

**FOURTH AMENDED BYLAWS OF  
LEADERSHIP MONTGOMERY COUNTY, INC.**

**SECTION 1  
Offices**

1.1 Principal Office. The principal office of Leadership Montgomery County, Inc. (the “Corporation”) shall be located at 57 Blush Hill, Conroe, Texas 77304.

1.2 Other Offices. The Corporation may have offices at such other places as the Board of Directors (the “Board”) may from time to time determine or the business of the Corporation may require.

**SECTION 2  
Membership**

2.1 Members. The members of the Corporation as of the date hereof are:

The South Montgomery County/Woodlands Chamber of Commerce (the “South County Chamber”)

The Greater Conroe/Lake Conroe Area Chamber of Commerce (the “Conroe Chamber”)

The Leadership Montgomery County Alumni Association (the “LMC Alumni”)

The Magnolia Area Chamber of Commerce (the “Magnolia Chamber”)

The Community Chamber of Commerce (the “Community Chamber”)  
(collectively, the “Community Members”)

All persons who have been members of any Leadership Montgomery County class and whose class graduation date has passed (hereafter, the “Individual Members.”)

2.2 Additional Members.

(a) Additional members may be admitted to the Corporation and shall be those persons or entities, which (i) act with respect to and in furtherance of the economic, social, educational, governmental, healthcare, or other community interests of Montgomery County, Texas; (ii) meet such additional qualifications as may be provided in these Bylaws or as may be determined by the members of the Board; and (iii) actively support the Leadership Montgomery County program (“LMC”), and (iv) are approved for membership by a 60% majority vote of the Board.

(b) Additional members admitted to the Corporation shall have all of the rights and privileges granted to members by the Corporation's Articles of Incorporation and these Bylaws.

2.3 Member Meetings. All meetings of the members shall be held at the principal office of the Corporation or at such other place, within or without the State of Texas, as may be designated by the Board. Member meetings shall be held annually, or such other number of times as the Board may designate, for the purpose of transacting such business as may properly be brought before such meetings.

2.4 Special Meetings. Special meetings may be called at any time by the President, and shall be called by the Secretary upon the request of not less than three (3) Community Members to be held at such place and at such time as the Secretary may fix, but not less seventy-two (72) hours after the receipt of said request.

2.5 Voting. Unless expressly provided otherwise in the Corporation's Articles of Incorporation, these Bylaws, or the Texas Non-Profit Corporation Act, the Community Members and the Individual Members (in their capacity as members) shall have no voting rights whatsoever.

2.6 Action by Consent. Any action which may be taken at a meeting of the members may also be taken upon the written consent of all of the members, which consent shall be signed by all members and filed with the minutes of the Corporation.

2.7 Removal of Members. Community Members (a) who fail to actively support LMC, (b) who fail to participate in the Corporation's activities, or (c) who act contrary to the best interests of either the Corporation or LMC may be removed upon the vote of an 80% majority of the directors on the Board. Any vote to remove a Community Member must be preceded by written notice to the Community Member of such proposed action. Notice shall be by certified mail, return receipt requested, to the Community Member's last known address or by hand delivery. Notice shall be delivered to the Community Member not less than ten (10) days prior to the date of the vote and not more than thirty (30) days prior to the vote. For purposes of this paragraph, delivery by certified mail shall be deemed to have occurred on the third business day after the notice is delivered to the United States Postal Service, or placed in a postal receptacle, properly addressed, with postage prepaid.

### **SECTION 3** **Directors**

3.1 Powers. All of the corporate powers shall be vested in, and the business of the Corporation shall be managed by, the Board.

3.2 Initial Board. The initial Board shall consist of the thirteen (13) directors named in the Corporation's Restated Articles of Incorporation.

3.3 Board Size. The Board shall consist of no less than nine (9) and no more than twenty-one (21) directors.

3.4 Board Composition. The Board shall consist of the following directors:

(a) At the beginning of every fiscal year, the South County Chamber may designate two (2) directors who will each serve three (3) year terms on the Board (collectively, the “South County Chamber Directors”).

(b) At the beginning of every fiscal year, the Conroe Chamber may designate two (2) directors who will each serve three (3) year terms on the Board (collectively, the “Conroe Chamber Directors”).

