

**AMENDED BY LAWS OF
HIDALGO COUNTY BAR ASSOCIATION**

(As Amended by Vote of General Membership on 09-18-03)

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Purpose Statement

The purpose statement of the Hidalgo County Bar Association (“Association”) is to promote the interests of the legal profession in Hidalgo County by providing a forum for educating the Bar on issues affecting them; promote and understanding of the Bar by the community; and facilitating the smooth operation of the justice system among members of the judiciary, Bar, and community.

Article 1: Offices

1.01 Registered Office and Agent: Until the Board of Directors otherwise determines, the registered office of the ~~association~~ Association required by the Texas Business Corporation Act to be maintained in the State of Texas and the registered agent shall be the registered office and agent named in the original articles of incorporation of the ~~association~~ Association, or such other office and agent as may be designated from time to time by the Board of Directors in the manner provided by law. Such registered office need not be identical to the principal place of business of the ~~association~~ Association.

1.02 Other Offices: The Association may also have offices at such other places as the Board of Directors may from time to time determine.

Article 2: Members

2.01 Membership: All attorneys licensed to practice law and in good standing with the State Bar of Texas who maintain an office or residence in Hidalgo County and pay their annual dues to the Association are members of the Association.

2.02 Associate Membership: — All attorneys licensed to practice law and in good standing with the State Bar of Texas, but who do not meet the criteria for membership, may become Associate Members who are not entitled to vote at meetings by paying annual dues.

2.03 Annual Meetings: — An annual meeting of the members, commencing in the year 1995, shall be held at such time and place within Hidalgo County on a day during the month of May to be selected by the Board of Directors. ~~At the meeting, the members shall elect officers and directors and transact such other business as may be properly brought before the meeting.~~ Prior to the annual meeting, elections for directors and officers will be held in accordance with section 2.08, and the results shall be announced at the annual meeting. After the election of officers and directors but before the annual meeting, the Board of Directors shall meet and vote on appointed directors as provided in section 3.02, and the results shall be announced at the annual meeting.

2.04 Dues: Dues shall be determined by the Board of Directors from time to time.

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2.05 Notice: Written or printed notice stating the place, day, and hour of the annual meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven nor more than fifty days before the date of the meeting, either personally, or by mail, by facsimile, or by e-mail, by or at the direction of the President, the Secretary, or the officer or person calling the meeting, to each member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to be delivered when

deposited in the United States mail, addressed to the member at his address as it appears on the books of the ~~association~~ Association, with postage thereon prepaid. If faxed or e-mailed, notice shall be deemed to be delivered when the facsimile or e-mail is transmitted.

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2.06 Quorum: ~~_____~~ No quorum of members is required at an annual or special meeting.

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2.07 Majority Vote: The vote of a majority number of members who casted a vote shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the statutes or of the articles of incorporation or of these bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

2.08 Method of Voting: Each member of the ~~A~~ Association shall be entitled to one vote on each matter submitted to a vote at a meeting of members by method and ballot approved by a majority vote of the Board of Directors in advance of the meeting. Voting by proxy is not allowed. Acceptable methods of voting may either be in person or by electronic means such as e-mail, facsimile, or other electronic method. The notice required in section 2.05 must set forth the method(s) for voting that will be available. ~~must be in person and voting by proxy is not allowed.~~

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2.09 Record Date: The Board of Directors may fix in advance a record date for the purpose of determining members entitled to notice of or to vote at a meeting of the members, the record date to be not less than the same day nor more than fifty days prior to the meeting. In the absence of any action by the Board of Directors, the date upon which the meeting is held shall be the record date.

2.10 Action Without Meeting: Any action required by statute to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of members. The signed consent, or a signed copy, shall be placed in the minute book.

Article 3: Directors

3.01 Management: The business and affairs of the Association shall be managed by the Board of Directors who may exercise all such powers of the Association and do all such lawful acts and things as are not (by statute or by the articles of incorporation or by these bylaws) directed or required to be exercised or done by the members consistent with the Association's purpose. The Board of Directors shall have the power to delegate its authority over the day-to-day management of the Association to any officer or agent upon such terms as the ~~B~~ Board of Directors shall determine.

