

**ALFRED WILLIAM HARRIS  
FACULTY-ALUMNI CENTER  
HOUSE RULES**

**HOURS AND RESERVATIONS**

- a. With the exception of special occasions, which will be announced in advance, the Center is open to members and their guests Monday through Friday from 11:00 a.m. to 9:00 p.m. Private functions or other special functions may last past 9 p.m. as scheduled with the General Manager or his or her designee.
- b. Bar services will be available from Noon to 9:00 p.m., Monday through Friday.
- c. Luncheon service is from 11:00 a.m. to 2:00 p.m. Monday through Friday.
- d. Reservations for private parties or other special functions are made with the General Manager preferably at least three days in advance; they will be taken in the order received.
- e. Hours and days of operation are subject to change by the Board of Directors. Any changes will be published and distributed to the membership prior to their implementation. Employees of the Center have no authority to permit members or their guests to remain after the stated hours.

**GUESTS**

- a. Memberships are not transferable, and no member may grant use of his or her membership to any person.
- b. It is the policy of the Center to encourage membership of all eligible persons who wish to enjoy frequent or regular use of the Center facilities. Accordingly, any individual, if eligible for membership in the Center, shall not be entertained as a guest in the Center more than four times in any one calendar month.
- c. Any guest whose privileges have been suspended may not enter the Center without the approval of the General Manager or the Board of Directors.
- d. A member is responsible for any indebtedness incurred by his or her guests and for the conduct of such guests on the Center properties.

**SUSPENDED OR EXPELLED MEMBERS**

Any suspended or expelled member shall not be introduced as a guest or be allowed in the Center without the approval of the General Manager or the Board of Directors.

**CONDUCT**

- a. Conduct of the members and their guests will be governed by the behavior that one would expect of ladies and gentlemen. Loud, boisterous or obscene language or disorderly conduct of any kind is inappropriate. Members will be held accountable for the conduct of their guests. The Board of Directors will rule on complaints of improper behavior as provided in the By-Laws of the Center.
- b. Complaints of improper behavior against any member or members by another member or members must be submitted in writing within five days of the alleged improper behavior; otherwise, such complaints will not be considered by the Board of Directors.

**USE OF CENTER FACILITIES**

- a. Only food and beverage prepared and served by the Center may be consumed or displayed on the Center premises unless cleared with the General Manager or the Board of Directors first.
- b. All furniture, equipment and decorations are the property of the Center. None may be removed or others added without permission of the General Manager or the Board of Directors. Damage to Center property by a member or a member's guest will be charged to the member.

- c. No party decorations shall be affixed to the Center walls or property without previous permission from the General Manager or the Board of Directors; no decorations may be affixed in such a manner as to damage Center property.
- d. Notices and materials may not be placed on Center bulletin boards or elsewhere in the Center without the permission of the General Manager or the Board of Directors.
- e. No subscription, petition, or any solicitation, other than one pertaining solely to Center affairs, may be circulated in the Center or posted on Center bulletin boards.
- f. All private property while in or about the Center's premises shall be solely at owner's risk, and the Center assumes no responsibility therefore.

## **EMPLOYEES**

- a. No member or guest shall reprimand or in any way punish any employee of the Center. All comments and complaints pertaining to service or misconduct on the part of Center employees should be addressed to the General Manager or the General Manager's representative on duty or be submitted in writing to the Board of Directors.
- b. Members may not send employees on errands without notifying the General Manager, who must grant permission to do so.
- c. Center employees are instructed to provide service and facilities only to members and their guests. All members and guests holding guest card privileges are issued cards. Center employees are instructed and authorized to request all persons unfamiliar to them to present their cards.

## **CHARGES AND CREDIT**

- a. Members and guests holding guest cards are required to sign service checks with their name and membership or guest card number. No member or guest may pay cash for any supplies or service at any time.
- b. No money is available at any time to cash personal checks of members or guests.
- c. The schedule of dues and other fees is available from the General Manager. The Board of Directors shall establish the method and schedule of billing for dues and fees. All service and supply charges will be listed separately from dues and other fees charged on such billings.
- d. Bills are due when presented and be paid before the next billing date. Bills not paid by this time will render the member liable to suspension or expulsion in accordance with the By-Laws of the Center. Resignations from the Center will not be accepted as long as a member is in arrears and monthly dues will continue to accrue.

## **GENERAL**

- a. Minors who are part of a member's immediate family or are escorted guests of the member are welcome in the Center. However, no alcoholic beverage shall be served to anyone who is under 21 years of age.
- b. In order to increase the services or improve facilities of the Center, the Board of Directors may from time to time amend these House Rules.
- c. Exception to any of the foregoing rules may be approved only by the Board of Directors.

