

ARLINGTON TECHNOLOGY ASSOCIATION
Arlington, Texas

BYLAWS

These initial Bylaws constitute the code of rules adopted by the Arlington Technology Association (hereafter “Association) on September 3, 2008, for the regulation and management of its affairs. The Association has registered as a nonprofit association organized under the Texas Business Organization Code Section 252 (hereinafter referred to as the “Texas Code”), and will seek tax exempt status under United States Internal Revenue Code Section 501 (c) (4).

Article I

NAME

1.01 Name. This organization will be known as the Arlington Technology Association (Association) domiciled in Arlington, Texas.

Article II

PURPOSE

2.01 Purpose. The purpose of the Association is to serve the communities of North Texas by sponsoring a forum where students, members of the technical professions and the general public are able to learn and exchange ideas about technology and its impact on society through monthly meetings, special events, and presentations by guest speakers. Resources garnered through dues or activities of the Association will be used to support this forum and technology awareness through, among other things, scholarships, publications, and donations.

Article III

MEMBERSHIP

3.01 Regular Members. Regular Members of the Association shall be dues paying members, and will include active or retired members of professions involved with technology, including engineers, scientists, academicians and other individuals with an interest in technology and technical subjects. The dues amount for this classification of membership will be set from time to time by the Board of Directors. Only Regular Members may vote on matters pertaining to the Association. A quorum for voting by Regular Members will be a simple majority of said Members in attendance at a meeting in which such vote is taken, where proper notice has been given to all Regular Members pertaining to matters to be voted on. The Board of Directors of the Association may declare electronic voting on any specific issue affecting the membership. For any such electronic vote only Regular Members may vote, unless other membership classifications are specifically included by the Board of Directors. A quorum for an electronic vote will be a simple

majority of designated voters casting an electronic vote within the time frame designated by the Board of Directors where proper notice has been given to all regarding matters to be voted on.

3.02 Student Membership. UTA and other college students, whether or not engineering majors, and students from high schools in the area, are non-dues paying Student Members and are invited to participate in monthly meetings and other Association activities. A Student Member can become a Regular Member with the payment of dues.

3.03 Honorary And Affiliate Memberships. Persons from the Dallas Technical Club, and affiliate organizations of the Dallas Technical Club, will be Honorary Members without the obligation to pay dues. In addition, Honorary or Affiliate non-dues paying memberships may be granted by a vote of the Board of Directors to individuals and to other organizations, with or without time limits for the non-payment of dues, as warranted by that individual's or that organization's service to the Association, or because of outstanding recognition or achievement by an individual or an organization in a technical field. An Honorary Member or Affiliate Member can become a Regular Member with the payment of dues.

Article IV

ADMISSION

4.01. An application for membership in the Association, submitted on an official membership application form, shall be reviewed by the Board of Directors. Admission to the association will be at the discretion of a quorum of the Board of Directors.

4.02. A member of either the Arlington Technology Association or the Dallas Technical Club automatically becomes an Honorary Member of the other Organization.

ARTICLE V

BOARD OF DIRECTORS

5.01 Authority of Directors. The direction and management of the affairs of the Association and the control and disposition of its properties and funds shall be vested in the Board of Directors. The Board of Directors is the policy-making body for the Association and may exercise all the powers and authority granted to the Association by Texas State Law and these Bylaws. The Directors and Officers will be elected at the Annual Meeting each year (on the first Wednesday of each May unless changed by the Board of Directors to another date) by the majority of the Regular Members in attendance at that meeting. Thirty days notice must be given by the Board of Directors to the Regular Membership as to those names who have been nominated for election for the ensuing period(s) to replace those Directors and Officers whose terms have expired. Other names may be put into nomination by any Regular Member in attendance at the Annual Meeting, for any open Director or Officer position, before the election of Directors and Officers is held.

5.02. Number of Directors. The Board of Directors shall consist of the Association Officers as well as from three to five Other Directors.

5.03. Term of Office and Rotation. The term of office for each Non-Officer Director shall be for three years. Non-Officer Director's terms of service will be staggered so that there will be a continuity of experienced Directors on the Board of Directors each year. The initial election of Directors and Officers will take place for the 2008-2009 fiscal year. Initially, one Non-Officer Director shall be elected for a one year term, one Non-Officer Director for a two year term and one Non-Officer Director for a three year term. Each Director and Officer shall serve until his or her successor has been selected and qualified. His or her term of office shall begin immediately after election.

