duties of each such position, and providing for the election or appointment of persons to fill these other positions
• Selecting an individual to fill a vacancy in any office for the unexpired portion of the Officer’s term.
• Authorizing any Officer or agent of the corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the CCRJBAA
• Selecting the financial institution(s) in which the CCRJBAA’s funds shall be deposited
• Accepting, on the CCRJBAA’s behalf, any contribution, gift, bequest, or devise; and making gifts and charitable contributions
• Obtaining competent counsel and advice in all legal matters concerning the CCRJBAA as prescribed by these Bylaws
• Altering, amending or repealing the Bylaws, and adopting new Bylaws

Members of the Board of Directors do not have signatory authority for CCRJBAA’s business or organizational documents. Signatory powers are held by Officers for documents involved with their respective positions.

ARTICLE 6
OFFICERS

6.01 Elected Officers of CCRJBAA shall be President, Vice President, Secretary, and Treasurer, and elected in the same manner as Board of Directors. The Board of Directors may create additional nonelected positions, e.g., Parliamentarian, Sergeant of Arms, etc. The Board of Directors define the authority and duties of each non-elected position and appoints or allows motions from the floor for persons to fill the positions. Write-in nominations are permitted, with the nominee’s written permission. The Secretary shall prepare an election ballot and made available to all Members.
Officer Positions

6.02 The President, Vice President, Treasurer and Secretary shall be elected biennially, by the membership at the biennial meeting. If the Officers are not elected at the biennial meeting, they shall be elected as soon thereafter as possible. Each Officer shall hold office until a qualified successor is duly elected and qualifies. An Officer may be elected to succeed himself or herself in the same office.

Removal

6.03 Any Officer may be removed by the Board of Directors with good cause. Removing an Officer shall be without prejudice and according to the process outlined for removal of a Member.

Vacancies

6.04 The Board of Directors shall appoint a person to fill a vacancy in any office for the unexpired portion of the Officer’s term.

President

6.05 The President is the CCRJBA’s chief executive Officer. The President shall supervise and control all of the CCRJBA’s business and affairs and shall preside at all meetings of the membership. The President does not preside at meetings of the Board of Directors. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors authorizes to be executed. However, the President may not execute instruments on the CCRJBA’s behalf if this power is expressly delegated to another Officer or agent of the CCRJBA by the Board of Directors, these Bylaws, or statute. The President shall perform other duties prescribed by the Board of Directors and all duties incident to the office of President. The President has ultimate signatory authority for all CCRJBA business and organizational matters. The Treasurer has unique authority to sign financial documents, e.g., accounting reports, check disbursements and deposits, under the auspices of the President. Financial disbursements, withdrawals, transfers, etc., shall require a Presidential sanction in writing; bi-lateral emails may grant authority.

Vice President

6.06 When the President is absent, cannot act, or refuses to act, the Vice President shall perform the President’s duties. When acting in the President’s place, the Vice President has all the powers of the President and is subject to all the restrictions of the President. If there is more than one Vice President, acting for the President shall be in the order of appointment. A Vice President shall perform other duties prescribed by the Board of Directors and duties incident to the Office of President. Should the President’s absence become permanent, the Board of Directors shall immediately appoint the Vice President to finish the President’s remaining term in office. Likewise, the Board of Directors shall immediately appoint a Vice President for the remaining term in office.
Treasurer

6.07 The Treasurer is largely influential in proper financial management and thus, also greatly affects the public’s perception, trust, and assurance in fiscal management of the organization. Therefore, CCRJBAA shall seek desirable qualifications in a Treasurer such as financial literacy, attention to detail, timeliness in completing tasks, professional and accurate record keeping. The Treasurer shall:

- Have charge and custody of, and be responsible for all the CCRJBAA’s funds and securities.
- Receive and give receipts for money due and payable to the CCRJBAA from any source.
- Deposit all money in the CCRJBAA’s name in banks, trust companies, or other depositaries at credible “sound” financial institutions, as these Bylaws provide or as the Board of Directors direct.
- Write checks and disburse funds to discharge the CCRJBAA’s obligations.
- Oversee the development and observation of the organization’s financial policies
- Develop the annual budget as well as comparing the actual revenues and expenses incurred against the budget.
- Maintain the CCRJBAA’s financial books and records.
- Prepare annual financial reports.
- Keep the Board of Directors regularly informed of key financial events, trends, concerns, and assessment of fiscal health.
- If the Board of Directors requires, give a surety bond for faithfully discharging his or her duties in an amount determined by the Board of Directors.
- Perform other financial related duties incident to the office of Treasurer as assigned by the President or the Board of Directors.

