

# **BYLAWS OF AUSTIN BAR ASSOCIATION, INC.**

## **ARTICLE I.**

### **NAME AND PURPOSE**

1.1 Name. The name of this corporation is Austin Bar Association, Inc. (the "Association").

1.2 Purpose. The Association is organized and shall be operated exclusively for charitable, educational and other non-profit purposes, including, but not limited to, maintaining and advancing the honor and dignity of the legal profession; promoting the administration of justice; perpetuating that just sense of duty rightfully owing by every attorney to his or her clients, to the courts, and to his or her country; supporting Volunteer Legal Services of Central Texas and encouraging members to provide pro bono legal services to indigent persons; promoting and cultivating fellowship among members of the Association; and working with the State Bar and with neighboring bar associations in the furtherance of common projects relating to the legal profession.

## **ARTICLE II.**

### **MEMBERSHIP**

2.1 Qualifications. Members in good standing of the State Bar of Texas who live or work in Travis County, Texas, or surrounding counties, shall be eligible for regular membership. Justices of the Peace, living or serving in Travis County, shall also be eligible for such membership.

2.2 (a) Honorary Membership. Members of other bars and other persons of distinction may be elected by the Board to honorary membership in the Association. Such honorary

members shall have the same rights and privileges as regular members, except that honorary members shall not have the right to vote or the right to hold office in the Association.

(b) Law Student Membership. Active law students shall be eligible for special, law student membership.

2.3 Dues. Each regular member shall pay the annual dues fixed by the Board of Directors. Each regular member who also is a member of the Austin Young Lawyers Association shall be entitled to a credit against his or her annual dues to the Association equal to an amount to be determined by the Board of Directors of this Association. The annual dues shall be payable on January 1 of each calendar year, and should any member fail to pay them for three (3) months after such date, the member shall be subject to suspension as a member during the period of default. The secretary shall give notice by March 1 of each year to all members in default.

Each law student member shall pay the annual law student dues fixed by the Board of Directors.

2.4 Indigent Services. In fixing the amount of annual dues, the Board shall take into consideration the needs and requirements of this community for legal services, including services to indigent persons. The Board shall be authorized to appropriate a reasonable portion of the Association's funds for legal services to indigent persons, and to determine the manner in which such appropriation shall be disbursed.

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

### ARTICLE III.

## BOARD OF DIRECTORS

3.1 Duties, Number and Composition. The direction and management of the affairs of the Association and the control and disposition of its properties and funds shall be vested in a Board of Directors (the "Board"), which shall consist of the following, provided they are regular members of the Association:

- (1) all current officers of the Association and its immediate past president;
- (2) the current president and president-elect of the Austin Young Lawyers Association;
- (3) the current chair (or his or her designee) of each Section of the Association;
- (4) the current chair (or his or her designee) of the Travis County Lawyer Referral Service;

- (5) eight other regular members of the Association, who shall be elected at the annual meeting of the Association. Each such director elected by the Association shall serve for a term of two years and until a successor is duly elected and qualified. The terms of such directors shall be staggered, so that four are elected each year.

- (6) the current chair (or his or her designee) of:
  - (a) the Hispanic Bar Association of Austin,
  - (b) the Austin Black Lawyers Association,
  - (c) the Travis County Women Lawyers Association and,
  - ((d) the Asian American Bar Association of Austin.)

3.2 Term of Office. The terms of office of all directors elected at the annual meeting of the Association shall commence July 1 following their election.

3.3 Vacancies. A vacancy shall be declared in any seat on the Board upon the death or resignation of the occupant thereof, or upon the disability of any occupant rendering him or her permanently incapable of participating in the management and affairs of the Association. Vacancies in all officers and directors positions shall be filled by a vote of the Board; provided, however, that any vacancy in the offices of president and president-elect of the Austin Young Lawyers Association shall be filled by the Austin Young Lawyers Association. Any vacancy in the office of chair of a Section shall be filled by that Section, any vacancy in an affiliate bar association shall be filled by the affiliate bar association, and a vacancy in the position of past president of the Association shall not be filled. The term of any successor shall be for the unexpired term for which the former occupant thereof was elected.

