

## Comal County Bar Association Bylaws

**Article 1. Name.** The name of this Association is the Comal County Bar Association.

**Article 2. Objects and Purposes.** This Association shall have as its objects and purposes:

- (a) To uphold the Constitution of the United States and the Constitution of Texas;
- (b) To uphold high standards of integrity and honor in the legal profession;
- (c) To encourage and assist the membership in maintaining and improving its competence through continuing legal education and otherwise so that it can better serve clients and the public;
- (d) To assist in making legal services available to all in the Comal County area who need such services;
- (e) To aid and educate the public with reference to law and the administration of justice;
- (f) To exert the Association's influence in connection with issues involving the legal profession and the administration of justice to the end that it will enhance the quality of life in the community;
- (g) To cultivate a spirit of good fellowship among members of the legal profession;
- (h) To provide scholarship funds to area students to assist them in furthering their education and training; and
- (i) To do everything necessary, suitable or proper, for the accomplishment, attainment, or furtherance of, to do every other act or thing connected with the purposes set forth in this Constitution, whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by the laws of the State of Texas upon a non-profit association organized under the laws of the State of Texas, and in general, to carry on any of the activities and to do any of the things and to do any of the things herein set forth to the same extent as fully as a natural person or organization might or could do; provided that nothing herein set forth shall be construed as authorizing the Association to possess any purpose, object, or power, or to do any act or thing forbidden by law to a non-profit association organized under the laws of the State of Texas.

### **Article 3. Membership.**

Section 1. Eligibility. Any person licensed to practice law by the Supreme Court for the State of Texas, who is a member in good standing of the Texas State Bar Association, and practices law in Comal County and the surrounding counties may be a regular member.

Section 2. Termination of Membership. Membership may be terminated by no longer being licensed to practice law in the State of Texas, by resignation and by non-payment of dues.

Section 3. Non-members. Non-members may not attend the business meetings of the Association. Non-members who are professionals in other business areas and disciplines may be invited to attend meetings where there is continuing education that may pertain to their business interest or activity.

**Article 5. Dues.**

Section 1. Time Period for Dues. Annual dues are for the period of June 1<sup>st</sup> through May 31<sup>th</sup> of the following year. Dues must be paid by Jun 30<sup>th</sup>. There will be no prorations for dues paid during the year.

Section 2. Annual Dues. Annual dues are \$75.00. Attorneys 70 years of age or older are exempt from paying dues. The dues may be increased upon the approval a quorum of members at a regularly scheduled meeting provided that the members have been given prior notice thereof. The executive committee may decrease the dues.

Section 3. Delinquent Dues. Without prior notice members six months delinquent in dues may be dropped from the membership but will be reinstated upon payment of dues.

**Article 6. Meetings.**

Section 1. Annual Meetings. The annual meeting of the Association shall be held at a place and on a date to be selected by the executive committee, not later that June 30<sup>th</sup> of each year. Time and place of the annual meeting shall be announced at least one month in advance by letter or in the official publication of the Association. At that meeting, annual reports of officers and committees shall be delivered and officers shall be elected.

Section 2. Monthly Meetings. Monthly meetings shall be held on the third Thursday of each month at Noon at a place to be designated by the executive committee. Business may be transacted at such meetings if a quorum is present.

Section 3. Special Meetings. Special meetings may be called by the president or by a majority of the executive committee or may be called by the secretary/treasurer on request of ten(10%) percent of members in writing. Members shall have five (5) days advance written notice of the time, place, and purpose of the special meeting.

Section 4. Quorum. At all meetings ten(10%) percent of the members who have paid their dues constitute a quorum for the transaction of business. The latest edition of Robert's Rules of Order shall govern the proceedings.

Section 5. Order of Business. At the annual meetings the order of business shall be as follows:

- Report of president
- Report of secretary
- Report of treasurer
- Reports of standing committees.
- Reports of special committees.
- New Business.
- Election of officers.

**Article 7. Officers.** The officers of this Association shall be a president, a vice president, a secretary and a treasurer. The officers shall be elected for one-year terms at the annual meeting in the manner prescribed herein.

Section 1. President. The president shall preside at all meetings of the Association and meetings of the executive committee. The president shall perform all duties ordinarily incident to the office, and shall recommend such action as he or she deems proper.

Section 2. Vice President. The vice president shall act as president in the absence of the president, plan programs in cooperation with the executive committee and perform such other duties as may be assigned by the president of the Association. The vice president shall be chair of the programs committee.

Section 3. Secretary. The secretary shall keep minutes of meetings, send out notices, shall be custodian of correspondence files, and shall perform such other duties as may be assigned by the executive committee. Upon being succeeded in office he or she must turn over all Association records and correspondence to the successor.

Section 4. Treasurer. The treasurer shall receive and disburse all funds of the Association, and shall deposit or invest its money in a manner approved by the executive committee. The treasurer shall submit at the annual meeting a report of monies received and expended, amounts due the Association and an estimate of the resources and expenditures for the ensuing year. Upon being succeeded in office he or she must turn over all Association records and correspondence to the successor.

#### **Article 8. Nomination and Election of Officers.**

Section 1. Nominations. The president shall appoint a committee composed of the two past presidents and two members of the Association to be a nominating committee to select candidates for the offices of president, vice president, secretary and treasurer and to report names of nominees to the secretary not less than one month before the next annual meeting of the Association. Nominations may also be made from the floor during the annual meeting by any member in good standing in the Association.

