

BYLAWS OF THE SMITH COUNTY BAR ASSOCIATION

ARTICLE I NAME, LOCATION & OFFICES

1.01 **Name**. The name of this Corporation is **SMITH COUNTY BAR ASSOCIATION** (the “Corporation” or the “Association”).

1.02 **Principal Office**. The principal office of the Corporation is located in Tyler, Texas, with the initial registered office of the Corporation being 100 North Broadway Avenue, Suite 21B, Tyler, Texas 75702, or such other place as the Executive Board may designate. The Corporation may have such other offices, either within or without the State of Texas, as the business of the Corporation may require and the Executive Board may determine.

ARTICLE II SEAL

2.01 **Seal**. No corporate seal shall be required.

ARTICLE III PURPOSES OF THE CORPORATION

3.01 **Purposes**. The purpose or purposes for which the Corporation is organized are as follows:

1. To operate exclusively for purposes exempt under Section 501(c)(6) of the Internal Revenue Code (the “Code”), including maintaining and advancing the honor and dignity of the legal profession and promoting the administration of justice, furthering the common professional interests of the legal community in Smith County, Texas and supporting the maintenance of professional education and the high ethical standards of its members.

2. At all times and within such purposes, to operate exclusively for exempt purposes and to only engage in activities that are permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code and incorporated under Chapter 22 of the Texas Business Organizations Code.

3.02 **Powers, Duties and Restrictions**.

1. The Corporation shall possess all corporate powers provided by the Texas Business Organizations Code and shall be entitled to engage in any legitimate pursuit not in contravention of the laws of the State of Texas and permitted corporations exempt from tax under Section 501(c)(6) of the Code.

2. The Executive Board shall have the authority to accept or reject property offered to the Corporation as gifts based on whether any restrictions on the use of such gifts by the donor allows the gift to be used by the Corporation in a reasonable manner for the purposes of the Corporation.

3. All gifts accepted by the Corporation shall be used only in accordance with any directions, restrictions, or designations from the donor which accompany the gift, or

otherwise in accordance with the exempt purposes of the Corporation, if no such directions, restrictions or designations are given.

ARTICLE IV **MEMBERSHIP**

4.01 **Two Classes.** The Association shall have two (2) classes of members: active and emeritus. The active class of member shall be composed of persons (1) who are licensed to practice law by the Supreme Court of the State of Texas, who are members in good standing of the State Bar of Texas; or (2) who reside in, or practice in, the Smith County area and are members in good standing in the bar association of their respective state; or (3) the elected County Judge of Smith County. The emeritus class of members shall be composed of persons (1) who are licensed to practice law by the Supreme Court of the State of Texas; (2) are members in good standing of the State Bar of Texas; and (3) who have reached the age of seventy (70) years.

4.02 **Membership Dues.** The Executive Board may set and change the amount of the annual dues payable to the Association by members. Members of the emeritus class shall not be required to pay annual membership dues. Annual dues are payable on or before June 30 for each calendar year. Members who are more than six (6) months delinquent in dues may be dropped from the membership, but payment of dues to date shall entitle such persons to reinstatement.

4.03 **Voting Rights.** Each member of the Association shall be entitled to one (1) vote on any matter submitted to a vote of the members.

ARTICLE V **MEETINGS OF MEMBERS**

5.01 **Annual Meeting.** The annual meeting of the Association shall be held at 12:00 p.m. on the Second Friday in the month of July of each year, at the place designated by the Executive Board for the regular meeting of members. At the annual meeting, newly elected Officers and Directors shall assume their duties, and any other business may be transacted by the members.

5.02 **Regular Meetings.** Unless otherwise designated by the Executive Board, regular meetings of members shall be held on the second Friday of each month, except May and December, at 12:00 p.m. at a place designated by the Executive Board. Business may be transacted at such meetings, if a quorum is present.

5.03 **Special Meetings.** Special meetings of members may be called by the President, by a majority of the Executive Board, or by not less than 10% of all members.

5.04 **Place of Meetings.** The Executive Board may designate any place within Smith County, Texas as the place of meeting for any annual meeting, regular meeting or special meeting of the members.

5.05 **Notice of Meetings.** Written notice of any meeting of members shall be communicated to each member not less than (3) days before the date of the meeting. The notice shall state the place, day and time of the meeting, and if a special meeting, the purpose or

purposes for which the meeting is called. Notice shall be given by or at the direction of the President or Secretary of the Association and may be accomplished in any reasonably effective manner including, but not limited to, publication in the Association's newsletter, U.S. mail, electronic mail or other electronic means.

5.06 **Quorum.** The members holding 10% of the votes that may be cast at a meeting, who attend the meeting in person shall constitute a quorum at such meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of a least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the members present may adjourn and reconvene the meeting one time without further notice.