~~3.02~~ **3.02 Number; Qualification; Election; Term:** ~~_____~~ The Board of Directors shall consist of no less than six (6) nor more than ~~then~~ (12) directors and the officers as set out in section 4.01 of these bylaws, as determined by the members from time to time, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Directors must be members of the ~~A~~ Association. All but two (2) directors shall be ~~The directors shall be~~ elected at the annual meeting of the members, except as provided in paragraph 3.04 hereof. Each director elected shall hold office for a period of two years. Half the total number of ~~electd~~ elected directors shall be elected each year. Two (2) directors will be appointed by a majority

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vote of the elected directors and officers at the next scheduled meeting of the Board of Directors after the annual election of directors and officers. The appointed directors will hold office for a period of two years, with staggered terms. The officers will nominate candidates for the appointed positions.

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3.03 Removal: ~~Any director may be removed either for or without cause at any special or annual meeting of the members, by the affirmative vote of a majority of the members present in person at such meeting and entitled to vote for the election of such director if notice of intention to act upon such matter shall have been given in the notice calling such meeting. Such Director may be reinstated for the duration of such Director's term upon a showing of good cause by a majority vote of the officers and directors of the Association. A director who misses three regular meetings of the Board of Directors during a single fiscal year shall be considered to have resigned the office. Such director may be reinstated at the sole discretion of the remaining directors and officers by majority vote of the remaining directors and officers, provided the request to be reinstated is submitted in writing to the President before the vacancy is filled. Additionally, any director may be removed by the two-thirds vote of the Board of Directors whenever in its judgment the best interests of the Association will be served thereby.~~

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3.04 Vacancies: ~~Any vacancy occurring in the Board of Directors (by death, resignation, removal, or otherwise, other than as a result of an increase in the number of directors) may be filled by an affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors is present. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any vacancy in the Board of Directors to be filled by reason of an increase in the number of elected directors to be filled by reason of an increase in the number of directors shall be filled by election at prior to the next annual meeting of the members or at a special meeting of the members called for that purpose.~~

3.05 Election of Directors: ~~At each election for directors, each member shall have the right to vote once for as many persons as there are directors to be elected. No accumulation of votes by a member for a particular candidate shall be allowed. Voting shall be by secret ballot at prior to the annual meeting in accordance with section 2.08. Voting must be in person and voting by proxy is not allowed.~~

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3.06 Place of Meeting: ~~Meetings of the Board of Directors, regular or special, may be held wherever and whenever called by any officer or director.~~

3.07 First Meetings: ~~The first meeting of each newly-elected board shall be held no later than September 1 of each year and shall be called by the President or President-elect.~~

3.08 Regular Meetings: ~~Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the board.~~

3.09 Special Meetings: ~~Special meetings of the Board of Directors may be called by the Ppresident on three days' notice to each director, either personally, or by mail, or by telecopier, facsimile, or by e-mail. Special meetings shall be called by the Ppresident or sSecretary in like manner and on like notice on the written request of two directors. Except as otherwise expressly provided by statute, or by the articles of incorporation, or by these bylaws, neither the business to be transacted act, nor the purposes of, any special meeting need be specified in the notice or waiver of notice of~~

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such meeting. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by which all persons participating can hear each other. Participation in such a meeting shall constitute presence in person at such a meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.10 Emergency Meetings: In the event that the President of the Association, or in the absence of the President, at least two other officers, or one officer and one director, deem that an emergency situation exists which requires action to be taken by the Board of Directors before three days notice can be given and/or before a quorum (as defined in 3.11 below) can be obtained, an emergency meeting of the Board of Directors may be called upon such notice to all Directors and Officers as may be reasonable and possible under the circumstances. Said notice shall, at a minimum, consist of attempted notice by telephone, facsimile, or e-mail or telecopier to all Directors and Officers at least one hour before the time proposed for the meeting. The emergency meeting may be conducted in person or by telephone, or some or all of the Directors and/or Officers may be allowed to attend by telephone conference. After notice as described herein, if a quorum (as defined in 3.11 below) is not present, the meeting may nonetheless continue and action may be taken provided that at least one Officer and at least two other Officers or Directors are present (in person or by telephone) and the majority of those present (in person or by telephone) agree on the action to be taken and provided further that, if a normal quorum is not present, only such action that is reasonable and necessary to deal with the emergency is taken. (Such action may not violate the sections of these bylaws, which deal with the disbursement of funds, e.g. Section 4.10(b) and 6.04.) As soon as practical following any action taken under this section, the person or persons taking such action shall make a complete report to the Board of Directors, such report not to be later than the next regular special meeting of the Board of Directors.

