

**THE CONSTITUTION AND BYLAWS**  
**of the Texas Instruments Alumni Association (TIAA)**  
Revised May 2004

**THE CONSTITUTION** of the Texas Instruments Alumni Association (TIAA), also known as TI Alumni Association, or TI Alumni, Dallas, TX, as exists as a group for the benefit of retirees, under the charter of the Texins Association, a 501(c)(7) corporation.

**ARTICLE I**

**NAME:** The name, number and location of this organization shall be as set forth above in the title of this constitution.

**ARTICLE II**

**VISION:** The vision of the TI Alumni Association is to provide a link between TI and the TI retiree community that fosters communications, programs and activities about and of interest to TI retirees around the world.

**ARTICLE III**

**PURPOSE:** The purposes of the TI Alumni Association are:

- To enhance communications among TI retirees;
- To provide information on opportunities for continuing education, health excellence, volunteer activities, and events of interest to retirees;
- To help its members remain in contact with each other;
- To be a focal point for information about the activities and news of members;
- To encourage its members to maintain connections with and interest in the people and business of Texas Instruments;
- To represent the Association as goodwill ambassadors in the community.

**ARTICLE IV**

**MEMBERSHIP:** Membership is open to TI retirees and their spouses who are interested in staying connected with the TI family. Membership is also open to former TI employees who are retirees or employees of any employer affiliated with TI, which has been approved from time to time by the Texins Association Board of Directors.

The Bylaws of this association may provide for classification of members consistent with the purpose of this Association.

Membership benefits may also be extended to other TI retirees and other former TI employees who do not meet the membership requirements stated above. However, only Association members shall be eligible to vote and serve as officers of the Association.

**ARTICLE V**

**MEETINGS:** Members of this Association shall meet at least once during the year. Special meetings may be called by a majority vote of the Officers at any regular Executive Committee meeting at which a quorum is present. A quorum is defined as more than half the number of

Executive Committee members.

#### ARTICLE VI

INITIATION FEES AND DUES: Membership fees and dues are in accordance with the Association Bylaws.

#### ARTICLE VII

OFFICERS: The officers of this Association shall be a President, an Executive Vice-President, at least one Vice-President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws of this Association. All officers, plus the immediate past President and member(s) at large which are appointed by the President, shall constitute the Executive Committee of the Association, having general administrative powers. The officers shall be selected as provided in the Bylaws of this Association.

#### ARTICLE VIII

POLICY: This Association shall adopt no policy and shall take no action in conflict with any policy or any purpose of the Texins Association. This constitution shall be deemed automatically modified and amended so that it shall at no time be in conflict with the Articles of Incorporation, Bylaws or policies of Texas Instruments as they now exist or hereafter may be changed or amended.

#### ARTICLE IX

AMENDMENTS: This Constitution may be amended to change the name, membership qualifications or location of this Association by resolution adopted by a two-thirds vote of the current dues-paying membership. A minimum of twenty-five or 10% of the current dues-paying membership, whichever is less, must be present or represented by proxy at meetings for elections and other official votes to take place. Such changes shall be reported promptly to the Texins Association and to the Public Affairs office of Texas Instruments.

**BYLAWS OF THE Texas Instruments Alumni Association (TIAA), also known as TI Alumni, Dallas, TX:**

**ARTICLE I  
MEMBERSHIP:**

Section 1. All Association members shall be entitled to the rights and privileges of the association and shall share in its responsibilities.

Section 2. Honorary association membership may be conferred upon a person by a two-thirds vote of the Executive Committee. (Honorary membership is conferred on one who has distinguished himself/herself by meritorious service in the furtherance of TI Alumni ideals. It is an honor not to be lightly or indiscriminately conferred.)

Section 3. Application for membership shall be made on the form supplied by the Association.

**ARTICLE II  
FEES AND DUES:**

Section 1. Membership will include options for individual and joint memberships to include spouse or surviving spouse.

Section 2. The basic dues for this Association shall be \$10 for an individual or \$15 for individual and spouse for one year. These dues shall be paid upon joining the Association and renewable on an annual, anniversary-date basis. Additionally, an individual will be offered the opportunity to pay \$25 and an individual and spouse \$35 for a three-year membership. These dues shall be paid upon joining the Association and will be renewable on an anniversary date three years after joining. A lifetime membership of \$100 for an individual or \$150 for an individual and spouse is also available.

Section 3. A one-year free membership shall be offered to newly retiring Tiers, beginning in January 2000, and be included in their retirement information.

**ARTICLE III  
MEETINGS:**

Section 1. Regular meetings of the Executive Committee shall be held at least quarterly.

Section 2. Special meetings may be called by a majority vote at any regular Executive Committee meeting at which a quorum is present, or by the President. A quorum is defined as more than half the number of Executive Committee members.

Section 3. Full membership will be convened at least once annually to conduct the business of the Association as prescribed in these bylaws.

**ARTICLE IV  
ELECTION OF OFFICERS:**

Section 1. The officers of this Association shall be a President, an Executive Vice-President, at least one Vice-President, a Secretary, and a Treasurer. The President, Executive Vice President, Secretary and Treasurer will be elected positions. Vice Presidents will be appointed by the President.