In the normal course of business, the Treasurer shall sign documents indicating approval of its content, then sub-signed by the President accepting or sanctioning the document for the CCRJBAA.

Secretary

6.08 The Secretary of CCRJBAA plays a critical role in fostering communication and diligence through proper management and utilization of important records such as meeting minutes and Bylaws.

The Secretary has wide-ranging responsibilities, requiring much more than simply being present at all CCRJBAA’s business meetings. The Secretary serves as an active conduit for communication by giving proper notice of any meetings and timely distributes materials such as election ballots, agendas, and meeting minutes. Additionally, the Secretary should be knowledgeable of the organization’s records and related materials. The Secretary provides advice and resources on topics such as governance issues, amendments to state laws, and the like, that will assist the Board of Directors and Officers in performing their fiduciary duties.

As the custodian of the CCRJBAA’s records, the Secretary is responsible for maintaining accurate documentation and meeting any legal requirements such as annual filing deadlines. The secretary is
responsible for reviewing and updating documents as necessary and ensuring all documents are safely stored and readily accessible. When there is a need for password protection, the President shall be privy to and serve as a backup resource.

The Secretary shall be most useful when his or her role is catered to meet the unique structure and needs of the CCRJBAA. These duties are fluid because CCRJBAA is a membership organization, which gives its Members the right to elect the President, Board of Directors and Officers. Transparency is maintained through the use of mass communications using up-to-date technologies, which provides timely dissemination of information to the membership.

The Secretary shall:

- Provide all notices as prescribed in the Bylaws or required by law and may be in support of the Treasurer’s reports.
- CCRJBAA is a non-profit organization and must meet certain criteria to maintain its tax-exempt status. It is the responsibility of the Secretary to ensure that all necessary paperwork is completed and returned to the Internal Revenue Service and/or state and local agencies.
- Take minutes of meetings of the Members and the Board of Directors, as required, and keep minutes as part of the corporate records.
- Maintain custody of corporate records.
- Keep a roster of contact information concerning Members, Board of Directors, Officers, and key companies, organizations, and professionals that have an association with the CCRJBAA.
- Perform secretarial administrative duties incident to the office of Secretary as assigned by the President or Board of Directors.

The Secretary shall serve as a signing Officer for documents involved with this position. Examples of carte blanche signatory authority include membership certificates, letters to the membership, receipt of postal mail, FedEx, etc., shipments, and by definition, an email sent on behalf of CCRJBAA is subliminally signed.

### ARTICLE 7

### COMMITTEES

#### Establishing Committees

7.01 The Board of Directors may adopt a resolution establishing one or more committees, delegate specified authority to a committee, and appoint or remove persons from a committee. A committee shall include two or more persons and may include persons who are identified as Affiliate Sponsors. The majority of a committee shall consist of Members. Only Members can be a committee chairperson. The Board of Directors may also delegate to the President its power to appoint and remove committee persons. The Board of Directors may establish qualifications for membership on a committee.
Establishing a committee or delegating authority to it shall not relieve the Board of Directors, or any individual Member of the Board of Directors, of any responsibility imposed by these Bylaws or otherwise imposed by law. All decisions of Committees requiring action shall present recommendations to the Board of Directors. The Board of Directors shall have the sole discretion to accept, reject, or table the committee’s recommendations.

Authorization of Committees

7.02 The Board of Directors shall define the activities and scope of authority of each committee by resolution.

Term of Office

7.03 For an ongoing committee, e.g., School Reunion, each committee person shall continue to serve on the committee until the next biennial Members’ meeting. However, a committee person’s term may terminate earlier, e.g., if the committee is terminated the committee person, ceases to qualify, resigns, or is removed. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee person’s term.

Chair and Vice-Chair

7.04 One Member of each committee shall be elected by committee Members as the committee chair, and another Member of each committee shall be elected as the vice-chair. The chair shall call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice-chair shall perform the Chair’s duties. When a vice-chair acts for the chair, the vice-chair has all the powers of and is subject to all the restrictions on the chair.

