

**BYLAWS OF THE**  
**FORT WORTH-TARRANT COUNTY YOUNG LAWYERS ASSOCIATION**  
**AS AMENDED AND RESTATED**

These Bylaws (referred to as the “Bylaws”) govern the affairs of the Fort Worth-Tarrant County Young Lawyers Association, a non-profit Corporation (referred to as the “Corporation”) organized under the Texas Business Organizations Code, Chapter 22, (referred to as the “Act”).

ARTICLE I.

Name and Principal Office.

Section 1. Name. The name of the Corporation shall be “Fort Worth-Tarrant County Young Lawyers Association.”

Section 2. Principal Office. The principal office of the Corporation in the State of Texas shall be located at 1315 Calhoun, Fort Worth, Texas 76102-6505, Tarrant County, Texas. The Board of Directors may change the location of any office of the Corporation.

Section 3. Registered Office and Registered Agent. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation’s principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE II.

Legal Structure and Purposes.

Section 1. Legal Structure. The Fort Worth-Tarrant County Young Lawyers Association is a non-profit charitable Corporation organized and operating under the laws of the State of Texas. As provided for in the charter, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in the furtherance of the primary purposes of the Corporation, and shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (6) of the Internal Revenue Code and its regulations, regardless of all other provisions of these Bylaws. The Corporation shall apply for tax exempt status under the provisions of the Internal Revenue Code Section 501(c)(6).

The Corporation is limited to those powers which comply with the maintenance of such tax exempt status.

Section 2. Purposes. As provided for in the charter, the purposes of the Corporation include, but may not to be limited to: (1) to advance the science of jurisprudence; (2) to facilitate and improve the

administration of justice; (3) to maintain and elevate standards of professional conduct; (4) to increase professional skills through continuing education; (5) to encourage and promote a better understanding of the legal profession by the public; and (6) to encourage a cordial and friendly relationship among the members of the Corporation, and between the members of the Corporation and other Bar Associations and the members thereof. The Corporation shall be non-partisan and non-sectarian.

### ARTICLE III.

#### Membership.

##### Section 1. Active Members.

(a) Any individual who (1) is a member in good standing of the State Bar of Texas, (2) resides, regularly practices law or is otherwise employed in Tarrant County, Texas, (3) is of good professional and moral character, (4) is thirty-six (36) years of age or younger on the first day of the Corporation's fiscal year, and (5) has paid the dues as prescribed herein, may apply to become an Active Member of the Corporation with all the privileges of membership, including the right to vote and hold office therein.

(b) Notwithstanding the foregoing, any individual who: (1) is older than thirty-six (36) on the first day of the Corporation's fiscal year, and (2) otherwise meets the requirements of this Article III, Section 1(a), (3) has been admitted to practice law in the State of Texas for a period of less than ten (10) years, and (4) has paid the dues as prescribed herein may apply to become an Active Member with all the privileges of membership.

(c) Any individual who is awaiting the results of the Bar Examination for the State Bar of Texas may apply for membership in the Corporation as, and pay the dues prescribed for, an "Active Member;" however, such individual's right to vote and hold office in the Corporation will be instated only upon verification of such individual's licensure by and good standing with the State Bar of Texas.

##### Section 2. Associate Members.

(a) Any individual who (1) is a member in good standing of the State Bar of Texas, (2) resides, regularly practices law, or is otherwise employed in Tarrant County, (3) is of good professional and moral character, (4) who does not meet the requirements of Article III, Section 1, of these Bylaws for membership in the Corporation, and (5) has paid the dues as prescribed herein, may apply to become an Associate Member of the Corporation with all the privileges of membership except the right to vote and hold office.

(b) Any individual who (1) is a member in good standing of the State Bar of Texas, (2) who resides, regularly practices law, or is otherwise employed outside Tarrant County, (3) is of good professional and moral character, and (4) has paid the dues as prescribed herein, may apply to become an Associate Member of the Corporation with all the privileges of membership except the right to vote and hold office.

(c) Notwithstanding any of the foregoing, the total number of Affiliate and Associate Members

shall at no time exceed 25% of the total membership. An application for Associate Membership may be rejected by a majority vote of the Board of Directors of the Corporation.

Section 3. Affiliate Members.

(a) Any individual who (1) is a member in good standing of the Bar of any State of the United States (other than Texas), the District of Columbia, or any territory of the United States, (2) is of good professional and moral character, and (3) has paid the dues as prescribed herein, may apply to become an Affiliate Member of the Corporation with all the privileges of membership except the right to vote and hold office.

