

DE LA SALLE COLLEGIATE HIGH SCHOOL
"BUILDERS OF BOYS, MAKERS OF MEN"
LASALLIAN EDUCATION - TRANSFORMING LIVES SINCE 1680

BYLAWS

OF

PILOT BUSINESS ASSOCIATION
Established August 15, 2018

I.
Name and Purpose

1. Name. The name of this association shall be "Pilot Business Association" (the "Association").

2. Purpose. The Association is an association of professionals having a common business interest, the exclusive purpose of which is to promote that common interest, specifically, by advancing the principles of St. John Baptist de La Salle by fostering a faithful and inclusive community comprised of members of the business community, mentoring students and alumni in their pursuit of a career in the law, and promoting legal education through scholarship.

3. Functions. The functions of the Association shall include:

(a) to encourage professional standards in the practice of business;

(b) to lend support and educational opportunity through business networks;

(c) to coordinate activities of the Association and its Members; and

II.
Members

1. Members. The Association is organized on a membership basis. The Association imposes no limitation on the number of Members so long as Members meet the requirements set forth in these Bylaws. "Members" include persons who:

(a) Presently attend or have graduated from De La Salle Collegiate High School **[or are relatives of any of the foregoing]**;

(b) Are business owners, independent contractors, self-employed, business employees, or in management.

Annual Meeting. The annual meeting of the Members of the Association will be held at the principal office of the Association in the month of **[October/February]** of each year, or at any other place and date designated by the Members for the purpose of electing Directors, presenting to the Members a copy of the Association's financial report for the preceding fiscal year, unless otherwise sooner provided, and for the transaction of other business properly brought before the meeting.

2. Special Meetings. Special meetings of the Members may be called by the President and will be called by the President or Secretary at the direction of not less than **[two (2)]** Directors or at the request in writing of at least **50 percent (50%)]** of the Members entitled to vote at the meeting. Special meetings will be held at the principal office of the Association unless otherwise directed by the Directors and stated in the notice of meeting. Any request for a special meeting must state the purpose or purposes of the proposed meeting.

3. Notice of Meetings. Except as otherwise provided by these Bylaws or by law, written notice containing the time, place, and purpose of a meeting of the Members will be given personally, by mail, or by electronic transmission to each Member of record entitled to vote at the meeting not less than ten (20) days or more than sixty (60) days before the meeting. Notice by electronic transmission will be deemed given when electronically transmitted to the person entitled to the notice in a manner authorized by the person. No notice of an adjourned meeting need be given if the time and place to which the meeting is adjourned is announced at the meeting. At the adjourned meeting, the only business that may be transacted is business which might have been transacted at the original meeting, unless the Members fix a new record date for the adjourned meeting.

Meetings may be held without notice if all Members are present in person or by proxy. A Member's attendance at a meeting in person or by proxy will result in both of the following: (a) waiver of objection to lack of notice or defective notice, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waiver of objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

4. Quorum. A 50% of all the Members of the Association will constitute a quorum. The Members present in person, including as defined in Article II, Section 7, or by proxy at the meeting may continue to transact business until adjournment. If the withdrawal of Members leaves less than a quorum before adjournment, the remaining Members present at the meeting may continue to transact business until adjournment. The vote of a majority of the Members present at the meeting at which a quorum is present constitutes the action of the Members, unless a greater number is required by statute, other sections of these

Bylaws, or the Articles of Incorporation.[1] Whether or not a quorum is present, the meeting may be adjourned by a vote of the Members present.

5. Conduct of Meetings. Meetings of the Members will be presided over by the Chairperson. The Secretary or an Assistant Secretary of the Association or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

6. Participation by Conference Telephone or Remote Communication. A Member or proxy holder may participate in a meeting by conference telephone or other means of remote communication that permits all persons that participate in the meeting to communicate with all the other participants. All participants shall be advised of the means of remote communication. Participation in a meeting pursuant to this section will constitute presence in person at the meeting.

Subject to any guidelines and procedures adopted by the Board of Directors, Members and proxy holders that are not physically present at a meeting of the Members may participate in the meeting by a means of remote communication and are considered present in person and may vote if all of the following are met:

(a) The Association implements reasonable measures to verify that each person that is considered present and permitted to vote at the meeting by means of remote communication is a Member or proxy holder.

(b) The Association implements reasonable measures to provide each Member or proxy holder a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings.

(c) If any Member or proxy holder votes or takes other action at the meeting by a means of remote communication, a record of the vote or other action is maintained by the Association.