Notice of Meetings

7.05 Written or printed notice of a committee meeting shall be delivered to each person of a committee not less than seven nor more than 30 days before the date of the meeting. The notice shall state the place, date and time of the meeting, and the purpose(s) for which it is called.

Quorum

7.06 Fifty-one percent (51%) of the total number of committee persons assigned constitutes a quorum for transacting business at any meeting of the committee. The committee persons present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee persons leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee persons required for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn without further notice and reconvene the meeting once a quorum is attained.
Actions of Committees

7.07 A majority (quorum) of committee persons present, voting for or against a position, is enough to constitute the committee’s decision; unless the action of a greater number than a quorum is required by statute or by some other provision of these Bylaws. A committee person who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the actions of the committee.

Proxies

7.08 A committee person may vote by proxy.

Compensation

7.09 Committee persons may not receive salaries for their services. Any funds that the CCRJBAA pays to a committee person for representing CCRJBAA shall be reasonable and commensurate with the services performed.

Rules

7.10 Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board of Directors.

ARTICLE 8
TRANSACTIONS OF CORPORATION

Contracts

8.01 The Board of Directors may authorize any Officer or agent of the corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the CCRJBAA. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Deposits

8.02 All the CCRJBAA’s funds shall be deposited to the credit of the CCRJBAA in banks, trust companies, or other depositaries that the Board of Directors selects.
Gifts

8.03 The Board of Directors may accept, on the CCRJBAA’s behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the CCRJBAA. The Board of Directors may make gifts and give charitable contributions not prohibited by these Bylaws, the Articles of Incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the CCRJBAA’s federal and state tax status.

Potential Conflicts of Interest

8.04 The CCRJBAA may not make any loan to a Member, Director, Officer or Affiliate Sponsor of the CCRJBAA. A Member, Director, Officer, or Affiliate Sponsor of the CCRJBAA may lend money to and otherwise transact business with the CCRJBAA, except as otherwise provided by these Bylaws, the Articles of Incorporation, and applicable law. Such a person transacting business with the CCRJBAA has the same rights and obligations relating to those matters as other persons transacting business with the CCRJBAA. The CCRJBAA may not borrow money from, or otherwise transact business with a Member, Director, Officer, or Affiliate Sponsor of the CCRJBAA unless the transaction is described fully in a legally binding instrument and is in the CCRJBAA’s best interests. The CCRJBAA may not borrow from, or otherwise transact business with a Member, Director, Officer, or Affiliate Sponsor of the CCRJBAA without full disclosure of all relevant facts and without the Board of Directors’ approval, not including the vote of any person having a personal interest in the transaction.

Prohibited Acts

8.05 No Member, Director, Officer, or Affiliate Sponsor of the CCRJBAA may:

(a) Commit any act in violation of these Bylaws or a binding obligation of the CCRJBAA.
(b) Commit any act with the intention of harming the CCRJBAA or any of its operations.
(c) Commit any act that would make it impossible or unnecessarily difficult to carry on the CCRJBAA’s intended or ordinary business.
(d) Receive an improper personal benefit from the operation of the CCRJBAA.
(e) Use the CCRJBAA’s assets, directly or indirectly, for any purpose other than carrying out the CCRJBAA’s business.
(f) Wrongfully transfer or dispose of CCRJBAA property, including intangible property such as goodwill.
(g) Use the CCRJBAA’s name (or any substantially similar name) or any trademark or trade name adopted by the CCRJBAA, except on behalf of the CCRJBAA in the ordinary course of its business.
(h) Disclose any of the CCRJBAA’s business practices, trade secrets, or any other information, not generally known to the business community or general public, to any person not authorized to receive it.
ARTICLE 9

BOOKS AND RECORDS

9.01 The CCRJBAA shall keep correct and complete books and records of accounts. The books and records include:

(a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the CCRJBAA, including but not limited to the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

(b) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.

(c) Minutes of proceedings of the Members, Board, and committees having any of the authority of the Board.

(d) A list of the names and addresses of the Members, Directors, Officers and any Affiliate Sponsors of the CCRJBAA.

(e) A financial statement showing the CCRJBAA’s assets, liabilities, and net worth at the end of the two most recent fiscal years.

(f) A financial statement showing the CCRJBAA’s income and expenses for the two most recent fiscal years.