3.4 Nominating Committee/Election. The officers and directors of the Association shall be nominated by the Nominating Committee and elected by the members of the Association. The Nominating Committee shall consider the gender, race, ethnicity, age, area of practice, size of firm, prior bar activities and pro bono work of the members in making the nominations.

The Nominating Committee shall be composed of the president as chair, the president-elect, past president, two representatives from the affiliate bar associations and four representatives of the Association's Sections. The affiliate bar associations and Sections shall designate their representatives to the Nominating Committee. The two affiliate bar associations shall be selected the first time by random until all affiliate bars have served on the Nominating Committee at which time they will be selected at random. The President shall select the Sections to be represented on the Committee. He or she shall select two Sections from those with membership of

200 or greater, and two of less than 200. Sections may only serve on the Committee once every three years.

All members of the Nominating Committee shall be current dues paying members of the Association, and no member of the Nominating Committee shall be nominated for any position at the next election.

The Nominating Committee's decision shall be announced on or before March 15.

The number of candidates to be nominated for each position shall be left to the discretion of a majority of the Nominating Committee.

Any qualified member not receiving the nomination of the committee may be included on the ballot by submitting a written petition signed by 75 members of the Association requesting that such member's name be placed on the list of candidates. Such written petition must be submitted to the Association office by April 10, or the first business day there after if April 10 falls on a weekend or Association holiday.

Nominees for the office of president-elect shall have served at least two (2) years on the Board of Directors prior to assuming office.

Voting shall be conducted at the annual meeting of the membership in May. Each member of the Association present shall be entitled to vote for each office to be filled. The four nominees receiving the highest number of votes shall be elected as directors.

If there is a contested race, early voting will begin 15 business days prior to the annual meeting. Early voting ends at 5 p.m. on the day before the annual meeting of the membership in May. During the early voting period, Association members may either vote electronically (in a manner approved by the Board), or may vote by ballot at the Association's office during regular

business hours. If an Association member votes during the early voting period, that member is prohibited from voting at the annual meeting of the membership in May. Proxy voting is not permitted.

In the event of a tie vote, a run off election will be held. In the event that a candidate for office does not receive a majority of the votes cast, a run-off will be held between the two with the highest number of votes. The Association's members may vote in the run off election by either voting electronically (in a manner approved by the Board), or by voting by ballot at the Association's office beginning the first Monday following the annual meeting of the membership in May and continuing for 15 business days thereafter. The winner of the run off election will be the person receiving the highest number of votes.

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

Those designated in 3.1 (2,3,4, & 6) may appoint a designee to attend and vote, and the presence of such a designee shall count as attendance by that affiliate representative or section chair.

3.6 Ex Officio Members. Ex Officio Members of the Board shall include the following:

1. State Bar Directors, District 9
2. ABA House of Delegates Member; and
3. President of the Austin Lawyers' Auxiliary.

## ARTICLE IV.

### GENERAL OFFICERS

4.1 Titles, Election and Term. The officers of this Association shall be a president, president-elect, secretary, and treasurer. At each annual meeting of the Association, the membership shall elect the president-elect, secretary, and treasurer. The officers so elected shall hold office for a period of one year, commencing July 1 following their election, and until their successors are elected and qualify. The president-elect shall automatically succeed to the office of the president at the end of the president's term.

4.2 Duties. The principal duties of the several officers are as follows:

(a) President. The president shall preside at all meetings of the Board. The president shall be the chief executive officer of the Association, and subject to the control of the Board, shall have general charge and supervision of the administration of the affairs and business of the Association. Specific duties of the president include seeing that all orders and resolutions of the Board are carried into effect, signing and executing all legal documents and instruments in the name of the Association when authorized to do so by the Board, appointing and removing subordinate employees, submitting to the Board plans and suggestions for the work of the Association, directing its general correspondence, presenting his or her recommendations concerning the work of the Association to the Board for decision, submitting a report of the activities and business affairs of the Association when called upon to do so by the Board, and performing such other duties as the Board may assign

from time to time. The president shall also be an ex officio member of all committees and Sections of the Association.

