

**AMENDED AND RESTATED  
BYLAWS  
OF THE  
HEADLINERS CLUB**

Article I  
**NAME AND LOCATION**

The name of this organization is “Headliners Club”. The principal office and headquarters of the Headliners Club are in Austin, Travis County, Texas.

Article II  
**OBJECTIVES**

The objectives of the Headliners Club are:

1. To promote interest in journalism, the arts, sciences, government, business, and the professions;
2. To give appropriate recognition to persons who have provided outstanding leadership or made notable contributions in journalism, the arts, sciences, government, business, and the professions; and
3. To provide facilities, services, and activities which enable it to carry out objectives 1 and 2.

Article III  
**MEMBERSHIP**

Section 3.1. **Membership Classifications.** The Headliners Club (the “*Club*”) shall have the following classifications of membership:

- a. Resident
- b. Non-Resident
- c. Interim
- d. Academic Interim
- e. Public Service Interim
- f. Legacy
- g. Honorary
- h. Senior
- i. Transferable
- j. Journalist/Media

Except as provided herein, the Board of Trustees shall establish the maximum number of members in each classification and shall have the authority to change the number of members in each class at its discretion.

Section 3.2. **Descriptions of Member Classifications.**

(a) **Resident Member.** “*Resident Member*” means a person who resides in Hays, Blanco, Burnet, Williamson, Bastrop, Caldwell, or Travis Counties and who, by virtue of their interest in the objectives of the Club, have accepted an invitation to full participation in the Club. Resident Members shall pay initiation fees, dues, assessments, and charges for Club services fixed by the Board of Trustees.

(b) **Non-Resident Members.** “*Non-Resident Member*” means a person who resides outside of Travis, Hays, Blanco, Burnet, Williamson, Bastrop, or Caldwell Counties at the time of application for membership, or Resident Members who become eligible for Non-Resident Membership by moving to a place outside of Austin or Travis, Hays, Blanco, Burnet, Williamson, Bastrop, or Caldwell Counties. Non-Resident Members shall pay initiation fees, dues, assessments, and charges for Club services fixed by the Board of Trustees.

(c) **Interim Members.** “*Interim Members*” are those persons who are selected by the Board of Trustees for Interim Membership because of their position of employment or their being engaged in a particular professional activity or because of an elected or appointed position of public service. Interim Membership shall be for a period of one year and may be extended for additional periods of one year each. An Interim Membership is automatically terminated upon a change in the Member's position of employment or professional activity which was the basis for the original invitation to Interim Membership. Subject to approval by the Membership Committee, Interim Members are eligible to transition to Resident Membership or Non-Resident Membership, as applicable, upon payment of an initiation fee for such transition, as determined by the Board of Trustees from time to time. Interim Members are exempt from initiation fees but shall pay dues, assessments, and charges for Club services fixed by the Board of Trustees.

(d) **Academic Interim Members.** “*Academic Interim Members*” are those persons who are employed by or serve in an official capacity with a public or private college, university, or university system and who are selected by the Board of Trustees for Academic Interim Membership because of their position of employment or service in an elected or appointed capacity. An Academic Interim Membership is automatically terminated upon a change in the Academic Interim Member's position of employment or service which was the basis for the original invitation to Academic Interim Membership. Subject to approval by the Membership Committee, Academic Interim Members are eligible to transition to Resident Membership or Non-Resident Membership, as applicable, upon payment of an initiation fee for such transition, as determined by the Board of Trustees from time to time.

