

# Constitution of the Press Club of Dallas

## ARTICLE I. PURPOSE

The Press Club of Dallas, Inc. (hereinafter called "Club") promotes the profession of journalism and related fields through education, social and charitable initiatives.

This Club is not organized for financial gain or profit and no part of its net earnings shall inure to the benefit of any director or individual member; no remuneration shall be given in connection with the disposition of any membership; and no loans shall be made by the Club to its Directors or Officers. No part of the activities of this Club shall include participation in any political campaign, or endorsement, of any political candidate for public office. All Club activities and initiatives shall be exclusively accomplished within the geographical limits of the United States of America.

In the event of the dissolution of the Club, the property and assets then owned by the Club shall, after payment of its debts, obligations and necessary expenses of dissolution, be donated to one or more charitable and/or educational institutions domiciled within the United States of America, as may be exclusively selected and designated by the Board of Directors of the Club.

## ARTICLE II. MEMBERS

### Section 1. Classes of Members.

1. The Club may have eight (8) general classes of members, the designation and qualifications for which are as follows:

A. Media: Includes persons residing in or employed by organizations having principal or regional offices in the North Texas Metroplex which are engaged in the gathering, handling or production of print or electronic news and features for publication or dissemination by means of general circulation newspapers, magazines, periodicals, radio, television networks and wire services; freelance correspondents for such organizations; internet journalists and teachers of journalism and mass communication.

B. Professional: Includes persons residing or employed in the North Texas Metroplex who are engaged in public relations, organizational journalism, advertising and other professions having an interest in, but not directly involved in, the dissemination of news and information by means of the general media.

C. Retired or Non-Resident: Includes persons who would otherwise qualify for Media or Professional classification, but whose principal place of employment or affiliation is outside the North Texas Metroplex; persons who have retired from positions which would qualify for Media or Professional classification; or spouses of deceased members.

D. Honorary: Includes any persons elected by the Board of Directors in recognition of outstanding service to the Club or whose honorary association with the membership would be of value to the Club. Non-voting members.

E. Social: Includes persons ineligible for membership under Media, Professional, Retired or Honorary classifications who wish to participate in Club activities. Non-voting members.

F. Student: Open to full-time communications majors in college. Non-voting members.

G. Dignitary: Elected or appointed public officials. Non-voting members.

H. Emeritus: Open to those who have been designated by the Club as Living Legends of North Texas Journalism. Voting members.

2. For purposes of membership qualification, the North Texas Metroplex is defined as that geographic area comprising Dallas, Tarrant, Collin, Denton and Rockwall counties.

3. Persons having offices in the Metroplex but employed by organizations located elsewhere, and persons employed by an organization in the Metroplex but assigned elsewhere, are considered to meet the qualifications and standards for North Texas Employment.

4. The Board of Directors may determine, from time to time, the amount of initiation fee and dues payable to the Club by members of each class of membership. The Board of Directors may promulgate rules to provide for corporate or other group membership classifications provided all persons included in a group membership meet the membership qualifications for general membership. The Board of Directors may levy such assessments and/or other charges upon all the member of any category, class or classes of membership at such time and in such amounts as, in its exclusive judgment, may be appropriate and in the best interest of the Club. Any tax, levy or charge imposed by any enactment or regulation or any governmental entity or agency upon any initiation or other entrance fee shall be borne by each individual member affected.

5. The form, method and procedures for membership shall be in accordance with such rules and regulations as the Board of Directors may promulgate.

## **Section 2. Membership.**

Subject to rules established by the Board of Directors, membership becomes effective upon payment of annual membership dues.

When any member shall be in default in the payment of dues or any duly enacted levy, assessment, fee or other charge or indebtedness for a period of ninety (90) days from the date when such obligation became payable, his membership may thereupon be terminated by the Board of Directors in the manner provided by rules established by the Board of Directors or by the Club's Constitution.

