

**BYLAWS**  
**OF**  
**EUREKA STREET CORPORATION**  
**a Texas nonprofit corporation**

**1 Purposes and Authority**

**1.1 General Purposes.** This Corporation is not organized for profit and is a Corporation organized and operated exclusively for educational, literary, and other charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law (the “*Code*”), both as to gifts made to it and income derived from its operation. Notwithstanding any other provision of these Bylaws, this Corporation shall only carry on activities permitted to be carried on: (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code; or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code. No part of the earnings of this Corporation shall inure to the benefit of or be distributable to any private person or organization except as reasonable compensation for services rendered and in furtherance of its purposes as set forth above. No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. This Corporation shall not directly or indirectly participate in, or intervene in or publish or distribute statements in, any political campaign on behalf of or in opposition to any candidate for public office.

**1.2 Specific Purposes.** This Corporation shall have one or more of the following purposes and goals:

- 1.2.1** To provide scientific education for students in and around El Paso, Texas.
- 1.2.2** To inspire students from diverse backgrounds to support and participate in science and science communication.
- 1.2.3** To facilitate the mentorship of students by science and technology professionals.
- 1.2.4** To facilitate the dissemination of scientific results.

**1.3 Authority.** In furtherance of such purposes, this Corporation shall have the authority:

- 1.3.1** To accept and receive from individuals, trusts, foundations, corporations and other entities, gifts and donations, grants, devises, and bequests, in money and property of any kind, to further its purposes and goals.
- 1.3.2** To employ and contract with qualified persons to fulfill the purposes and goals set forth above, as well as to accept the volunteered services of other qualified individuals.
- 1.3.3** To do everything necessary, suitable, proper, and otherwise authorized and permitted under the Texas Nonprofit Corporation Act (the “*Act*”) and this Corporation’s Articles of Incorporation, as the same may hereafter be restated or amended, for the attainment of the purposes and goals set forth above.

## 2 Office

- 2.1** The principal office of this Corporation shall be located at 1139 E. California Ave., El Paso, TX 79902. This Corporation may have such other offices as the Board of Directors of this Corporation (the “*Board of Directors*” or the “*Board*”) may from time to time designate.

## 3 Board of Directors

- 3.1 Powers.** This Corporation shall have no members. The affairs of this Corporation shall be managed exclusively by or under the authority of its Board of Directors, subject to this Corporation’s Articles of Incorporation, these Bylaws and the Act. The Board of Directors shall do, perform and observe every act and thing it shall deem necessary or appropriate to carry out the purposes of this Corporation. The Board of Directors’ responsibilities shall include, but not be limited to:
- 3.1.1** Electing, appointing, and removing Directors, Officers, and committee members;
  - 3.1.2** Determining policies of the Corporation;
  - 3.1.3** Reviewing reports from the President for assurance that such policies are being executed;
  - 3.1.4** Acting directly on any matter in the event of an emergency;
  - 3.1.5** Assisting in increasing the visibility and stature of the Corporation.
- 3.2 Composition; Term.**
- 3.2.1** The Board of Directors shall initially consist of four individuals (“*Directors*” severally or “*Director*” individually). The number of Directors may be increased or decreased from time to time by amendment to these Bylaws, but shall never be less than three. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.
  - 3.2.2** The term of the initial Board of Directors shall begin immediately and shall continue until the 2021 annual meeting of the Board of Directors. The term of all other Directors shall be for three years. Directors may be reelected for any number of consecutive terms.
- 3.3 Election of Directors.** At every annual regular meeting of the Board of Directors, the Directors shall fill each open position on the Board or shall leave such position(s) open as long as at least three Directors remain. A majority of the votes cast for an individual for such a position shall be sufficient to elect such individual to that position.
- 3.4 Removal of Director.** Removal of a Director with or without cause shall occur only if the meeting is called for that purpose among any others, with notice stating that the purpose of the meeting includes removal of the Director, and then only upon the affirmative vote of two-thirds of all Directors then in office.
- 3.5 Board Vacancies.** In the event a vacancy occurs on the Board of Directors, the Board of Directors may fill the vacancy by majority vote of the remaining Directors present at any Board meeting at

which two is a quorum. Any Director so elected shall remain a Director for the duration of his or her predecessor's unexpired term.