3.11 Quorum; Majority Vote: ~~—~~ At all meetings of the Board of Directors, the presence of a majority of the members of the Board of Directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of majority of the members of the Board of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically provided by statute or by the articles of incorporation or by these bylaws. All members of the Board of Directors present shall vote on all issues, except for the President who will only vote in the event of a tie. If a quorum is not present at a meeting of the Board of Directors, the members of the Board of Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. At such adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. Once the presence of a quorum has been confirmed, business may continue despite any failure to maintain a quorum during the remainder of the meeting.

3.12 Compensation: ~~—~~ No compensation shall be paid to any director.

3.13 Procedure: ~~—~~ The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Association.

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3.14 Action Without Meeting: — Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing (whether through correspondence, facsimile, or e-mail), is submitted by a majority of the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting. The written consent, ~~or~~ a copy, or a report of the consent in the minutes of the next regular meeting of the board of directors shall be placed in the minute book.

Article 4: Officers

4.01 Number; Qualification; Election; Term:

- ~~(a)~~ The Association shall have the following officers:
 - (a) a president; ~~(2)~~ a president-elect; ~~(3)~~ a secretary; ~~(4)~~ a treasurer, and ~~(5)~~ an immediate past president.
 - ~~(b)~~
 - (b) All officers must be members of the Association and must have previously served as a director for a full term of two years.
 - ~~(c)~~ All officers shall be elected by the members prior to at the annual meeting by plurality vote. Such election shall be by secret ballot in accordance with section 2.08. Each member may cast only one vote for each office to be filled. Voting must be in person and voting by proxy is not allowed.
 - (c) Such officers shall serve until the next annual meeting or, if earlier, his/her death, resignation, or removal.
 - ~~(d)~~
 - ~~(e)~~(d) No two or more offices may be held by the same person nor may an officer also be a director.

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4.02 Ex-Officio Officers: — The Association shall have non-voting officers who may attend and participate in meetings of the officers and directors of the Association and shall consist of the following persons who must otherwise be ~~m~~Members of the Association:

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- (a) Any State or Federal Court Judge or Magistrate;
- ~~(a)~~
- (b) The President or his designee of the Hidalgo County Young Lawyers Association;
- ~~(b)~~
- ~~(c)~~ The chairpersons or the designee of any HCBA section ~~The President or her designee of the Women's Bar Association;~~
- ~~(d)~~ The President or his designee of the Hidalgo County Criminal Defense Bar;
- ~~(e)~~ The President or his designee of the Family Law Lawyers Association;
- ~~(f)~~ The President or his designee of the Hidalgo County Real Estate Lawyers;
- ~~(g)~~ The President or his designee of the Rio Grande Valley Trial Lawyers Association;
- ~~(h)~~ The President or his designee of the City Attorneys Association;
- (c) The President or his designee of Texas Rural Legal Aid;
- ~~(i)~~

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~~†~~(d) The President or his/her designee of such other legal related professional organizations as the Board (or President) may from time to time feel would benefit the Association and assist it in carrying out its purposes.

4.03 Removal: — Any officer may be removed by the two-thirds votes of the Board of Directors whenever in its judgment the best interests of the Association will be served thereby.

4.04 Vacancies: — Any vacancy occurring in any office of the Association (by death, resignation, removal or otherwise) may be filled by the majority votes of the Board of Directors.

4.05 Authority: — Officers shall have such authority and perform such duties in the management of the Association as are provided in these bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these bylaws.

