

## **Bylaws of Lakeway Networking, Inc.**

### TABLE OF CONTENTS

Article 1.	Name and Location
Article 2.	Mission Statement and Projects
Article 3.	Board of Directors
Article 4.	Meetings
Article 5.	Executive Committee
Article 6.	Committees of the Board
Article 7.	Members
Article 8.	Indemnification
Article 9.	Personnel Policies
Article 10.	Annual Report
Article 11.	Contracts, Deposits and Funds
Article 12.	Accounts, Minutes, etc.
Article 13.	Fiscal Year
Article 14.	Seal
Article 15.	Discrimination
Article 16.	Amendments to the Bylaws
Article 17.	Parliamentary Authority
Article 18.	Proxy
Article 19.	Voting
Article 20.	Personal Liability
Article 21.	Loans
Article 22.	Dissolution Certification

## **ARTICLE 1. NAME AND LOCATION**

### 1.01.00 Name.

The name of the corporation is Lakeway Networking, Inc., referred to hereinafter as "Corporation."

### 1.01.01 Charter.

The Corporation was duly chartered on April 9, 2009 (Charter No. (800799150), pursuant to the provisions of the Texas Non-Profit Corporation Act.

### 1.01.02 Location.

The principal office of the Corporation and such other offices, either within or without the State of Texas, shall be established as the Board of Directors may determine as necessary.

### 1.01.03 Registered Office.

The Corporation shall have and continuously maintain a registered office, and a registered agent whose office is identical with such registered office, or as otherwise required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office, and the addresses of the registered office may be changed from time to time by the Board of Directors.

## **ARTICLE 2. MISSION STATEMENT AND PROJECTS**

### 2.01.00 Mission.

**To assist each member to grow their business.**

### 2.02.00. Vision.

**To help each other and their businesses by giving qualified referrals of business.**

## **ARTICLE 3. BOARD OF DIRECTORS**

### 3.00.00 Authority of the Board of Directors.

The Board of Directors has the general power to control and manage the affairs, funds, and property of the Corporation; disburse the Corporation's monies and dispose of its property in fulfillment of its mission; and provided, that the Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual. The fiduciary responsibilities of individual Directors are those specified for directors in the Texas Non-Profit Corporation Act, Tex. R. Civ. Stat. Ann. art. 1396, et seq., as amended.

### 3.01.00 Appointment of an Executive Director.

There shall not be an Executive Director.

3.02.00 Number.

The number of Directors shall not be less than three.

3.03.00 Election.

Members who have been a member for **at least** six months and who are in good standing are eligible for election by nomination by any Member. Election is by majority of Members voting and shall be by secret ballot if requested by any Member. The election of Directors shall occur at the scheduled meeting and shall be for a six month term.

3.04.00 Term.

3.04.01 Directors shall be elected for a term consisting of a six month term and may not serve more than two consecutive terms.

3.04.02 For a director who is elected to fill a vacancy pursuant to Article 3.05.00, the limitation specified in Article 3.04.01 does not apply until the incumbent completes the remaining portion of the unexpired term of the vacancy that the incumbent had been elected to fill.

3.05.00 Vacancies.

Any vacancy which exists on the Board shall be filled by a majority vote of the Members voting when necessary. A nomination may be made by any Member. A Director elected to fill a vacancy shall serve for the remaining portion of said term.

3.06.00 Primary Responsibilities of the Board of Directors.

3.06.01 The Board of Directors is vested with a fiduciary responsibility to set policy, fiscal guidance, and ongoing governance of the agency.

3.07.00 Removal of Directors.

3.07.01 Removal by Board. A Director of the Board may be removed by a majority vote of the total Board membership whenever in the Board's judgment the best interests of the Corporation would be served thereby. Removal from the Board automatically revokes any election as an officer of the Board.