## **Section 3. Voting Rights.**

Each member in good standing (except Honorary, Social, Dignitary, and Student members) shall be entitled to one (1) vote on each matter submitted to a vote, either by mail or at any meeting of the members.

#### **Section 4. Term of Membership,**

The term of membership for all members, except Honorary members and members who are representative of corporations, shall be effective as long as the annual membership dues are paid, unless sooner terminated by action of the Board of Directors. Former Honorary members may apply for membership in a category in which they qualify and former representatives of corporations who left the Club in good standing may reapply for individual memberships.

#### **Section 5. Annual Meeting,**

An annual meeting of the members of the Club shall be held at its registered office or such other place as may be designated pursuant to Section 3 of this Article, for the purpose of electing Directors and the President, and the transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors and President shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

#### **Section 6. Special Meetings.**

Special meetings of the members may be called by the President, the Board of Directors, or upon the signed request of not fewer than twenty (20) members having voting rights.

#### **Section 7. Place of Meeting.**

The Board of Directors may designate any place as the place of meeting for an annual meeting or for any special meeting called by the Board of Directors.

#### **Section 8. Notice of Meetings.**

Notice of annual, regular and special meetings shall be sent by email to all members and posted on the Club's Web site no less than ten (10) days nor more than fifty (50) days before such meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice

#### **Section 9. Informal Action by Members.**

Any action required by law to be taken at a meeting of the members, or an action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof. Such action may be accomplished by electronic means.

### **Section 10. Quorum.**

The members holding ten (10) percent of the votes entitled to be cast at any members' meeting, present in person or represented by proxy, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present and entitled to vote at a duly organized meeting at which a quorum is initially on hand may continue to transact business until adjournment, notwithstanding the withdrawal during the course of the meeting of enough members to leave less than a quorum. When a quorum is present at any meeting of the members, the vote of the majority of the members present or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision shall govern and control the decision of such question.

### **Section 11. Proxies,**

At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the members or by his duly authorized Attorney-in-Fact. Proxies may not be utilized in any vote of the members conducted by mail. All proxies shall be filed with the Secretary of the Club before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for a period of more than eleven (11) months.

### **Section 12. Discipline, Termination and Reclassification of Membership.**

The Board of Directors may discipline, suspend or expel any member for cause, including, but not limited to, ineligibility, violation of the Constitution, rules and regulations of the Club, conduct reflecting unfavorably upon the club or in any of its activities, or default in payment of any dues, levy, assessment or other charge for the period set forth in the Constitution of the Club. Such disciplinary action, suspension or expulsion shall be exclusively determined by the affirmative vote of two-thirds (2/3) of all the members of the Board of Directors, provided that statement of the charges shall have been sent to the member by email at least ten (10) days before final action is taken thereon. Said statement shall be accompanied by a notice of the time and place set forth in the notice. Actions of the Board of Directors with respect to discipline, suspension or expulsion of members of the Club shall be final.

### **Section 13. Resignation.**

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the resigning member of his obligation to pay any dues, assessments or other charges owing to the Club.

### **Section 14. Reinstatement,**

Upon written request of a former member filed with the Secretary, the Board of Directors, by the affirmative vote of a majority of the members of the Board present at any authorized Director's meeting at which a quorum is present, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

### **Section 15. Transfer of Membership.**

Membership in the Club is not transferable or assignable; provided, however, that any corporate member, as defined in Article II, Section 1 of this Constitution, may, with the approval of the Board of Directors of the Club, make changes or additions from time to time, to the corporation's designated list of employees authorized to exercise membership privileges, provided said amended list of employees shall not total more than ten (10) authorized designees.

## **ARTICLE III. BOARD OF DIRECTORS**

### **Section 1. General Powers,**

The business and affairs of the Club shall be managed by its Board of Directors.

