

TEXAS INSTRUMENTS
RETIREE CLUB OF HOUSTON
BYLAWS

Revision 0

Dec 14, 2011

**WEBSTER defines BYLAWS as “a set of rules
adopted by an organization
for governing its own meetings and affairs”**

ARTICLE I -- GENERAL

SECTION 1. NAME. The name of this club is Texas Instruments Incorporated (TI) Retiree Club of Houston hereinafter referred to by its acronym 'TIRET' or by the word 'Club'. It is chartered under the sponsorship of the Hou-Texans Association hereinafter referred to as 'HTA'.

SECTION 2. PURPOSE. The primary purpose of TIRET is to provide a social environment encouraging intra fellowship for TI ex-employees and their spouses residing in the greater Houston area. It can function as a venue for educational, recreational, entertaining, and self-improving benefit for the membership.

SECTION 3. HTA RELATIONSHIP. The major roles of our sponsor today are to provide assistance in the administration of TIRET funds, and synergistic guidance consistent with other TI clubs that it similarly relates to. It is understood that HTA is not expected to be an active participant in the other operational aspects of TIRET.

ARTICLE II -- MEMBERSHIP

SECTION 1. TYPES. One single membership exists either when held by an individual, or in the case of a couple, on a spousal basis. In the event both spouses qualify to join, the membership is still considered one single membership.

- A. REGULAR MEMBER.** Individual(s) who meet any of the following definitions qualify for a single membership as a Regular Member: TI Retiree, TI Retiree together with his/her spouse, Spouse of a deceased TI Retiree, any TI ex-employee who has bridged to Retirement at Texas Instruments Incorporated. Anyone who has **not** retired from TI, however, has completed 20 years of TI service, or is at least age 60 and has completed 10 years of TI service, also qualify for this membership along with all spousal privileges. Current members who met previous requirements of this article shall retain their membership ("grandfather clause").
- B. HONORARY MEMBERSHIP.** Any person, who because of their demonstrated special talents, skills, or other contribution applicable to the Club's precepts, can become a TIRET Honorary Member. Any Regular Member may nominate such a qualified individual to Honorary Membership by submitting their name together with rationale to the TIRET Board of Directors. The Board must thoroughly review the submittal and then submit it together with its own assessment/recommendation to the general membership for ratification. An Honorary Membership award is created only upon receipt of a two-thirds (2/3) approval vote at a General Member meeting.
- C. SENIOR MEMBERSHIP.** Longtime members, upon reaching the age of 90 years and notifying the Club Treasurer **annually**, shall henceforward maintain their membership but become exempt from paying future years dues.

SECTION 2. APPLICATION FOR MEMBERSHIP. To apply for Regular Membership a qualified person should complete the Club application form (available from the Membership Chair, Treasurer or copied from the club website www.tiretires.org) and have it submitted to any member of the Board of Directors along with the current year Annual Dues payment. Acceptance is automatic.

SECTION 3. OTHER.

- A. VOTING.** Both Regular and Senior Members only may vote on TIRET issues.
- B. OFFICER/ BOARD SERVICE.** Only Regular Members can be voted into elected office or serve on the Board of Directors.
- C. SERVICE ON COMMITTEES.** Both Regular and Honorary Members can be appointed to serve on Club committees.
- D. GUESTS.** Guests of members are always welcome at TIRET activities when accompanied by a member who is responsible for their actions.

ARTICLE III -- OFFICERS

SECTION 1. ELECTED OFFICERS. The elected officers of TIRET shall be four: a President, Vice President, Secretary and Treasurer.

