

THE CONSTITUTION
of the Texas Instruments Alumni Association (TIAA)
Revised May 2009

The Texas Instruments Alumni Association, or TI Alumni Association, (hereafter referred to as TIAA) is a group that exists for the benefit of TI Alumni. TI Alumni are defined as TI retirees and other former worldwide employees of TI. TIAA is a club of the TI employees' recreational organization, The Texins Association of Clubs, a 501(c)(7) non-profit organization under the IRS tax code.

ARTICLE I
NAME

The name of this organization shall be as set forth above in the title of this Constitution.

ARTICLE II
MISSION

The mission of TIAA is to provide a link between TI and TI alumni that fosters communications, programs, services and activities about and of interest to TI and TI alumni.

ARTICLE III
PURPOSE

The purposes of the TIAA are:

- To enhance communications and contact among TI alumni;
- To provide information on opportunities for continuing education, health excellence, volunteer activities, and events of interest to TI alumni;
- To be a focal point for information about the activities and news of TIAA members;
- To encourage TI alumni to maintain connections with, and interest in, the people and business of TI;
- To serve as goodwill ambassadors in the community.

ARTICLE IV
MEMBERSHIP

Membership is open to TI alumni and their spouses who are interested in staying connected with the TI family.

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

Only current TIAA 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 each calendar year for the purpose of electing officers and other items that may be placed on the agenda at the time the meeting is called. A quorum for conducting business at a membership meeting is a minimum of twenty-five or 10%, whichever is less, of the current members, either present or represented by proxy. 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 for Executive Committee action is defined as more than 50% of Executive Committee voting members.

ARTICLE VI **INITIATION FEES AND DUES**

Membership fees and dues are in accordance with the Association Bylaws.

ARTICLE VII **OFFICERS**

The elected officers of this Association shall be: President, Executive Vice President, Treasurer, and Secretary. In addition, non-elected officer positions may be created if provided for 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.

Any elected officer can be removed from office by a 60% vote of the assembled membership where a quorum is present. Such a meeting can only be called by a petition signed by at least 1% of the membership. This meeting will be presided over by the President or any of the elected officers if the President is the objective of the removal vote.

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 of Clubs. 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 TI as they now exist or hereafter may be changed or amended.

ARTICLE IX
AMENDMENTS

This Constitution may be amended by majority vote at an annual membership meeting, or a similarly constituted meeting, at which a minimum of twenty-five or 10%, whichever is less, of the current members are present or represented by proxy. Members will receive reasonable notice in advance of the time and place of this meeting.

Such changes in the Constitution shall be reported promptly to the Texins Association and to the Public Affairs Office of TI.

BYLAWS
of the Texas Instruments Alumni Association (TIAA)
Revised December 2009

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. Application for membership shall be made either on-line at the TIAA Web site, or by use of the form supplied by the Association.

Section 3. In an exceptional situation, Honorary Association membership may be conferred upon a person not currently or formerly employed by Texas Instruments. Honorary membership is conferred on one who has distinguished himself/herself by meritorious service in the furtherance of TIAA ideals. It is an honor not to be lightly or indiscriminately conferred. The bestowing of such membership requires a two-thirds vote of the Executive Committee.

ARTICLE II

FEES AND DUES:

Section 1. Membership shall include options for individual and spousal memberships (to include spouse or surviving spouse.)

Section 2. The basic annual dues of this Association shall be \$10 for an individual or \$15 for individual plus spouse. Additionally, an individual shall be offered the opportunity to pay \$25 (\$35 for individual plus spouse) for a three-year membership, or \$100 (\$150 for individual plus spouse) for a lifetime membership. These dues shall be paid upon joining the Association and renewable on the annual anniversary date.

Section 3. A one-year introductory free membership may be offered to all former Tiers who have not previously been a TIAA member.

Section 4. A complimentary lifetime membership may be given to a TI retiree in recognition of extraordinary service to Texas Instruments and support of TIAA ideals. The bestowing of such membership requires a two-thirds vote of the Executive Committee.

ARTICLE III

MEETINGS:

Section 1. Regular meetings of the Executive Committee are called by the President and shall be held at least quarterly. In addition, special meetings may be called by a majority vote of the Executive Committee.

Section 2. For business to be transacted at Executive Committee meetings, a quorum must be present. A quorum is defined as more than 50% of Executive Committee voting members.

Section 3. A meeting open to the full membership shall be convened at least once annually to conduct the business of the Association as prescribed in these bylaws. For business to be conducted at the membership meetings, a quorum must be present. A quorum is defined as a minimum of twenty-five or 10%, whichever is less, of the current members, either present or represented by proxy.

ARTICLE IV

ELECTION OF OFFICERS:

Section 1. The elected officers of this Association shall be: President, Executive Vice President, Treasurer, and Secretary. The elections shall take place at the annual membership meeting. Other Vice Presidents shall be appointed by the President, in consultation with the Executive Committee.

Section 2.

a) A Nominating Committee led by the Leadership Development Vice President shall be formed, at least three months prior to the elections, for the purpose of making nominations for the elected officer positions. The Committee shall be comprised of at least two other members, appointed by the President. At least one of the committee members shall be a past President of the Association, if available. This committee shall present the names of current members who have consented to serve, if elected, to the Executive Committee at their regular meeting immediately prior to the annual membership meeting at which the election is to take place. The slate of nominees shall be communicated to TIAA members at least two weeks prior to the annual membership meeting.

b) The President, or person presiding at the annual membership 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 and other matters voted on at this meeting shall be by majority vote of current members at the meeting and valid proxies, based on a show of hands, including a count of valid proxies.

