

BYLAWS OF
LUBBOCK HIGH SCHOOL ALUMNI ASSOCIATION
AS AMENDED AND RESTATED APRIL 15, 2013
(formerly Lubbock High School
Promotion and Preservation Society, Inc.)

1501 Avenue K
Lubbock, Texas 79401

BYLAWS OF LUBBOCK HIGH SCHOOL PROMOTION
AND PRESERVATION SOCIETY, INC.

A NONPROFIT CORPORATION

1501 Avenue K
Lubbock, Texas 79401

ARTICLE I.

OFFICES

Principal Office

The principal office of the corporation in the State of Texas shall be located in the City of Lubbock, County of Lubbock. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Registered Office and Registered Agent

The corporation shall have and continuously maintain in the State of Texas a registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

Purposes

The specific and general purposes of the Corporation shall be as stated in the Articles of Incorporation.

ARTICLE 2

MEMBERS

Classes of Members

The corporation shall have one class of members, consisting all persons who pay in a timely manner the annual dues as set by the Board of Directors.

Voting Rights of Members

Each member shall be entitled to one vote in the annual election of Directors and in any other matter submitted to the Membership by the Board of Directors.

Qualification of Members

Any person may become a member by paying the dues which are set by vote of the Board of Directors from time-to-time.

Termination of Membership

The Board of Directors may terminate the membership of a member only for the failure of such member to pay such dues and assessments as may have been established by the Board of Directors from time-to-time.

ARTICLE 3

MEETINGS OF MEMBERS

Annual Meeting

An annual meeting of the members shall be held during the fall months of the year as set by the Board of Directors for the purpose of electing Directors and for the transaction of other business as may come before the meeting.

Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or twenty-five (25) members or ten percent (10%) of the total membership, whichever is less.

Place of Meeting

The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the Lubbock High School Building.

Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally and/or by mail, or email to each member not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. If the notice is sent by e-mail, it shall be deemed to be delivered when the electronic message shows to have been sent.

Informal Action by Members

Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the 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 all of the members.

Quorum

The members present at any meeting shall constitute a quorum at such meeting.

Voting by Mail

For the purpose of electing Directors, any member may cast a vote in writing by mail without the necessity of physical attendance at the annual membership meeting.

ARTICLE 4

BOARD OF DIRECTORS

General Powers

The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of Texas, but shall be members of the corporation.

Number, Tenure, and Qualifications

The number of the Directors shall be fifteen (15). Each Director shall hold office for three (3) years and until his successor shall have been elected. The Board of Directors shall be constituted in three classes of five persons serving staggered terms.

These initial terms shall be determined at the first meeting of the Board after incorporation by drawing. Five Directors shall draw one year terms, five Directors shall draw two year terms, and five Directors shall draw three year terms. Thereafter, at the regular annual meeting of the membership, five Directors shall be elected to three year terms, so that the Board shall always consist of three classes of five Directors,

each serving staggered terms of three years. If a position becomes vacant, it shall be filled at any meeting of the Board of Directors, and the elected Director to such vacant position shall serve the unexpired term of his predecessor in office.

The Principal of Lubbock High School or the designee of the Principal of Lubbock High School shall serve on the Board of Directors as an ex officio member.

Directors shall be elected by vote of the membership at the annual membership meeting after such nomination procedure as may be adopted by the Board of Directors.

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

Advisory Board of Directors

The Board of Directors shall appoint an Advisory Board of Directors which shall consist of whatever number of people the Board of Directors deems necessary, and said Advisory Board of Directors shall advise the Board of Directors as required.

Regular Meetings

A regular annual meeting of the Board of Directors may be held without other notice than this bylaw on the ~~third~~ second Tuesday of November at 7:00 p.m. at the Lubbock High School building in Lubbock, Texas.

The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

Special Meetings

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

called by them.

Notice

Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or email to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If emailed, notice shall be deemed given on the date shown on the electronic message. 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. 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 notice of such meeting, unless specifically required by law or by these bylaws.