5.04. Vacancies. Upon the death, resignation, removal from office or the disability of a Director or Officer which renders him or her incapable of participating in the management and affairs of the Association, the vacancy shall be filled by appointment of a new Director or Officer by the Board of Directors. Any Director or Officer selected to fill a vacancy shall serve for the remainder of the former occupant's term.

5.05. Quorum-Vote. A majority of the Board of Directors shall constitute a quorum. Each member shall have one vote, exercisable in person, by proxy, or as otherwise provided herein.

5.06. Notice. Meetings may be called by the President, or at the request of any two Directors, via a meeting notice e-mailed, mailed, telephoned, faxed, or otherwise communicated to each member of the Board of Directors not less than 48 hours before such meeting. Normally the Board of Directors will meet on a monthly basis.

5.07. Removal. A member of the Board of Directors, including an Officer, may be removed from office whenever, in the opinion of two-thirds of all members of the Directors, the best interest of the Association would be served by such removal. The adoption of a resolution assented to by the vote or written consent of not less than two-thirds of all Directors shall be effective to remove such a member. The Directors and the member to be removed shall be notified at least seven days prior to the meeting in which the vote is taken.

5.08. Compensation. Directors shall not receive any salaries for their services. Directors may be reimbursed for all expenses incurred in the furtherance of the Organization's business, upon documentation and approval by the Board of Directors. In addition, Directors serving the Organization in any paid capacity may receive compensation for such services.

ARTICLE VI

OFFICERS

6.01. Election. Election of Officers will be by a majority vote of the Regular Members in attendance at the Annual Meeting. The officers shall be members of the Board of Directors.

6.02. Officers. The officers of this Association shall be the President, President Elect, Immediate Past President, and the Secretary/Treasurer, and any such other officers as may be determined by the Board of Directors and elected by a majority of the Regular Members in attendance at a meeting called for such purpose (Paragraph 5.01).

6.03. Term. All officers shall hold offices for a period of one year from their date of election, or until their successors are elected.

6.04. Consecutive Terms. Members elected as Officers may succeed themselves and serve multiple consecutive terms.

6.05. Resignations and Vacancies. Resignation of any Officer during his or her term of service is effective upon receipt of a written resignation by the President. In the case of any such vacancy, a replacement for that Officer position shall be appointed by the Board of Directors. In the case of resignation of the President the written resignation shall be submitted to the Board of Directors.

6.06. Removal. An officer may be removed by the Board of Directors whenever in the Board of Directors' judgment the best interest of the Association will be served thereby (Paragraph 5.07).

6.07. Duties and Authorities of Officers. The duties and authorities of the officers are as follows:

A. President

1. The President shall preside at all regular, annual, or special meetings of the Board of Directors.
2. The President shall be the chief executive officer of the Association and shall implement the policies and programs of the Board of Directors.
3. The President shall sign and execute all legal documents and instruments in the name of the Association unless otherwise required by these Bylaws. Such power may be delegated at the President's discretion.
4. The President shall perform all other such duties as on occasion shall be assigned by the Board of Directors.

B. President Elect

1. The President Elect will preside at meetings of the Board of Directors in the absence or at the request of the President.
2. The President Elect shall assist the President in carrying out the policies and programs of the Board of Directors and shall assist the President in carrying out his or her responsibilities.
3. The President Elect shall perform the duties of the President in the event of the President's absence or disability for any cause whatever.
4. The President Elect will be the program chairman and is responsible for obtaining and scheduling speakers or other events for the monthly meetings.
5. The President Elect shall perform all other duties as requested or assigned by the President or the Board of Directors.

C. Immediate Past President:

1. The Immediate Past President will preside at meetings of the Board of Directors in the absence of both the President and President Elect, or at their request.
2. The Immediate Past President shall assist the President in carrying out the policies and programs of the Board of Directors and shall assist the President in carrying out his or her respective responsibilities.
3. The Immediate Past President shall perform all other duties as requested or assigned by the President or the Board of Directors. This shall include serving as the chair of the nominating committee for the election of officers.