**ALFRED W. HARRIS  
FACULTY-ALUMNI CENTER, INCORPORATED**

**BY-LAWS**

**ARTICLE I. NAME**

The name of this non-profit corporation is Alfred W. Harris Faculty-Alumni Center, Incorporated.

**ARTICLE II. OBJECT**

The purposes of this corporation shall be as set out in the Articles of Incorporation and amendments, if any, thereto.

**ARTICLE III. OFFICES**

The corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose address is identical with such registered office.

**ARTICLE IV. MEMBERSHIP**

**Section 1. Classes of Members**

- a. Regular: A Regular Member shall be a person holding a paid or unpaid faculty position or an administrative position at the University of Texas Southwestern Medical Center or other institutions of higher learning designated by the Board of Directors.
- b. Alumni: An Alumni Member shall be a graduate of Southwestern Medical School, the Southwestern Graduate School of Biomedical Sciences, or the Southwestern School of Allied Health Sciences or an Associate Member or Honorary Member of the alumni association of the schools which comprise the University of Texas Southwestern Medical Center.
- c. Honorary: Honorary members who are not active employees at the time of approval of these by-laws can continue with no dues. New honorary memberships without dues can be offered only to former faculty club board members.
- d. Emeritus: Emeritus members who are not active employees at the time of approval of these by-laws can continue with no dues. New emeritus memberships without dues can only be offered to official UT Southwestern Emeritus Faculty.
- e. Associate: Associate Memberships may be approved for the following:
  - (1). A House Officer of one of the teaching hospitals associated with the University of Texas Southwestern Medical Center.
  - (2). A Postdoctoral Fellow at the University of Texas Southwestern Medical Center.
- g. Inactive: An Inactive Member shall be a Regular Member, who is in good standing and who, for sufficient reasons and by written statement to the Board of Directors, requests inactive status.

**Section 2.** Each person approved as a Regular Member, an Alumni Member, or a Special Member shall possess full voting rights under the Texas Non-Profit Corporation Act, as amended, and shall be entitled to one vote on each matter submitted to a vote of the members. An exception is that in an election of directors the member shall have the right to vote for as many persons as there are directors to be elected, but such votes may not be cast cumulatively for a single director. Those persons approved for other types of membership possess no voting rights. All members shall be entitled to exercise all rights and privileges of membership in the corporation, except as otherwise provided.

**Section 3.** Fees, dues, assessments and other charges shall be in such amount and due at such times as shall be fixed by the Board of Directors.

**Section 4.** Additional dues, assessments, initiation fees and other charges shall be required as stated hereinafter.

**Section 5.** The Center Controller bills each member at the address on record on a monthly basis for dues, charges, and assessments. Bills are due and payable within 20 days of the end of each month in which the indebtedness incurred. A member whose account is in arrears for two months or more may be considered for suspension or expulsion from membership by the Board of Directors.

**Section 6.** The provisions governing suspension and/or expulsion from membership in the Center are as follows:

a. The Board of Directors, by affirmative vote of at least two-thirds of a quorum of the directors, may suspend or expel a member for cause. Violation of the By-Laws, rules and regulations of the Center, or any conduct on the part of a member within or without the Center, which, in the opinion of the Board of Directors, may tend to endanger the good order, character or welfare of the Center, or to render such member unfit or undesirable as a member thereof, will constitute cause for expulsion.

b. The Board of Directors, by affirmative vote of a majority of a quorum of the Directors, may suspend a member for cause for a period not to exceed six months. In addition, the Board of Directors, by affirmative vote of a majority of a quorum of the Directors, may terminate the membership of any member who becomes ineligible for membership, or may suspend or expel any member who is in default in payment of dues, assessments or other charges for a period fixed in these By-Laws or any House rules.

c. Suspension shall not relieve the member of accrued or unpaid charges nor of the obligation to pay assessments or other charges levied during the period of the suspension.

d. Expulsion for whatever reason shall not relieve the member so expelled of the obligation to pay dues, assessments and other charges theretofore accrued and unpaid.

**Section 7.** Any member who may become liable to suspension or expulsion shall be given at least ten days written notice, said notice to be sent by certified mail to the address of the member as recorded on the books of the Center, stating the date of the alleged violation or other cause or causes rendering said member liable to suspension or expulsion, and offering the member the opportunity to appear before the Board at its next meeting at which time the Board will hear any matter in explanation or mitigation concerning the offending conduct. A failure to so appear would be deemed waiver of any right hereunder, except in the discretion of the Board, when it shall appear that the member is unavoidably prevented from being present, in which case further opportunity to be heard will be granted. Thereafter, the Board shall vote concerning the suspension or expulsion. Voting by proxy is not permitted when considering a case of suspension or expulsion of a member.