4.06 Compensation: — No compensation shall be paid to any officer.

4.07 President: — The President shall be the chief executive officer of the Association and, subject to the provisions of these bylaws, shall have general supervision of the affairs of the Association and shall have general and active control of all its business. The President shall preside when present at meetings of the members and the Board of Directors, and shall have the power to call special meetings of the Board of Directors and members for any purpose or purposes. Subject to the supervision, approval, and review of his actions by the Board of Directors, the President shall have authority to: cause the employment or appointment of and the discharge of employees and agents of the Association, other than officers, and fix their compensation; make and sign bonds, deeds, contracts, and agreements in the name of and on behalf of the Association and to affix the corporate seal thereto; and in general to exercise all the powers usually appertaining to the office of President of a Association, except as otherwise provided by statute, the articles of incorporation, or these bylaws. The President shall put into operation the business policies of the Association as determined by the Board of Directors. In carrying out such business policies, the President shall, subject to the supervision of the Board of Directors, have general management and control of the day-to-day business operations of the Association. The President shall see that the books, reports, statements and certificates required by statutes or laws applicable to the Association are properly kept, made and filed according to law. The President shall be subject only to the authority of the Board of Directors in carrying out his duties and shall serve until the next annual meeting, at which time he/she shall serve for one year as the immediate past President.

4.08 President-elect: — The President-elect shall have the primary responsibility for organizing and calling meetings of the Association. The President-elect shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate. The President-elect shall serve for one year, after which he/she shall serve as president. In the absence of the President from any meeting called for in by these bylaws, the President-elect shall perform the functions that would otherwise be performed by the President.

4.09 Secretary:

(a) The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors.

(c) The Secretary shall keep in safe custody the seal of the Association and, when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his/her signature or by the signature of the Treasurer.

(d) The Secretary shall be under the supervision of the President and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

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4.10 **Treasurer:**

(a) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors.

(b) The Treasurer shall disburse the funds of the Association (subject to the provisions of Section 6.04 of these bylaws) as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association.

(c) If required by the Board of Directors, the Treasurer shall give the Association a bond in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of his office and for the restoration to the Association, in case of his death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association.

(d) The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

4.11 **Additional Powers and Duties:** — In addition to the foregoing enumerated duties, services and powers, the officers of the Association shall perform such other duties and services and exercise such further powers as may be provided by statute, the articles of incorporation or these bylaws, or as the Board of Directors may from time to time determine, or as may be assigned to them by any competent superior officer.

4.12 Special Powers and Duties: —If the President (or in the absence of the President, the President-Elect) or any two other Officers, or any other single Officer and at least one Director, determine that an emergency situation exists requiring the action of the Officers or Directors, the person or persons so determining shall attempt to resolve the situation by first attempting to call a Special Meeting of the Board of Directors as described in Section 3.09 of these bylaws. If sufficient time does not exist to call a Special Meeting, the persons or persons so determining shall next attempt to resolve the matter by calling an Emergency Meeting as described in Section 3.10 of these bylaws. If time constraints or the nature of the emergency do not permit even an Emergency Meeting of the Board of Directors, then the President (or in the absence of the President, the President-Elect) with the consent of at least one other Officer of Director, or any two other Officers, or any other single Officer and at least one Director, may take such action, and only such action, as is necessary to deal with the immediate situation. (Such action may not violate the sections of these bylaws, which deal with the disbursement of funds, e.g. Section 4.10(b) and 6.04.) As soon as practical following any action taken under this section, the person or persons taking such action shall make a complete report to the Board of Directors, such to be not later than the next regular or special meeting of the Board of Directors.

Article 5: Standing Committees

5.01 Organization:—It shall be the duty of the President, immediately after his election, to appoint from the members the standing committees to serve for a term of one (1) year.

5.02 Permanent Standing Committees: —The following committees shall exist until eliminated by amendment of these by-laws:

~~_____ (a) Pro Bono Committees: This committee shall oversee the Pro Bono Project and all other needs of legal representation of the indigent.~~ Financial Committee: This committee prepares the budget, reviews and revises the HCBA's financial procedures, oversees Settlement Week fundraisers, considers financial requests, and evaluates the success of fundraisers.