(b) President-Elect. The president-elect shall discharge the duties of the president in the event of his or her absence or disability for any cause whatever, shall perform such duties as the Board may assign from time to time, and shall also be an ex-officio member of all committees and Sections of the Association. Whenever the president-elect is unable to perform the duties of president during the president's absence or disability, the immediate past president shall perform such duties.

(c) Secretary. The secretary shall have charge of the records and correspondence of the Association subject to the discretion of the president. Further duties of the secretary include giving all notices required by these bylaws, attending all meetings of the membership and of the Board, taking and the keeping of true minutes of all meetings of the Board, and discharging such other duties as the president or the Board may assign. The secretary shall maintain a current roster of membership, including designating honorary members and shall promptly furnish a roster to the treasurer. The secretary shall provide members with copies of these bylaws.

In case of the secretary's absence or disability, the Board may appoint an assistant secretary to perform the duties of the secretary during such absence or disability.

(d) Treasurer. In general, the treasurer shall perform all the duties incidental to the office of treasurer, subject to the Board, and shall perform such additional duties as the Board may prescribe from time to time. More specifically, the treasurer shall keep a roster of the membership and collect dues or special assessments. The treasurer shall keep account of



all monies, credits and property of the Association that shall come into his or her hands and shall keep an accurate account of all monies received and discharged. Except as otherwise ordered by the Board, the treasurer shall have the custody of all the funds and securities of the Association and shall deposit them in such banks or depositories as the Board shall designate. The treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Association, all of which books shall be open at all times to the inspection of the Board; shall submit a report of the accounts and financial condition of the Association at each annual meeting of the Board; and shall make such transfers and alterations in the securities of the Association as the Board may order. The treasurer shall also, under the direction of the Board, disburse all monies and sign all checks and other instruments drawn on or payable out of the funds of the Association; however, the Board may require these checks and other instruments to be signed by the president or president-elect, or in case of their absence or disability, by such member of the Board as the Board shall designate. The treasurer shall give bond only if required by the Board. In case of the absence or disability of the treasurer, the Board may appoint an assistant treasurer to perform the duties of the treasurer during such absence or disability.

The Board shall periodically have a certified public accountant make an audit of the Association's financial records and procedures, as recommended by the Treasurer.

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

## ARTICLE V.

### APPOINTIVE OFFICERS AND AGENTS

5.1 Executive Director. The Executive Committee, with approval of the Board, shall appoint an Executive Director. The Board may delegate to the Executive Director any duties contained in these bylaws.

5.2 Appointive Officers. The Board may appoint such officers and agents in addition to those provided for in Article III, as may be deemed necessary, who shall have such authority and perform such duties as the Board shall prescribe from time to time. All appointive officers and agents shall hold their respective offices or positions at the pleasure of the Board and may be removed from office or discharged at any time with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents.

5.3 ABA Delegate. The president with the approval of the Board may appoint an ABA delegate from among the current or former board members of the Association.

## ARTICLE VI.

### MEETINGS

6.1 Attendance at Meetings. The president of the Association, and in his or her absence the president-elect, shall call meetings of the Board and of the membership to order and shall act as chair of such meetings. In the absence of both the president and the president-elect, the immediate past president shall serve as chair. If none of such officers is present, a president pro tempore shall

be chosen by a majority vote of the members of directors present and voting. The chair at a meeting of the membership or the Board shall not vote except in case of a tie. The secretary of the Association shall act as secretary of all such meetings, but in the absence of the secretary the chair may appoint any person present to act as secretary of the meeting. Upon invocation by the presiding officer, the meeting and proceedings of the Association shall be conducted accordingly to Robert's Rules of Order (Revised) for Parliamentary Procedure except as may otherwise be provided in the bylaws.

