

BYLAWS
OF
BELL COUNTY BAR ASSOCIATION

ARTICLE I.
NAME AND PURPOSE

Section 1. Name. The name of the Association shall be Bell County Bar Association.

Section 2. Purpose. The purpose of the Association shall be: maintaining and advancing the honor and dignity of the legal profession; promoting the administration of justice; perpetuating that just sense of duty rightfully owing by every attorney to his or her clients, to the courts, and to his or her country; supporting charitable causes and encouraging members to provide pro bono legal services to indigent persons; promoting and cultivating fellowship among members of the Association; and working with the State Bar and with neighboring bar associations in the furtherance of common projects relating to the legal profession.

ARTICLE II.
MEMBERSHIP

Section 1. Regular Members. Any member in good standing of the State Bar of Texas who lives or works in Bell County, Texas, or adjoining counties, may become a regular member of the Association by payment of the required annual dues.

Section 2. Associate Member. Any attorney licensed and in good standing in the highest court of the state where admitted to practice may become an associate member of the Association upon payment of the required annual dues. Associate members of the Association shall have no voting rights.

Section 3. Honorary Members. The following public officers of the county or counties constituting the Association shall be honorary members of the Association during their term of office: County Judge (unless the County Judge is an attorney licensed to practice law in the State of Texas); Sheriff; District Clerk; County Clerk. Honorary members of the Association shall pay no dues and shall have no voting rights.

Section 4. Law Student Membership. Active law students shall be eligible for a law student membership. Law Student members of the Association shall have no voting rights.

Section 5. Suspension. Any member of the Association who no longer meets the qualifications for membership stated above shall be subject to immediate suspension from membership in the Association.

ARTICLE III.
DUES

Section 1. Regular and Associate Members. Each regular and associate member shall pay the annual dues fixed by the Board of Directors. As approved by the Board of Directors, a certain portion of the dues paid by each member of the Association who is also a member of the Bell County Young Lawyers Association shall be forwarded to the Treasurer of the Bell County Young Lawyers Association within ten (10) days of receipt of a written request from that association. The annual dues shall be payable on June 1 of each calendar year. Should any member fail to pay the dues for three (3) months after such date, the member shall be subject to suspension as a member during the period of default. The Secretary shall give notice by September 1 of each year to all members in default.

Section 2. Law Student Members. Each law student member shall pay the annual law student dues fixed by the Board of Directors.

ARTICLE IV.
BOARD OF DIRECTORS

Section 1. Duties, Number and Composition. The duties of all Directors include attending all membership and Board meetings of the Association and performing such other duties as the President or Board of Directors shall from time to time direct. The direction and management of the affairs of the Association and the control and disposition of its properties and funds shall be vested in a Board of Directors (the "Board"), which shall consist of the following, provided they are regular members of the Association:

- (1) all current officers of the Association and its immediate Past President;
- (2) the current President or President-Elect, if designated by the President in writing, of the Bell County Young Lawyers Association;
- (3) the current chair (or his or her designee if designated in writing) of each Section of the Association;
- (4) six (6) other elected regular members of the Association, who shall be elected at the annual general meeting of the Association. There shall be six (6) elected directors: Director Place One; Director Place Two; Director Place Three; Director Place Four; Director Place Five; and Director Place Six. Each Director shall serve a two-year term on the Board of Directors. Elections for Director Place One, Director Place Three, and Director Place Five shall be held in odd-numbered years. Elections for Director Place Two, Director Place Four and Director Place Six shall be held in even-numbered years.

Section 2. Powers. The Board of Directors may exercise all powers and do all things consistent with the purpose delineated herein, including, but not limited to determining matters of policy, conducting all activities of the Association, interpreting these bylaws, and filling any vacancies on the Board of Directors.

Section 3. Terms of Office. Each duly elected Director shall take and hold office for two years commencing each year in the manner set forth in these bylaws.

Section 4. Vacancies. A vacancy shall be declared in any seat on the Board upon the death or resignation of the occupant thereof, or upon the disability of any occupant rendering him or her permanently incapable of participating in the management and affairs of the Association, or upon removal from office. Vacancies in all officers and directors positions shall be filled by a vote of the Board; provided, however, that any vacancy in the offices of President and President-Elect of the Bell County Young Lawyers Association shall be filled by the Bell County Young Lawyers Association. Any vacancy in the office of chair of a Section shall be filled by that Section, and a vacancy in the position of Past President of the Association shall not be filled. The term of any successor shall be for the unexpired term for which the former occupant thereof was elected.