~~_____ (b) Continuing Legal Education Committee: This committee shall oversee the legal education needs of the members.~~ seek grants for CLE programs for members, coordinate all live CLE programs, act as liaisons to the law sections, and coordinate all video and custom CLE.

~~_____ (c) Law Library Committee: This committee shall oversee the maintenance of the Hidalgo County Law Library to ensure it meets the needs of the members.~~ Bench Bar Relations Committee: This committee shall oversee the needs of the law library; oversee the needs of the lawyer's lounge; oversee special awards, receptions, and requests; and coordinate the View from the Bench luncheon, the Black Robe Reception, the Fifth Administrative Judicial conference, and the candidate forums.

~~_____ (d) Settlement Week Committee: This committee shall be responsible for organizing and presenting all settlement weeks for the Courts of the Hidalgo County in compliance with the laws of the State of~~

~~Texas Media and Public Relations Committee: This committee shall be responsible for communicating with the media and the public and shall publicize all HCBA activities through television, radio, and newspapers; take photos at functions; and create and run local media press releases.~~

(e) Newsletter Committee: This committee shall be responsible for the publication of the Association's newsletter.

(f) Membership and Nominating Committee: This committee shall ~~encourage and solicit the membership in the Association of all qualified individuals~~ coordinate general meetings and banquets; maintain the HCBA articles of incorporation; oversee special elections and ballots; oversee and act as liaisons to the law sections; maintain the HCBA bylaws; oversee membership retention and surveys; oversee the website; nominate persons to the Texas Rio Grande Legal aid board of directors, nominate persons for the State Bar of Texas board of directors and committees, and nominate persons to the ARCH board of directors; and act as a liaison between the HCBA and the SBOT district 12 director.

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5.03 Other Committees: The President shall appoint at his discretion any other committee in addition to the above standing committees and prescribe their duties.

Article 6: General Provisions

6.01 Not for Profit Status: The Association shall not pay dividends or ~~to her~~ other corporate income to its members, directors, or officers or otherwise accrue or distribute profit or permit the realization of private gain. The Association shall not have the power to take any action prohibited by the Texas Non-Profit Corporation Act, ~~or inconsistent with the by~~ the Texas Non-Profit Corporation Act, or inconsistent with the requirements of tax exemption under the Internal Revenue code ~~and requirements of tax exemption under the Internal Revenue code~~ and regulations, rulings, and procedure. Regardless of any other provisions in those Articles of Incorporation or state law, the corporation shall have no power to:

(a) Engage in any activities or use its assets in a manner or in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.

(b) Serve a private interest other than one that is clearly incidental to an overriding public interest.

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(b)

(c) Devote more than an insubstantial part of its activity to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.

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(e)

(d) Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibitive activities

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include the publishing or distribution of statements or other direct or indirect campaign activities.

(e) Have objectives that characterize it as an “action organization” as defined in the Internal Revenue Code and related regulations, rulings, and procedures.

(e)

(f) Distribute its assets in dissolution other than for one or more exempt purposes.

(+)

(g) Permit any part of the net earnings of the corporation to inure to the benefit of any private shareholder or member of the corporation or any private individual.

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(h) Carry on an unrelated trade or business except as a secondary purpose relate to the corporation’s primary, exempt, purposes.

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6.02 Goals of the Organization:

(a) To promote and encourage the highest level of honesty, professionalism, and ethical conduct among members of the Bar.

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(b) To encourage and promote the highest level of professional competence among its members

(+)

(c) To educate and inform the public in order to increase the public’s understanding and appreciation of the legal system through the pro bono, charitable, and public service activities.

(+)

(d) To promote the fair and efficient administration of justice.

(+)

(e) To cultivate good fellowship among the members.

(+)

(+)(f) To encourage the free exchange of information and ideas about the law and the legal profession among the members.

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6.03 Books and Records: —The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members and Board of Directors, and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its members, giving the names and addresses of all members.