D. Secretary/Treasurer

1. The Secretary/Treasurer shall keep the minutes of all meetings of the Board of Directors and shall be the custodian of all books and records of the Board of Directors.
2. The Secretary/Treasurer shall keep the seal of the Association and affix the same to all instruments which may require it.
3. The Secretary/Treasurer shall supervise the receiving and disbursing of all monies of the Association.
4. The Secretary/Treasurer shall report to the Board of Directors at each regular meeting on the status of the Association's finances.

5. The Secretary/Treasurer may sign, or countersign with the President, or such other person as the Board of Directors delegates, all checks of the Association.
6. The Secretary/Treasurer shall prepare or oversee the preparation of all reports on financial activities and business affairs of the Association as required by the Board of Directors or such other financial records and reports as may be required or requested by the Board of Directors.
7. The Secretary/Treasurer shall oversee, keep, and retain all funds of the Association in such depositories as may be designated by the Board of Directors.
8. The Secretary/Treasurer shall open the books of the Association at any time to any Board of Directors member or Officer of the Association.

ARTICLE VII

ADVISORY BOARDS AND COMMITTEES

7.01. Advisory Boards. The Board of Directors may, by resolution adopted by a majority of the Board of Directors, create such advisory board(s) or associate board(s) to provide advisory responsibilities to the Board of Directors, as the Directors may see fit from time to time. The Board of Directors may determine the responsibilities, privileges, and duties of any such advisory board or associate board at the time of its creation.

7.02. Committees. The Board of Directors may, by resolution adopted by a majority of the Board of Directors, establish committees of the Board of Directors composed of at least two persons. Such committees may include members or non-members of the Association. The Board of Directors may make such provisions for appointments of the chair of such committees; establish procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the affairs, business, or activities of the Association.

7.03. Size, Duration and Responsibilities. The number, size, duration, and responsibilities of any such advisory board or committee shall be established by a majority vote of the Board of Directors at the time of its creation.

ARTICLE VIII

FINANCIAL ADMINISTRATION

8.01. Fiscal Year. The fiscal year of the Association shall be September 1 through August 31 of each year.

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

8.03. Checks and Drafts. All checks or drafts used to pay the debts of the Association, or for items duly approved by the Association's Board of Directors, shall be signed by the Association's Secretary/Treasurer, or by other such officers and in such manner as from time to time may be determined by resolution of the Board of Directors. In the absence of any such other determination, by a resolution of the Board of Directors, such instrument shall be signed by the Secretary/Treasurer only.

8.04. Gifts. By majority vote of the Board of Directors of the Association, the Association may accept any contribution, gift, bequest, or devise for the general purposes of the Association, or for any special purposes of the Association. The Association, through its Board of Directors Members, shall make no representation to any such donor as to the tax exempt nature of any gift to the Association under Section 501(c)(4) of the Internal Revenue Code.

8.05. Contracts. By majority vote of the Board of Directors of the Association, the Board of Directors may authorize a resolution stating that any Officer of the Association may enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association. Such authority will be confined to specific instances.

8.06. Prohibited Acts.

(A) As long as the Association exists, none of the Association's cash or other property or assets will be distributed to members of its Board of Directors, which include its Officers, except in reimbursement of reasonable expenditures made for ordinary and necessary expenses applicable to the on-going operation of the Association. In no event will any reimbursement to an Officer or other Board of Directors Member of the Association be made in excess of a \$150.00 amount without the express consent of the majority of the Board of Directors convened in a meeting for that purpose. Such meeting may be conducted by telephone or email or other method of communication agreed to by the Board of Directors Members. However, with the consent of the majority of the Board of Directors Members convened for that purpose, the Association can pay reasonable compensation for services rendered by any Officer and to make payments and distributions in excess of \$150.00 in the furtherance of the Association purposes set forth herein.

(B) No part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate or intervene in (including the publishing and distributing of statements) any political campaign on behalf of any candidate for public office.