**3.6 Quorum and Action by the Board.** Any two Directors shall constitute a quorum at any meeting of the Board of Directors for which notice has been given in accordance with these Bylaws. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors, unless a greater number is required by the Act, the Articles of Incorporation, or these Bylaws. A Director shall be considered present if present, regardless of whether the Director votes or abstains from voting.

If a quorum is not established at any properly called regular or special meeting of the Board of Directors, the Directors present at such meeting may adjourn the meeting to a stated place and time, and such adjourned meeting may be reconvened without further notice, other than announcement at such adjourned meeting.

In the event an even number of Directors vote on an issue, and the result of the vote is a tie, then the vote of the highest-ranking Officer among the President, Secretary, and Chairperson of the Board (in that order, highest to lowest) who is also a Director shall serve at the tie-breaking vote. For example, if the President of the Corporation is also a Director, then his or her vote shall serve as the tie-breaker. If the President is not also a Director, then the vote of the Secretary shall serve as the tie-breaker.

**3.7 Board Meetings.** Meetings of the Board of Directors may be held within or without the state of Texas. Unless otherwise stated in a notice of any meeting, all meetings shall be held at the principal office of this Corporation.

**3.7.1 Regular Board Meetings.** A regular meeting of the Board of Directors shall be held annually within 30 days after the southward equinox, the specific date, time, and location of which will be scheduled by the Chairperson of the Board. Written notice of the date, time, and location shall be delivered to each Director, either personally, by first class mail or by electronic transmission at least thirty days prior to the date of such meeting.

**3.7.2 Special Board Meetings.** Special meetings of the Board of Directors may be called by the President or the Chairperson of the Board at any time. Special meetings shall be called by the President within two days of the President's receipt of the written request of at least 51% of all Directors. Written notice of any special meeting of the Board of Directors shall be delivered to each Director, either personally, by first class mail or by electronic transmission at least two days prior to the date of such meeting, and such written notice shall state the date, time, and place of such meeting and set forth an agenda of the specific items to be discussed at such meeting. No business other than that listed on such agenda for a special meeting of the Board of Directors shall be transacted at such meeting, except upon waiver by every Director, whether or not present at such meeting.

**3.7.3 Waiver of Notice of Board Meetings.** A Director may at any time waive any notice required to be given to him or her by submitting to this Corporation a signed writing specifying the meeting for which notice is waived. The waiver shall be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting shall act to waive any required notice to

that Director unless at the beginning of the meeting or upon his or her arrival the Director objects to holding the meeting or transacting business and does not thereafter vote for or assent to any action taken at the meeting. If a Director, in attendance at a special meeting or other meeting requiring notice of an item before it may be acted upon, fails to object at the time an inappropriate item is taken up, he or she waives the objection.

- 3.7.4 Dissent by a Director.** A Director present at a meeting of the Board when corporate action is taken is deemed to have assented to that action unless the Director did not vote in favor of the action and either: (i) the Director has objected to the holding of the meeting or transaction of business as provided above; (ii) the Director's dissent or abstention from the action is entered in the minutes; or (iii) the Director delivers written notice of dissent or abstention to the presiding officer before adjournment or to this Corporation immediately thereafter.
- 3.7.5 Action Without a Meeting.** Any action required or permitted to be taken at a regular or special meeting of the Board of Directors may be taken without a meeting if one or more written consents, setting forth the action so taken, is signed by each member of the Board of Directors and included in the minutes or filed with the corporate records.
- 3.7.6 Telephone or Web Conference Meetings.** Any or all Directors may participate in a regular or special meeting of the Board of Directors by, or conduct the meeting through, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a Board meeting by such means shall be deemed to be present in person at the meeting.