(b) Any individual who (1) is not licensed by any state bar or enrolled in a program of higher education leading to a Doctorate of Jurisprudence degree or its equivalent, but (2) is of good professional and moral character, and (3) has paid the dues as prescribed herein, may apply to become an Affiliate Member of the Corporation with all the privileges of membership except the right to vote and hold office.

(c) Notwithstanding any of the foregoing, the total number of Affiliate and Associate Members shall at no time exceed 25% of the total membership. An application for Affiliate Membership may be rejected by a majority vote of the Board of Directors of the Corporation.

Section 4. Law Student Members. Any individual who is regularly enrolled in a program of higher education leading to a Doctorate of Jurisprudence degree or its equivalent and is of good professional and moral character, upon payment of dues as prescribed herein, may become a Law Student Member of the Corporation with all the privileges of membership except the right to vote and hold office.

Section 5. Termination of Membership. The disbarment or suspension from practice of law of any Active, Associate, or Affiliate Member shall terminate his or her membership in the Corporation during the term of such suspension or disbarment. The expulsion or withdrawal from school of a Law Student Member shall terminate his or her membership in the Corporation. Any Active, Affiliate, or Law Student member so terminated may elect, upon the payment of dues as prescribed herein, to apply to become an Associate member of the Corporation.

Section 6. The Board of Directors shall have authority, after a hearing on the matter, to reprimand, suspend or expel any member of the Corporation, by a vote of two-thirds (2/3rds) of the members of the Board at a regular or special meeting, when information shall be brought to the Board's attention that the conduct of a member is in violation of the Canons of Ethics and Rules of the State Bar of Texas or the Bylaws of this Corporation. Before such action is taken, charges against a member shall be reduced to writing and presented to the member at least ten (10) days prior to the hearing before the Board of Directors. At any such hearing, the member charged shall be given the opportunity to be heard, to present evidence in answer to such charges and to confront and examine any individual presenting evidence to the Board in support of the charges filed against him. The member reprimanded, suspended or expelled shall be so notified by mail and shall have the right within ten (10) days after receiving such notice to request a review of such action before

the membership of the Corporation. The matter in review shall be determined on its merits by a majority of the Active Members present and voting at a duly noticed meeting of the members to take place not less than ten (10) days after the request for review is submitted by the member in question. The decision of the membership shall be final and conclusive.

#### ARTICLE IV.

##### Meetings of the Members.

Section 1. Meeting of the Membership. Regular meetings of the membership shall be held in Tarrant County, Texas at such time and place as the President, or a majority of the Board, shall designate by notice to the membership. Special meetings of the membership shall be held at such time and place as the President or a majority of the Board shall designate by notice of at least three (3) days to the membership. Notice of any meetings may be in writing, by e-mail, or other reasonable means.

Section 2. Quorum. A quorum to do business at any of the regular or special meetings of the members of the Corporation shall consist of not less than twenty (20) Active Members present and in good standing.

Section 3. Voting. All voting within this Corporation shall be in person. A secret ballot shall be taken for the election of Officers and Directors in contested races, and shall be taken upon any other matter only upon motion to vote by secret ballot adopted by a majority vote of the Active Members present. At each meeting of the members, a quorum being present, all matters, except as otherwise provided by law or by the Articles of Incorporation or by these Bylaws, shall be decided by the vote of a majority of the Active members present and voting.

Section 4. Rules of Procedure. Robert's Rules of Order shall govern all proceedings of the meetings of the Corporation and the Board of Directors except as otherwise provided in the Bylaws.

#### ARTICLE V.

##### Officers and Directors.

Section 1. Officers. The Officers of the Corporation shall consist of a President, President-Elect, Vice-President, Secretary and Treasurer. Each Officer shall be elected as described below, and shall serve until such time as the office is vacated for any reason. Each Officer shall have such duties as are provided by these Bylaws. Each Officer must have been elected to at least one (1) term as a Director of the Corporation before taking office, but this term need not be consecutive with the term of office. In no event shall an Officer of the Corporation be elected for more than one full term to the same office.

Section 2. Directors. Eight (8) members of the Corporation shall be elected as Directors, as described below, to serve the same terms and in the same manner as the Officers. No Director shall serve more than eight (8) total terms in office. A "term" is defined as an entire, consecutive six (6) month period beginning on either March 1<sup>st</sup> or September 1<sup>st</sup>, and shall not include any period of service of less than said duration.