8.07. Annual Audit and Review of Financial Transactions. In September of each year, the Board of Directors shall appoint an Audit Committee of its members to review the financial transactions for the fiscal year just completed. The Secretary/Treasurer shall prepare a statement of cash receipts and disbursements for the immediate past fiscal year and the Audit Committee shall review said statement and underlying detail and report back to the Board of Directors its findings. If deemed appropriate by the Audit Committee, the Board of Directors can vote to engage an outside auditor to review the financial records and issue a report to the Board of Directors as to the results of said review.

8.08. Filing of Required Reports. The Secretary/Treasurer shall be responsible for the filing of all state and federal reports and returns required of the Association in a timely fashion. The Secretary/Treasurer shall submit the returns and reports to the Board of Directors before said reports are timely filed, and the Board of Directors shall authorize any special disbursements required in the filing of said reports and returns in advance of those expenditures.

ARTICLE IX

DISSOLUTION

9.01. Dissolution. Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court having appropriate jurisdiction in the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as the Court shall determine are organized and operated exclusively for such purpose.

ARTICLE X

INTERESTED DIRECTORS

10.01. Disclosure Required. A contract or transaction between the Association and one or more of its Directors, or between the Association and any other corporation, partnership, association, or other organization in which one or more of the Association's Directors are also directors or officers in such other entity, or one or more of its Directors have a financial interest in such other entity, is not void or voidable solely for that reason, or solely because the Director is present at or participates in the meeting of the Board of Directors that authorizes the contract or transaction, or solely because the Director's vote is counted for that purpose if:

- (a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board of Directors, in good faith and with ordinary care, authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum;
- (b) The contract or transaction is fair to the Association when it is authorized, approved, or ratified by the Board of Directors.

10.02 Quorum. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors in which the contract or transaction is authorized.

ARTICLE XI

AMENDMENT OF BYLAWS

11.01. Amendment of Bylaws. Proposed amendment(s) of these Bylaws may be initiated by a majority vote of the Board of Directors, provided a special seven day prior notice has been given to each Board of Directors Member of any proposed amendment(s) to be voted on in such meeting, or provided that all Directors have waived such notice of said meeting, or the Directors have acted by unanimous consent in writing of all the Directors to approve such proposed Bylaw amendment(s) without a meeting. However, such proposed amendment(s) to the Bylaws by the Board of Directors is subject to the approval by a majority of the Regular (voting) Members of the Association in attendance at the next regular scheduled meeting of the Association, or in attendance at its Annual Meeting, whichever meeting is most appropriate under the circumstances. Adequate notice to the Regular Members, giving the proposed amendment(s) to the Bylaws, at least 30 days prior to any meeting at which amendment(s) to Bylaws will be voted on, is required before such vote by the Regular Members can be taken.

ARTICLE XII

ORGANIZATIONAL INTENT

12.01 Association Seal. The Association Seal, if any, may be circular in form, may have the name of the Association ascribed thereon, if the Association is a “Texas Non-Profit Association,” and may contain the words “Association Seal,” and the year the Association was formed in the center, or may be in such other form as may be approved by the Board of Directors.

12.02 Construction. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authority cited, or their successors, as they may be amended from time to time. 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 a nonprofit association.

12.03 Severability. If any Bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provisions of these

Bylaws, and the Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

12.04 Headings. The headings used in the Bylaws are for convenience only and may not be considered in construing the Bylaws.

12.05 Number and Gender. All singular words include the plural, and all plural words include the singular. All masculine, feminine, and neuter words include the others where the context so requires.

ARTICLE XIII

REGISTERED OFFICE AND REGISTERED AGENT

13.01 Registered Office and Registered Agent. The Association shall comply with the requirements of the Texas Code and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Association's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Code.

The undersigned as President of the Association hereby certifies that the foregoing initial Bylaws were duly adopted by action of the Founding Regular Members of the Association on August 1, 2008 (to give at least 30 days notice to Regular Members before the vote on said Bylaws is held), and by a majority vote of the Regular Members of the Association in attendance at the Association's meeting on September 3, 2008. These Bylaws are effective as of the first day of September, 2008, the first day of the Association's initial fiscal year.

PRESIDENT

Founding Regular Members of the Arlington Technology Association are:

Bruce Granger

Anthony Nagy

Jimmy Johnson

Paul Shover

Jim Walther

John Patterson

James Ditto

Roger Tuttle

Fred Richards, ex-officio (Dallas Tech Club Sponsor)