(e) **Public Service Interim Members.** “*Public Service Interim Members*” are those persons who are employed by or serve in an executive or senior leadership capacity with a civic or charitable organization in the Austin region or who serve as an elected official or in an appointed capacity which is aligned with or which furthers the objectives of the Headliners Club. Public Service Interim Membership is automatically terminated upon a change in the Public

Service Interim Member's position of employment or service which was the basis for the original invitation to Public Service Interim Membership. Public Service Interim Members shall pay an initiation fee equal to the initiation fee for Legacy Members and shall pay dues, assessments, and charges for Club services fixed by the Board of Trustees. Subject to approval by the Membership Committee and the Board of Trustees as provided herein, Public Service Interim Members are eligible to transition to Resident Membership or Non-Resident Membership, as applicable, upon payment of a fee for such transition, as determined by the Board of Trustees from time to time, but which shall be not less than the difference between the then applicable initiation fee for Resident Members, less the amount of the initiation fee paid by the Public Service Interim Member at the time he or she joined the Club.

(f) Legacy Members. “*Legacy Members*” are persons those who are not over the age of 45 years, who are the offspring (biological or adopted) or grandchild of a current member, that member having held membership in the Club for no less than ten (10) years. A Legacy Member shall have all the rights, privileges, and responsibilities of a Resident Member, and the spouses of Legacy Members will have all the rights, privileges, and responsibilities of the spouses of Resident Members. The Board of Trustees may, at their discretion, set the initiation fee for this category at an amount less than that of a Resident Member. The Board of Trustees may, from time to time, modify the requirements for Legacy Membership on a permanent or temporary basis. Legacy Members shall pay dues, assessments, and charges for Club services at the same scales and rates as Regular Members.

(g) Honorary Members. “*Honorary Members*” are those persons who are selected by the Board of Trustees because they hold or have held a unique position in a profession, hold high public office, or have received extraordinary recognition such as the Nobel Prize. Honorary Memberships shall be for a period of one year and shall be extended automatically for additional periods of one year each unless terminated by the Board of Trustees. Honorary Members are exempt from initiation fees, dues, and assessments, but shall pay for Club services fixed by the Board of Trustees.

(h) Senior Members. “*Senior Members*” are those who, upon application, are approved by the Board of Trustees and who meet the following requirements:

- (i) Are Resident Members in good standing who have held a Resident Membership for at least ten (10) years; and
- (ii) Have attained the age of seventy (70) years.

Dues for Senior Members shall be fifty percent (50%) of the dues required of Resident Members. The number of Senior Members set by the Board of Trustees shall not exceed a number equal to ten percent (10%) of the sum of (1) total Resident Memberships, plus (2) total Legacy Memberships, plus (3) total Transferable Memberships.

(i) Transferable Memberships. “*Transferable Memberships*” are for individuals residing in Hays, Blanco, Burnet, Williamson, Bastrop, Caldwell, or Travis Counties and who hold a position of management with a business or professional entity having a facility in

Travis or an adjacent county. Transferable Members will pay an initiation fee, dues, assessments, and charges for Club services fixed by the Board of Trustees. Persons who hold a Transferable Membership are treated as and have all rights and privileges as Resident Members.

(i) A Transferable Membership may only be transferred twice after it is initially obtained. The membership may be transferred to an individual meeting the eligibility requirements stated above. There will be a transfer fee for each transfer of the membership amounting to a percentage of the initiation fee for Resident Members at the time of the transfer as set by the Board of Trustees. Every proposed Transfer Member will be subject to the approval of the Membership Committee and Board of Trustees. Should the proposed new Transfer Member not receive an approval from either of the above mentioned bodies, an alternative candidate may be proposed.

(ii) The business or professional entity in which a position of management is held will be the owner of the Transferable Membership. Surviving spouses of persons holding a Transferable Membership are not eligible for Surviving Spouse Membership status.

(iii) An existing Resident Membership may be converted to a Transferable Membership by payment of a conversion fee (an amount set by the Board of Trustees that will be a percentage of the Resident membership initiation fee at the time of the conversion) and the designation of the business or professional entity to hold the membership.

(iv) A Transferable Membership may be converted to a Resident or Non-Resident Membership at the direction of the business or professional entity holding the membership.

