

**AMENDED AND RESTATED BYLAWS OF
THE WORLD AFFAIRS COUNCIL
OF SAN ANTONIO**
(Adopted January 21, 2021)

**ARTICLE I
NAME**

The name of this voluntary educational, private and non-profit corporation is “The World Affairs Council of San Antonio” (hereinafter referred to as “The Council”).

**ARTICLE II
PURPOSE**

The purpose for which the corporation is organized is to be a non-profit and non-partisan educational organization within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, dedicated to the education of its membership and the San Antonio community as a whole, including students attending area colleges and universities, about the foreign policy of the United States, and its relationships with other countries and international organizations. This purpose shall be accomplished through the development and provision of guest lecturers, panel programs, study groups, travel tours, newsletters and any other means of education as approved by the Board of Trustees. The Council shall not engage in political activity, nor endorse, promote, or attempt to influence any specific course of domestic or foreign policy or legislation.

**ARTICLE III
MANAGEMENT**

The Council shall be managed between membership business meetings by the Board of Trustees (the “Board”) to which the Officers, the Executive Committee, and other Committees shall report.

**ARTICLE IV
INDIVIDUAL MEMBERSHIP**

The Board shall from time to time establish classes of membership, prescribe the procedures for admitting persons to membership, set dues and determine privileges, services, and publications to be afforded to the several classes of members. It may provide for special privileges to persons who shall make contributions.

ARTICLE V
ORGANIZATION MEMBERS

The Board may, from time to time, establish membership for organizations and prescribe the procedures for admission to membership, set the dues, and determine the voting and other privileges, services, and publications to be afforded to such members.

ARTICLE VI
AFFILIATIONS OF THE COUNCIL

The Council may, by majority vote of the Board, affiliate with any other organization whose purposes are similar to those of The Council and which is also exempt from federal income taxation. The Board may likewise authorize any such organization to become affiliated with The Council.

No affiliation by or with The Council shall be construed as an endorsement by The Council of the purpose, activities, or pronouncements of any affiliated organization.

Affiliation by and with The Council shall not confer privileges of membership upon the members, if any, of The Council's affiliate, except and to the extent agreed upon from time to time by the Board.

The Secretary may delegate to the staff the responsibility of keeping a list of affiliations with other similar organizations as an annex to these Bylaws.

ARTICLE VII
MEETINGS OF MEMBERS

Annual Meeting of Membership: The Annual Meeting Membership shall be held once each year at a time and place designated by the Chair of the Board. Written notice of the meeting will be provided to the members at least ten days prior to the meeting. Such Annual Meetings of Membership may be held virtually using prescribed electronic means that allows authorized attendees to participate in the meetings remotely.

Special Meetings of Membership: Special Meetings of Membership shall be held when called by the Chair of the Board, or by majority vote of the Board, or by written request of ten members. Written notice will be provided at least five days prior to a special meeting. Such Special Meetings of Membership may be held virtually using prescribed electronic means that allows authorized attendees to participate in the meetings remotely.

Quorum of Members: Presence of one-fourth (1/4) of The Council member votes entitled to be cast shall constitute a quorum at any scheduled meeting of the membership.

Voting: Each individual member, institution of higher learning member, and organization member shall be entitled to no more than one vote at any annual or special meeting of the membership. Each institution of higher learning and organization member shall designate to the Secretary and/or the Chief Executive Officer their designated representative for voting purposes prior to any vote being cast at any annual or special meeting. No individual may be entitled to more than one vote, including individuals who maintain an individual membership and also serve as the designated representative of an institution of higher learning or an organization. Except as provided in the formation instruments of The Council and these Bylaws, decisions shall be made by a simple majority vote of the members present at any scheduled meeting where a quorum is present. If a member is unable to attend either an Annual Meeting of Membership or Special Meetings of Membership, said member may cast their votes by email to the Secretary and/or the Chief Executive Officer.

Presiding Officer: In the absence of the Chair and the Chair Elect, a presiding officer is to be chosen by a majority of those present.