Section 5. Meetings. Regular meetings of the Board of Directors shall be held no less than four (4) times during each year at such time and place as the President shall direct by reasonable notice of at least one week to all Board members.

Section 6. Voting. Each voting member of the Board of Directors shall have one vote; provided, that no individual shall have more than one vote, even if that individual holds multiple offices. Voting by proxy is permitted, provided the absent Board member executes, dates, and specifically denotes the meeting it is intended for. The proxy shall be presented to another Board member, who will have the authority to cast votes on behalf of the absent Board member upon delivery of the proxy to the Secretary or acting Secretary at the Board meeting. A proxy is valid only for the business conducted at the meeting delineated therein and expires upon conclusion of that meeting.

Section 7. Attendance at Board Meetings. It is the duty of each director and officer to attend the regular and special meetings of the Board of Directors. An officer or director may be removed from office upon three unexcused absences in one fiscal year or upon four total absences from regular meetings only in one fiscal year whether excused or unexcused. Requests for excused absences shall be directed to the President prior to the meeting. The Board shall have the sole authority to determine whether an absence is excused or unexcused.

Section 8. Advisory Board Members. The Board may appoint such advisory members to the Board of Directors as it shall, in its discretion, deem necessary and advisable, to serve for such terms as the Board deems appropriate. Such advisory membership positions shall be non-voting and shall not be counted for purposes of determining the presence of a quorum at meetings of the Board.

ARTICLE V. DUTIES OF OFFICERS

Section 1. Titles, Election and Term. The officers of this Association shall be a President, President-Elect, Secretary, and Treasurer. At each annual meeting of the Association, the membership shall elect the President-Elect, Secretary, and Treasurer. The officers so elected shall hold office for a period of one year, commencing after their election to be held in April of each year, and until their successors are elected and qualify. The President-Elect shall automatically succeed to the office of the President at the end of the President's term.

Section 2. President. The President shall be the chief executive and presiding officer of the Association, shall preside over all meetings of the Association and all meetings of the Board of

Directors, and shall perform all duties ordinarily incident to the office and consistent with these Bylaws.

Section 3. President-Elect. The President-Elect shall serve on the Board of Directors and shall succeed the President upon the expiration of the President's term of office. The President-Elect shall act in the place and stead of the President in the event of absence, vacancy or disqualification of the President, attend all Board and membership meetings of the Association and shall perform such other duties as the President or Board of Directors may direct.

Section 4. Immediate Past President. The Immediate Past President shall serve on the Board of Directors.

Section 5. Secretary. The Secretary shall prepare, publish, and keep the minutes of the Association and Board of Directors, maintain a current and complete roster of all members, conduct correspondence of the Association, take attendance at membership and Board meetings of the Association, attend all membership and Board meetings of the Association, and be primarily responsible for publicity and public relations of the Association. In the absence of both the President and the President-Elect, the Secretary shall perform the duties of those offices during their absences, except that the Immediate Past President shall chair meetings of the Board of Directors in the absence of the President and President-Elect. The Secretary shall provide members with copies of these bylaws upon request. In case of the Secretary's absence or disability, the Board may appoint an assistant Secretary to perform the duties of the Secretary during such absence or disability.

Section 6. Treasurer. In general, the Treasurer shall perform all the duties incidental to the office of Treasurer, subject to the Board, and shall perform such additional duties as the Board may prescribe from time to time. More specifically, the Treasurer shall keep a roster of the membership and collect dues or special assessments. The Treasurer shall keep account of all monies, credits and property of the Association that shall come into his or her hands and shall keep an accurate account of all monies received and discharged. Except as otherwise ordered by the Board, the Treasurer shall have the custody of all the funds and securities of the Association and shall deposit them in such banks or depositories as the Board shall designate. The Treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Association, all of which books shall be open at all times to the inspection of the Board; shall submit a report of the accounts and financial condition of the Association at each annual meeting of the membership; and shall make such transfers and alterations in the securities of the Association as the Board may order. The Treasurer shall also, under the direction of the Board, disburse all monies and sign all checks and other instruments drawn on or payable out of the funds of the Association; however, the Board may require these checks and other instruments to be signed by the President or President-Elect, or in case of their absence or disability, by such member of the Board as the Board shall designate. The Treasurer shall give bond only if required by the Board. In case of the absence or disability of the Treasurer, the Board may appoint an Assistant Treasurer to perform the duties of the Treasurer during such absence or disability.

Section 7. Removal. The Board may remove any officer for good cause, upon written charges against such officers by a member and due notice of such charges and of the time such charges will be brought before the Board.