Section 2. A Nominating Committee appointed by the President at least two months prior to the election shall make all nominations for elected Association officers. This committee shall consist of at least three members; at least one of who shall be a Past President of the Association, if available. This committee shall report at the regular Executive Committee meeting immediately preceding the membership meeting at which the election is to take place, and shall present at that time the names of active members who have consented to serve if

elected. The President, or person presiding at the meeting, shall open the floor for any additional nominations from the members, and if any, shall add them to the ballot, then shall close the nominations. All elections shall be by secret ballot, unless dispensed with by a unanimous vote, with a majority vote of all active members present and voting necessary for a choice. A minimum twenty-five or 10% of the current dues-paying membership, whichever is less, must be present these meetings or represented by proxy for elections and other official votes to take place.

Section 3. Elections of all officers shall be held by June 1<sup>st</sup> of each year. New officers shall take office on July 1<sup>st</sup> and shall serve a term of one year.

Section 4. Following the announcement of any vacancy of elected officers, the office shall be filled by majority vote held at the next meeting of the Executive Committee at which a quorum is present. A quorum is defined as more than half the number of Executive Committee members. Officers appointed by the Executive Committee will serve out the remaining one-year terms of the vacating officers and, if they agree, will then stand for re-nomination at the next election.

Section 5. The President shall serve a maximum of two one-year terms.

## ARTICLE V

### DUTIES OF OFFICERS:

Section 1. The President shall preside at all meetings of the Association and of the Executive Committee. He/she shall appoint the Vice Presidents of all committees and have general supervision of the work of the Association.

Section 2.

(a) The Executive Vice-President shall oversee the operations of the Association and preside over meetings in the absence of the President.

(b) One of the Vice-Presidents shall be designated Communications Vice-President. He/she shall be Chairman of the Communications Committee, and shall preside over meetings in the absence of the Association President and Executive Vice-President.

(c) Another Vice-President shall be designated Administrative Vice-President. He/she shall be Chairman of the Membership Committee. He/she shall preside in the absence of the Association President, EVP and the Communications Vice-President.

(d) Another Vice-President shall be designated Activities Vice-President. He/she shall be Chairman of the Activities Committee.

(e) Another Vice-President shall be designated Ongoing Education Vice-President. He/she shall be Chairman of the Ongoing Education Committee.

(f) The President shall have the authority to appoint a Vice-President, Projects to work on special programs of the Association and to appoint ad hoc committees. The Vice-President, Projects will chair the ad hoc committees.

Section 3. The Secretary shall have custody of the Association's Constitution and Bylaws and all other records and documents of the Association, shall keep an accurate record of the meetings and activities of the Association and of the Executive Committee, and shall transmit the same to his/her successor. He/she shall have charge of all correspondence.

Section 4. The Treasurer shall receive and disburse, with the approval of the Association and in cooperation with the Texins Association and the Public Affairs office of Texas Instruments, all Association funds, and shall keep accurate account of the same. He/she shall make a financial report to the Association or to the Executive Committee upon request, and shall transmit the accounts and all undistributed funds to his/her successor. All financial records and checking accounts shall be kept with integrity, be subject to regular audits, and be kept in

accordance with Texins Association procedures.

## ARTICLE VI

### COMMITTEES:

Section 1. The standing committees of this Association shall be the Executive, Communications, Membership, Activities, and Ongoing Education Committees.

Section 2. The Executive Committee shall consist of the President, Executive Vice-President, Vice-Presidents, Secretary, Treasurer, immediate Past President and member(s) appointed by the President. This committee, of which the President is Chairman, shall have charge of all business affairs of the Association, in partnership with appropriate Texins Association and Texas Instruments staff, and shall consider all matters concerning the welfare of the Association. When needed and prescribed by these by-laws, the Executive Committee may present all of its recommendations to the Association membership for action. A minimum twenty-five or 10% of the active membership, whichever is less, must be present or represented by proxy at membership meetings for elections and other official votes to take place.

Section 3. The Communications Committee shall, in partnership with appropriate Texins Association and Texas Instruments staff, have charge of the communication needs of the Association. It shall support, prepare, or cause to be prepared, all communications needs of the Association and determine assignments, including information in the area of health excellence.

Section 4. The Membership Committee shall process all applications for membership and shall arrange for proper confirmation of all new memberships. This committee, along with appropriate Texins Association and Texas Instruments staff, shall be responsible for maintaining Association membership and records.

Section 5. The Activities Committee, in partnership with appropriate Texins and Texas Instruments staff, shall be responsible for all volunteer community activities and social functions of the Association (including the Big Event) and such other duties as may be assigned to it. It shall act as a reception committee at all meetings.

Section 6. The Ongoing Education committee will find and communicate lifelong education opportunities and foster interest in opportunities for members to provide education to others.

## ARTICLE VII

### RULES OF ORDER:

Section 1. The general procedure of meetings of this Association shall be in harmony with the principles set forth in Robert's Rules of Order, Newly Revised. The President shall be the final authority as to parliamentary procedure, insofar as they do not conflict with provisions of this Association's Constitution and these Bylaws.

Section 2. The President may appoint a Parliamentarian for his/her term of office, if desired.

## ARTICLE VIII

### AMENDMENTS:

These Bylaws may be amended at any regular membership meeting of the organization by a two-thirds vote of the current dues-paying members present, or represented by proxy. A minimum of twenty-five or 10% of the current dues-paying membership, whichever is less, must be present or represented by proxy at these meetings for elections and other official votes to take place. The proposed amendment must be presented at the Executive Committee meeting immediately preceding the membership meeting at which the amendment is to be

voted upon.