5.07 **Actions of Membership.** The membership shall try to act by consensus. However, the vote of a majority of voting members in good standing, present and entitled to vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or the Bylaws. A member in good standing is one who has paid all annual dues and other required fees, if any. Voting shall be by voice, except that any election of Officers and Directors shall be by written ballot distributed and returned before each annual meeting.

ARTICLE IV **EXECUTIVE BOARD**

6.01 **Management of Association.** The affairs of the Association shall be managed by its elected Officers and Directors (the "Executive Board"). All Officers and Directors shall be members of the Association. The Executive Board may employ an Executive Director to perform such administrative tasks for the Association as the Executive Board may from time to time assign to the Executive Director.

6.02 **Directors.** The number of Directors shall be not less than three (3). The Executive Board shall have authority to increase the numbers of Directors, and any such new position or positions shall be filled by vote of members at the next annual meeting. Each Director shall serve for a term of two (2) years and shall be elected in staggered classes, as determined by the Executive Board.

6.03 **Officers.** The Officers of the Association shall be a President, Vice President (President-Elect), Secretary and Treasurer. Each Officer shall serve for a term of one (1) year. The Executive Board may create additional Officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. No person may hold more than one office.

6.04 **President.** The President shall preside at all meetings of the Association and meetings of the Executive Board. The President shall perform all duties ordinarily incident to the office and shall recommend such action as he or she deems proper.

6.05 **Vice President (President-Elect).** The Vice President shall act as President in the absence of the President, plan programs in cooperation with the Executive Board, and perform

such other duties as may be assigned by the President of the Association. The Vice President shall automatically succeed to the office of President at the next annual meeting of the members.

6.06 **Secretary.** The Secretary shall keep minutes of meetings of the members and of the Executive Board, shall send all notices as provided in the Bylaws, and shall be custodian of all Association records. The Secretary shall keep a register of the mailing address, e-mail address, and other contact information, of each member and shall perform such other duties as may be assigned by the Executive Board. The Secretary shall perform all duties incident to the office of Secretary, and shall deliver all Association records to his or her successor in office.

6.07 **Treasurer.** The Treasurer shall receive and disburse all funds of the Association, and shall deposit or invest the money of the Association in a manner approved by the Executive Board. The Treasurer shall submit monthly financial reports to the Executive Board, and shall perform all duties incident to the office of Treasurer.

ARTICLE VII

ELECTION OF EXECUTIVE BOARD

7.01 **Nomination of Officers and Directors.** A nominating committee, composed of the current President and past Presidents of the immediately preceding four years, shall propose nominees for the offices of Vice President, Secretary, Treasurer, and Directors positions. All nominees shall be members of the Association. The nominating committee shall report its nominations to the Secretary not less than twenty (20) days before the next annual meeting of the Association. An election ballot containing the nominations shall be made available to each member not less than ten (10) days before the next annual meeting of the Association. Election ballots may be distributed to members and returned in any reasonably effective manner as determined by the Executive Board including, but not limited to, publication in the Association's newsletter, U.S. mail, electronic mail or other electronic means.

7.02 **Election of Officers and Directors.** The Officers and Directors shall be elected by majority vote of the members, by ballot returned before the next annual meeting of the Association. Each Officer shall serve for a term of one (1) year and each Director shall serve a term of two (2) years. Each Officer and Director shall serve until his or her successor is elected and qualified.

7.03 **Resignation and Removal.** An Officer or Director may resign by providing written notice of resignation to the President and such resignation is effective upon acceptance by the Executive Board. An Officer or Director who fails to attend three consecutive Executive Board meetings without excuse, and without prior notice to the President or the Executive Director, shall be deemed to have resigned without any action by the Executive Board. A majority of the members of the Executive Board may vote to remove an Officer or Director at any time for good cause as determined by the Board. A meeting to consider removing an Officer or Director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Executive Board.

7.04 **Vacancies.** A vacancy occurring in any position of the Executive Board, except that of President, shall be filled by a majority vote of the remaining members of the Executive Board. An Officer or Director appointed to fill a vacancy shall serve for the unexpired term of the predecessor in office.

ARTICLE VIII
MEETINGS OF THE EXECUTIVE BOARD

8.01 **Regular Meetings.** The Executive Board shall meet regularly before each regular meeting of members, at a time and place as shall be determined by the Board. No notice of regular meetings of the Board is required, other than a resolution of the Board stating the time and place of the meetings.

8.02 **Special Meetings.** Special meetings of the Executive Board may be called by or at the request of the President or any two (2) members of the Board. Written notice of any special meeting of the Executive Board shall be delivered to each Director and Officer not less than three (3) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

8.03 **Quorum.** A majority of the number of Officers and Directors shall constitute a quorum for the transaction of business at any meeting of the Executive Board. Members of the Executive Board may attend meetings in person or through telephone conference or other electronic communications system as specified in Section 8.04. The Officers and Directors present at a duly called or held meeting at which a quorum is present may continue to transact business, even if enough Officers and Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Officers and Directors required to constitute a quorum. If a quorum is present at no time during the meeting, a majority of the Officers and Directors present may adjourn and reconvene the meeting one time without further notice.