SECTION 2. ELECTION OF OFFICERS. Near the middle of the third quarter of each calendar year, the President shall appoint a three member Nominating Special Committee from the membership to select a slate of recommended candidates for elective office – one per office - to serve in the upcoming calendar term. They will, by the first day of October, inform the President of the suggested slate by written report. The President will in turn inform the Board of Directors on or by the October General Meeting, the contents of the written report. It is suggested that at least one member of the Nominating committee attend the session to address questions if any. The President will formally announce the Committee's slate to the Membership at the October General Meeting (Ref: Article VI Section 2) and again in the Club's **delayed** published Newsletter (**Oct/Nov**) or other written means. During the same October General meeting the President will state that additional candidates may be placed into nomination from the membership prior to the November General Meeting election. Each such Floor Nomination must be accompanied by a biographical statement about the Nominee, that they understand the duties of the Office, and has agreed to serve if elected. Upon receipt of a Second for each such nomination, the President shall place those name(s) on the ballot and then call the vote during the November General Meeting.

SECTION 3. TERM OF OFFICE. The Officers shall be elected to serve for one year. Their Term of office shall be January 1 through December 31 following election. The outgoing TIRET officers shall transfer to the incoming all records, materials, funds and other information in their possession which pertain to that office. Such transfer of material must be complete by the end of December following the election. No elected Officer shall serve for more than three consecutive Terms.

SECTION 4. DUTIES OF THE OFFICERS. An auxiliary "TIRET Officers' Manual" outlines many other implicit duties plus other guidelines for each officer not covered in the bylaws. A copy shall be given to each officer upon assumption of office.

- A. PRESIDENT.** The President shall serve as the Club Chief Executive Officer, and perform all other duties necessary to that office **including general communication with the general membership**. The President has prime responsibility to ensure that the Club's precepts and Bylaws are observed and upheld. **The President** shall Chair all Board and General Meetings.
- B. VICE PRESIDENT.** The Vice President will act as prime advisor to the President for tactical issues and also function as the major architect of strategic directions, both short and long term. In the absence (or by special request) of the President, the Vice President shall also assume all duties of the President until the causal event has passed.
- C. SECRETARY.** The Secretary, or a designee, shall attend all General and Board of Directors meetings and record accurate and complete minutes for each, maintaining such on file. A copy of the preceding month's minutes shall be sent out to the Board members at least one (1) week in advance of the actual meeting so as to solicit possible corrections. A copy shall also be read aloud to the assembly at the Board and General meetings. The aloud reading may be waived if so requested by the President. The Secretary shall be responsible for the issue of all outgoing correspondence as directed by Officers and/or the Board of Directors.
- D. TREASURER.** The Treasurer shall perform the Club financial accounting duties as defined in ARTICLE X and elsewhere herein.
- E. EARLY TERMINATION OF OFFICERS.** In the event an Officer resigns before the end of his Term for personal reasons or for Cause, the President shall promptly appoint an interim replacement. The President shall then establish a timetable for, and call an election by, the membership to select a permanent balance-of-term replacement.

ARTICLE IV -- THE BOARD OF DIRECTORS

SECTION 1. PURPOSE. The Board of Directors (the Board) shall act as the guiding and detailed tactical planning organization of TIRET. It is responsible for the management and administration of the Club day-to-day business affairs, and performs an advisory function to the Club Membership in tactical and strategic issues.

SECTION 2. MEMBERSHIP. The four elected officers, the Immediate Past President, and the Chairperson of each Standing Committee are members ex officio of the Board. The current President is the Chairperson of the Board. Each member is a voting member, but in the event a member is the Chairperson of more than one Standing Committee, they are limited to one vote.

SECTION 3. REPLACEMENT OF VACANCIES. Officer members replacements are per Article III Section 4 herein; all others by Presidential appointment.

SECTION 4. COMMUNICATION WITH THE MEMBERSHIP. Every Board meeting is open to every member who wishes to attend. Its detailed proceedings are made a matter of record by the Secretary's minutes which are open to membership perusal when requested. Those details, however, in the interests of General Meeting efficiency, are not, as a matter of course, forwarded per se into General Meetings. It is the responsibility of the President to keep the Membership abreast of appropriate Board issues, but in his discretion, determines when and at what level of the detail.