ARTICLE VIII OFFICERS

Officers: Officers of The Council will be members of the Board. Officer positions are: Chair, Immediate Past Chair, Chair Elect, Vice Chairs, Secretary and Treasurer. Each Officer will be elected by The Council members at an Annual Meeting of Membership or at a Special Meeting of Membership and will serve until the earlier of either their successor being duly elected, or their term as a Board of Trustee expires or is terminated.

Chair: The Chair is the chief presiding officer of The Council. The duties of the Chair are:

- To preside at all meetings of the Board.
- To serve as ex-officio member of all Committees of The Council.
- To sign such papers as may be required of his/her office or as may be directed or authorized by the Board.
- To appoint Standing, Annual, and Special Committees and Task Forces.
- To designate the Chair for each Standing, Annual, and Special Committee, and Task Force, unless otherwise stated in these Bylaws or decided by vote of the Board.
- To make reports to the Board as may be necessary for its information or guidance.
- To request reports from the Officers and Chief Executive Officer.
- To perform other duties incidental to the office or as assigned by these Bylaws or the Board.

Chair Elect: The Chair Elect is vested with all powers and shall perform all duties of the Chair in case of the absence, disability, resignation, or removal of the Chair. The Chair Elect is an ex-officio member of all Committees of The Council. The Chair Elect assists the Chair in the conduct of his/her duties to promote smooth transition of leadership and continued pursuit of organizational goals. The Chair Elect will assume the role of Chair upon the conclusion of the Chair's term(s), as applicable.

Immediate Past Chair: The Immediate Past Chair will remain an Officer of The Council until the conclusion of the Chair's term(s) as applicable.

Vice Chairs: The Council may elect three (3) Vice Chairs (the number and duties of which shall be determined by the Executive Committee). Additional Vice Chairs may be appointed by the Executive Committee to serve in the interim until elected at the next Annual Meeting of Membership.

Treasurer: The Treasurer keeps, or causes to be kept:

- A system for the receipt, disbursement, and custody of all funds of The Council.
- A full accounting of all funds received and paid out.
- All deeds, securities, notes, contracts, and all financial papers of The Council.
- A system for an annual independent audit and a complete financial statement by a certified public accountant approved by the Board.

The Treasurer shall also: Chair the Finance Committee, make reports to the Board on the financial affairs of The Council, sign such papers as may be required by his/her office and perform such other duties incidental to his/her office or directed by the Board.

Secretary: The Secretary keeps, or causes to be kept:

- A system for providing written notices of meetings to the Board.
- A system for keeping complete records of the meetings of the Executive Committee and Board.
- A system of maintaining an accurate record of attendance at Board meetings.
- A system for notifying the Executive Committee of vacancies on the Board.
- A system for keeping all official records of The Council.

The Secretary shall also sign such papers and perform such duties as incidental to the office, or as directed by the Board.

A vacancy in any Officer position because of death, resignation, disqualification, or otherwise may be filled by the Executive Committee for the unexpired portion of the term.

ARTICLE IX
BOARD OF TRUSTEES

Function: The Board shall manage the business, property, and affairs of The Council. The Board also has the power to initiate and approve plans and programs in association with the mission and objectives of The Council. The Board has custody of and manages the land, buildings, equipment, securities and all other properties of The Council; adopts the annual budget; is empowered to borrow money; raise and disburse funds; invest and reinvest funds; sell, buy and exchange properties and securities; make and enter into contracts pursuant to the purposes of The Council as set forth in the formation instruments of The Council and these Bylaws; and perform all other duties reasonably necessary to carry out the purposes of The Council.

Composition and Term: The Board shall consist of the Officers named in Article VIII and not more than thirty (30) or fewer than fifteen (15) other members, as determined by the Executive Committee, to hold office until their successors are elected. Trustees shall be elected at the annual meeting of the membership and shall serve for a three-year term. There shall be a limit of two consecutive 3-year terms. After one year off the Board, a person will be eligible for nomination and re-election.

Chair Appointed Trustees: Up to three (3) additional Trustees may be appointed by the Chair with the approval of the Executive Committee to serve until the next annual meeting of The Council (even if no vacancy), at which time their names will be placed before the Council for approval and to serve a three-year term. This allows a mechanism to add Trustees during the year.