3.08.00 Conflicts of Interest.

It is the responsibility of each Director to make full disclosure to the Board of Directors concerning any actual or potential conflicts of interest in any matter which is the subject of business before the Board. No Director may vote on any matter in which he or she has any actual or potential conflict of interest. Directors shall disclose in writing to the Board of Directors any persons to whom they are closely related or organization with which they are affiliated who or which presently transacts business with the Corporation or might reasonably be expected to do so in the future. Each disclosure shall be updated and resubmitted on a yearly basis. An affiliation

with an organization shall be considered to exist when a Director or a member of his immediate family, close relative, affectional or life partner is an officer, director, partner, employee or agent of the other organization, or has any substantial interest or dealing with the other organization. Closely related persons shall include, in addition to spouses, children, siblings and blood relatives, affectional relationships between persons of the same or opposite sex.

#### **ARTICLE 4. MEETINGS**

##### **4.01.00 Participation in Board Meetings.**

The Board Members are required to attend each scheduled Board meeting unless specifically excused by a majority of the Board members.

##### **4.02.00 Regular Meetings.**

The regular meetings of the Board shall be as set by a majority of the Board at any place as a majority of the existing Board shall select. The Board of Directors may reschedule regular meetings as deemed necessary by a majority vote.

##### **4.03.00 Annual Meeting.**

The annual meeting day shall be every year as set by a majority of the Board, and shall be held at any suitable place as a majority of the existing Board shall select.

##### **4.04.00 Special Meetings.**

Special meetings of the Board may be called by or at the request of the Chair or any two Directors. The person or persons authorized to call special meetings for the board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board.

##### **4.05.00 Waiver of Notice.**

Notice of any special meeting of the Board shall be given at least three days previous thereto by written notice, delivered personally or sent by mail or electronic transmission to each Director at his/her address shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail in a sealed envelope so addressed, with postage thereon. If notice is given by electronic transmission, such notice shall be deemed to be delivered upon transmission. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless a Director attends a meeting for the express purpose of objecting to the transaction of any business. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of such notice of such meeting, unless specifically required by law or by these bylaws.

4.06.00 Quorum.

A majority of the Board of Directors qualified to vote shall constitute a quorum for the transaction of business at any meeting of the Board.

4.07.00 Meetings by Teleconference.

Regularly scheduled or specially called meetings of the Board of Directors and any committees or subcommittees of the Board of Directors may be conducted with all or some members of the Board or committee participating by teleconference call on a telephone equipped to provide speaker phone participation by all members of the Board or committee or sub-committee of the Board of Directors. Teleconference participation in the business of the agency shall not dispense with the normal written transactions of business conducted by such participation, and minutes shall reflect members of the Board or committees participating by teleconference.

4.08.00 Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present in person or by teleconference shall be the acts of the Board of Directors, unless the acts of a greater number is required by law or by these bylaws.

## **ARTICLE 5. EXECUTIVE COMMITTEE**

5.01.00 The members shall select by majority vote a president, vice president, treasurer and secretary to serve for a term of six months.

5.02.00 The Executive Committee is authorized, as agent, to enter into contracts for such services as the Board shall have given prior approval, and to hire operating personnel. No person shall be designated an operating officer or officer of the Corporation without specific approval of the Members.

## **ARTICLE 6. COMMITTEES OF THE BOARD**

6.01.00 Creation and Authority.

The Executive Committee may designate and appoint one or more committees. The President may appoint volunteers to serve as full voting members of the Board committees. Each committee shall report directly to the Board of Directors. The Chair shall appoint committee chairs of each Board committee (normally at the annual meeting) and be an ex-officio voting member of each said committee.

6.02.00 The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. The Executive Committee consists of the same members as the Board of Directors and shall have the same powers as the Board of Directors.

6.02.01 Executive Committee Meetings. The Executive Committee shall keep a written record of its acts and proceedings and shall submit such records to the Board of Directors at each regular meeting thereof (and at such other times as requested by the Board of Directors). Failure to submit such record or failure of the Board to approve any action indicated therein shall not, however, invalidate such action to the extent that it has been carried out by the corporation prior to the time the record of such action was or should have been submitted to the Board of Directors as herein provided.