(j) Journalist/Media Membership. “*Journalist/Media Members*” are those persons whose principal income is derived from or whose principal occupation is gathering and writing news and editorials, the editing of news, or the general direction of news gathering in either print or electronic media. Others eligible to be classified as Journalist/Media Members are authors and photographers who have published works of general interest; freelance writers or photographers generally recognized for the publication or use of articles or pictures; and those employed on the news staff of newspapers, radio, television, news wire services, magazines, Internet, other electronic media, or other new media. The Membership Committee shall have discretion to identify persons who are engaged in journalism and new media and determine their eligibility for membership in the club as Journalist/Media Members. Journalist/Media Members may be classified by the Board of Trustees as “Journalist/Media Members” or as “Executive Journalist/Media Members”. The Board of Trustees shall have the authority to establish initiation fees, dues, and assessments of Journalist/Media Members and of Executive Journalist/Media Members.

Section 3.3. Leave of Absence. The Board of Trustees may grant a Leave of Absence for not more than one year or less than six months, to a Resident Member or Legacy Member who requests such a leave, due to employment out of the area, extreme health issues, or for continuing education out of town. The request should be made in a letter addressed to the Board of Trustees

and received at least thirty (30) days prior to the effective date of the leave. Members granted a Leave of Absence shall relinquish all membership rights during the term of the leave. Usage of the Club during the leave period will terminate the leave effective the date of that usage.

Section 3.4. **Membership by Invitation Only.** In order to be considered for membership in any category other than Honorary Member, a person must be sponsored by at least two Resident Members, Legacy Members, Academic Interim Members, or Senior Members in good standing. The sponsors shall write the Chairman or Secretary stating the name, residence, and qualifications of the person proposed for membership. The person must then submit a written application for membership on a form prescribed by the Board of Trustees. The application shall first be considered by the Membership Committee. Upon a two-thirds favorable vote by the Membership Committee, the name of the proposed new member shall be submitted to the Board of Trustees. The Trustees shall vote by signed or electronic ballot and, upon favorable approval by a majority of the entire Board of Trustees, the person shall be approved for membership and invitation tendered. Unless the invitation is accepted and initiation fees and initial dues tendered within thirty (30) days after the date the invitation is extended, the invitation may be withdrawn. The Membership Committee shall determine eligibility and issue invitations to membership for all other classifications (*i.e.*, Interim, Honorary, Senior, and Surviving Spouse categories). The Trustees shall vote on other classifications by signed ballot or electronic, and upon favorable approval by a majority of the entire Board of Trustees, the person shall be approved for membership.

Section 3.5. **Transfer and Termination.** Membership is non-transferable and except for the rights of surviving spouses, terminates upon the death of a Member. Membership may be terminated or suspended by the Board of Trustees if a Member is one hundred twenty (120) days in arrears in the payment of dues, assessments, charges or monies due the Club. In the event of suspension, the Trustees may reinstate a Member upon the payment of dues, assessments, charges or monies due to the Club. Membership is individual and personal and, in the event of the divorce of a Member, no rights of Membership shall be transferred or inure to the benefit of the other party.

Section 3.6. **Expulsion.** A Member may be removed from Membership for cause by a two thirds vote of the entire Board of Trustees. Removal for cause will occur only after the Member has been advised of the complaint and has been given reasonable opportunity to appear before the Trustees to answer the complaint. If a Member is expelled, the Member may appeal the decision at the next annual meeting of the Membership, provided written notice of the intent to appear is furnished to the Chairman or Secretary at least ten (10) days before the date of the annual meeting at which the appeal will be presented.

Section 3.7. **Change in Membership.** A Resident Member who moves outside the designated resident region shall be changed to Non-Resident Membership on the first day of the month following the date of change of residence. If the Member moves back into the designated resident region, the Member shall be given priority for reinstatement to Resident Membership.

Section 3.8. **Resignation.** Subject to the payment of all outstanding obligations owing to the Club, a Member may voluntarily terminate his Membership by submitting a written, signed resignation to the Chairman or Secretary.