Educator Trustees: The Presidents of UTSA, University of the Incarnate Word, Trinity University, St. Mary's University, Our Lady of the Lake University, Texas A&M University, and the President of Alamo Community College District, the Director of the International Relations Office of the City of San Antonio, and the President of Texas Public Radio shall be deemed Educator Trustees of the Board with full voting rights and are invited to serve during his or her tenure of their Presidency of his or her respective institution, agency or business. Educator Trustees are not subject to two consecutive 3-year terms limitation.

Lifetime Trustees: Each Chair of the Board shall become a Lifetime Trustee of the Board upon fulfillment of his/her term as Chair. So long as they maintain their paid membership, Lifetime Trustees will continue to have full voting rights, but their membership shall not be deemed to be included in the limit of the number of Trustees described above.

Distinguished Leaders Council: From time to time, the Board, upon recommendation of the Executive Committee, may elect members of the Distinguished Leaders Council to serve on the Board. Distinguished Leaders Council members shall be former or current elected or appointed U.S., Foreign, State or local officials or dignitaries as well as other individuals that the Board determines help to promote the purpose of The Council. Distinguished Leaders Council members shall have no voting rights and their membership shall not be deemed to be included

in the limit of the number of Trustees described above. Distinguished Leaders Council members are not subject to two consecutive 3-year terms limitation.

Removal: Any Trustee may be removed from the Board with or without cause, at any time, by a majority vote of The Council members. The Council members may remove any of its Officers by a majority vote of its members.

Resignation: Any Trustee may resign from the Board by so stating in a letter to the Chair. Save and except any Educator Trustee, Lifetime Trustee, and Distinguished Leaders Council members, any Trustee who fails to attend 50% of the regular meetings of the Board in a twelve-month period is subject to disqualification upon consideration and vote of the Board. The Secretary will notify the individual of his/her disqualification in writing. The disqualified member may seek re-admission to the Board by letter to the Chair. Requests for re-admission will be acted upon at the next Board meeting and will require an approval of two-thirds majority of those voting.

Dues: The Board may elect to adopt membership level commitments to The Council for its Trustees and impose self-assessments, in amounts it deems appropriate, including assessments to defray food function costs for Board meetings and other Council events. Funds derived from any self-assessments will be separately accounted for, but made a part of the total financial reports of The Council.

Board Evaluation: The Board in its sole discretion may from time to time elect to undertake or have conducted an evaluation of the Board's performance, processes, and practices.

Liability Insurance: The Council will cover all Trustees and Officer under its liability policy(ies) and fidelity bond(s), if any.

Indemnification: To the extent permitted by the Texas Business Organization Code, any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Trustee or Officer of The Council shall be indemnified by The Council against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him/her (or by his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

Limits on Indemnification: Notwithstanding the above, The Council will indemnify any such person only if he/she acted in good faith and reasonably believed that his/her conduct was in The Council's best interests. In the case of a criminal proceeding, such person may be indemnified only if he/she had no reasonable cause to believe their conduct was unlawful.

ARTICLE X MEETINGS OF THE BOARD

Annual Meeting of the Board: The Annual Meeting of the Board shall occur once each year at a time and place designated by the Chair and shall serve as one of the Regular Meetings defined below. Written notice of the meeting shall be provided to the Trustees at least thirty (30) days prior to the meeting. Such Annual Meetings of the Board may be held virtually using prescribed electronic means that allows authorized attendees to participate in the meetings remotely.

Regular Meetings: At least four (4) regular meetings of the Board shall be held each year at a time and place convenient to the Board. Except in the case of the Annual Meeting of the Board, written notice of and an agenda for the Regular Meetings will be provided to the Trustees at least five days prior to each meeting. The Chair, or the Chief Executive Officer by delegated authority, will periodically poll the members for their opinion respecting the convenience of Regular Meetings. Such Regular Meetings may be held virtually using prescribed electronic means that allows authorized attendees to participate in the meetings remotely.