7. Voting. Each Member entitled to vote at any meeting of Members will have the right to cast one (1) vote in person, by proxy, by ballot, or by electronic transmission if participating in a meeting by remote communication.[2]

8. Action by Unanimous Written Consent. Any action required or permitted to be taken at an annual or special meeting of the Members may be taken without a meeting, without prior notice and without a vote, if the Members entitled to vote unanimously consent in writing, including by electronic transmission such as email, to the action so taken. Written consents will be filed with the minutes of the proceedings of the Members.

9. Action by Ballot. Any action required or permitted to be taken at an annual or special meeting of the Members, including the election of Directors, may be taken without

[1] NTD: Remove if there is no intention for the Association to file articles of incorporation.

[2] NTD: If the Association has multiple classes of Members, consider whether all classes are entitled to vote.

a meeting if the Association provides a ballot to each Member that is entitled to vote on the action in the manner provided in Article II, Section 4. If specified in the ballot, the Association may allow the Members to vote at one (1) or more polling places established by the Association that are reasonably accessible to the Member. The ballot will (a) set forth each proposed action, (b) provide an opportunity for the Members to vote for or against each proposed action, and (c) specify a time by which the Association must receive a ballot in order to be counted as a vote of the Member, or if a polling place, indicate the location of the polling place or places and the times when the polling places are open. The time specified for returning ballots must not be less than twenty (20) days or more than ninety (90) days after the date the Association provides the ballot to the Members.

An action is considered approved by the Members by ballot if the total number of Members voting or the total number of Member votes cast in ballots received by the Association by the time specified in the ballots equals or exceeds the quorum required to be present at a meeting to take the action, and the number of favorable votes equals or exceeds the number of votes that would be required to approve the action at a meeting at which the number of votes cast by Members present was the same as the number of votes cast by ballot. An invalid ballot, an abstention, or the submission of a ballot marked "abstain" with respect to any action does not constitute a vote cast on that action.

10. Dues.[3] The Board of Directors shall approve a uniform dues structure based upon the annual budget. Dues shall be payable in accordance with the dues structure approved by the Board of Directors. Any member whose annual dues are past due shall be notified at that time by the Association that membership will cease at the end of thirty (30) days unless the delinquent dues are paid in full prior to the expiration of the thirty (30) days.

III.
Directors

1. Number and Term of Office. The election, qualification, and term of office of the Board of Directors will be as set forth in these Bylaws. The Board of Directors of the Association will consist of not less than **3 Directors** nor more than **7 Directors**, as determined by the Members.

The terms of the Directors will be staggered so that at each annual meeting, approximately one-third of the Directors will be elected. The members of the first Board of Directors will be divided as nearly as possible into three (3) classes of equal size: the first class to serve a one (1) year term, the second class to serve a two (2) year term and the third class to serve a three (3) year term. Thereafter, the term of office of any Director will be for three (3) years from the date of his or her election or appointment by the affirmative vote of a majority of the Members entitled to vote and present in person or by proxy at a meeting of the Members and continue until his or her successor has been elected and qualified or until his or her death, resignation, or removal prior to the next annual meeting.

[3] NTD: To be discussed. Consider whether there will be dues and, if so, whether there are different levels (e.g., annual vs. lifetime).

2. Nomination. The nominees for the Board of Directors will be determined by the Nominating Committee. The Nominating Committee will recommend a slate of candidates to fill all Board vacancies.

3. Resignation, Removal and Vacancies. A Director may resign by written notice to the Association. The resignation will be effective upon its receipt by the Association or a subsequent time as set forth in the notice of resignation. A Director may be removed, either with or without cause, by the affirmative vote of a majority vote of the Members entitled to vote.

If a vacancy has occurred among the Board of Directors as a result of death, resignation, removal, or otherwise, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors.

4. General Powers as to Negotiable Paper. The Board of Directors may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes, and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign, or endorse the same on behalf of the Association.

5. Powers as to Other Documents. All material contracts, conveyances, and other instruments may be executed on behalf of the Association by the President or any Vice President, and, if necessary, attested by the Secretary or the Treasurer.

6. Regular Meetings. Regular meetings of the Board of Directors may be held without notice if the time and place of the meeting has been determined by resolution of the Board. A regular meeting of the Board of Directors will be held immediately after the annual meeting of the Members at the same place for the purpose of electing officers for the ensuing year. At least one (1) regular meeting of the Board must be held each year.