Section 3.9. **Dues.** Membership fees, dues, assessments, and charges for Club services shall be established by the Board of Trustees and may be altered, amended, or changed at any meeting of the Trustees.

Article IV  
**MEMBERSHIP MEETINGS**

Section 4.1. **Annual Meeting.** The Membership of the Club shall meet annually for the transaction of business. The time and place of the meeting will be determined by the Board of Trustees, and notice will be published to the Membership at a reasonable time prior to the meeting. The notice may be published electronically, including by email and by publication on the Headliners Club website.

Section 4.2. **Special Meetings.** A special meeting of the Membership may be called by the Board of Trustees or the Chairman at any time, or may be called on the petition of ten percent (10%) of the Resident Members and Legacy Members in good standing. Notice of the time and place of the special meeting and of its purpose will be mailed at least twenty (20) days prior to the date of the meeting to each Member of the Club at the address shown on the Club records.

Section 4.3. **Voting.** Members in good standing may vote in person or by proxy, by signed ballot, by electronic messaging (including email, and referred to as an “*Electronic Vote*”), or by any other method nor or hereafter permitted by the Texas Business Organizations Code (as the same may be amended from time to time, the “*BOC*”), including without limitation Section 22.160(d) of the BOC. If the vote is by proxy or signed ballot or by Electronic Vote, it must be received by the Club prior to the announced time for the meeting. Unless otherwise provided by these Bylaws, the majority of Members voting shall govern.

Section 4.4. **Quorum.** Ten percent (10%) of the Members present in person or by proxy together with votes received electronically and by other permitted methods shall constitute a quorum for the transaction of business at a regular or a special meeting, including without limitation the annual meeting.

Article V  
**BOARD OF TRUSTEES**

Section 5.1. **Powers.** The Board of Trustees is the governing body of the Club. The Board shall supervise, control and direct the affairs of the Club, its committees, and publications; determine Club policies; actively prosecute the Club's objectives; and supervise the collection, investment, and disbursement of Club funds. The Board may adopt rules and regulations for the conduct of business.

Section 5.2. **Composition of the Board of Trustees.** The Board of Trustees is composed of twenty-eight (28) elected Trustees. Trustees shall be elected by the Membership to serve for a term of four (4) years. Trustees may hold office for two consecutive terms. They shall be elected on a staggered basis so that approximately one-fourth of those holding such terms shall be elected at each annual meeting. The Immediate Past Chairman of the Board of Trustees shall be made a Trustee Emeritus upon retirement from the office of Chairman and thereupon shall continue to have privileges of the Club without payment of dues so long as charges for Club

services are paid. Trustees Emeritus shall continue to have a vote on matters before the Board and may attend meetings of the Board.

and Section 5.3. **Nomination and Election of Trustees.** No later than sixty (60) days prior to the annual meeting, the Chairman of the Board of Trustees will appoint a Nominating Committee composed of seven (7) members of the Board of Trustees, two of whom shall be the Chairman and the President. It shall be the duty of the Nominating Committee to nominate as many persons as will be needed to fill the anticipated vacancies on the Board of Trustees. Nominations of the Nominating Committee shall be posted in the Club at least thirty (30) days prior to the annual meeting at which the election of members of the Board of Trustees takes place. Five percent (5%) or more of the Resident Members and Legacy Members in good standing may also nominate candidates for vacancies on the Board of Trustees. Such nominations shall be in writing and shall be delivered to the Secretary at least thirty (30) days before the time of the annual election. Not less than twenty (20) days prior to the annual meeting, the Club will mail a ballot with the names of all properly nominated candidates for election to the Board of Trustees to be printed in alphabetical order upon one ballot and shall mail said ballot to each Member in good standing. The Secretary or other designee of the Chairman shall tabulate the election ballots timely returned to him prior to the annual meeting and report the results to the Board of Trustees. The Board of Trustees will canvas the election and certify the results to the annual meeting. Any Resident Member in good standing who has not voted by ballot may vote in person at the annual meeting. When all eligible votes have been cast, the Chairman shall announce the results to the Club by mail, email, and/or publication on the Club's website.