8.04 **Alternate Forms of Meetings.** Members of the Executive Board may attend, participate, and act at any meeting of the Board through the use of a conference telephone or similar communications equipment, or another suitable electronic communications systems, including videoconferencing technology or the Internet, or any combination thereof, if the equipment or system used permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at such a meeting, the Board must (1) implement reasonable measures to verify that every person voting by means of remote communication is sufficiently identified and (2) keep a record of any vote or other action taken.

8.05 **Actions of Executive Board.** The Executive Board shall try to act by consensus. However, the vote of a majority of Officers and Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Executive Board, unless the act of a greater number is required by the Bylaws. An Officer or Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Executive Board.

8.06 **Informal Action.** Unless specifically prohibited by the Articles of Incorporation of this Corporation or these Bylaws, any action required to be taken at a meeting of the Executive Board, or any other action which may be taken at such a meeting, may be taken without a meeting, if a consent in writing or via electronic mail, setting forth the action so taken, shall be signed and/or delivered electronically by the Officers and Directors entitled to vote with respect to the subject matter thereof as the case may be. For purposes of this Section, an

electronic transmission of a consent is considered a signed writing if the transmission contains, or is accompanied by, information from which it can be determined that the electronic transmission was transmitted by the Officer or Director and the date on which it was transmitted. Any such consent signed by the Officers and Directors shall have the same effect as a unanimous vote at a meeting, and may be stated as such in any document filed.

ARTICLE IX

COMMITTEES AND SECTIONS

9.01 **Standing Committees.** There shall be the following standing committees of the Association: CLE/Program Committee, Law Day Committee, and Library Committee. The Executive Board shall define the activities and scope of authority of each committee. Each committee shall consist of a Chairperson and as many members as the President shall appoint. The President shall appoint and remove committee chairpersons and members.

9.02 **Special Committees.** The President and the Executive Board may establish special committees and define their duties. The President shall appoint and remove members of special committees.

9.03 **Sections.** The Executive Board may establish sections within the Association for various practice or interest groups of members, such as the Women's Section and the Family Law Section. The President shall appoint and remove chairpersons for each section. Membership within each section is open to any member of the Association who wishes to join and pay the section's membership dues.

ARTICLE X

TRANSACTIONS OF THE ASSOCIATION

10.01 **Expenses---Appropriation.** Appropriations of Association funds for Officer, Director, committee or other expense shall be determined by the Executive Board.

10.02 **Transactions.** The Executive Board may authorize any Officer or agent of the Association to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Association.

10.03 **Deposits.** All funds of the Association shall be deposited to the credit of the Association in banks or other depositories as the Executive Board shall select.

10.04 **Gifts.** The Executive Board may make gifts and charitable contributions that are not prohibited by these Bylaws, or by state or federal law, and which are permitted by corporations exempt from tax under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE XI

INDEMNIFICATION

11.01 **Indemnification.** The Association may, by resolution of the Executive Board, indemnify any Member, Officer, Director, the Executive Director or agent pursuant to Sections 8.101 and 8.105 of the Texas Business Organizations Code including, but not limited to, against expenses actually and necessarily incurred by him/her in connection with the defense of any

action, suit, or proceeding in which he/she is made a party by reason of being or having been such a Member, Officer, Director, the Executive Director or agent, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his/her duties to the Association or such other entity in which the Association then had interest.

ARTICLE XII
CONFLICT OF INTEREST

12.01 **Conflicts of Interest.** It is the policy of the Association that no member shall vote upon any matter coming before a meeting of the Association, the Executive Board, or any Committee, if that member has any substantial or significant interest, financial or otherwise, direct or indirect, in the outcome, such that the person cannot fairly be said to be disinterested and able to act in the best interest of the Association. The vote of any member cast contrary to the terms or spirit of this Article shall be void.

12.02 **Disclosure of Conflict.** It shall be the duty and obligation of such member to disclose any such conflict of interest before participation in debate or deliberation on any such issue or matter, even if the member does not intend to cast a vote; so that other members participating in the deliberations shall be aware of that member's interest.

12.03 **Approval of Transactions.** Without prior full disclosure to the Executive Board, and prior approval, no member shall, directly or indirectly, or through any entity, family member or intermediary, purchase, rent, lease, or sell any realty, goods, or services to, from, or with, the Association.

ARTICLE XIII
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Executive Board. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted, shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

Dated _____, 2018

I, Leigh Hunt Goodson, Secretary of the said Association, do hereby certify that the foregoing is a true and correct copy of the Bylaws of the Association duly adopted by the Executive Board as of the date so stated.

Secretary