7. Special Meetings. Special meetings of the Directors may be called by the President and will be called by the President or Secretary at the direction of not less than **two (2)** Directors or as may otherwise be provided by law. Special meetings will be held at the principal office of the Association unless otherwise directed by the President or Secretary and stated in the notice of the meeting. Any request for a meeting by Directors must state the purpose or purposes of the proposed meeting.

8. Notice of Meeting. Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the Board of Directors will be given personally, by mail, or by electronic transmission to each Director not less than ten (10) days before a regular meeting and not less than two (3) days before a special meeting. Notice by electronic transmission will be deemed given when electronically transmitted to the person entitled to notice in a manner authorized by the person. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting.

A Director's attendance at or participation in a meeting constitutes a waiver of notice of the meeting, unless the Director at the beginning of the meeting, or when the Director arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting.

9. Quorum and Voting. A majority of all Directors will constitute a quorum at any meeting. The vote of a majority of the Directors present at a meeting at which a quorum is present will constitute the action of the Board of Directors, unless the vote of a larger number is required by law or by other sections of these Bylaws.

10. Conduct of Meetings. Meetings of the Directors will be presided over by the Chairperson. The Secretary or an Assistant Secretary of the Association or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

11. Participation by Remote Communication. A Director may participate in a meeting of the Directors by conference telephone or other means of remote communication if all individuals participating in the meeting may communicate with the other participants. Participation in a meeting under this section constitutes attendance in person at the meeting.

12. Action by Unanimous Written Consent. Any action required or permitted to be taken at an annual or special meeting of Directors may be taken without a meeting, without prior notice and without a vote, if all of the Directors unanimously consent in writing, including by electronic transmission such as email, to the action so taken. Written consents will be filed with the minutes of the proceedings of the Directors.

13. Compensation. Directors will serve without compensation but may be reimbursed for actual, reasonable, and necessary expenses incurred by a Director in his or her capacity as a Director, consistent with policies adopted by the Board.

IV.
Officers

1. Election or Appointment. The Board of Directors will elect a President, a Secretary, and a Treasurer of the Association at each annual meeting and may elect a Vice President, Assistant Secretary, and Assistant Treasurer. The Board may elect from among their number a Chairperson and a Vice Chairperson. The same person may hold any two (2) or more offices, but no officer will execute, acknowledge, or verify any instrument in more than one (1) capacity. The Directors may also appoint any other officers and agents as they deem necessary for accomplishing the purposes of the Association.

2. Term of Office. The term of office of all officers will commence upon their election or appointment and will continue until the next annual meeting of the Association and until their respective successors are chosen or until their resignation or removal. Any officer may be removed from office at any meeting of the Directors, with or without cause, by the affirmative vote of a majority of the Directors then in office, whenever in their judgment the best interest of the Association will be served.

An officer may resign by written notice to the Association. The resignation will be effective upon its receipt by the Association or at a subsequent time specified in the notice of the resignation.

3. Compensation. Any officer who is an employee of the Association will receive reasonable compensation for his or her services as fixed by the Board of Directors.

4. Chairperson. The Chairperson will preside over all board meetings and will perform such other duties prescribed by the Board of Directors.

5. Vice Chairperson. The Vice Chairperson will, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and will perform any other duties prescribed by the Board of Directors.

6. President. The President will be the chief executive officer of the Association and will have general and active management of the activities of the Association. The President will see that all orders and resolutions of the Board of Directors are carried into effect. The President will execute all authorized conveyances, contracts, or other obligations in the name of the Association except where required by law to be otherwise signed and executed and except where the signing and execution is expressly delegated by the Directors to some other person. In the absence of a Chairperson or Vice Chairperson, the President will preside at meetings of the Directors and in his or her absence, the Directors present at the meeting will designate another presiding officer.

7. Vice President. The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President and will perform any other duties prescribed by the Board of Directors or the President.

8. The Secretary. The Secretary will attend meetings of the Board of Directors and record or cause to be recorded the minutes of all proceedings in a book to be kept for that purpose. The Secretary will give or cause to be given notice of all meetings of the Directors for which notice may be required and will perform any other duties prescribed by the Board of Directors.

9. The Treasurer. The Treasurer will oversee the financial activities of the Association. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Directors. All books, papers, vouchers, money, and other property of whatever kind belonging to the Association which are in the Treasurer's possession or under his or her control will be returned to the Association at the time of his or her death, resignation, or removal from office.

10. Assistant Secretaries and Assistant Treasurers. The Assistant Secretary and the Assistant Treasurer, respectively, in the absence of the Secretary or Treasurer, as the case may be, will perform the duties and exercise the powers of the Secretary or Treasurer and will perform any other duties prescribed by the Board of Directors.