6.02.02 Meetings of the Executive Committee may be by teleconference, in accordance with the provisions of Article 6.07.00 of these Bylaws.

6.03.00 Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

6.04.00 Terms of Office. Each member of a committee shall be for a six month period or until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

6.05.00 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.06.00 Quorum. Unless otherwise provided in the resolutions of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.07.00 Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **ARTICLE 7. MEMBERSHIP**

7.01.00 Membership. A person may become a Member by submitting an application for membership along with a membership fee of \$120.00 (refundable only if the applicant is refused membership). The Application shall be reviewed by the Membership Committee to determine the following:

1. Does the applicant's business or profession conflict with any of the present members?
2. Has the applicant provided good and supportive business references?
3. Does the applicant agree to the policies and requirements of a membership in the corporation?

7.02.00 Membership Requirements: Each member will represent a particular business or profession exclusively. The Executive Board may determine that certain businesses or professions can be divided into different categories, i.e. insurance, law, etc. and if those are divided the and set forth as policy for membership there may be more than one person from each profession or business so long as there are no objections from present Members. If a conflict

exists the present Member may object and the Executive Committee or its delegates will be charged with resolving the conflict.

Members will be required to attend each meeting, however, each Member may have one unexcused absence per calendar month. The Member may have a substitute when they cannot attend and that is an excused absence or if there is a medical or personal family emergency then that is an excused absence. The Executive Committee or Membership Committee shall be in charge of verifying the excuse: a business emergency does not count as an excused absence. Any Member who has more than one unexcused absence per month shall be subject to having their category reopened to be filled upon a review by the Executive Committee and Membership Committee.

**When a member is absent, the Vice President and/or Membership Committee Chairperson will send out an initial letter notifying of the absence and the policies regarding absences. If a 2<sup>nd</sup> absence occurs within the same month, a second letter will be sent to the member notifying them that they must attend all other meetings that month and comply with attendance policies the following calendar month or their position in the group will become available. If a member does not comply with the notice given and has an additional absence during the same and/or next calendar month, their position in Lakeway Networking, Inc. will immediately become open.**

Guests: Guests are encouraged to come and visit and to apply for membership if their field or category is not filled. The guests shall not be charged for the meeting on the first visit, however, on any subsequent visit the charge for the meeting will be \$25.00.

## **ARTICLE 8. INDEMNIFICATION**

8.01.00 The Corporation shall indemnify any member of the Board who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether by or in the right of the Corporation or any other party, by reason of the fact that he/she is or was a member of the Board or an officer of the Board, or of any committee of the Corporation against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by or imposed on him/her in connection with such action, suit or proceeding.

## **ARTICLE 9. PERSONNEL POLICIES**

9.01.00 Written Policies. The Corporation shall establish written policies concerning qualifications, responsibilities and conditions of employment.

9.02.00 Contents of Personnel Policies. The Corporation's personnel policies shall be available to each employee. The policies shall be applicable to all federal, state, and local laws.

9.03.00 Equal Employment Opportunities. The Corporation and its agents shall not discriminate in the securing or offering of employment against any persons due to race, creed, national origin, gender, color, religious affiliation, sexual or affectional orientation.

## **ARTICLE 10. ANNUAL REPORT**

10.01.00 The Executive Committee of the Board of Directors shall oversee and prepare an annual report to the Board of Directors and the general public of the business of the Corporation.