ARTICLE V -- COMMITTEES

SECTION 1. DEFINITIONS. **Standing Committees** address a Club ongoing specific need and are normally reconstituted each Term to serve for that Term; the President appoints the Chairperson who thereby becomes a member of the Board with full voting privileges. Each Chair normally selects its Committee members. **Special Committees** can be formed by the President or the Board for the purpose of focusing on one or a group of related specific issue(s). It is normally dissolved upon completion of the charter mission and final report made. **Subcommittees** are committees within Committees formed by the appropriate Chairperson who is responsible for their chartering and termination. The Board should be advised when any subcommittee is formed together with its purpose. The Club President is a member ex officio of all TIRET Committees and may attend their meetings at his discretion.

SECTION 2. IDENTIFIED STANDING COMMITTEES. Standing Committees normally report their status to the Board but may be asked by the President to update the Membership directly on related items. The President can establish or suspend Standing Committees as conditions warrant. A "TIRET Standing Committees Manual" outlines further duties, guidelines and procedures for each respective chair not covered in the Bylaws. A copy will be accessible to each standing committee chair.

- A. PROGRAM COMMITTEE.** Program shall plan, schedule, and arrange for the presentation of programs consistent with the purpose and precepts of TIRET as a part of at least four (4) annually scheduled regular General Meetings. This Chair should introduce such Speakers or Entertainers at the General Meetings, **and provide a stipend to them if appropriate.**
- B. MEMBERSHIP COMMITTEE.** Membership will establish and execute proactive programs to encourage prompt renewal of existing members in the current year, as well as to attract members to the Club. Its recruiting efforts can focus on, but should not be limited to, the annual TI All Retiree Evening event. The Chair shall institute at least one other recruiting program. This Chair, or the Treasurer if so designated by the President, shall maintain an accurate and current Club Membership Master Roster. A roster status report must be made at each Board Meeting.

- C. DAYTRIPS COMMITTEE.** Daytrips has the prime responsibility for scheduling, publicity, and facilitating of the Field Trip group endeavors. Ideas for Daytrips normally originate within this Committee, but suggestions should always be welcomed from the Membership. In any case, all Daytrips must be carried out synchronously with the Club's purpose and precepts.
- D. NEWSLETTER COMMITTEE.** Prime responsibility of the committee is the planning, editing, publication and distribution of the Club newsletter "VIGOR", and its electronic only equivalent version, the "eVIGOR".
- E. SUNSHINE COMMITTEE.** The role of this Committee is to promptly communicate a written personal message of 'get well wishes' when a member has a serious illness, or one of 'condolence to the family' in the event of a member's death. The sentiment should be sent on behalf of the entire Membership.
- F. WEBSITE COMMITTEE.** The webmaster updates (and maintains) the club's website with ongoing activities and past history. Other tasks include forecasting and coordinating annual payments to the host server provider.
- G. SPRING EVENT COMMITTEE.** Prime responsibility of the committee is the planning, publicity, and execution of the Spring Event.
- H. TI ALL RETIREE EVENING COMMITTEE.** The role of this Committee is to coordinate in conjunction with Texas Instruments-Stafford the planning, publicity, and overall execution of the TIRET portion of the event.
- I. CHRISTMAS PARTY COMMITTEE.** Sole responsibility of the committee is the planning, publicity, and execution of the annual Christmas Party at a local banquet facility.
- J. HISTORIAN COMMITTEE.** The Historian researches, creates and maintains a past and current chronological history of the Club.
- K. INTERNAL COMMUNICATIONS COMMITTEE.** The Communications Committee shall promulgate news as dictated or published by the president, e.g., meeting reminders and general information sent directly by the president by email or other.
- L. OTHER.** The President may appoint and designate an individual Board advisor as a SPECIAL FRIEND TO THE BOARD. Such an individual must be a Regular Member, have demonstrated characteristics of leadership in the past which have uniquely enhanced Club affairs, and whose contributions can be expected to continue in like manner in the future.