### **Article III. Section 2. Election of Directors.**

Ninety (90) days before the annual membership meeting, the Board of Directors shall appoint a Nominating Committee comprised of three (3) Media members, and two (2) members from any other membership classification. The names of the members of the Nominating Committee shall be published on the Club's Web site and sent via email to all members, following their appointment to the Nominating Committee. Notification shall invite members to make recommendations to the committee of candidates for the office of Director. Forty-five (45) days prior to the annual membership meeting, the Nominating Committee, after approval by majority of Press Club Board, shall publish the names of the nominees for each vacancy on the Club's Web site.

Nominees for the Board of Directors shall be classified in each of two (2) categories- those seeking to represent Media members and those seeking to represent members in other membership classifications entitled to vote and hold office. Each voting member shall be entitled to vote for the specified number in both categories of candidates for Director. Not less than thirty (30) days prior to the general membership meeting, other persons may be nominated by petition signed by at least ten (10) members in good standing, and such nomination shall be accepted by the Nominating Committee and placed on the ballot.

Voting for Directors shall be in accordance with the policy established by the Board of Directors and may include voting by regular mail, fax or any electronic means. Voting shall conclude no later than one day prior to the date of the Annual Meeting of Members. The nominees from the Nominating Committee slate, nominees nominated by petition from members and any "write in" candidates who receive the highest votes for the vacancies in either media or other categories, will be elected to serve on the Board of Directors, in accordance with this Constitution.

### **Article III Section 3. Number, Tenure and Qualifications:**

There may be up to 15 board members, but no fewer than nine (9), including the President, President-Elect and immediate past President. All Directors shall be members of the Club in good standing, and at least a majority shall be Media members of the Club. The President, President-elect and immediate past President shall hold office for one (1) year. All other Directors shall hold office for two (2) years, unless sooner terminated by provisions of Section 9 of this Article, and until his successor shall have been elected and qualified. Six (6) Directors, or such other of actual vacancies, which shall exist at the time of the election, shall be elected at each annual meeting of members. The President, immediate Past-president and President-elect of the Club shall automatically be members of the Board of Directors.

A Director shall be eligible for re-election for a second two-year term upon the expiration of his first term in office. The number of Directors may be increased or diminished by appropriate Constitutional amendment pursuant to Article VI of this Constitution, provided, however, that the number of Directors in no event shall be less than three (3) nor more than twenty-five (25), a majority of whom shall be Media members; further provided, that nothing herein shall have the effect of removing an incumbent Director. Each member of the Board, including ex-officio members, shall have one (1) vote on each matter presented to the Board of Directors for action. Any member of the Board of Directors who shall not be present at four (4) regular meetings in any twelve (12) month period may automatically be dropped from the Board and a successor elected as provided herein, unless he has obtained from the President permission to be absent or shall present to the Board a satisfactory excuse for such absence.

### **Section 4. Regular Meetings.**

A regular annual meeting of the Board of Directors shall be held without further notice immediately, or as soon as reasonably possible after the election of Directors, and at the same place as the annual meeting of members. The Board of Directors may provide, by resolution, the time and place of any regular meeting of the Board without notice.

### **Section 5. Special Meetings.**

Special meetings of the Board of Directors may be called by the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meeting of the Board called by them.

### **Section 6. Notice.**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto by written notice delivered personally, by email or fax or by telephone to each Director. 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, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need

not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by this Constitution.

### **Section 7. Quorum.**

A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, except when specified otherwise in this Constitution; but if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. Directors present by proxy may not be counted toward a quorum.

### **Section 8. Manner of Acting.**

The act of a majority of the Directors, present in person or by proxy at a meeting at which a quorum is present, shall be an act of the Board of Directors, unless otherwise provided by this Constitution or unless the act of a greater number is required by law. A Director may vote in person or by proxy, executed in writing by the Director. No such proxy shall be valid more than three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, or at law. Such action may be accomplished by electronic means.