6.04 Annual Statement: —The Board of Directors shall make available at the HCBA office to each member of record, at least ten days before each annual meeting, a full and clear statement of the business and condition of the Association, surplus statement, all prepared in conformity with generally accepted accounting principles on a consistent basis.

6.05 Checks and Notes: —All checks or demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate. Disbursement of Association funds (by check or otherwise) shall require the signature of at least one officer of the Association if the disbursement is not more than \$750.00. Disbursements of more than \$750.00 shall require the

signature of at least two Officers, one whom must be either the Treasurer or the President. (Association bank accounts should be established in conformity with these requirements.) Disbursements of funds in excess of \$2,500.00 must be approved in advance by the Board of Directors. The Association shall not be allowed to borrow money or incur debt beyond its cash on hand.

6.06 Fiscal Year: —The fiscal year of the Association shall be fixed by resolution of the Board of Directors. In the absence of a resolution, the fiscal year shall be from June 1 through May 31 of each year.

6.07 Seal: —The Association seal (of which there may be one or more exemplars) shall contain the name of the Association and the name of the state of incorporation. The seal may be used by impressing it or reproducing a facsimile of it, or otherwise.

6.08 Resignation: —Any director, officer or agent may resign by giving written notice to the President or the Secretary. The resignation shall take effect at the time specified therein, or immediately if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.09 Amendment of Bylaws: —The power to alter, amend, or repeal these bylaws, or to adopt new bylaws for the Association, shall be vested in the membership, and a change in the bylaws must be approved by a majority vote of the members present at a meeting, whose majority vote is required. The President shall appoint a committee to review the bylaws and recommend amendments every three years.

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6.10 Construction: —Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

(a) The remainder of these bylaws shall be considered valid and operative; and

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

6.11 Resolutions: —Any officer, director, member, or group of members of the Association may suggest resolutions or make proposals to the Association which, in that person(s) opinion, would further the goals of the Association as outlined in Section 6.01. The procedure for making such a proposal or suggesting a resolution (hereinafter “proposal”) shall be as follows:

(a) The person(s) making the proposal shall submit the proposal to any officer or director of the Association, which officer or director shall be obligated to, in turn, submit the proposal to the Board of Directors at the next meeting of the Board. All proposals which the person(s) making the proposal wish to have submitted to the entire membership shall be submitted to an officer or director not less than forty-five (45) days prior to an Annual meeting.

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(b) If the Board determines that the proposal be adopted, would be within the authority of the Board or an officer to implement, the Board shall

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consider and vote upon the proposal at that, or the next, Board meeting. If the Board adopts the proposal, the Board or appropriate officer shall take steps to carry out the adopted proposal. If the proposal is not adopted, the person(s) making the proposal shall be informed of the decision of the Board, and further informed of his rights as set out in subsection (d).

(b)

(c) If the Board determines that the proposal, if adopted, would not be within the authority of the Board or an officer to implement, the Board shall consider the proposal as a request for the Board to place the proposal before the entire association membership. The Board shall then vote as to whether or not it wishes to place the proposal before the membership.

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(c)

(d) If, pursuant to subsection (b) the Board does not adopt the proposal, or if pursuant to subsection (c), the board votes not to place the proposal before the membership, the person(s) making the proposal shall be informed of the decision of the Board, and further informed of the person(s) rights as set out in this subsection. Following such a decision by the board, ~~the board,~~ the proposal shall, nonetheless be presented to the entire membership if the proposal is re-submitted to the Board in substantially the same form accompanied by a statement of support or the proposal containing the signatures of not less than fifteen (15) members of the Association, at least two of whom must be officers or directors of the Association.

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(d)

(e) If a matter is to be brought before the entire membership pursuant to either an affirmative vote of the board pursuant to subsection (c) or the procedures outlined in subsection (d), the matter shall be presented to the membership at the next annual meeting of the Association. No matter shall be brought before the membership without first notifying the membership by either publishing the resolution or proposal in the Association newsletter or by mailing a copy of the resolution or proposal to the membership as is done in meeting notices pursuant to 2.05. At the discretion of the Board, or at the request of not less than 15% of the members of the Association, a special meeting of the membership may be called to consider the matter.