ARTICLE VI -- MEETINGS

SECTION 1. BOARD MEETINGS. These are conducted to develop and support details of the tactical and strategic operations of the Club and are normally held each month at the discretion of the President, ideally just prior to the General Meeting. The President will normally publish an agenda to the Board members within a week of the scheduled meeting. Board members are expected to attend all such meetings or, if circumstances prohibit, provide an alternate representative (to present pending reports) in their absence. The meeting consists of reading the last previous minutes given by the Recording Secretary, an updated Treasurer's accounting of dues and expenses, and relative reports from each of the Standing Committee chairs on their past and future endeavors. In any event, the Board must meet at least once each Calendar Quarter to review the Club operating status plus plans of the current and subsequent Quarter. In the case the President cannot personally attend, his alternate and Chair designee shall be the (Club) Vice President, Secretary, then Treasurer in that descending order. Any Regular Member of the Club is welcome to attend any Board meeting as an observer and may address the Board with the permission of the Chair. Given a pending officer or committee chair change, the incumbent Board member(s) shall attend the transitional Board meeting (typically December) along with the Board-elect member(s).

SECTION 2. GENERAL MEETINGS. These meetings are open to the entire Membership and all are encouraged to attend and participate. They are normally held on the third Wednesday of each calendar month of the year with the exception of December which is on the second Wednesday. An out-of-pocket meal is normally held prior to conducting Club business. Normal Club business consists of old business, new business, reports from Committees as appropriate, and may include personal

acknowledgements such as birthdays, anniversaries, etc., and the drawing for Door Prizes for free gifts. In the event that the President is not available to Chair, the succession order of Section 1 above applies.

SECTION 3. OTHER. All Committee and subcommittee separate meetings shall be called by the Chair as conditions warrant.

SECTION 4. PARLIMENTARY AUTHORITY. All meetings shall be conducted in accordance with the protocol and instruction contained in Robert's Rules of Order, latest copy in hand by the President or his designee.

ARTICLE VII -- VOTING

SECTION 1. ELIGIBILITY. Only Regular Members whose current year dues have been fully paid are qualified to vote on matters brought before the Membership. Either spouse of a Regular Membership may properly cast that one vote. In the event of an eligibility challenge, the Clubs' current Membership Master Roster shall govern.

SECTION 2. QUORUM. A Quorum is defined as 15 percent (%) of the total count of the TIRET current Regular Members. To transact business voting at a General Meeting, a Quorum number of votes cast is required – such number consisting of physically present members voting plus the properly certified proxy members voting. Before calling any vote to be taken, the President shall determine from the latest available Club Roster what number constitutes a proper Quorum and the Secretary shall so note in the Meeting Minutes.

SECTION 3. VOTING PROCEDURE. Each Regular Membership vote cast shall be included in the vote count. A simple majority of those votes cast shall determine the outcome unless a different outcome ratio is specifically required elsewhere in these Bylaws. Voting is normally done by asking for a show of one hand for each vote, then counted by the Chair and substantiated by the Secretary. The presiding Chair can, with discretion, direct voting to be done by secret balloting. In such an event, the Secretary, assisted by at least one associate named by the Chair, shall announce the outcome. The outcome is determined by the resulting number of pro and con votes received, and that outcome (not the actual pro or con tally) shall be announced to the assemblage and recorded in the meeting Minutes. In the event of a tie vote result, the Chair, after discussion if desired, will conduct subsequent voting until an outcome is achieved.

SECTION 4. PROXY VOTING. A Regular Member may utilize this procedure in the event that they will not be able to cast a vote in person. A proxy vote must be qualified by the Treasurer and received by the Secretary prior to a meeting vote. A received proxy vote is declared valid when these conditions are present: (1) casting membership **qualification** is included, (2) the issue involved is specified, and (3) the voting intention stated. Any format is acceptable as long as the content meets all three conditions. A Member's vote in person shall have precedence over a proxy vote.