## **ARTICLE 11. CONTRACTS, DEPOSITS AND FUNDS**

11.01.00 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

11.02.00 Funds. Checks, drafts and transfers from the deposit account of the Corporation to cover ongoing expenses of the Corporation shall be authorized by the Executive Director. Telephone transfers of funds by the Executive Director from one account to another shall be routinely and contemporaneously recorded on the appropriate form (ASD-043, or its successor form) and such record shall include the following information:

- a. the account number from which the transfer was made;
- b. the account number into which the transfer was made;
- c. the exact amount of the transfer;
- d. the bank officer/employee making the transfer;
- e. the date and time the transfer was made; and
- f. the signature of the Executive Director or person authorized to make such transfer.

11.02.01 The forms recording the information required by Articles 11.02.00a through 11.02.00f shall be maintained in chronological order by the Executive Director and shall be inspected by the Treasurer of the Corporation on a quarterly basis.

11.03.00 Deposits. All funds of the Corporation shall be deposited in any number of interest-bearing accounts that fall within FDIC-protected limits and transferred in accordance with these bylaws and standard operating procedures. All deposits shall be timely made.

11.04.00 Gifts. The Board of Directors may accept on behalf of the Corporation, any contributions, gift, bequest or device for the general purpose or for any special purpose of the Corporation.

## **ARTICLE 12. ACCOUNTS, MINUTES, ETC.**

12.01.00 The Corporation shall keep complete and correct books and records of accounts, and shall also keep minutes of the proceedings of its members, Board of Directors and

Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record of the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any Director or his/her agent or attorney for any proper purpose at any reasonable time.

#### **ARTICLE 13. FISCAL YEAR**

13.01.00 The fiscal year of the Corporation shall be the calendar year.

#### **ARTICLE 14. SEAL**

14.01.00 The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Lakeway Networking, Inc. The corporate seal may be either embossed or produced by a computerized graphic.

#### **ARTICLE 15. DISCRIMINATION**

15.01.00 The Corporation and its agents shall not discriminate in the securing or offering of services or employment against persons or organizations due to race, creed, national origin, gender, color, religious affiliation, sexual or affectional orientation, or persons with disabilities.

#### **ARTICLE 16. AMENDMENTS TO THE BYLAWS**

16.01.00 These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Board present in person or by teleconference at any regular meeting or at any special meeting, if at least seven days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meetings. Bylaws may be suspended only by a majority vote of Directors at any regular or specially called meeting of the Board of Directors.

#### **ARTICLE 17. PARLIAMENTARY AUTHORITY**

17.01.00 All meetings shall be conducted by the officers of the Board of Directors with no strict parliamentary procedure requirements, but fairness and common sense are the order of the day.

#### **ARTICLE 18. PROXY**

18.01.00 Proxy. No proxies will be allowed.

#### **ARTICLE 19. VOTING**

19.01.00 Voting. At any meeting of the Directors, every Director present shall be entitled to one vote and, except as otherwise provided by law or by these Bylaws, the act of the majority present at any meeting at which a quorum is present shall be the act of the Directors.

19.02.00 Chair Vote. The Chair of the Board of Directors will be allowed to vote when his or her vote will affect the outcome of a motion.

**ARTICLE 20. PERSONAL LIABILITY**

20.01.00 No Director shall be held personally liable for any debts of the Corporation.

**ARTICLE 21. LOANS**

21.01.00 The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director, Officer, or Employee. Provided, however, that the Corporation may advance money to a Director, Officer, or Employee of the Corporation for expenses reasonably anticipated to be incurred in the performance of their duties so long as such individual would be entitled to be reimbursed for such expense absent that advance.

**ARTICLE 22. DISSOLUTION**

22.01.00 In the event that the Corporation is dissolved or for any reason ceases to operate, the assets of the Corporation, if any, are to be transferred to the State of Texas or to an educational, religious, charitable, or other similar organization that is qualified for exemption under Internal Revenue Code § 501(c)(3), as amended, or any successor statute.

I, the undersigned, being the Secretary of \_\_\_\_\_, hereby certify that the foregoing are the Bylaws of the said Corporation as accepted and approved by the Board of Directors, effective this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Secretary, Board of Directors