Special Meetings: Special Meetings of the Board shall be held when called by the Chair, or by vote of the Board, or by written request of ten Trustees. Written notice will be provided at least ten (10) days prior to a Special Meeting. Such Special Meetings may be held virtually using prescribed electronic means that allows authorized attendees to participate in the meetings remotely.

Open Meetings: Although not required by law, meetings of the Board will be held in open session. The Board may vote to handle any of its business in executive session.

Quorum: One-third (1/3) of the full membership of the Board shall constitute a quorum at any scheduled meeting of the Board.

Voting: Except as provided in the formation instruments of The Council and these Bylaws, decisions shall be made by a simple majority vote of the Board members present in person at any scheduled meeting where a quorum is present and proper meeting notification has been given.

Action without a Meeting: Any action which may be taken at a meeting of the Board may be taken without an actual meeting occurring if consent, in writing, setting forth the action taken, shall be signed by the number of Trustees necessary to take such action is met pursuant to these Bylaws. The consent must state the date of each Trustee's signature. Prompt notice of any such action shall be given to each Trustee who did not consent in writing to the action.

Presiding Officer: In the absence of the Chair and the Chair Elect, the Treasurer shall serve as the presiding officer. In the absence of the Treasurer, the Secretary shall serve as the presiding officer.

Communications: Communications shall, when practical, be conducted by means of regular U.S. Postal Service or electronic mail. Lack of receipt of U.S. Postal Service or electronic communications shall not void or negate otherwise legitimate action of the Board.

ARTICLE XI EXECUTIVE COMMITTEE

Executive Committee: The Executive Committee shall be composed of the Officers described in Article VIII above, and such other Trustees appointed by the Chair and approved by the Board. In addition, the Immediate Past Chair will serve on the Executive Committee following her/his term as Chair for the period coinciding with the term(s) of her/his successor Chair. Vacancies on the Executive Committee shall be filled upon the recommendation of the Chair and a vote of a majority of the Executive Committee present at any meeting in which a quorum is present. Such actions will be reported at the next meeting of the membership. The Chair will be the Chair of the Executive Committee, which will meet by call of the Chair. It shall have primary responsibility for routine expenditures and personnel and may make recommendations to the Board as to the annual budget and other matters. It may act for The Council upon a matter that will not await the next regular meeting of the Board. One-third (1/3) of the membership of the Executive Committee shall constitute a quorum.

ARTICLE XII COMMITTEES

In addition to the Executive Committee as described in Article XI above, there shall be the following Committees of The Council:

Standing Committees: The Council shall maintain three (3) standing committees: (i) Finance; (ii) Nominating; and (iii) Audit. These Standing Committees are established to enable the Board to manage the business, property and affairs of The Council. All Standing Committees chairs will be Trustees and appointed by the Chair.

The Finance Committee shall be chaired by the Treasurer and shall consist of at least three (3) Board members and may include non-voting advisors. The Finance Committee is responsible for monitoring The Council's overall financial health, which includes regularly reviewing financial reports, internal controls, and accounting policies, as well as providing expertise and advice to The Council's staff in the management of financial activities.

The Nominating Committee shall be appointed by the Chair with the approval of the Executive Committee. The Nominating Committee may meet as necessary throughout the year, but shall meet not less than sixty (60) days before the Annual Meeting of Membership. The Nominating Committee shall be presided over by the then current Immediate Past Chair and shall only consist of Trustees (none of whom is subject to forthcoming reelection to the Board) and with at least two committee members that are also Past Chairs of The Council. The Nominating Committee will prepare a slate of candidates of potential new Trustees and incoming Officers to be presented to the members by mail, not less than thirty (30) days prior to the Annual Meeting of Membership. At the Annual Meeting of Membership, the slate of candidates of potential new Trustees and incoming Officers will be voted on, and any member may make nominations from the floor for other nominees.

The Audit Committee shall consist of at least three (3) non-Officer Board members and may include non-voting advisors. The Audit Committee shall be responsible for the proper oversight of The Council's financial reporting; the appointment, compensation, and work of the external auditor; and the review and acceptance or rejection of the annual audit. A majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not concurrently serve on the Finance Committee.