Section 3. Board of Directors. The Officers and eight (8) Directors of the Corporation shall comprise the Board of Directors. The President, President-Elect, Vice President, Secretary, Treasurer and Directors of the Corporation shall have the right to vote at meetings of the Board of Directors. The President of the Corporation shall be the Chairman of the Board. The Board of Directors shall plan the activities of the Corporation, shall represent it and manage its affairs between meetings.

Section 4. Ex Officio Members of the Board of Directors. Any member of the Corporation who is a Director or Officer of the Texas Young Lawyers Association, any member of the Corporation who is a member of the House of Delegates of the American Bar Association - Young Lawyers Division, and the immediate past President of the Corporation shall be ex officio members of the Board of Directors.

The President may appoint a student from Texas Wesleyan University School of Law and other accredited school of law located within or outside of Tarrant County to serve as the Law Student Representative of the accredited law school. The President shall appoint each Law Student Representative taking into account the input of the assistant dean or other designee faculty representative of said school of law . Each Law Student Representative shall serve as a non-voting liaison to the Board. The Law Student Representative shall be a member in good standing of the Association. Only one Law Student Representative shall be permitted per law school.

Ex officio members of the Board of Directors are encouraged to attend all meetings of the Board of Directors so that they may report on the happenings of their organizations and provide input to the Board on various matters. However, ex officio members shall not have the right to vote at meetings of the Board of Directors.

Section 5. Vacancies. In the event that an Officer position becomes vacant, the position shall be filled by one of those members currently serving as an Officer or Director of the Corporation, upon election by a majority vote of the Board of Directors. In the event that a Director position becomes vacant, the nominee who received the next highest number of votes for that office in the last election of Directors shall serve for the remainder of the term of the office vacated, unless said nominee declines the office. In the event the nominee who received the next highest number of votes declines the office, the nominee who received the third highest number of votes for the office shall be appointed by the Board of Directors, with the same procedure to be followed for successive nominees with lower vote totals in the event this nominee declines. If there is no nominee to accept the office, the vacancy shall be filled in accordance with the election procedures described below.

Section 6. Meetings. Regular meetings of the Board shall be held at such times and places as the President shall direct by reasonable notice to the Board members. The Board should establish a regular time and place for Board meetings so that members of the Association may attend. Special meetings of the Board shall be held whenever called by the President of the Association or upon the written or electronic request of any two (2) members of the Board, and the Secretary or Administrator shall give sufficient notice of such meetings personally, by mail, electronically, or by telephone to enable the Board members so notified to

attend such meetings. The President is to be notified within one (1) day of all meetings of matters that require a vote of the Board, so that such matters may be placed on the agenda.

Section 7. Elections. Officers and Directors of the Corporation shall be elected for a semiannual term beginning March 1<sup>st</sup> and September 1<sup>st</sup> of each year at the regular meeting of the members held in February and August, respectively, or, if a quorum of members is not present at such regular meetings, at such other regular meeting as may be deemed appropriate and noticed by the President.

Section 7.1. Nominations. The President of the Corporation shall receive nominations in writing for Officer and Director positions and preside at all elections. Nominations for Officer and Director positions will be received until 5:00 PM on the Friday prior to the regular meeting for which the election is scheduled, and these nominations shall be printed on the ballot or ballots for the election. Nominations from the floor and write-in votes will only be considered for Officer or Director positions for which no nominations had been received by the nomination deadline. Uncontested nominees may be elected by acclamation, upon a majority vote of the Active Members present at the election.

Section 7.2 Run-Off Election. In the event of a tie between two nominees for the position of Director, there shall be a run-off election between such nominees. The procedures in a run-off election shall follow the general procedures of this Article and the run-off election shall take place at the next regular or special meeting of the membership.

Section 8. Removal of Officers and Directors. The Board of Directors may vote to remove an Officer or Director at any time for violation of the Board's Policies or other good cause. A meeting to consider the removal of an Officer or Director shall be called with notice to the Board members. The notice of the meeting shall state the issue of possible removal of the Officer or Director will be on the agenda. An Officer or Director may be removed by the affirmative vote of a majority of the Board of Directors.