V.
Committees

1. Executive Committee. The Board of Directors may establish an Executive Committee consisting of two (2) or more members of the Board. The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board of Directors, may exercise all powers and authority of the Board of Directors in the management of the business and affairs of the Association between meetings of the Board of Directors, except that the Executive Committee will not have power or authority to:

(a) Amend the Articles of Incorporation;[4]

(b) Adopt an agreement of merger or conversion;

(c) Recommend to the Members the sale, lease, or exchange of all or substantially all of the Association's property and assets;

(d) Recommend to the Members the dissolution of the Association or the revocation of a dissolution;

(e) Amend the Bylaws of the Association;

(f) Fill vacancies on the Board;

(g) Fix compensation of the Directors for serving on the board or on a committee; or

(h) Terminate membership.

2. Other Board Committees. The Board of Directors may designate other Board committees consisting wholly of Directors as committee members, as it deems appropriate. The Board committees will have the powers or authority of the Board in the management of the business and affairs of the Association as the Board delegates to them, except as limited by these Bylaws, by law or by Board resolution.

3. Non-Director Committees. The Board of Directors may designate other committees consisting, in part, of individuals who are Members, Directors, or officers of the Association and some or all of whom may be other individuals who are not Members, Directors, or officers of the Association. Committees appointed under this section may not exercise the power or authority of the Board in the management of the business and affairs of the Association, but may perform under the direction of the Board those functions determined from time to time by the Board.

4. Nominating Committee. The Nominating Committee will recommend persons to serve as Directors of the Association. The Nominating Committee will consist of no less than **[three (3)]** members and may include non-Director volunteers; provided, however, that at all times, a majority of the Nominating Committee will be composed of Directors.

[4] NTD: Remove if there is no intention for the Association to file articles of incorporation.

The Nominating Committee will identify qualified candidates and will present the Directors with its nominations at a meeting as directed by the Board of Directors. The Nominating Committee will meet as needed.

5. Procedure. All committees, and each member thereof, will serve at the pleasure of the Board of Directors. The Board of Directors will have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee. Regular or special meetings of any committee may be held in the same manner provided in these Bylaws for regular or special meetings of the Board of Directors, and a majority of any committee will constitute a quorum at the meeting.

VI.
Indemnification

1. Indemnification. The Association will, to the fullest extent permitted by law, indemnify any Director or officer of the Association (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee, or agent of the Association) that was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, trustee, officer, partner, volunteer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, for expenses, including attorneys ’fees (which expenses may be paid by the Association in advance of a final disposition of the action, suit, or proceeding as provided by law), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association or its Members, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

2. Rights to Continue. This indemnification will continue as to a person who has ceased to be a Director or officer of the Association. Indemnification may continue as to a person who has ceased to be a volunteer, employee, or agent of the Association to the extent provided in a resolution of the Board of Directors or in any contract between the Association and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee, or agent of the Association will inure to the benefit of the heirs and personal representatives of that person.

VII.
Conflicts of Interest

1. Disclosure. When a member of the Board or an officer is affiliated with an organization seeking to provide services or facilities to the Association, or when a member

of the Board or officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board of Directors and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member or officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee, or agent of the organization, or has any other substantial interest or dealings with the organization.

2. Voting. Any Board member or officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, however, he or she may be counted in determining a quorum for the meeting at which the matter is voted upon, as permitted by law. The Board should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member abstained from voting, whether his or her presence was counted in determining a quorum, and whether comparability data was considered and used as a basis for making the decision. The comparability data should be attached to the minutes and made a part of the record.

3. Determining Compensation. The process for determining compensation of the Association's chief executive officer, executive director, other officers or key employees will include review and approval by independent persons, use of comparability data, and contemporaneous substantiation of the deliberation and decision. An independent person is defined as a director, officer, or member of a committee with governing Board delegated powers who does not have a direct or indirect financial interest in the Association.

4. Statement of Position. The foregoing requirements should not be construed to prevent a Board member or officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

VIII.
Miscellaneous

1. Fiscal Year. The fiscal year of the Association will end on the last day of **December**.[5]

2. Amendments. These Bylaws may be amended or repealed upon the recommendation of the Board of Directors and by the affirmative vote of a majority of the Members entitled to vote at a regular or special meeting.

3. Loans and Guarantees. The Association will not provide loans to or guarantee obligations of an officer or Director of the Association, unless expressly permitted under law.

[5] NTD: Consider whether to use the month of the alumni association's fiscal year.