Section 3. Elections of all officers shall be held by June 1st of each year. Election takes place at the annual membership meeting referenced in Article III, Section 3 above. New officers shall take office on the following July 1st and shall serve a term of one year.

Section 4. The President and the Treasurer shall not serve for more than two consecutive one-year terms without a break in service of at least two years.

Section 5. 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. Officers appointed by the Executive Committee shall serve out the remainder of the vacating officer's one-year term, and, if they agree, shall then stand for re-nomination at the next election.

ARTICLE V

DUTIES OF OFFICERS:

Section 1.

a) **The President** shall, in consultation with the Executive Committee, determine the appropriate committees for achieving the Mission of TIAA. The President shall appoint the Vice Presidents of all committees and have general supervision of the work of the Association. The President shall have the authority to appoint ad hoc committees to work on special programs of the Association. Also, the President's Advisory Council, made up of past Presidents, is available to the President for advice and counsel to facilitate continuity.

b) The President shall preside at all meetings of the Association and of the Executive Committee. Should the President be unable to preside, the order of succession in

presiding shall be: 1) Executive Vice President; 2) Leadership Development Vice President; 3) Membership Vice President.

c) The President shall be responsible for the relationship between TIAA and Texas Instruments.

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) 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 same. He/she shall make a financial report to the Association at its annual membership meeting, and to the Executive Committee at its regularly scheduled meetings. He/she 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 audits, and be kept in accordance with Texins Association procedures.

(c) The **Secretary** shall have custody of the Association's Constitution and Bylaws and all other official 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 same to his/her successor. He/she shall have charge of all official correspondence issued by the President and the Executive Committee.

Section 3.

(a) The **Leadership Development Vice President** shall be appointed by the President and shall lead the Nominating Committee in preparation for the election of officers at the annual membership meeting. In addition, he/she shall provide succession plans for all key positions, assist in recruiting various committee members and special project leadership, encourage participation from all sectors of membership, provide leadership training opportunities and support staffing of new key positions as the needs of TIAA change over time.

(b) The **Membership Vice President** shall be appointed by the President and shall chair the Membership Committee.

(c) The **Communications Vice President** shall be appointed by the President and shall chair the Communications Committee.

(d) The **Activities Vice President** shall be appointed by the President and shall chair the Activities Committee. The Travel & Events Subcommittee shall serve under the Activities Vice President.

(e) The **Education Vice President** shall be appointed by the President and shall chair the Education Committee.

(f) The **Chief Information Officer (CIO)** shall be appointed by the President and shall be responsible for the Association's Web site, the TIAA database design and implementation, and other information technology.

(g) The **TIAA Administrator** is hired by the President to administer the TIAA Office, mailings, records, correspondence, telephone system, and such other duties as may be assigned. The Administrator is a non-voting member of the Executive Committee and interfaces with all TIAA Committees to provide support in accordance with the Guidelines for the Administrator position.

Section 4. Each officer and the TIAA Administrator is responsible for maintaining Guidelines for their function and for maintaining and transmitting pertinent records and files to their successor.

ARTICLE VI COMMITTEES:

Section 1. In addition to the Executive Committee, the standing committees of this Association shall be: Membership, Communications, Activities, and Education. Meetings of the standing committees are called by their chair or a majority of the committee members.

Section 2. The **Executive Committee** shall be comprised of the elected and appointed officers, all of whom are voting members, and the non-voting TIAA Administrator. Additionally, the President may from time to time appoint other non-voting members to the Executive Committee. This committee, of which the President is Chair, 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 or prescribed by these bylaws, the Executive Committee may present matters to the Association membership for action.

Section 3. The **Membership Committee** shall develop the membership base. The Membership Committee shall work with the TIAA Administrator to process all applications for membership and shall arrange for proper confirmation of all new and renewing memberships. This committee, along with the TIAA Administrator, TIAA CIO, and the appropriate Texins Association and Texas Instruments staff, shall be responsible for maintaining the integrity of the Association's membership records.

Section 4. The **Communications Committee** shall have charge of the communication needs of the Association. It shall support, prepare, or cause to be prepared, all of the membership communication needs of the Association, including the quarterly newsletter, *TI Alumni News*, and a periodic electronic newsletter, *TI Alumni eNews*.

Section 5. The **Activities Committee** shall be responsible for all social functions and volunteer community activities of the Association, including the annual membership meeting and the annual TI Retiree Luncheon. The Travel & Events Subcommittee shall arrange for and communicate events and trips for the benefit of the Association membership.

Section 6. The **Education Committee** shall arrange for educational seminars of particular interest to TIAA members. The Committee shall develop seminar resources, select relevant topics, invite knowledgeable speakers, identify a suitable location and communicate the seminar information several weeks in advance of the event. In addition, the Committee shall communicate other appropriate educational opportunities to TIAA membership.

ARTICLE VII RULES OF ORDER:

Section 1. The general procedure for 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.

ARTICLE VIII

AMENDMENTS:

These Bylaws may be amended by a two-thirds vote at an Executive Committee meeting, called for that purpose, at which at least three-fourths of the Executive Committee voting members are present. Within 30 days following an amendment, the revised Bylaws shall be posted on the TIAA Web site and communication thereof will be made to the membership.