Section 5.4. **Meetings.** A regular meeting of the Board of Trustees will be held within ninety (90) days after the annual meeting of the Membership at a time and place designated by the Chairman. Notice of the regular meeting will be given to the Trustees no less than thirty (30) days before the meeting is held. Notice of meetings may be waived in writing or by recorded vote taken at the meeting. Special meetings of the Board of Trustees may be called by the Chairman of the Board by notice mailed, delivered, telephoned or emailed to each member of the Board of Trustees at least five (5) days in advance of the special meeting. Written notice shall include an agenda, and oral notice shall include a statement of business to be conducted at the meeting. If any Bylaw changes or appointment of Trustees to fill vacancies are on the Agenda, the notice shall include a ballot concerning such matters. Trustees unable to be present may give a dated and signed proxy to any other Trustee to act for him.

Section 5.5. **Quorum.** At any meeting of the Board of Trustees, at least fifty percent (50%) of the Trustees must be present to constitute a quorum for the transaction of business for the Club. Except for (1) voting on new members, (2) a change in the Bylaws, and (3) filling a vacancy on the Board of Trustees, any business transacted will be valid if affirmatively passed by a majority of those present.

Section 5.6. **Voting.** In addition to the voting rights herein provided for, action by a vote taken by ballot of the members of the Board of Trustees will be valid action of the Board if taken in accordance with the voting provisions set forth below; it will be reported and recorded at the next meeting of the Board. A majority vote of the entire Board of Trustees (which may include Electronic Voting) is required in voting on (1) new members, (2) a change in the Bylaws, and (3) filling a vacancy on the Board of Trustees.

Section 5.7. **Vacancies.** If a vacancy occurs during the term of office of a Trustee elected to serve a four (4) year term, the Trustees shall fill the vacancy by appointing a Trustee who shall serve the unexpired term and shall then be eligible for election.

Section 5.8. **Re-election.** A Trustee who has served two (2) consecutive four (4) year terms shall not be eligible for election until one year has passed, unless a four (4) year term is appropriate to accommodate a Trustee's nomination to or election to an office, such as President.

Section 5.9. **Eligibility.** All categories of members of the Club except Honorary Members are eligible to serve on the Board of Trustees. To be eligible as a Trustee, a person shall have been a member in good standing for at least three (3) years or the spouse of a member in good standing for three (3) years.

Section 5.10. **Removal.** If a Trustee shall become unable or ineligible to serve by reason of illness or non-residence or cease to serve actively on the Board for any reason, the Trustees may appoint, by a majority vote of the entire Board of Trustees, an alternate Trustee to serve during the Trustee's period of non-availability for service on the Board. If such Trustee does not resign, become active or re-establish eligibility by the time of the next annual meeting, such Trustee shall be given written notice of removal as a Trustee. Unless such Trustee shall show good cause for reinstatement within sixty (60) days after the mailing of such written notice, his position on the Board shall be declared vacant and the vacancy filled as any other vacancy under the provisions of the Bylaws. The Board of Trustees, by majority vote of the entire Board, may designate a Trustee whose removal has occurred under this provision as a "Trustee Emeritus."

Section 5.11. **Ex-Officio Member.** The Chairman of the Board of Governors of the Headliners Foundation of Texas shall be an ex-officio member of the Board of Trustees.

## Article VI **OFFICERS**

Section 6.1. **Officers.** The Trustees shall elect from their membership a Chairman, a President, a President-Elect, a Secretary and a Treasurer.

Section 6.2. **Term of Office.** The Chairman shall hold office for four (4) years and/or until his successor is elected and qualified. The President, President-Elect, Secretary, and Treasurer shall hold office for one year and/or until their respective successors are elected and qualified. The President shall not hold office for more than one term, and the Chairman shall not hold office for more than three (3) consecutive terms.