## ARTICLE VI.

### Duties of Officers.

Section 1. President. The President shall preside over all meetings of the Corporation and of the Board of Directors. The President shall appoint members to, and supervise the work of, any committees he deems advisable and appropriate to carry out the purposes of this Corporation. It shall be the duty of the President to take such action as may be necessary to execute the policies prescribed by the Board of Directors of the Corporation. The President shall serve as the Corporation's representative on the Board of Directors of the Tarrant County Bar Association.

Section 2. President-Elect. The President-Elect shall automatically become President at the conclusion of his term as President-Elect. The President-Elect shall become familiar with the work of all committees and activities of the Corporation to the end that, when beginning the term of President, the

continuity and momentum achieved during the previous administration in the functions and activities of the Corporation shall be maintained. The President-Elect, or a Director appointed by him, shall act as Parliamentarian for all regular and special meetings of the members and all monthly and special meetings of the Board of Directors. The President-Elect shall act in the place and stead of the President in the absence or disqualification of the President. In the event of a vacancy in the office of President, the President-Elect shall fulfill the duties of the President for the remainder of that President's regular term and shall then serve out the term for which such President-Elect was elected.

Section 3. Vice President. The Vice President shall act in the place and stead of the President in the absence or disqualification of the President and the President-Elect. In the event of a vacancy in the office of President and when there is no President-Elect, the Vice President shall fulfill the duties of the President until the Presidency is filled in accordance with these bylaws. The Vice President shall be responsible for applying and accounting for all grants applied for and received by the Corporation.

Section 4. Secretary. The Secretary prepares and keeps the minutes of all meetings of the Corporation and of the Board of Directors, maintains a list of those members in good standing, and shall keep the Bylaws, resolutions and all books and records of the Corporation, and shall perform duties as assigned by the President or Board of Directors, and perform all duties incident to the office of Secretary.

Section 5. Treasurer. The Treasurer shall collect the dues and receive all funds of the Corporation. The Treasurer shall also make such disbursements as the Board of Directors may direct, and shall present a report of such receipts and disbursements at each regular meeting of the Board of Directors.

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 account of all moneys, credits and property of the Corporation which shall come into his or her hands and shall keep an accurate account of all moneys received and discharged. Except as otherwise ordered by the Board, the Treasurer shall have the custody of all the funds and securities of the Corporation and shall deposit them in such banks or depositories as the Board shall designate. The Treasurer shall keep proper records of accounts and other records showing at all times the amount of the funds and other property belonging to the Corporation, subject to inspection and copying by the Active Members as permitted by these Bylaws; shall submit a report of the accounts and financial condition of the Corporation at each meeting of the Board; and shall make such transfers and alterations in the securities of the Corporation as the Board may order. The Treasurer shall also, under the direction of the Board, disburse moneys and sign all checks and other instruments drawn on or payable out of the funds of the Corporation; 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 the Executive Director of the Tarrant County Bar Association or by such member of the Board as the Board shall designate. The Treasurer shall give bond only if required by the Board.

Section 6. Membership Meetings. It is the duty of each of Officer to attend regular and special meetings of the membership. Failure to attend the number of membership meetings specified by the policies put in place by the Board may result in removal from office.

## ARTICLE VII.

### Duties of the Board of Directors.

Section 1. The Board of Directors shall conduct and manage all business affairs of the Corporation, shall administer the Bylaws, and shall determine matters of policy not in conflict with the Bylaws of the Corporation.

Section 2. Membership Meetings. It is the duty of Director to attend regular and special meetings of the membership. Failure to attend the number of membership meetings specified by the policies put in place by the Board may result in removal from office.

Duties of Directors and related provisions:

a. Duties of Directors. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by a variety of persons, including Officers and employees of the Corporation, professional advisors or experts such as accountants or attorneys. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

b. Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

c. Duty to Avoid Improper Distributions. Directors who vote for or assent to improper distributions, are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the Corporation are not thereafter paid and discharged. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities, is also improper. Directors participating in a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the

Secretary before adjournment or mailed to the Secretary by registered mail or email immediately after adjournment.

d. A Director is not liable if, in voting for or assenting to a distribution, the Director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more Officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or a committee of the Board of Directors of which the Director is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the Corporation to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

e. Directors who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

f. Delegation of Duties. Directors are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Corporation; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The Directors have no liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

g. Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A 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 Board of Directors.

resignation h. Compensation. Directors may not receive salaries for their services as a Director. A Director may serve the Corporation in any other capacity and receive compensation for those services.

i. Resignation. Any Officer or Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.”

j. Advisory Directors. The Board of Directors may elect advisory and/or honorary Directors as they see fit. The Advisory and/or Honorary Directors shall not have a vote, but may attend all Board of Directors meetings and participate in the discussion like the regular Directors.