Annual Committees: In addition to the Standing Committees, each year the Chair may establish a committee structure that is applicable to the organization's strategic objectives at that time. These Annual Committees may vary in size, number, and responsibility, but will be established to enable the Board to better manage the business, property and affairs of The Council. Annual Committee chairs will be Trustees, appointed by the Chair. Individuals other than Trustees may be appointed to such Annual Committees; however, at least three (3) of the appointed individuals for each Annual Committee must be members in good standing of The Council.

Special Committees and Task Forces: The Chair may, at her/his discretion or upon decision by the Executive Committee, appoint such other Special Committees or Task Forces to perform duties deemed necessary and prudent. The chairs of such Special Committees or Task Forces shall be Trustees, appointed by the Chair. Individuals other than Trustees may be appointed to such Special Committees or Task Forces; however, at least three (3) of the appointed individuals for each Special Committee or Task Force must be members in good standing of The Council.

Each Special Committee or Task Force will hold meetings as warranted, and shall report its findings and recommendations at the next meeting of the Executive Committee or the Board of Trustees, whichever meets earlier.

ARTICLE XIII AMENDMENTS

These ByLaws may be amended by two-thirds (2/3) vote of the members present and entitled to vote at any Annual or Special Meeting of Membership, provided that notice of the substance of any proposed amendment has been mailed to all voting members at least fifteen (15) days before such meeting.

ARTICLE XIV CONFLICTS OF INTEREST

Conflicts of Interest: No member of The Council, the Board, or any Committee or Task Force may vote on any matter, which would be a conflict of interest. Conflicts of interest include, but are not limited to situations in which an individual has had within the twelve (12) months preceding the vote any substantial ownership, employment, fiduciary, contractual, creditor, or consultation relationship involving the matter under consideration.

Determination of Conflict by Executive Committee: The Council member, Trustee, or Committee member may declare a conflict of interest or, if there is doubt in her/his mind, put the issue to the Executive Committee for a determination as to whether a conflict of interest exists. A Council member, Trustee, or Committee member may inquire as to whether another member has a conflict of interest and have the matter put the inquiry before the Executive Committee for its determination. During the pendency of any conflict of interest determination, the member with the possible conflict will be recused from the matter. Likewise, if the member declares or the Executive Committee determines that a conflict of interest does exist, the member will be recused from the matter and shall abstain from any voting associated with the matter.

ARTICLE XV CHIEF EXECUTIVE OFFICER

The Executive Committee shall appoint a Chief Executive Officer of The Council, fix her/his compensation, prescribe her/his duties, and the term of employment.

The Chief Executive Officer shall manage the day-to-day affairs, direct the work and the employees of The Council, subject to and in accordance with the directions of the Board; shall prepare budgets for the approval of the Treasurer, and shall be authorized to incur expenses in accordance with the approved budget, or as directed by the Board and/or Executive Committee.

The Chief Executive Officer shall attend all meetings of the Board, including Committee meetings, unless otherwise directed, and shall be an ex-officio, non-voting member of the Board and all Committees, including the Executive Committee.

The Chief Executive Officer shall make reports of the work and affairs of The Council to the Executive Committee and Board.

ARTICLE XVI SEVERABILITY

If any Article, Section, Paragraph or sentence of these Bylaws is found to be unconstitutional or in violation of Federal, State, or local laws or statutes, these Bylaws will be considered divisible and the subject Article, Section, Paragraph or sentence will be deemed inoperative and the remainder of these Bylaws is to remain in full force and effect.

ARTICLE XVII DISSOLUTION

Upon the dissolution of The Council, the Board shall, after paying or making provisions for the payment of all liabilities of The Council, dispose of all the assets of The Council exclusively for the purposes of the Council in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, or religious, or scientific purposes as shall at the time qualifying as an exempt organization or organizations under Section 501(c)(3) of the

Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States law), as the Board determines. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of The Council is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVIII COMMUNICATIONS

The Executive Committee may itself vote, and may authorize the members and Board of Trustees to vote, on the matter that may be voted upon by them, by means of mail ballot, facsimile transmission, electronic mail or messaging, internet-based voting system or any combination of those methods.