Section 6.3. **Nomination and Election.** Annually, the Chairman will appoint a Nominating Committee composed of seven (7) members of the Board of Trustees. The Nominating Committee shall prepare and submit to the Board at a properly called meeting, prior to the annual meeting, nominations for the offices due to become vacant by virtue of the expiration of the term of the person holding office. The election of officers at the annual meeting shall be by vote of the majority of the Trustees present plus any votes by signed ballots received prior to the meeting.



Section 6.4. **Vacancies.** If a vacancy occurs during the term of office for any elected officer, the Trustees shall fill the vacancy in the same manner provided for the election at the annual meeting of the Board of Trustees.

Section 6.5. **Duties.**

(a) The Chairman is the chief elected officer of the Club. The Chairman will preside over all regular meetings of the Club and the Board of Trustees and will perform such duties as may be prescribed by the Board of Trustees and these Bylaws. The Chairman shall appoint all committees and serve as an ex-officio member of all committees.

(b) The President will assist the Chairman in the performance of his/her duties and will, in the absence of the Chairman, perform the Chairman's duties.

(c) The President-Elect shall become informed of all operations of the Club.

(d) The Secretary shall record the minutes of all meetings of the Club Membership, the Board of Trustees, and the Executive Committee, and shall have custody of the seal of the Club, together with all papers and documents.

(e) The Treasurer shall be responsible for the Club's financial accounts, shall serve ex-officio on the Finance and Audit Committee, shall assist the General Manager with the budgets and financial statements, and shall see that the financial statements are prepared and distributed to the Board of Trustees.

Article VII

**EXECUTIVE COMMITTEE**

Section 7.1. **Powers and Duties.** The Board of Trustees shall name an Executive Committee which may act in the place and stead of the Board of Trustees between Board meetings on all matters except those especially reserved to the Board of Trustees by these Bylaws. Action of the Executive Committee will be reported to the Trustees by mail, email, or at the next meeting of the Board of Trustees.

Section 7.2. **Composition.** The Chairman, President, Secretary, President-Elect, Treasurer, Immediate Past President, Past Chairman (for two [2] years after term expires), and chairs of the standing committees of the Club will constitute the Executive Committee of the Club. The Chairman may appoint up to two (2) additional at-large members of the Executive Committee who will each serve a term of one (1) year.

Section 7.3. **Quorum.** A majority of the members of the Executive Committee will constitute a quorum for the transaction of business of the Club, and any business transacted will be valid if affirmatively passed by a majority of those present.

Section 7.4. **Call of Meetings.** The Executive Committee shall meet upon call of the Chairman and a meeting may be called on request of three members of the Executive Committee by the Chairman, or in the absence of the Chairman, by the President. Notice of the Executive

Committee meetings will be given within a reasonable time prior to the meeting. Notice of a meeting may be waived in writing or by recorded vote at the meeting.

Section 7.5. **Voting Rights.** Voting rights of a member of the Executive Committee may not be delegated when acting in the capacity of an Executive Committee Member by proxy or otherwise.

Section 7.6. **Ex-Officio Member.** The Chairman of the Board of Governors of the Headliners Foundation of Texas shall be an ex-officio member of the Executive Committee.

## Article VIII **COMMITTEES**

Section 8.1. **Appointment.** The Chairman shall appoint the members of the Standing Committees from among the members of the Club and their spouses and may establish any special committees he deems necessary for the operation of the Club as well as appointing the members of any such special committees.

Section 8.2. **Standing Committees.** The following are the Standing Committees of the Club:

- a. House Rules
- b. Food & Beverage
- c. Finance & Audit
- d. Building & Facilities
- e. Membership
- f. Special Events
- g. Employee Benefits & Compensation
- h. Investment Committee
- i. Legal

Section 8.3. **Composition of Standing Committees.** Each Standing Committee shall consist of a Chairman who is a member of the Board of Trustees and at least four (4) members or spouses of members. The Chairman and President shall serve ex-officio with the right to vote on all Standing Committees.