**Section 8.** Any member may resign by giving written notice to the Corporation at its registered office, and upon payment of all dues, charges, assessments and other expenses theretofore accrued and are unpaid. Dues will accrue until all charges are paid. Reinstatement of such a member will be upon such terms and conditions as may be required by the Board of Directors.

**Section 9.** Membership in this corporation shall be nontransferable.

**Section 10.** Termination of the membership in the Center by any person for any reason whatsoever, whether by resignation, expulsion, death or otherwise, shall terminate the interest of such person in the Center and operate as a release of all such interests.

## **ARTICLE V. MEETINGS OF THE MEMBERS**

**Section 1.** An annual meeting of the members shall be held on the third Tuesday of October of each year or other suitable day in October as the Board of Directors shall designate for the purpose of electing Directors and selecting members of the Nominating Committee and for the transaction of such other business as may come before the meeting.

**Section 2.** Special meetings of the members may be called by the President, Board of Directors, or one-tenth of the voting members.

**Section 3.** Written notice of meetings shall be sent to all voting members not less than ten days nor more than thirty days prior to the date of such meeting and shall state the place, date, hour and purpose of the meeting.

**Section 4.** If no place of meeting is designated, the place of meeting shall be the registered office of the corporation.

## **ARTICLE VI. BOARD OF DIRECTORS**

**Section 1.** The government of the Center shall be vested in a Board of Directors to consist of seventeen directors who be members in good standing. 15 directors shall be elected and two shall be appointed.

- a. Fifteen directors shall be elected as hereinafter provided. The terms of office **for elected** directors shall be three years, and the terms of five directors of the Board shall expire each year. The vacancies thus created shall be filled by vote of the Center membership at each annual membership meeting. Each director shall hold office until his or her successor has been duly elected and qualified.
- b. Two directors shall be appointed by the President of The University of Texas Southwestern Medical Center or his designee. The terms of office **for the appointed members** shall be three years.

**Section 2.** It is desirable that each School of the University of Texas Southwestern Medical Center and the Alumni Members be represented on the Board of Directors by at least one of their respective members in each group of five directors whose terms of office are concurrent. This consideration will be the concern and responsibility of the Center President and Nominating Committee each year as they prepare the slate of nominees for the positions of elected Directors.

The Chairmen of the Nominating Committee and any other committees shall each be selected from the Board of Directors.

**Section 3.** In the case of a vacancy among the 15 elected members of the Board of Directors due to death, resignation or removal, the Board shall elect a member to fill the vacancy for the remainder of the unexpired term.

Section 4 (new). In the case of a vacancy among the appointed members of the Board of Directors due to death or resignation, the President of the U.T. Southwestern Medical Center or his designee shall appoint an individual to fill the remainder of the unexpired term.

**Section 5.** For elections of Directors, the Nominating Committee shall nominate one nominee for each vacancy and shall publicly post said nominations in the Center at least thirty days prior to the annual meeting of the Center membership.

**Section 6.** Nominations for the Board of Directors may be made from the floor at the annual meeting of the members of the Center. When such nominations are made and there are more nominees than open positions, ballots will be written with each member present voting for as many candidates as there are open positions. The Controller and the Controller's assistant will count the ballots. The candidates receiving the most votes are elected to the Board of Directors.

**Section 7.** The Board of Directors shall elect officers from among its elected members; adopt such rules and regulations for the Center as may be determined necessary; receive and redress complaints, receive, safeguard and expend funds of the Center; arrange for the consideration, election and admission of applicants for membership. The Board shall have the power to impose and remit penalties for violations of the By-Laws and rules and regulations, to remove, by majority vote of the Board, its officers or any of them, and the members of committees; to make leases and other contracts; to levy assessments with the approval of the membership of the Center; and to perform such other acts and duties as may be determined to be in the best interest of the Center.

**Section 8.** For misconduct or neglect of duty, any member of the Board of Directors may, upon recommendation of the Board, be removed from office by affirmative vote of two-thirds of the full Board of Directors.

**Section 9.** Unexcused absence of any director for two consecutive regular meetings shall be deemed resignation from the Board by said director, and the director's position thereon shall be declared vacant. However, the Board of Directors, by affirmative vote of a majority of a quorum or more of the directors, may reinstate said director at its next regular meeting, if said director presents at such meeting a satisfactory explanation of at least one of the consecutive absences.