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(f) The Board of Directors may, from time to time and as appropriate, adopt policies and procedures not inconsistent with these bylaws or other governing law. Adoption of policies and procedures shall be by a majority vote of the Board of Directors. The policies and procedures shall remain effective until the Board of Directors revokes them by a majority vote.

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(e)

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6.12 **Indemnification:**

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(a) Third Party Actions.— The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals

(other than an action, suit or proceeding by or in the right of the Association) by reason of the fact that he is or was a director, officer, or employee of the Association, or is or was serving at the request of the Association, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

- (b) **Derivative Actions.** —The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, including all appeals or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, or employee of the Association, or is or was serving at the request of the Association as a director, trustee, officer, or employee of another Association, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been finally adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.
- (c) **Rights after Successful Defense.** —To the extent that a director, trustee, officer, or employee has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section ~~4(a)~~ or ~~2(b)~~, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.
- (d) **Other Determination of Rights.** —Except the situation governed by Section ~~(c)~~, any indemnification under Section (a) or (b) authorized in the specific case upon a determination that indemnification of the director, trustee, officer, or employee is proper in the circumstances because he has met the applicable standard of conduct set forth in

Section (a) or (b). Such determination shall be made (a) by a majority of directors acting at a meeting at which a quorum consisting of directors who were not parties to such action, suit, or proceedings is present; ~~or~~ (b) if such a quorum is not obtainable (or even if obtainable), and a majority disinterested directors so directs, by independent legal counsel (compensated by the Association) in written opinion; or (c) by the affirmative vote of the majority of members present at a meeting called for that purpose. ~~in person or by proxy of the holders of a majority of the shares entitled to vote in the election of directors, without regard to voting power which may thereafter exist upon a default, failure, or other contingency.~~

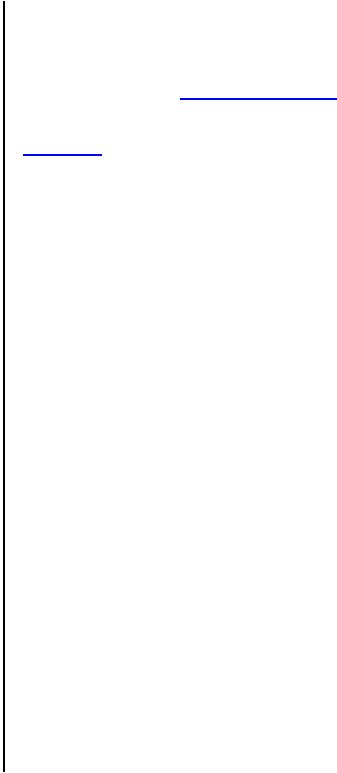
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- (e) Advances of Expenses: ~~_____~~ Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the Association in advance of the final disposition of such action; or proceeding as authorized by the Board of Directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the director, trustee, officer, or employee; to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association.
- (f) Nonexclusive; Heirs: ~~—~~ The indemnification provided by this Article shall be deemed exclusive of any other right to which those seeking indemnification may be entitled as a matter of law or under the articles of incorporation, these bylaws, any agreement, a vote of the members, any insurance purchased by the Association, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, trustee, officer, or employee and shall insure to the benefit of the heirs, executors, and administrators of such a person.
- (g) Purchase of Insurance: The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, or employee of ~~an~~ the Association, or is or was serving at the request of the Association as a director, trustee, officer, or employee, of another ~~a~~ Association, partnership, joint venture, trust, or other enterprise against liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article or of the laws of the State of Texas.

6.13 Dissolution Section: ~~—~~ Upon dissolution, all of the ~~a~~ Association's assets shall be distributed to the Texas Bar Association, Hidalgo County, or an organization exempt ~~from~~ from the taxes by Internal Revenue Code and the Texas Franchise Tax.

6.14 Table of Contents; Headings: The table of contents and headings are for organization, convenience, and clarity. In interpreting these bylaws they shall be subordinated in importance to the other written material.



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