## 4 Officers

- 4.1 Selection.** The Officers of this Corporation shall be a President, a Secretary, a Chairperson of the Board, and such other or subordinate Officers as may be prescribed by the Board of Directors or the President. Each Officer shall be appointed for a term of three years and shall serve until his or her successor is duly appointed unless removed as provided in these Bylaws, but if an Officer is not also a Director, then such Officer shall be an employee, contractor, or volunteer of the Corporation and shall serve in accordance with applicable laws. All Officers of this Corporation shall be appointed by the Board of Directors at each annual regular meeting of the Board. The same individual may simultaneously hold more than one office of this Corporation.
- 4.2 Removal.** Any Officer may be removed at any time, for cause or without cause, upon the affirmative vote of the Directors.
- 4.3 Vacancy.** If a vacancy occurs in any office of this Corporation, the Board of Directors shall appoint, at a regular or special meeting of the Board of Directors, a person to succeed to such office for the remainder of the term.
- 4.4 Duties of President.** The President shall have the authority and responsibility necessary to operate the affairs of this Corporation in all its day-to-day activities, subject to such policies as may be adopted, and such orders as may be issued, by the Board of Directors. The President shall carry out

those duties usually incident to the office of the President. The President shall execute all contracts and documents on behalf of this Corporation unless the Board of Directors has generally or specifically delegated the authority to execute the contract or document in question to another Officer or employee of this Corporation. The President shall keep the Board informed of administrative, research, outreach, and other pertinent affairs of the Corporation and shall submit recommendations to the Board on matters of policy. The President shall establish and maintain relationships with the public on behalf of the Corporation. The President may appoint subordinate Officers and shall provide notice of any such appointment to the Board of Directors. The President shall prescribe and assign additional duties of all subordinate Officers, subject to the general authority of the Board and the other provisions of these Bylaws.

**4.5 Duties of Secretary.** The Secretary shall keep the minutes of all meetings of the Board, and provide written notice of all meetings and copies of previous meetings in accordance with these Bylaws or as required by the Act. The Secretary shall act as the custodian of this Corporation's records, authenticating records of this Corporation as required or convenient for transaction of its affairs. In the absence of the President or in the event of his or her death or inability or refusal to act, the Secretary 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. The Secretary shall recommend policies and administer procedures concerning mentoring, communication and outreach programs and shall recommend position appointments to the President and the Board. The Secretary shall perform such other duties as from time to time may be assigned to him or her by the Board or the President.

**4.6 Duties of the Chairperson of the Board.** The Chairperson of the Board shall be elected from among the Directors and shall preside at all meetings of the Board of Directors. The Chairperson of the Board shall act as the representative of the Board in dealing with the administration of the Corporation and with the public. The Chairperson of the Board shall foster communication between the Officers, the Board, and the administration. The Chairperson of the Board shall act as a liaison between the President and the Board and shall advise and support the President, particularly in external affairs. The Chairperson of the Board shall act as the representative of the Board in event of an emergency. The Chairperson of the Board shall be responsible for nominating candidates for election as a Director.

## **5 Compensation and Expenses of Directors and Officers**

**5.1** Directors and Officers shall serve without salary or other compensation unless approved by the Directors, and is consistent with the Corporation's Conflict of Interest Policy, if applicable. Expenses incurred by Directors and Officers in connection with performance of their official duties may be reimbursed upon approval by the Board of Directors and supported by adequate documentation.

## 6 Limitation of Liability

**6.1 Authority to Contract.** No Director, Officer, or employee of this Corporation shall contract for or incur any obligation on behalf of this Corporation unless previously authorized by the Board of Directors.

**6.2 General Limitation of Liability.** No Director or Officer of this Corporation shall be liable for the debts and obligations of this Corporation.