Quorum

A majority of the Board of Directors present or represented by valid proxy shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present or represented by valid proxy at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Manner of Acting

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

Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors.

Compensation

Directors as such shall not receive any stated salaries for their services. Neither shall they be reimbursed for travel expenses for attendance at meetings of the Board of Directors or of the membership. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

Proxies

At any meeting of the Board of Directors, a Director entitled to vote may vote by proxy executed in writing by that Director, but no proxy shall be valid except for the particular meeting set out in that proxy.

Informal Action by Directors

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, or any action which may be taken at a committee meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors or committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting and may be stated as such in any document or instrument filed with the Secretary of State. When circumstances require, the President may poll the Board of Directors by telephone and reserve verbal consent. However, any action taken as a result of this poll must be ratified by the Board of Directors at the next regular or special meeting of the Board of Directors.

Telephone Meetings

Subject to the provisions required or permitted by these Bylaws for notice of meetings, members of the Board of Directors or members of any committee designated by such Board, may participate in and hold a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE 5

OFFICERS

The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Election and Term of Office

The officers of the Corporation shall be elected annually by the Board of Directors 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 thereafter as conveniently may be. 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. The

terms of the initial officers shall end December 31, 1987, and the terms of officers shall be one year commencing on January 1 of each year, following election at the annual meeting of the Board of Directors each November. Nothing herein shall prohibit a person from being re-elected to office or from serving multiple terms in office.

Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Vacancies

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

President

The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or 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 these bylaws or by statute to some other officer or agent of the corporation; and in general he 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.

Vice President

In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice President in order of their electing shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

Treasurer

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. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Treasurer shall be bonded for the faithful discharge of the duties of Treasurer in such sum and with such surety or sureties as the Board of Directors shall determine. The cost of such bonding shall be paid by the Corporation.

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; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and

affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provision of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by each 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.

Assistant Treasurers and Assistant Secretaries

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE 6

COMMITTEES

Committees of Directors

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two 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 corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending the Article of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property

and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

Audit Committee

The President of the Board of Directors shall, at the annual meeting, or, if no annual meeting is held, as soon as convenient, appoint an Audit Committee of three Directors to review the books of the Corporation prior to the next annual meeting. The proposed membership of this Committee shall be presented to the Board of Directors for ratification by resolution of the Board of Directors. If no annual meeting is held, such resolution may be approved by telephone as provided for in these Bylaws when notice is given.

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. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Term of Office

Each member of a committee shall continue as such 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.

Chairman

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

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.

Quorum

Unless otherwise provided in the resolution 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.

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

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

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. Such authority may be general or confined to specific instances.

Checks and Drafts

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation 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 Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the corporation.

Deposits

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

Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation as set forth in the Articles of Incorporation. However, the Board of Directors shall not accept any contribution, gift, bequest, or devise not permitted to be accepted by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may here- after be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or as they may here- after be amended.

ARTICLE 8

CERTIFICATES OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates and appropriate emblems evidencing Membership in the corporation, which shall be in such form as may be determined by the Board. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and conditions as the Board of Directors may determine.

Issuance of Certificates

When a member has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his or her name and delivered by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of the foregoing paragraph of this Article 8.

ARTICLE 9

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its 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. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE 10

FISCAL YEAR

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

ARTICLE 11

DUES

Annual Dues

The Board of Directors may determine from time-to-time the amount of initiation fee, if any, and the annual dues payable to the corporation by members.

Payment of Dues

Dues shall be payable in advance on the first day of January in each fiscal year.

Default and Termination of Membership

When any member of any class shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues become payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article 3 of these bylaws.

ARTICLE 12

SEAL

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 corporation and the words "Corporate Seal of L.H.S.A.A."

ARTICLE 13

WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, 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 deemed equivalent to the giving of such notice.

ARTICLE 14

AMENDMENTS TO B LAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two day's written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

Amended & Re-stated this 15 day of April, 2013

President

Secretary