## **ARTICLE VII. MEETING OF DIRECTORS**

**Section 1.** The Board of Directors shall hold regular meetings at the Center at 5:45 p.m. on the third Tuesday of the months of October, December, February, April, June, and August unless otherwise provided; and at such other times as may be called by the President. The President shall call a special meeting of the Board at any time or upon request, in writing, by three members thereof. Nine members of the Board shall constitute a quorum.

**Section 2.** The first regular meeting of the Board of Directors each year shall be held without other notice than these By-Laws immediately after and at the same place as the annual meeting of the members. The Board of Directors may provide by resolution a time and place for holding of additional regular meetings of the Board of Directors without other notice than such resolution.

**Section 3.** Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto and shall state the place, date and hour of such meeting.

**Section 4.** The act of a majority of the directors 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 By-Laws.

**Section 5.** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if written consent is signed by all directors, setting forth the action so taken.

## **ARTICLE VIII. OFFICERS AND COMMITTEES**

**Section 1.** At its first meeting following the annual meeting of the membership of the Center or at a special meeting called for such purpose, the Board of Directors shall elect by ballot from members of the Board, a President, a Vice-President, a Secretary and a Treasurer who shall hold office for one year and until their successors are chosen and qualified, unless earlier removed by the Board.

**Section 2.** The President shall preside at the meetings of the Center and of the Board of Directors, but shall have no vote at the meeting of the Board unless there is a tie. The President shall, with the Secretary or the Treasurer as appropriate, sign all written contracts and obligations of the Center, and shall perform all duties as may be required by the By-Laws and by the Board. The President shall be an ex-officio member of all committees and have general supervision of all committees and all activities.

**Section 3.** The Vice-President shall preside in the absence of the President, and shall perform the duties of the President during the absence or disability of that officer. In the absence of both the Vice-President and the President, those present at the meeting may select their own presiding officer.

**Section 4.** The Secretary shall give notice of all meetings to the membership of the Center and the Board of Directors, record the minutes of such meetings, be responsible for conducting the correspondence of the Center and maintain and keep its records. The Secretary shall advise the Board of the names of all members of the Center and of all transfers and changes affecting membership and shall notify persons elected to membership of their election.

**Section 5.** The Treasurer shall, together with the President, sign all obligations and contracts of the Center. The Treasurer or other officer of the Center shall co-sign checks over \$800. The Treasurer shall report at each meeting, the financial condition of the Center.

**Section 6.** Committee appointments (except appointments to the Executive Committee and the Nominating Committee) shall be made by the President, shall be made promptly after the annual meeting of the membership of the Center, and should include representation from each School of the Southwestern Medical Center and the Alumni Members. The Board of Directors shall make appointments to the Executive Committee. Appointments to the Nominating Committee shall be determined by nominations from the floor and election at the Annual Meeting. The Committees shall consist of those listed hereinafter, together with such other Committees as may be authorized from time to time:

a. Executive Committee: The Executive Committee shall consist of the President of the Center as Chairman, ex-officio, the Vice-President, the Secretary, the Treasurer, and three other members of the Board **including a member appointed by the President of U.T. Southwestern Medical Center or his designee.**

Such Committee shall have general charge of the Center and shall perform such other functions as may be entrusted to it by the Board. The Committee meeting shall be held on call of the Chairman and three members of the Executive Committee shall constitute a quorum for transacting business. Minutes will be maintained and be reduced to writing and preserved by the Secretary.

b. Nominating Committee: This Committee shall consist of five members of the Center, the majority of whom shall constitute a quorum for the purpose of nominating members to fill vacancies on the Board of Directors. **The Chair of this Committee will be a member of the Board of Directors.**

c. The Board, in absence of action of the President, shall appoint such other committees as may be deemed appropriate to carry out the business and purpose of the Corporation.

**Section 7.** The President shall fill the vacancies on all standing committees except in the case of vacancies on the Executive Committee, which shall be filled by the Board.

**Section 8.** Standing committees and such other committees as may be appointed by the President shall meet on call of the respective chairmen or on call of the President if the Chairman shall refuse or neglect to convene a meeting of the committee at the President's

request. Each committee except the Executive Committee shall select from its membership a clerk, who shall maintain, record and preserve the minutes of all meetings in the office of the Center.

**Section 9.** The Board of Directors may remove any member of the various committees, when in its judgment the best interest of the Corporation will be served.