### **Section 9. Vacancy.**

An office of Director shall be considered to be vacant upon the happening of any one of the following events:

- a. Death of the person holding such office.
- b. Resignation, retirement or disqualification of the person holding such office. Any Director or Officer may resign his office at any time, provided such resignation is made in writing, and such resignation takes effect from the time of its receipt by the Board of Directors unless another time shall be fixed in the resignation. The acceptance of the resignation shall not be required to make it effective.
- c. Refusal of any person to serve.
- d. Removal of a Director at a member's meeting as provided in Section 11 of this Article.
- e. Removal of a Director for non-attendance of meetings as provided in Section 3 of this Article.
- f. If a Director who has not completed his term should be elected President, his post as Director shall be declared vacant when he assumes the office of President and the vacancy for the unexpired portion of such Director's term of office shall be filled in accordance with Section 12 of this Article.

### **Section 10. Compensation.**

Directors shall not receive a salary from the Club for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at regular or special meetings of the Board. Nothing herein shall prevent the Club from hiring a Director as an independent contractor, provided that such action is approved by a majority of the Board of Directors.

#### **Section 11. Removal.**

A Director may be removed from office, with or without cause, by the affirmative vote of not less than two-thirds (2/3) of the members present and entitled to vote at a members' meeting at which a quorum is present, provided notice of such proposed action shall have been duly given to the members in the notice of the meeting.

#### **Section 12. Filling of Vacancy.**

Any vacancy occurring in the Board of Directors shall be filled at the next meeting of the Board of Directors following the occurrence of such vacancy by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors may exist, provided, however, that this provision shall not be applicable if a vacancy occurs within two (2) months of the next annual election of directors or officers. Any vacated office formerly held by a Media member shall be filled by another Media member, elected as foresaid. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any Directorship to be filled by any reason of an increase in the number of Directors by amendment of the Constitution shall be filled by election at an annual meeting of members or at a special meeting of members called for that purpose.

#### **Section 13. Duty to Present Annual Statement.**

The Board of Directors shall present at each annual meeting, and when called for by vote of the members at any special meeting of members, a full and complete statement of the business and condition of the corporation.

#### **Section 14. Presumption of Assent.**

A Director of the Club who is present at a meeting of the Board of Directors at which action on any Club matter is taken shall be presumed to have assented to the action unless his dissent to such action shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof, or unless such Director shall forward such dissent by registered mail to the Secretary of the Club immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

### **ARTICLE IV. OFFICERS**

#### **Section 1. President and President-elect.**



The President shall be the principal executive officer of the Club and shall supervise and conduct all of the business and affairs of the Club. The President-elect shall act as President if the President is unavailable, and shall be placed in nomination for the office of President at the conclusion of his term. Upon their election to office, they shall automatically become members of the Board of Directors and shall preside at all meetings of the members and of the Board of Directors. They may sign, with the Secretary or any other proper Officer of the Club authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or to other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Constitution and Bylaws or by statute to some other Officer or agent of the Club and in general they shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

The Board of Directors, after considering the recommendations of the Nominating Committee shall nominate one or more persons from the membership at large or from the Board of Directors as candidates for the office of President and President-elect. Members of the membership at large can nominate other candidates by petition signed by at least thirty (30) members in good standing and such nominations shall be accepted and placed in the ballot. Any nominee for the office of President or President-elect must be a voting member in good standing and must have served at some time as a Director or Officer for a period of at least one (1) year.

The election for President and President-elect is to be conducted in conjunction with the election of directors, will follow the same timetable, and be under the same supervision as set forth under Section 2 of Article III. The ballot listing candidates for Directors shall list the candidates for President and President-elect with space provided for write-in votes. The candidate for President and President-elect with the greatest number of votes shall be declared the winners. In the event of a tie vote, the race will be decided by a written confidential vote by members present at the annual membership meeting. The Board of Directors shall ensure that the election is properly conducted, that petitions are properly received and reviewed and that ballots are properly prepared.