6.2     Regular Meetings. Regular meetings of the membership shall be held at such time and place as the Board shall designate, but at least every other month between September and May.

6.3     Annual Meeting. The annual meeting of the Association shall be held in May of each year at a date, time and place chosen by the Board; provided, that if a regular meeting of the Association is held in May, then the annual meeting shall be held at the same time and place.

6.4     Additional or other Meetings. Additional or other-meetings of the Board or the membership shall be held whenever called by the president of the Association or upon the written request of at least nine (9) of the members of the Board of Directors. The Board shall meet in joint session with the various committees or Sections of the Association at such times and places as the president may direct. The Board shall meet in executive sessions at such times and places as the president shall direct. The secretary shall give Board members reasonable notice of all such joint sessions or executive sessions.

6.5     Notice. The secretary shall give sufficient notice of all meetings by mail or e-mail to enable the directors or members so notified to attend such meetings. For the annual meeting and any

additional or other meetings, such notice shall include a statement of the purpose of the meeting. Notice of Executive Committee meetings will be given to the Board of Directors whenever practical.

6.6 Quorum for Meetings. Nine (9) of the members of the Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board convened according to these Bylaws. A majority vote of those present and voting shall constitute the will of the Board, except where otherwise provided in these Bylaws or in the Articles of Incorporation. Thirty (30) regular members shall constitute a quorum for the transaction of business at all meetings of the membership convened according to these Bylaws. A majority vote of those present and voting shall constitute the will of the membership, except where otherwise provided in these Bylaws or in the Articles of Incorporation.

## ARTICLE VII.

### COMMITTEES

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

The Executive Committee of the Board shall consist of the president, president-elect, treasurer, secretary and past president of the Association, the president and president-elect of the Austin Young Lawyers Association, and such other persons as the Board may designate. The purpose of the Executive Committee shall be to perform the functions of the Board between

meetings of the Board and/or such matters as the Board may assign to it from time to time. The Executive Committee shall not decide personnel, budget or bylaws matters or pass controversial resolutions unless the interest of the Association would be prejudiced by awaiting full board approval. The Executive Committee action shall be reported to the next following meeting of the Board and such action shall be considered ratified by the Board, if approved by a majority of the Board members present and voting.

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

7.3 Appointment of Chairs, Members. Within ninety (90) days after the commencement of his or her term of office, the president shall appoint the chairs and members of all committees as provided for in the Bylaws of the Association. Each committee shall consist of not less than three members of the Association. With the consent of the Board, the membership of any committee may include nonlawyer members if the input of such persons might improve the effectiveness of the committee. To provide continuity of a committee's function, appointments to committees may include one or more members serving on an out-going committee. The chair and members of each committee shall serve until ninety days after the end of the term of the president appointing them, and until succeeded by subsequent appointees. Vacancies in any committee shall be filled by the

president for the remainder of his or her term. Powers, duties and obligations of the various committees shall be governed by these Bylaws, and by the directives of the president and the Board.

7.4 Administration of Committees. The committees of the Association shall meet at such times and places as the respective chairs thereof, or the president of the Association, may direct, and shall report to the president unless otherwise directed by the Bylaws of the Board. Three (3) successive absences from the meetings of a committee unexcused by the president or acting chair of the committee may be considered as a resignation by the member so absent. The chair of a committee may recommend to the Board the appropriation of funds for the work of such committee, and it shall be the duty of the Board from time to time to make such appropriations as in its judgment may be required. All committees shall be subject to the supervision and control of the Board. Any committee may adopt rules for its functioning, when not inconsistent herewith.

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

7.6 Resolutions. All resolutions shall be voted on by the Board of Directors at any regular, special or annual meeting. A vote of 2/3 of those present at the meeting shall be required to adopt a resolution. Resolutions shall be designated as such by the Executive Committee.

## ARTICLE VIII.

## SECTIONS

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

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

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

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

## ARTICLE IX

## INDEMNIFICATION

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

## ARTICLE X.

### AMENDMENTS

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

Amended 3/11/03

Amended 5/25/04