**Section 10.** The act of a majority of a quorum of each committee shall be the act of such committee.

**Section 11.** General Manager: The General Manager shall be employed by and accountable to the Board of Directors. The General Manager is in complete charge of all departments of the Center, and all details concerning the Center operation. The terms and conditions of employment shall be decided by appropriate resolutions of the Board of Directors. When the General Manager resigns, retires, or is terminated, a Search Committee shall seek an appropriate replacement.

**Section 12.** Controller: The Controller shall collect and disburse funds of the Center, be responsible for monthly billing of members for dues, fees, assessments and other charges, and shall monthly and annually prepare copies of Center accounts, the receipts and expenditures of the preceding year, the balance of money on hand and existing debts of the Center. The Controller shall furnish at the expense of the Center an indemnity bond of not less than \$25,000. Accounts shall be externally audited at such time or times as may be deemed proper by the Board, but not less often than yearly. The annual audit will be distributed and discussed at the annual meeting of the membership.

## **ARTICLE IX. FISCAL YEAR**

The fiscal year of the Center shall be from September 1 to August 31.

## **ARTICLE X. CONTRACTS, RENTS, CHECKS, AND DEPOSIT OF FUNDS**

**Section 1.** The Board of Directors may authorize any officer or officers, agent or agents of the Center, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of the Center, and such authority may be general or confined to specific instances.

**Section 2.** The annual rental paid by the Center for any leased premises must be paid from its annual membership fees, dues, assessments or other income, exclusive of any proceeds from the disposition of alcoholic beverages, (including themselves, not for services thereof).

**Section 3.** All checks, drafts, order for payment of money, notes or other evidences of indebtedness, issued in the name of the Center shall be signed by such officer or officers, agent or agents 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 up to \$800 shall be signed by the General Manager of the Center or the Controller in the General Manager's absence, and such instruments over \$800 shall be signed by the General Manager or the Controller of the Center in the absence of the General Manager, together with the Treasurer or other officer of the Board of Directors when the Treasurer is not available.

**Section 4.** All funds of the Center shall be deposited from time to time to the credit of the Center in such banks, trust companies and other depositories as the Board of Directors may select. Deposits in any one account shall not exceed an amount insured by the FDIC.

**Section 5.** The salaries of any officer, agent or employee of the Center shall not be paid either directly or indirectly from any money from the disposition of alcoholic beverages (themselves, not for the service thereof) to the members of the Center and the guests introduced by members.

## **ARTICLE XI. BEVERAGE POOL**

**Section 1.** The Beverage Pool System is used for replacement and purchases of alcoholic beverages only.

**Section 2.** A designated percentage of the gross alcoholic beverage sales (30%) is deposited into the Liquor Pool Account on a monthly basis.

**Section 3.** Alcoholic beverage vendors are paid directly from the Liquor Pool Account for purchases. Payment is for alcohol, wine, and beer only.

**Section 4.** A surplus in the Liquor Pool Account (an amount greater than the purchases) may be transferred to the Operating Account twice in a twelve (12) month period.

## **ARTICLE XII. BOOKS AND RECORDS**

**Section 1.** The Center shall keep correct and complete books and records of accounts of the proceedings of its members, Board of Directors and committees and shall keep at its registered office a record giving the names and addresses of the members entitled to vote.

**Section 2.** The Center shall maintain separate ledgers to reflect the dues, the beverage pool fees, and the special private-club service fees.

## **ARTICLE XIII. WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, or under the provisions of the Articles of Incorporation or By-Laws of this Center, 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 XIV. DISTRIBUTION OF ASSETS UPON DISSOLUTION**

In the case of liquidation, dissolution or termination of the Center, whether voluntary or involuntary, or by operation of law, any disposition of any assets or properties of the Center shall be such as is calculated to carry out either the purposes for which the Center was formed, or the educational programs of the University of Texas Southwestern Medical Center in strict compliance with the provisions of the nonprofit Corporation Act of Texas.

## **ARTICLE XV. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Any officer, director or former officer or director of the Center, or any person who shall have served at the Center's request as a director or officer of another corporation, shall be indemnified against expenses, liability, cost and attorney's fees incurred by him in connection with the defense of any action, suit or proceeding to which he is made a party by reason of being or having been a director or officer, except to the extent said officer or director is adjudged in such suit or proceeding to be liable for negligence or misconduct in the performance of duty. These indemnification rights shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any By-Laws agreement, vote of shareholders or otherwise.

## **ARTICLE XVI. AMENDMENTS**

These By-Laws may be amended or repealed and new By-Laws adopted by majority of the members present who are entitled to vote thereon, at a regular meeting or a special meeting called for that purpose; provided that at least two days written notice is given to the members of the intention to alter, repeal, amend or adopt new By-Laws at said meeting