Section 8.4. **Duties of Standing Committees.**

(a) House Rules Committee shall have the duty of promulgating house rules and enforcing the same.

(b) The Food and Beverage Committee shall work with the Club's General Manager in the preparation of menus, the selection of beverages and in recommending prices to the Trustees.

(c) The Finance and Audit Committee, subject to the approval of the Trustees, shall direct the financial policies of the Club and audit, or cause to be audited, the accounts of the Club.

(d) The Building and Facilities committee shall be responsible for the supervision of the Club premises, fixtures, and equipment, and, subject to the approval of the Trustees, attend to the maintenance, replacement of furniture and refurbishing of equipment as may be needed from time to time.

(e) The Membership Committee shall receive all application for membership in the Club and shall pass upon the eligibility of such applicants. The proceedings of the Membership Committee shall be confidential. A two-thirds favorable vote of the Membership Committee shall be required for submission of a proposed new member to the Board of Trustees.

(f) The Special Events Committee shall work with the General Manager of the Club in planning and holding such special social food and beverage events as the committee may determine from time to time will serve the interests of the Club and its Membership.

(g) The Employee Benefits and Compensation Committee shall work with the General Manager of the Club in reviewing employee benefits, including without limitation vacation policy, insurance, and retirement plans.

(h) The Investment Committee shall review the Club's assets, recommend asset allocations, and select an independent manager to manage and invest the funds.

(i) The Legal Committee shall act as a resource to assist and advise the Club on legal matters.

## Article IX

### **GENERAL MANAGER AND STAFF**

Section 9.1. **Appointment.** The Board of Trustees will employ a paid chief executive who will have the title of General Manager and whose terms and conditions of employment will be specified by the Board of Trustees.

Section 9.2. **Authority and Responsibility.** The General Manager will manage and direct all activities of the Club, subject to the policies established by the Board of Trustees.

(a) The General Manager will employ and may terminate the employment of, members of the staff necessary to carry on the work of the Club and fix their compensation within the approved budget.

(b) The General Manager will define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management at will.

(c) The General Manager's judgment will be in the best interest of the Club.

(d) The General Manager will report to the Executive Committee through the office of the Chairman and serve, without vote, as an ex-officio member of the Executive Committee and the Board of Trustees.

Article X  
**INDEMNIFICATION**

Each Trustee, officer, employee of the Club, and others as may be specified from time to time by the Board of Trustees, will be indemnified by the Club against all expenses, liabilities, and claims, including attorneys' fees, reasonably incurred, imposed or comprised in connection with any proceeding in which such person may be a party, or in which such person may become involved, by reason of being or having been a Trustee, officer, employee, or other person specified by the Board of Trustees, except in cases wherein the person is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification is in addition to, and not exclusive of, all other rights to which the person may be entitled. The Club, at the direction of the Board of Trustees, may secure and pay for insurance to cover the indemnification provided for in this Article.

Article XI  
**GENERAL PROVISIONS**

Section 11.1. **Voting and Meetings**. A meeting of the members of the Club, the Board of Trustees, the Executive Committee, or any other committee designated by the Board of Trustees may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if: (a) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. The foregoing does not limit any other permissible means of voting as set forth in these Bylaws or in the Texas Business Organizations Code, including without limitation Electronic Voting.

Section 11.2. **Amendment of Bylaws**. These Bylaws may be amended by a majority vote of the entire Board of Trustees. Amendments may be proposed by the Board of Trustees or upon petition of any thirty (30) Resident Members in good standing addressed to the Board of Trustees.

We certify that this is true and correct of the Amended and Restated Bylaws and House Rules of the Headliners Club. The Amended and Restated Bylaws were adopted on October 24, 2016.

Brian Greig, Chairman

Scott Dunaway, Secretary