(g) All rulings, letters, and other documents relating to the CCRJBAA’s federal, state, and local tax status.

(h) The CCRJBAA’s federal, state, and local tax information or income-tax returns for each of the CCRJBAA’s two most recent tax years.

Inspection and Copying

9.02 Any person may inspect and receive copies of all the corporate books and records required to be disclosed in accordance with the Corporation’s 501 (c)(3) status. The inspection may take place at a reasonable time, no later than seven calendar days after the CCRJBAA receives a written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor, but may not exceed 25 cents per page. The CCRJBAA shall provide requested copies of books or records no later than 14 calendar days after receiving the written request.

Audits

9.03 Any Member may have an audit conducted of the CCRJBAA’s financial records. That Member bears the expense of the audit unless the Board of Directors voted to authorize payment of audit expenses. The Member requesting the audit may select the accounting firm to conduct it. A Member may not exercise these rights so as to subject the CCRJBAA to an audit more than once in any fiscal year.
ARTICLE 10
FISCAL YEAR

10.01 The CCRJBAA’s fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 11
INDEMNIFICATION

When Indemnification Is Required, Permitted, and Prohibited

11.01 The CCRJBAA shall indemnify a Director, Officer, Member, committee person, employee, or agent of the CCRJBAA who was, is, or may be named defendant or respondent in any proceeding in the following instances. In considering indemnification, CCRJBAA shall seek competent legal advice before invoking any of the following solutions.

(a) As a result of his or her actions or omissions within the scope of his or her official capacity in the CCRJBAA. For the purposes of this article, an agent includes one who is or was serving at the CCRJBAA’s request as a Director, Officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefits plan, or another enterprise.

(b) The CCRJBAA shall indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the CCRJBAA’s best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The corporation shall not indemnify a person who is found liable to the CCRJBAA or is found liable to another on the basis of improperly receiving a personal benefit from the CCRJBAA. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the CCRJBAA.

(c) The CCRJBAA shall authorize the advance of expenses incurred by a Director, Officer, Member, committee person, employee, or agent of the CCRJBAA in connection with the person’s appearance as a witness or other participation in a proceeding involving or affecting the CCRJBAA, when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the CCRJBAA may indemnify a Director, Officer, Member, committee person, employee, or agent of the CCRJBAA to the extent permitted by law. However, the CCRJBAA shall not indemnify any person in any situation in which indemnification is prohibited by paragraph 11.01(b), above.
The corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 11.03(c) below, have been satisfied. Furthermore, the CCRJBAA shall never advance expenses to a person before final disposition of a proceeding, if the person is a named defendant or respondent in a proceeding brought by the CCRJBAA or one or more Members or committee persons, or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Extent and Nature of Indemnity

11.02 The indemnity permitted under these Bylaws includes indemnity against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney’s fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the CCRJBAA, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Procedures Relating to Indemnification Payments

11.03 The Board of Directors shall at all times seek competent counsel and advice in all legal matters concerning the CCRJBAA.

(a) Before the CCRJBAA may pay any indemnification expenses (including attorney’s fees), the Board of Directors shall, specifically, determine if indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph 11.03(c) below, the Board of Directors may make these determinations and decisions by any one of the following procedures:

i. Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

ii. If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of four (4) or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.

iii. Determination by special legal counsel selected by the Board of Directors by the same vote as provided in subparagraph (i) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

iv. Majority vote of Members, excluding Directors or other Members who are named defendants or respondents in the proceeding.

(b) The Board of Directors shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of the reasonableness of expenses shall be made as specified by subparagraph (a)(iii), above governing selection of special legal
counsel. A provision contained in the Articles of Incorporation, or a resolution of Members or the Board of Directors that requires the indemnification permitted by paragraph 11.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Board of Directors shall advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under subparagraph 11.03(a) above.

In addition to this determination, the Board of Directors may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person’s written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking shall provide for repayment of the amounts advanced by the Board of Directors if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

(d) Any indemnification or advance of expenses shall be reported in writing to the Board of Directors. When not made beforehand, the report shall be made with any membership notification, or within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE 12
NOTICES

Notice by Mail or Electronic Communication

12.01 Any notice required or permitted by these Bylaws to be given to a Member, Director, Officer, Affiliate Sponsor, or a committee person of the CCRJBAA may be given by mail (includes FedEx, etc.) or electronic communication. If mailed, a notice is deemed delivered when postage has been prepaid, postmarked and addressed to the person at his or her address as it appears on the CCRJBAA’s records. If sent by electronic communication, a message is deemed delivered if the message is not returned as undeliverable by the electronic transmission device and the message was sent to the electronic address as it appears in the CCRJBAA’s records. A person may change his or her addresses (mail and electronic) by giving written notice of the change to the Secretary of the CCRJBAA.