## ARTICLE VIII.

### Meetings of the Board of Directors.

Section 1. Regular Meetings. The Board of Directors shall meet at least once each month at the time and place designated by the President or as otherwise designated according to the terms of Article V.

Section 2. Special Meetings. A special meeting of the Board of Directors may be called by the President or on request of two (2) or more members of the Board of Directors. At least 24 hours notice of a special meeting of the Board of Directors shall be given by written notice delivered personally or sent by regular mail, electronic mail, or telecopier to each Officer and Director at his address shown by the records of the Corporation or by oral announcement at any regularly scheduled meeting of the members or the Board of Directors of the Corporation. Attendance of a Director at a special meeting shall constitute a waiver of notice of such special meeting, except where a Director attends a special 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. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need to be specified in the notice or the waiver of notice of such meeting.

Section 3. Quorum. A quorum for any meeting of the Board of Directors shall consist of a majority of the voting Board members unless a higher percentage is otherwise provided in these Bylaws or the Act.

Section 4. Voting. The Board of Directors, by a majority vote at any meeting where a quorum is present, may pass such resolutions as it deems necessary for the management of the affairs of the Corporation. Such resolutions shall be reduced to writing and maintained by the Secretary in an appropriate binder. When an immediate vote is required on a resolution of the Board of Directors and it is not possible or practical to stay the vote until a regular or special meeting of the Board of Directors, the President or Vice President of the Corporation may take a vote on the resolution by telephone, telecopier, or electronic mail to each of the Board of Directors. When an immediate vote is taken in this manner, the President or Vice President must attempt to contact each voting member of the Board of Directors, and a majority of the voting members of the Board of Directors must respond affirmatively for the resolution to pass. Any Officer or Director that does not respond or cannot be contacted for the immediate vote will be held to have voted against the resolution. The Secretary shall reduce in writing the resolution, the manner in which the Board of Directors were contacted, and the response of each voting member of the Board of Directors, shall report these votes at the next meeting of the Board of Directors, and shall maintain these records with the minutes of the meetings of the Board of Directors.

Section 5. Attendance. Members of the Board of Directors and Officers shall attend each regular meeting of the Board of Directors. If a member of the Board of Directors or an Officer is unable to attend a regular meeting, he shall notify either the President, President-Elect or the Vice President, that he will not be

able to attend the regular meeting of the Board of Directors and the reason for such absence. The reason for the absence shall then be reported at the regular meeting of the Board of Directors and the Board of Directors shall vote as to whether or not such absence shall be excused. Whether or not an absence will be excused shall be determined at the sole discretion of the Board of Directors by a majority vote. The Board of Directors, pursuant to Article V, Section 8, may remove a member of the Board of Directors from office if such member exceeds one unexcused absence in a term. If a member of the Board does not provide advance notice and excuse, such absence shall be unexcused.

#### ARTICLE IX.

##### Dues.

The annual dues for Members of this Corporation, whether Active, Associate, Affiliate, or Student Members, shall be as set by the Board of Directors, and shall be due and payable, without notice, on September 1<sup>st</sup> of each year. The Board of Directors of the Corporation shall have the discretion to set different dues between Active Members who are and are not employed full-time by a governmental entity. The Board of Directors of the Corporation shall also have the discretion to set reduced dues for memberships paid after March 1, for the remainder of that membership year.

#### ARTICLE X.

##### Amendments.

The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two-thirds (2/3rds) majority vote of the Active Members present and voting at regular meeting at which a quorum of Active Members is present. If any member of the Corporation desires to recommend an amendment, it shall first be presented to the Board of Directors in writing for consideration and approval by the Board of Directors as it may deem appropriate in its sole discretion. As a condition precedent to a vote on any amendment to these Bylaws, notice of the content of such amendment shall be provided to the Active Members, or the amendment shall be read or made available to the Active Members at two (2) consecutive regular meetings prior to the meeting at which such amendment is to be voted on by the Active Members. The notice, reading or inspection of such amendment as required herein may be waived at such regularly scheduled meetings by a majority vote of the Active Members present, provided that a copy of such amendment is available at such regularly scheduled meeting for examination by the Active Members of the Corporation. The Secretary of the Corporation shall maintain a copy of any proposed altered, amended, or repealed Bylaws at the Secretary's office or the principal office of the Corporation from the time such amendment is noticed and proposed or read or made available at a regular meeting of the Corporation and until such time as the amendment is presented for a vote by the Active Members. Any such proposed amendment shall be available for examination by any Active Member of the Corporation. Voting may, but need not, be by secret ballot as the Board of Directors may decide in their sole discretion.