ARTICLE VIII -- FUNDING

SECTION 1. DUES PAYMENT

- A. REGULAR MEMBERS.** The Annual Dues applicable to all members *renewing* for each current year is ten dollars (\$10.00) effective per Section 2 below with an additional late fee of \$2.00 if paid after March **31 for that calendar year**. For *new* members upon initially joining, it is also ten dollars (\$10.00) for that year. An exception for new members is, should they initially join during the fourth calendar quarter, their dues are reduced to one-half (½) the current year dues assessment, and then resume at the established renewal rate for subsequent years. **Paying dues up to three (3) years in advance is acceptable.**
- B. SPECIAL EVENT MEMBERS.** At the discretion of the Membership Chair with the approval of the Board, eligible non-members joining at the TI EVENING (BBQ event or substitute) can pay next year's dues and thus be credited and recognized as members on both years rosters.

- C. HONORARY / SENIOR MEMBERS.** Dues payment is waived (conditional on Art. II, Sec. 1.b and 1.c, respectively) at their installation / 90th birthday. This waiver is automatically granted annually upon request as long as they wish to remain in the Club.

SECTION 2. DUES TIMETABLE. The Annual Dues payment received shall be payable by January 7 of each calendar year and upon such payment, the membership becomes vote qualified and entitled to all privileges of active membership. A member is declared delinquent if their standard dues are not received by the February General Meeting. Should a member not render payment by the March General Meeting, his membership becomes "inactive" and all internal communication distribution (including the newsletter) must be discontinued. When full dues payment is made, a member immediately regains active membership status.

SECTION 3. OTHER FUNDING. The Treasurer may accept other tangible support from an outside activity, i.e., non-dues. However, to do so requires prior evaluation and approval of the Board. All such support must be accepted by the Club on a no contingency basis.

ARTICLE IX -- AUTHORIZED EXPENDITURES

SECTION 1. CLUB ACTIVITIES. Normally, all costs for Club social activities are expected to be financially absorbed in full by the individual participating members and guests. Operating expenses of the Club are considered as expenses and are addressed in Article X hereinafter. Events, however, may be subsidized by the Club.

SECTION 2. EVENT SUBSIDIES. Cost of an Event may be absorbed by the Club in whole or in part with approval of the Board subject to a \$500 limit, ref. Article X Section 3 below. Subsidies are normally approved providing it is to reduce the amount of out-of-pocket expense that a participating member would have to pay, and therefore potentially increase the level of member participation. The subsidy amount approved must be specific (i.e., dollar value or percent of cost) and event identified (e.g., Annual Club Christmas Party, etc). The actual amount of any subsidy exceeding the originally estimated and approved level must be explained in detail to the approval body, be it the Board or Membership, before the expense is approved and forwarded by the Treasurer for payment. Likewise, 2/3 majority vote of the Membership as defined in Article VII is required for any amount exceeding the estimated amount above the \$500 limit.

SECTION 3. CHARITABLE DONATIONS FROM CLUB TREASURY. Operating funds may be donated from the Treasury to charitable organizations under the following conditions:

- A.** Normally done annually in the first calendar quarter of a new Term year.
- B.** Total dollar amount of such donations shall not exceed ten percent (10%) of the preceding year's net Treasury year close balance.
- C.** The net balance must reflect all of the preceding years financial obligations committed but not yet paid, but shall not include funds paid into the Treasury as upcoming years' annual dues.
- D.** Up to a total of three Charities may be supported in this manner. The Board may submit a list of recommended charities and others may be suggested by individual members for consideration, but the final list must be identified and each expenditure specifically approved by two-thirds (2/3) majority vote of the Membership as defined in Article VII.
- E.** One-time support donations on an individual basis and not to exceed two hundred dollars (\$200.00) may be made from the Treasury off cycle. These can only be done to help support unique emergency needs of a member, and only if extremely unusual circumstances exists. The matter should be thoroughly evaluated by the Board prior to recommending it to the Membership. Approval requires an affirmative vote by three-fourths (3/4) of the Membership as defined in Article VII.

SECTION 4. DONATION OF GOODS OR SERVICES TO RECOGNIZED CHARITIES BY INDIVIDUALS. The Club may support ongoing efforts of members by acknowledging voluntary donations of time and goods being made on an individual basis. Support announcements made at

Meetings and in the VIGOR should encourage such deeds and recognize individual efforts. However, donations in kind on behalf of the Club may only be made per Section 3 above.