The President and/or President-elect may be removed from office, with or without cause, by the affirmative vote of not less than two-thirds (2/3) of the members present and entitled to vote at a members' meeting at which a quorum is present, provided notice of such proposed action shall have been duly given to the members in the notice of the meeting.

## **Section 2. Other Officers.**

The Officers of the Club, other than the President and President-elect, shall be a Secretary, a Treasurer and such other Officers as may be elected in accordance with the provision of this Article. The Board of Directors may elect or appoint Officers, other than the President and President-elect, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, and such Officers to have authority and perform the duties prescribed from time to time by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President, President-elect and Secretary.

The Officers of the Club, except the President and President-elect, shall be selected annually by the Board of Directors from its own membership at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon as thereafter may be convenient. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

Any Officer elected or appointed by the Board of Directors may be removed by the affirmative vote of two-thirds (2/3) of the entire Board of Directors whenever, in its judgment, the best interests of the Club would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

### **Section 3. Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

### **Section 4. President-elect.**

In the absence of the President or in the event of his/her inability or refusal to act, the President-elect shall perform the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions upon the President.

### **Section 5. Treasurer.**

The Treasurer shall have charge and custody of and be responsible for (or with approval of the board, direct the Executive Director to handle) all funds and securities of the Club under review of the Treasurer; receive and give receipt for monies due and payable to the Club from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, building and loan associations or companies, or other depositories as shall be selected in accordance with the provisions of the Club's rules; and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

### **Section 6. Secretary.**

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of this Constitution or as required by law; be custodian of the corporate records and of the seal of the Club and see that the seal of the Club is affixed to all documents, keep a register of the post office addresses of each member, which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

## **Section 7. Club Employees.**

Following a majority vote by the Board of Directors, the Club may employ one or more staff members, who shall report to the President, either as employees or contract labor. The dismissal of staff must have the affirmative vote of a majority of the members of the Board of Directors, provided notice of such proposed action shall have been duly given to Board members prior to the meeting at which the dismissal of staff shall be considered. The staff's duties and compensation shall be fixed by the Directors from time to time.

## **ARTICLE V. ANTI-NEPOTISM**

No member of the Club shall be employed and compensated by the Club. Furthermore, no persons in the immediate family of any member shall be employed and compensated by the Club.

Immediate family, as used herein, shall include the brother or sister of such member, a member's spouse, or any descendant of a member or his spouse. This provision does not prevent the Club from hiring as an independent contractor any person, provided that such action is approved by a majority of the Board of Directors.

## **ARTICLE VI. AMENDMENTS TO THE CONSTITUTION**

This Constitution may be altered, amended or repealed and a new Constitution may be adopted by a majority of the members present at any regular meeting or at any special meeting of the members at which a quorum is present, provided at least ten (10) days prior to the meeting, notice of the purpose of such meeting and the date of such meeting is published on the Club's Web site and mailed, faxed or e-mailed to all members.

However, in no event shall such action with respect to the Constitution have the effect of terminating the membership of any person, save and except by procedures similar to those set forth in this Constitution.

## **ARTICLE VII. MISCELLANEOUS PROVISIONS**

### **Section 1. Office**

The principal office of the Club shall be located in the Dallas Metroplex, State of Texas. The Club may have such other office as the Board of Directors may determine or as the affairs of the Club may require from time to time.

The Club shall maintain in the State of Texas a registered office and registered agent whose office is identical with such registered office. The registered office may be, but need not be,

identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors

## **Section 2. Committees**

**1. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of The Directors in office, may designate one or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Club. Any committee member may be removed by the person or persons authorized to appoint such member whenever in their exclusive judgment the best interests of the Club shall be served by such removal.

**2. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Club may be designated by the President. Members of each such committee shall be members of the Club and the President of the Club shall appoint the members thereof. Any committee member may be removed by the person or persons authorized to appoint such member whenever in their exclusive judgment the best interests of the Club shall be served by such removal.

