

**BY-LAWS
OF THE
CHAPMAN FAMILY ASSOCIATION**

Revised June 2008

**ARTICLE I
OFFICES**

The principal office of the Association in the State of Texas shall be located in the City of Houston, County of Harris. The Association may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II
MEMBERS**

Section 2.1. Classes of members. The Association shall have four classes of members. The designation of each class and the qualifications and rights of the members of each class shall be as follows:

Active Members. Active Members shall be those who pay dues and otherwise support the purposes of the Association by, at least, providing biographical information such as pedigree charts, ancestor tables and family group records of their ancestral family line if the information is not otherwise available to the Association. Any member in arrears of dues will be transferred to inactive membership. Inactive members may be restored to active membership by notifying the Secretary or Treasurer and resuming payment of then current dues.

Junior Members. Junior Members shall be those under the age of 21 whose parents are not members. Junior Members shall be registered as such but will not be required to pay dues, will not receive publications and will not be permitted to vote or hold office.

Charter Members. Charter Members shall be those who become Active Members prior to the time that membership has been offered to all families known to exist in the United States who are eligible for membership on the date of the organization of Association.

Founding Members. Founding Members shall be those who become Active Members prior to the second anniversary of the Association.

Section 2.2. Voting Rights. Each Active Member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 2.3. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those

present at any regular constituted meeting, terminate the membership of anyone who becomes ineligible for membership.

Section 2.4. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 2.5. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 2.6. Transfer of Membership. Membership in this Association is not transferable or assignable.

ARTICLE III MEETINGS OF MEMBERS

Section 3.1. Annual Meeting. An annual meeting of the membership shall be held at a time, date and place designated by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 3.2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3.3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3.4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with postage thereon prepaid.

Section 3.5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 3.6. Quorum. The number of members present and voting at any meeting.

Section 3.7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 3.8. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

Section 3.9. Voting by Mail. Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1. General Powers. The affairs of the Association shall be managed by its Board of Directors. Directors need not be residents of the State of Texas.

Section 4.2. Number, Tenure and Qualifications. The number of Directors shall be not less than three or more than nine. Each Director shall hold office for three years or until the second annual meeting of members and until his/her successor shall have been elected and qualified.

Section 4.3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4.4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them.

Section 4.5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or email to each Director at his address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is to be given by email, such notice shall be deemed to be delivered when the email is received by the addressee's email provider. Any Director may waive notice of meeting. The attendance of a Director at any meeting shall constitute a waiver of notice

of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 4.6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.7. Manner of Acting. The act of a majority of the Directors present 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 4.8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office

Section 4.9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expense of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

Section 4.10. Informal Action by Directors. 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 a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE V OFFICERS

Section 5.1. Officers. The officers of the Association shall be a President, one or more Vice Presidents. (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including a Genealogist, Historian, Librarian, Public Relations Officer, Newsletter Editor, one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 5.2 Election and term of office. The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and shall have qualified.

Section 5.3 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.5 President. The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where signing and executions thereof shall be expressly delegated by the Board of Directors, or by these by-laws, or by statute to some other officer or agent of the Association; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.6 Vice President. In the absence of the President, or in event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice President in the order of their election) 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. Any Vice President shall perform such other duties as, from time to time, may be assigned to him by the President or by the Board of Directors.

Section 5.7 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum, and with such surety or sureties, as the Board of Directors shall determine. The Treasurer shall have charge and custody of, and be responsible for all funds and securities of the Association; receive and give receipts for, moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned by the President or the Board of Directors. The Treasurer will maintain membership records.

Section 5.8 Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws, or as required by law; be custodian of the corporate records and the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association, under its seal, is duly authorized in accordance with the provisions of these by-laws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member, and in general perform all duties incident to the office of Secretary, and such other duties, as from time to time, may be assigned by the President or the Board of Directors.

Section 5.9 Assistant Treasurers and Assistant Secretaries and other Officers. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, and other officers in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VI COMMITTEES

Section 6.1 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, have and exercise the authority of the Board of Directors in the management of the Association, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of any such committee, or any Director or officer of the Association; amending the Articles of Association; restating Articles of Association; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all, or substantially all, of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Association; or amending, altering or repealing any resolution of the Board of Directors which, by its terms, provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee, and the delegation thereto of authority, shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

Section 6.2 Other Committees. Other Committees, not having and exercising the authority of the Board of Directors in the management of the Association, may be appointed in such a manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be active members of the Association, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the Association shall be served by such removal.

Section 6.3 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 6.4 Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 6.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6.6 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present, shall be the act of the committee.

Section 6.7 Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws, or with rules adopted by the Board of Directors.

**ARTICLE VII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, 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, and on behalf, of the Association, and such authorization may be general or confined to specific instances.

Section 7.2 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such a manner 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 shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Association.

Section 7.3 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7.4 Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

**ARTICLE VIII
BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE IX
FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X

DUES

Section 10.1 Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Association by member of each class.

Section 10.2 Payment of Dues. Annual dues of a new member shall be payable at the time such new member is admitted to active membership. Dues for the following year shall be payable on the first day of the twelfth month after such admission to active membership and on the same day of each successive year thereafter.

Section 10.3 Default and Termination of Active Membership. When any active member shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues became payable, that member will be transferred to inactive membership.

ARTICLE XI

SEAL

The Board of Directors shall provide a seal, which shall be in the form of a crescent, chevron and knot combination surrounded by a circle, and shall have inscribed thereon the name of the Association and the dates inscribed in the crescent.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Association Act, or under the provisions of the articles of incorporation or the by-laws of the Association, 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 XIII

AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any given regular meeting or at any special meeting, if at least two (2) days written notice is given of intention to alter, amend, repeal, or adopt new by-laws at such meeting.