ARTICLE X -- FINANCIAL ADMINISTRATION PROCEDURES

SECTION 1. GENERAL. The HTA shall have custody of TIRET funds and securities and shall keep full and accurate accounts of receipts and disbursements of such funds in books belonging jointly to TIRET and the HTA. The Club Treasurer and HTA designee shall rationalize the resulting operating balance together and the Treasurer shall promulgate a current Monthly Report to the General Membership indicating the agreed-to balance plus any known outstanding expenditures not yet submitted. In addition, they shall present to the Board the same report plus indicate significant expenditures made during that fiscal month. **The Monthly Report should show how much of the total accessible funds is reserved for future year's operating expenses.**

SECTION 2. INCOMING FUNDS.

- A.** The Treasurer shall make timely deposits of all Club funds received as well as timely submittals for expense compensation. The Treasurer shall maintain a Club record of membership dues received and keep the Membership Chair apprised of the new member roster listing at least monthly prior to the Board meeting, and shall also maintain a listing of previous year memberships not as yet renewed. The Treasurer is responsible for keeping records of any other funds received and shall process them expeditiously except as noted in Section 2-B.
- B.** Fund-raising money collected with the intention of purchasing specific item(s) shall be retained by the coordinator/designee of the event or the Treasurer until such time as the items are completely purchased. The Treasurer shall maintain financial accountability by maintaining an accessible record of the line item and aggregate expenditures. The items purchased become the property of the club to be used by other current or succeeding members.

SECTION 3. EXPENDITURE PROCEDURE & LIMITATIONS.

- A.** All personal out-of-pocket TIRET purchases incurred by any member in the conduct of proper Club business shall be reimbursed from the Treasury. For each single expense item the standard HTA Expense Authorization Form along with appropriate support documentation must be utilized to apply for compensation. A filled-in form is first submitted to the Club Treasurer who will review for completeness, then approve, passing it on to the President (or other officer in the President's absence) for final Club approval. It is returned to the Treasurer for Club log & record, then promptly forwarded to the HTA designee for payment.
- B.** For a TIRET fully- or partially-funded event held for the benefit of the membership, whether the completed HTA reimbursement forms are submitted simultaneously or staggered, if the aggregate expenses (estimated or actual) exceed **five-hundred dollars (\$500.00)**, prior approval—following recommended approval from the Board—by a two-thirds (2/3) majority vote of the Membership as defined in Article VII is required to process reimbursement per procedure of Section 3-A above.
- C.** No monetary payment may be made to any TIRET member for personal time or travel services rendered while conducting Club business or activities.

ARTICLE XI -- BYLAWS REVISIONS

SECTION 1. GENERAL REQUIREMENTS. These Bylaws shall be reviewed at the direction of the Board for required updates of substance at least once every five (5) years. In addition to the periodic requirement, a review for Cause can be affected at any time at the discretion of the President.

SECTION 2. REVIEW FOR CAUSE PROCEDURE.

- A.** A Review for Cause can be initiated by the President, or by the request of the Board, or by a ten (10) Regular Member written petition to the Board. In such an event, a Special Committee shall be appointed to investigate the request and report back to the Board and petitioners (if appropriate). The request shall be specific: addressing the exact need and suggested remedy.
- B.** The President will present each proposed revision, together with comments from the Board and the Committee, to the Membership at the next scheduled General Meeting.
- C.** The Special Committee shall issue a status report to the Board and Petitioning Committee at least every thirty days until completed. Upon completion of this effort, the Committee shall issue a final report in writing to the Board and the Petition Committee that recommended actions to be taken along with the Special Committee's rationale for the recommendations.
- D.** Following discussion on the matter, the President will call for a vote to either adopt each of the proposed revisions, or a portion hereof, and to make a Bylaws change (or not) at that time. A vote to approve any change to the Bylaws requires Membership approval by two-thirds (2/3) majority vote as defined in Article VII.