**3. Term of Office.** Each member of each committee shall continue as such until the next annual meeting of the members of the Club and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**4. Chairman.** One member of each committee shall be appointed Chairman of the person or persons authorized to appoint the members thereof.

**5. 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. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, 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.

**7. Rules.** Each committee may adopt rules for its own governance not inconsistent with this Constitution or with rules adopted by the Board of Directors.

## **Section 3. Contracts, Checks, Deposits & Funds**

**1. Contracts.** The Board of Directors may authorize any Officer, agent or agents of the Club in addition to the Officers so authorized by this Constitution, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances. The Board of Directors may make and enter into such reciprocal arrangement with other corporations or clubs as it deems suitable and proper.

**2. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club shall be signed by such Officer or Officers, employees, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or a Vice President of the Club.

**3. Deposits.** All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, building and loan associations or companies, or to other depositories as the Board of Directors may select.

**4. Gifts.** The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Club, provided, however, that no gift shall be accepted unless and until the Board of Directors has established terms and conditions for such acceptance..

#### **Section 4. Books & Records**

The Club shall keep correct and complete 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 giving the names and addresses of the members entitled to vote. All books and records of the Club may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

#### **Section 5. Fiscal Year**

The fiscal year of the Club shall begin on the first day of January and end on the last day of December in each year.

#### **Section 6. Seal**

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Club and the words "Dallas, Texas"; which seal shall be in the charge of the Secretary

### **Section 7. Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act of Texas or under the provisions of the Articles of Incorporation, or the Constitution of the Club, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be denied equivalent 10 the giving of such notice.

### **Section 8. Dissolution**

The Club may elect to dissolve at any time, pursuant to the terms of the Texas Non-Profit Corporation Act, and with the affirmative ye assent of not less than two-thirds (2/3) of all of the members of the Club, at any annual, regular or special meeting of the members. For such vote, Members may cast their vote in person or by proxy or by written ballot received by the Secretary prior to the time of such annual, regular or special meeting of the members. In the event such dissolution as voted, unless otherwise provided by applicable laws, the President and Directors of the Corporation at the time of dissolution shall become trustees who shall liquidate the Club's assets and distribute them in accordance with the Articles of Incorporation, provided that in no event shall any of said assets go or be distributed to members of the Club, of whatsoever kind or class, either for the reimbursement of any sum subscribed, donated or contributed by such members, or for any other such purpose, save and except necessary expenses of dissolution

### **Section 9. Indemnification of Officers, Directors & Employees**

The Club shall indemnify any Director, Officer or employee or former Director, Officer or employee of the corporation, his heirs, administrators and assigns for expenses and costs (including attorney's fees), actually and necessarily incurred by him in connection with any claim or charge asserted against him by action in court or otherwise, by reason of his being or having been such Director, Officer or employee, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought. Any indemnification here under shall be against liability incurred for acts committed prior as well as subsequent, to adoption of this Bylaw, and whether in office or not at the time the expense is incurred; provided, however, that the Club shall not be liable for any indemnification hereunder of any kind or character unless said Director, Officer or employee shall have first given said Club timely notice of any such said claim, charge or suit and an

opportunity for the Club to cure any such liability. Any compromise in connection therewith shall first be approved by this Club.

## Section 10. Construction

Titles of the Articles and Sections hereof are for convenience only and shall not be considered in construing this Constitution. Also, words used herein in the masculine may be construed in the feminine when they would so apply, and words used in the singular or the plural may be construed as though in the plural or singular where they would so apply.

Adopted by membership with a vote on August 3, 2012

- **Membership Login**

- Current Members: [Login](#)
- New & Returning Members: [Login](#)



- **Club Events**

- [A documentary screening of Killing the Messenger: The Deadly Cost of News](#)  
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- [Dallas Chop House – Tuesday, April 7th – 5:30 to 7:00 pm](#)  
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