Section 8. Executive Directors. The Board may employ one or more executive directors to assist the Board, Officers, and committees of the Association in the discharge of their duties. Compensation for executive directors shall be set and approved by the Board. An Executive Director shall give bond only if required by the Board.

ARTICLE VI.
ELECTION OF OFFICERS AND DIRECTORS

Section 1. Nominating Committee/Election. The Officers and Directors of the Association shall be nominated by the Nominating Committee and elected by the members of the Association. The Nominating Committee shall be composed of the Board, with the President as chair. All members of the Nominating Committee shall be current dues paying members of the Association. The Nominating Committee shall request submissions for nomination by March 1. The Nominating Committee's decision shall be announced on or before March 15. The number of candidates to be nominated for each position shall be left to the discretion of a majority of the Nominating Committee. Nominees for the office of President-Elect shall have served at least two (2) years on the Board of Directors prior to assuming office. Voting shall be conducted at the annual meeting of the membership in April. Each member of the Association present shall be entitled to vote for each office to be filled. Only current elected directors of the Board or officers may be nominated for a position as an officer of the Association. Only current regular members of the Association may be nominated for a position as an elected director.

Section 2. Elections. Elections of Officers and Directors shall be held in the month of April as provided in these bylaws. At this meeting, in addition to nominations made by the Nominating Committee, the President shall accept nominations for each office and expiring Director place from the floor. Such nominations must be seconded before that nominee will be considered. Only current elected directors of the Board or officers may be nominated for a position as an officer of the Association. Only current regular members of the Association may be nominated for a position as an elected director. Each regular member of the Association in good standing shall be entitled to one vote for each office or Director place up for election. The winners of the elections shall be determined by majority vote of the members present at the meeting. No voting by proxy is allowed. The chair of the meeting of the membership may vote in elections of officers and elected board members. All elections shall be by voice or show of hands at the option of the President, provided that any election having two or more nominees shall be by secret ballot if any member of the Association so requests. No vote on such request shall be required. Such written balloting, canvas thereof, and announcement of the results shall be done immediately and in the presence of the membership.

Section 3. Taking Office. Terms of office shall begin on June 1st. However, officers and board members elect may be administered the oath of office earlier than June 1st at a time and place to be determined by the current Board.

ARTICLE VII. FISCAL
YEAR

The fiscal year of the Association shall begin June 1st and end May 31st.

ARTICLE VIII.
MEETINGS

Section 1. Attendance at Meetings. The President of the Association, and in his or her absence the President-Elect, shall call meetings of the Board and of the membership to order and shall act as chair of such meetings. In the absence of both the President and the President-Elect, the Immediate Past President shall serve as chair. If none of such officers is present, the Secretary shall chair the meeting. The chair at a meeting of the membership or the Board shall not vote except in case of a tie. The Secretary of the Association shall act as Secretary of all such meetings, but in the absence of the Secretary the chair may appoint any person present to act as Secretary of the meeting. Upon invocation by the presiding officer, the meeting and proceedings of the Association shall be conducted according to Robert's Rules of Order (Revised) for Parliamentary Procedure, except as may otherwise be provided in the bylaws.

Section 2. Regular Meetings. Regular meetings of the membership shall be held at such times and places as the Board or President shall designate.

Section 3. Annual Meeting. The annual meeting of the Association shall be held in April of each year at a date, time and place chosen by the Board.

Section 4. Additional or other Meetings. Additional or other meetings of the Board or the membership shall be held whenever called by the President of the Association or upon the written request of at least three (3) of the members of the Board of Directors. The Board may meet in executive sessions at such times and places as the President shall direct. The Secretary shall give Board members reasonable notice of all such meetings.

Section 5. Notice. The Secretary shall give sufficient notice of all meetings by mail or e-mail to enable the directors or members so notified to attend such meetings. For meetings other than the annual membership meeting, such notice shall include a statement of the purpose of the meeting. Notice of Executive Committee meetings will be given to the Board of Directors whenever practical.

Section 6. Quorum for Meetings. Six (6) of the members of the Board of Director, to include at least one (1) officer of the Association, shall constitute a quorum for the transaction of business at all meetings of the Board convened according to these Bylaws. A majority vote of those present and voting shall constitute the will of the Board, except where otherwise provided in these Bylaws or in the Articles of Incorporation. A majority of those present shall constitute a quorum for the transaction of business at all meetings of the membership convened according to these Bylaws. A majority vote of those present and voting shall constitute the will of the membership, except where otherwise provided in these Bylaws or in the Articles of Incorporation.