**6.3 Immunity.** No Director or Officer of this Corporation shall be liable to this Corporation for monetary damages for conduct as a Director or Officer, provided that this provision shall not limit the liability of a Director or Officer for any of the following:

**6.3.1** Any breach of the Director's or Officer's duty of loyalty to this Corporation;

**6.3.2** Any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law;

**6.3.3** Any transaction from which the Director or Officer derived an improper personal benefit; or

**6.3.4** Any act or omission in violation of the director conflict-of-interest provisions of these Bylaws, the prohibitions against loans and guarantees of these Bylaws, or the prohibitions against unlawful distributions in these Bylaws.

**6.4 Indemnity.** This Corporation shall indemnify to the fullest extent permitted by the provisions of the Act any person who is or was made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of this Corporation), for judgments, fines, reasonable amounts paid in settlement and reasonable costs of defense in connection with such actions by reason of the fact that the person is or was a Director or Officer of this Corporation; provided, however, that:

**6.4.1** No such indemnity shall be granted to any person adjudged liable in a derivative action or adjudged liable in any proceeding on the basis that improper personal benefit was received by that person unless and to the extent the court in which such action was brought determines that the person is fairly and reasonably entitled to indemnity under all the circumstances or the amount to be paid is covered by insurance procured by this Corporation;

**6.4.2** No such indemnity shall be granted to any person in breach of his or her duty of loyalty to this Corporation, guilty of intentional misconduct or knowing violation of law, guilty of acts or omissions not in good faith, or one who received an illegal loan from this Corporation, illegal corporate guarantee of a personal obligation or other improper personal benefit or who authorized an unlawful distribution or acted with an undisclosed conflict of interest to approve a transaction which was not fair to this Corporation;

**6.4.3** To the extent the indemnification is neither mandatory under the relevant law nor covered by insurance procured by this Corporation, the classes of persons entitled to indemnification (Directors, Officers or any subcategories of them) and the relationship of indemnification under this provision to other rights of indemnification or coverage (including insurance procured by the person) shall be only as determined from time to time by Board of Directors resolution, and all issues of individual entitlement to and amount of indemnification under particular factual

circumstances shall be determined in accordance with the provisions of the section of the statutes in effect at the time of the demand; and

**6.4.4** Director shall not be indemnified until 20 days after the effective date of written notice to the Texas Attorney General of the proposed indemnification.

**6.5 Advance of Defense Costs.** When it appears to this Corporation's satisfaction that a person is or will be entitled to indemnity under this Article 6, this Corporation shall advance or reimburse the reasonable out-of-pocket expenses of defense (including attorneys' fees) actually and reasonably incurred by that person in defense of the action, suit or proceeding, upon the person's compliance with the terms of section of the statutes in effect at the time of the demand; provided, however, that:

**6.5.1** This Section 6.5 shall not apply to the extent costs of defense are required to be advanced under the terms of any other indemnity agreement, insurance or right held by the person which is not provided by or through this Corporation (including any insurance policy not procured by this Corporation); and

**6.5.2** When this Corporation is obligated to advance expenses of defense under this Section 6.5, this Corporation shall have the right in advance to designate or approve counsel, major items of expense and any proposed settlement.

## **7 Fiscal Year and Accounting**

**7.1 Fiscal Year.** The fiscal year of this Corporation shall end on December 31 of each year.

**7.2 Accounting.** At the end of each fiscal year, the books of this Corporation shall be closed and reviewed by an accountant or other person or entity selected by the Board of Directors. Annual financial reports shall be promptly mailed to each Director, and a copy of any such report shall be furnished to any person or entity authorized to receive the same by the Board.

## **8 Amendment of Bylaws**

**8.1** These Bylaws may be amended by the Board of Directors at any meeting, regular or special, provided that a full presentation of such proposed amendment shall have been included in the notice calling the meeting or in materials soliciting action without a meeting.