ARTICLE XI

Committees

The President, with the advice of the Board, shall appoint such committees, chairperson, and members as are deemed necessary to carry out the purposes of the Association or to assist the Board in the orderly management of the affairs of the Association, consistent with the Articles of Incorporation and these By-laws. A member of the Board, designated by the President, shall consult with and advise each committee and periodically report its activities to the Board.

ARTICLE XII.

Indemnification of The Board

When Indemnification is Required, Permitted, and Prohibited.

(a) The Corporation shall indemnify a Director, Officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation, and such indemnification shall be to the maximum extent allowed by the Act or other applicable law. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as a Director, Officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

(b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation shall pay or reimburse expenses incurred by a Director, Officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a Director, Officer, committee member, employee, or agent of the Corporation to the extent

permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph (a), above.

(e) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by the Corporation or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

(f) If the Corporation may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

b. Procedures Relating to Indemnification Payments.

(a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph (c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph (a)(i) or (a)(ii) immediately above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

(b) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 9.02(a)(iii), above, governing the selection of special legal counsel. A provision contained in the Articles of Incorporation, the Bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by paragraph a. (When Indemnification is Required, Permitted, and Prohibited),

above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph (a) (of Procedures Relating to Indemnification Payments), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

### ARTICLE XIII.

#### General Provision.

Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Directors, Officers, members, committee members, employees, and agents of the Corporation and their respective heirs, executors, Administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.”

Section 1. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws, a waiver in writing, signed by the person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

“Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.”

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on September 1<sup>st</sup> and end on August 31<sup>st</sup> of each year.

Section 3. Books and Records. This Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and members. The Corporation shall also keep, at the registered or principal office, records of the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any Director, Active member, or his agent or attorney for any proper purpose at any reasonable time.

“Inspection of Records”:

a. Inspection and Copying. Any Director, Officer or Active member (but not Associate, Affiliate or Law Student members, if any) of the Corporation may, as provided below, inspect and receive copies of books and records of the Corporation required to be kept by the Bylaws. A Director, Officer or Active member may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing stating the proper purpose. Only books and records relevant to the proper purpose may be inspected or copied. For purposes of this section, “relevant” means supporting or evidencing the proper purpose identified in the request. As a condition precedent to any inspection or copying, the Corporation shall have the right to require that the person requesting the records execute a Nondisclosure or Confidentiality Agreement relating to the nondisclosure of the books and records inspected or copied. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than required by Internal Revenue Regulation after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by members. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies. The Internal Revenue Service requires that copies to be made available to the legitimate, requesting public. The Corporation shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of tax records that, pursuant to applicable tax laws, must be made available to the public. The Corporation shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.”

Section 4. Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural and conversely. Captions and headings are for organizations, convenience and clarity. In interpreting these Bylaws, captions and headings shall be subordinate in importance to the other written materials.

Section 5. Definitions. “In writing” shall mean by any written or electronic means and shall include dissemination by US Postal Service, electronic mail, facsimile, and any other electronic means.

a. Notices. Any notice required or permitted by the Bylaws to be given to a Director, Officer, member, or member of a committee of the Corporation may be given in any manner allowed by the Act. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid and in a sealed wrapper. If notice is served by facsimile, email or other electronic means, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number or email address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the Corporation.

Section 6. Policies. The Board of Directors shall create policies to be used in governing the day-to-day work of the Corporation. The Policies shall be approved by the Board of Directors and can be changed by majority vote of the Board of Directors.

CERTIFICATE OF SECRETARY

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**BYLAWS OF THE  
FORT WORTH-TARRANT COUNTY YOUNG LAWYERS ASSOCIATION  
AS OF JULY 20, 2010**

I hereby certify that I am duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprised of nineteen (19) pages, constitute the Bylaws of said Corporation as duly adopted by the Active Members of the Corporation at a meeting held on July 20, 2010.

**DATED: July 23, 2010**

\_\_\_\_\_ [Signature]

Cory D. Halliburton  
Secretary of the Corporation