Section 7. Meetings By Telephone Conference Or Other Remote Communications Technology. Members of the Board of Directors, or members of any committee may participate in and hold a

meeting of such members, board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Voting at such meetings may be by oral vote or by electronic means, including e-mail, as directed by the President or chairman of such meeting.

ARTICLE IX. COMMITTEES

Section 1. Regular Committees. The regular committees of the Association, together with their duties, are as follows:

- a. The Executive Committee of the Board shall consist of the President, President-Elect, Treasurer, Secretary and Past President of the Association, the President of the Bell County Young Lawyers Association, and such other persons as the Board may designate. The purpose of the Executive Committee shall be to perform the functions of the Board between meetings of the Board and/or such matters as the Board may assign to it from time to time. The Executive Committee shall not decide personnel, budget or bylaws matters or pass controversial resolutions unless the interest of the Association would be prejudiced by awaiting full board approval. The Executive Committee action shall be reported to the next following meeting of the Board and such action shall be considered ratified by the Board, if approved by a majority of the Board members present and voting.
- b. Nominating Committee. See Article VI., Section 1.

Section 2. Special Committees. The President, with the advice and consent of the Board of Directors, may create and appoint such special committees as are deemed appropriate to carry out the purposes of the Association or to assist the Board in the orderly management of the affairs of the Association, giving to them such specific authority as is consistent with these Bylaws. All special committees shall be automatically dissolved ninety days after the end of the term of office of the President creating them, unless the new President and Board of Directors choose to extend them.

Section 3. Public Statements. The officers and directors of the Association, the chairs and members of all committees, and other members of the Association, are hereby expressly prohibited and forbidden to take any public action or to make any public statement in the name of the Association without the approval of the Executive Committee or Board of Directors of the Association.

Section 4. Resolutions. All resolutions shall be voted on by the Board of Directors at any regular, special or annual meeting. A vote of two-thirds of those present at the meeting shall be required to adopt a resolution. Resolutions shall be designated as such by the Executive Committee.

ARTICLE X.

SECTIONS

Section 1. Creation and Membership. Members of the Association desiring to form a Section or Sections on particular areas of the law may do so, subject to prior approval of the Board. Such Sections and their members shall be governed by the Articles of Incorporation and Bylaws of the Association but, where not inconsistent therewith, each Section shall have the powers of establishing its own bylaws, electing its own officers and governing body; appointing its own committees; establishing dues for its membership; holding its own institutes, luncheon meetings, and other meetings, provided said meetings shall not conflict with meetings of the Bell County Bar Association; and generally conducting its own affairs in order to carry out its purposes, provided that any public announcements or activity by said Section wherein said activity or announcement shall be intended to reflect the sponsorship of the Bell County Bar Association shall first have the approval of the Board of Directors of the Association. Membership in the Association is a prerequisite for membership in any Section.

Section 2. Fees. To reimburse the Association for administrative costs, Sections may be required to pay to the Association such fees as are fixed from time to time by the Board of Directors of the Association.

Section 3. Section Dues. The amount of dues charged by any Section to its members is subject to the approval of the Board of Directors of the Association.

Section 4. Removal and Dissolution. Upon the vote of two-thirds of the members of the Board of Directors of the Association, a Section chair may be removed or a Section dissolved.

ARTICLE XI. RESIGNATIONS

Section 1. Officers and Directors. Any Officer or Director may resign his/her position at any time by written notice delivered to the President or Secretary.

Section 2. Committee Members: Any committee member may resign his/her position at any time by written notice delivered to the President or Secretary.

Section 3. Membership: Any regular or associate member may resign his/her position at any time by written notice delivered to the President or Secretary.

Section 4. Dues. There shall be no refund of dues for any resignation.

ARTICLE XII. INDEMNIFICATION

The Association shall indemnify and may reimburse or advance expenses and/or purchase and maintain insurance or any other arrangement on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against him/her and incurred by him/her in such a capacity or arising out of his/her status as such a person, to the maximum extent allowable by law. The provisions of this article shall not be deemed exclusive of any other rights to which such person

may be entitled under any bylaw, agreement, insurance policy, vote or otherwise.

ARTICLE XIII.
AMENDMENTS

The Board, by an affirmative vote of two-thirds of the Board, must approve any amendments to the Bylaws before submitting to the membership. These Bylaws may be amended by the affirmative vote of two-thirds of those members voting electronically or in person, provided that a notice shall specifically state the subject matter.

SIGNED THIS THE _____ DAY OF _____, 2019.

PRESIDENT

PRESIDENT-ELECT

TREASURER

SECRETARY

IMMEDIATE PAST-PRESIDENT

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

APPROVED BY MEMBERSHIP ON THE _____ day of _____, 2019.