(c) The acting President (or such other highest ranking officer) of each of the Community Members shall be a director for as long as he or she holds such position.

(d) During each fiscal year, the Chairman of the Board from the immediately preceding fiscal year shall be a director, if not otherwise already a director, for the current fiscal year only.

(e) The Board may elect, by majority vote, to name one (1) or more other directors (each an “At-Large Director”), provided that such At-Large Directors shall serve terms on the Board no greater than three (3) years, and provided that the total number of directors on the Board may not exceed twenty-one (21).

(f) During each fiscal year, the LMC Alumni Committee shall designate one director who, if not otherwise already a director, shall serve for one fiscal year only. The LMC Alumni Committee may designate the same person to serve for up to three consecutive years.

3.5 Board Terms. Except as otherwise provided in these Bylaws, each director shall serve for a period of three (3) years or until his or her successor has been designated and qualified. No person may serve as a director for more than two (2) successive terms, or a total of six (6) years, unless such director is appointed to fill an unexpired term of another director or unless the director was the Chairman of the Board in immediately preceding fiscal year.

3.6 Initial Board Terms. The South County Chamber shall designate, in a written notice to the Board, the terms for which the initial South County Chamber Directors will serve on the Board, such that the terms of two (2) South County Chamber Directors will expire at the end of each of the first three (3) fiscal years following the adoption of these Bylaws. The Conroe Chamber shall designate, in a written notice to the Board, the terms for which the initial Conroe Chamber Directors will serve on the Board, such that the terms of two (2) Conroe Chamber Directors will expire at the end of each of the first three (3) fiscal years following the adoption of these Bylaws.

3.7 Designation. The South County Chamber shall designate the South County Chamber Directors, and the Conroe Chamber shall designate the Conroe Chamber Directors, in a written notice to the Board.

3.8 Removal and Replacement. Directors may be removed as set forth below:

(a) The South County Chamber Directors may be removed from the Board only by the South County Chamber.

(b) The Conroe Chamber Directors may be removed from the Board only by the Conroe Chamber.

(c) The At-Large Directors may be removed by a majority vote of the Board, excluding the vote(s) of the director(s) to be removed.

(d) All other directors may be removed from the Board only by a unanimous vote of the Board, excluding the vote(s) of the director(s) to be removed.

(e) Any director may resign at any time by giving written notice of such resignation to the Board.

(f) Notwithstanding anything to the contrary in these Bylaws, any Director who is absent from three consecutive regularly scheduled meetings of the Board of Directors may be removed as a director. The organization which designated the individual as a member of the Board shall designate their replacement. A removed Director is not disqualified from being designated to return as a Director.

(g) Any vacancy among the At-Large Directors shall be filled by a majority vote of the Board.

3.9 Board Meetings. The meetings of the Board may be held at such place within the State of Texas as a majority of the directors may from time to time appoint and shall be held at least annually, upon not less than five (5) days notice given personally or by telephone, mail, email, or facsimile from the Secretary and given to all directors.

3.10 Special Meetings. Special meetings of the Board may be called by the Chairman of the Board or the President on forty-eight (48) hours notice given to each director, either personally or by telephone, mail, email, or by facsimile. Special meetings shall be called by the President or the Secretary in like manner and on like notice upon the written request of a majority of the directors and, if such officers fail or refuse to do so within twenty-four (24) hours of such request, then any director making the request may call the meeting on forty-eight (48) hours written notice given to each director.

3.11 Quorum. The presence in person of a majority of the Board shall be necessary to constitute a quorum for the transaction of business and, except as otherwise provided by law or in these Bylaws, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board. Except as stated in the following sentence, any action taken when less than a quorum is present shall be invalid unless it is later ratified by a quorum. If a quorum is not present at any meeting of the Board, the directors present may adjourn the meeting from time to time without notice other than an announcement at the meeting, until a quorum is present.

3.12 Action by Consent. Any action which may be taken at a meeting of the Board may also be taken by upon the written consent of all of the directors, which consent shall be signed by all of the directors and filed with the minutes of the Board.

3.13 Meetings by Telephone or Similar Communication. Directors may participate in and be present at any meeting of the Board by means of conference telephone or similar communications equipment if all persons participating in such meeting can hear and communicate with each other.

3.14 Compensation of Directors. Directors shall receive no compensation for their services as such, but may receive reimbursement of their actual expenses incurred in connection therewith, if authorized by the Board.