The physical address for CCRJBAA shall be 701 San Antonio Rd, Crockett, Texas 75835. The mailing address shall be PO Box 368, Crockett, TX 75835-0368.
Waiver of Notice

12.02 Whenever any notice is required by law or under the Articles of Incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent of giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

Waiving Notice by Attendance

12.03 A person’s attendance at a meeting constitutes a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 13

SPECIAL PROCEDURES CONCERNING MEETINGS

Meeting by Telephone

13.01 The Members, Board of Directors, and any committee of the CCRJBAA may hold a meeting by telephone conference call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting shall be held by telephone as well as all other matters required to be included in the notice; and a person’s participation in a conference call meeting constitutes his or her presence at the meeting.

Decision without Meeting

13.02 Decisions by the Board of Directors, membership, and committees may be made without a meeting. Decisions without a meeting may be made if a written consent to the decision is signed by a majority of the persons entitled to vote on the matter. Quorum requirements must be met for a decision made without a meeting to go into effect. Each written consent must be signed and bear the date of signature of the person signing it. Reproductions of a signed written document, including electronic signature shall be treated as an original being signed by the Member, Director, or committee person. The original signed consents shall be placed in the CCRJBAA’s minutes and kept with the corporate records.

Furthermore, in accordance with the Articles of Incorporation, action may be taken without a meeting when there are signed written consents by a quorum of Members, Directors, or committee persons whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must be signed and bear the date of signature of the person signing it. A telegram, telex, cablegram, or similar transmission by a Member, Director, or committee person, or a photographic, facsimile, or similar reproduction of a signed written
Consents must be delivered to the CCRJBAA’s Secretary for recording. Delivery may be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the CCRJBAA’s registered office, to an officer or agent, having custody of books in which the relevant proceedings are recorded. If the delivery is made to the CCRJBAA’s principal place of business, the consent must be addressed to the President or Chairperson of the Board of Directors. A consent signed by less than a quorum of Members, Directors or committee persons is not effective and cannot take the intended action unless the required number of consents are delivered to the CCRJBAA within 60 days of the request in order for the decision to be effective.

The CCRJBAA shall give prompt notice of the action taken by persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents shall indicate that these written consent procedures were followed to authorize the action and filing.

Proxy Voting

13.03 A person authorized to exercise a proxy may not exercise the proxy unless it is delivered to the Officer presiding at the meeting before the business of the meeting begins. The Secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the Secretary of the CCRJBAA or other designated Officer remains in force until the first of the following occurs:

(a) An instrument revoking the proxy is delivered to the Secretary or other designated Officer.
(b) The proxy authority expires under the proxy’s terms
(c) The proxy authority expires under the terms of these Bylaws.

ARTICLE 14
AMENDING BYLAWS

14.01 These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board of Directors. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.
ARTICLE 15
MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

15.01 These Bylaws shall be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

15.02 To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision, and the bylaws shall be construed as if they had not included the invalid, illegal, or unenforceable provision.

Heading

15.03 The headings used in the bylaws are for convenience and may not be considered in construing the bylaws.

Number

15.04 All singular words include the plural, and all plural words include the singular.

Power of Attorney

15.05 A person may execute any instrument related to the CCRJBAA by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary to be kept with the corporate records.

Parties Bound

15.06 The bylaws shall bind and ensure to the benefit of the Members, Directors, Officers, committee persons, and agents of the CCRJBAA and their respective heirs, executors, administrators, legal representatives, successors, and assigns, except as the bylaws otherwise provide.
CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of Crockett Colored/Ralph Bunche High Alumni Association, Inc. and that these Bylaws constitute the CCRJBA’s Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors held on November XX, 2019.

Dated: ________________________________

____________________________________
SECRETARY OF THE CORPORATION

____________________________________
PRESIDENT OF THE CORPORATION
Countersigned