#### **SECTION 4** **Officers and Committees**

4.1 Officers. The officers of the Corporation shall be a Chairman of the Board, a Vice Chairman of the Board, a President, a Secretary, and a Treasurer, and shall be chosen by the Board except that the Vice Chairman of the Board shall be chosen each year by the Conroe Chamber or the South County Chamber, with such Chambers alternating years. The Vice Chairman shall then succeed to the position of Chairman of the Board for the succeeding year. Should any Vice Chairman be unable or unwilling to serve as Chairman for such succeeding year, the Chamber that appointed such Vice Chairman shall have the right to choose an alternate person to serve as Chairman for such succeeding year.

4.2 Other Officers. The Board may appoint and employ such other officers as it may deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as may be determined from time to time by the Board. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

4.3 Compensation. The salaries, if any, of all officers, agents or employees of the Corporation shall be fixed by the Board. No officer or employee who is also a director shall receive compensation from the Corporation for his or her services as such, but may receive reimbursement for actual expenses incurred in connection therewith.

4.4 Term. Each officer shall serve for a period of one (1) year until his or her successor is chosen and qualified.

4.5 Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board. The Chairman of the Board shall perform all duties incident to the office of Chairman of the Board as herein defined, and all such other duties as may from time to time be prescribed by the Board.

4.6 Vice Chairman of the Board. The Vice Chairman of the Board shall perform the duties of the Chairman of the Board when the Chairman of the Board is absent or otherwise unable to perform his or her duties.

4.7 President. The President shall be the chief executive officer of the Corporation. The President may enter into any contract or execute any certificate or instrument in the name and on behalf of the Corporation that has been approved or authorized by the Board, except in cases where the authority to enter into such contract or to execute such instrument or certificate, as the case may be, has been otherwise expressly delegated by the Board. The President shall have such other powers and duties as may from time to time be prescribed by the Board.

4.8 Secretary. The Secretary shall attend all meetings of the Board and all meetings of the members and shall record all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall be the official custodian of the records of the Corporation and shall be authorized to certify the contents thereof from time to time as occasion may require. The Secretary shall give, or cause to be given, due notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board.

4.9 Treasurer. The Treasurer shall have charge of and be responsible for all funds and securities of the Corporation and shall direct the depositing of all funds of the Corporation in the name of the Corporation in such banks or other depositories as may be selected by the Board. The Treasurer shall render monthly statements of the financial condition of the Corporation to the Board. The Treasurer shall be empowered to give receipts for monies payable to the Corporation. The Treasurer shall perform all duties incident to the office of Treasurer and customarily performed by such an officer, as well as all other duties as may be prescribed by the Board.

4.10 Alumni Committee. The Corporation shall maintain an Alumni Committee which shall operate according to procedures it shall adopt from time to time. The Board reserves the right to require the Alumni Committee to revise its procedures or policies

## **SECTION 5**

### **Operations and Expenditures**

5.1 Signatures. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

5.2 Exemption Status. In no event shall the officers make any expenditures or engage in any activity inconsistent with the Corporation's status as a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

5.3 Operating Policy. The Corporation may, in its discretion and as authorized by the Board, adopt operational policies. The Corporation shall adopt a monetary policy and shall invest the Corporation's funds in accordance with such policy.

**SECTION 6**  
**Amendments**

These Bylaws may be amended or repealed by the affirmative vote of a two-thirds majority of the Board at any regular or special meeting called for that purpose except as set forth below.

**SECTION 7**  
**Indemnification**

The Corporation shall indemnify any member, director, or officer of the Corporation against any expenses or costs, including attorney's fees, actually or reasonably incurred by him or her in connection with any threatened, pending, or completed claim, action, suit or proceeding, whether criminal, civil, administrative or investigative against such person or as to which he or she is involved solely as a witness or person required to give evidence because he or she is a member, director, or officer of the Corporation to the full extent permitted by Article 1396-2.22A of the Texas Non-Profit Corporation Act.

**Certification.**

I certify that these Fourth Amended Bylaws of Leadership Montgomery County, Inc. were adopted by the Board of Directors of Leadership Montgomery County, Inc. on November 2, 2005.

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Lisa Buchanan, Secretary  
Leadership Montgomery County, Inc.