Section 2. Election. Officers shall be elected at the annual meeting by verbal or written ballot of the members present at the meeting.

#### **Article 9. Executive Committee.**

Section 1. Members. There shall be an executive committee of this Association consisting of the president, vice president, secretary, treasurer, and the two preceding past presidents, whose duties shall be to plan the Association's activities, to represent the Association, determine projects and a budget therefor and to manage its affairs during intervals between meetings.

Section 2. Vacancies. The executive committee shall have the authority to fill any vacancies except that of the president occurring from any cause among the officers of the Association, such appointees to hold office for the balance of any unexpired term.

Section 3. Executive Committee Meetings. The executive committee shall meet quarterly and additional meetings may be called by the president or upon written request of any two of its members.

#### **Article 10. Committees.**

Section 1. Designation of Standing Committees. There shall be standing committees on membership and programs.

Section 2. Special Committees. The president may appoint special committees and define their duties. Special committees shall automatically cease to exist at the end of the term of office of the appointing president, unless continued by the new president.

Section 3. Local Bail Bond Board. At the time Officers are elected, the Membership shall also elect a licensed attorney practicing in Comal County, Texas, to serve on the local bail bond board as required by the laws of the State of Texas. The first election for such member to serve on said board shall occur no later than September 30, 2003. Such person so elected shall serve a one-year term ending May 30<sup>th</sup> of each year.

#### **Article 11. Appropriations and Expense.**

Section 1. Expenditure of Funds. Appropriations of Association funds for officer, committee or other expense shall be made by the executive committee. Such expenses must be incurred for the business activities of the Association. Such expenditures shall be reported on a quarterly basis to the membership.

Section 2. Liability for Expenditures. Any liability incurred by an Association officer or committee in excess of the appropriation authorized by the executive committee shall be the personal liability of the person or persons responsible for incurring or authorizing the same.

Section 3. Prior Approval. Any expenditure not related to the administrative functions (e.g., postage, printing, etc.) of the Association in excess of \$200.00 must be approved in advance by the membership at one of its monthly meetings or by four (4) out of six (6) members of the executive committee. A majority of the executive committee may approve expenditures for a lesser amount as long as such expenditure is made for the purpose of furthering the goals and objectives of the Association.

#### **Article 12. Indemnification.**

Section 1. Right to Indemnification. The Association shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitative, or investigative, including all appeals, by reason of the fact that that person is or was a director, officer, employee or agent of the Association. Indemnification shall be against all expenses, including, without limitation, attorneys' fees, court costs, expert witness fees, judgments, decrees, fines, penalties, and reasonable expenses actually incurred by the person in connection with the proceeding, except that if the person is found liable to the Association or is found liable on the basis that he or she improperly received personal benefit, indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the Association.

#### Section 2. Limitations on Indemnification.

- (a) No indemnification shall be made in respect of a proceeding in which the person is found liable on the basis that personal benefit was improperly received by him or her, or from a proceeding in which the person is found liable to the Association.
- (b) Indemnification under this Bylaw shall be available only after a determination has been made that the person acted in good faith and:

(1) in the case of conduct in an official capacity, reasonably believed his or her conduct to be in the best interests of the Association, or

(2) in all other cases, reasonably believed his or her conduct to be at least not opposed to the best interests of the Association.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself be determinative that the person failed to act in accordance with these requirements. A person shall be deemed to have been found liable in respect of any claim, issue, or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals from the judgment.

(c) The determination of indemnification required by Paragraph (b), above, must be made:

(1) by majority vote of a quorum of the executive committee not named as defendants or respondents in the proceeding; or

(2) if such a quorum cannot be obtained, by a majority vote of the members in a vote that excludes those members who are named defendants or respondents in the proceeding.

Authorization of indemnification and determination of reasonableness of expenses shall be made in the same manner as the determination that indemnification.

Section 3. Indemnity for Successful Defense. In spite of any limitations set forth in Section 2 above, to the extent that any person has been wholly successful on the merits or otherwise in defense of any proceeding referred to in those sections, that person shall be indemnified against all reasonable expenses incurred by him or her, including, without limitation, attorneys' fees, court costs, and expert witness fees.

Section 4. Advancement of Expenses. Reasonable expenses incurred by a director, officer, employee, or agent of the Association who was, is, or is threatened to be made a named defendant or respondent in an action, suit, or proceeding may be paid or reimbursed by the Association in advance of the final disposition as authorized by the executive committee. Before authorizing the advance, the executive committee must determine that under the facts then known indemnification would not be precluded under these Bylaws. In addition, the executive committee must receive:

(a) A written affirmation by the director, officer, employee, or agent involved of that person's good faith belief that he or she had met the standard of conduct necessary under these Bylaws for indemnification; and

(b) A written undertaking by or on behalf of the director, officer, or employee involved to repay the expenses if it is ultimately determined that he or she had not met the standard of conduct necessary under these Bylaws for indemnification.

Section 5. Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed to be exclusive of any other rights to which any person indemnified may be entitled under any regulation, agreement, vote of the members or disinterested directors, or otherwise. The indemnification provided by this Article shall not be deemed exclusive of any other power to indemnify

or right to indemnification that the Association or any person referred to in this Article may have or acquire under the laws of the State of Texas. Indemnification shall continue and inure to the benefit of the heirs, executors, and administrators of any person entitled to indemnification under this Article.

**Article 13. Amendments to Bylaws.**

Bylaws may be adopted, amended or rescinded by the majority vote of members present and voting at any annual regular or special meeting provided that notice of such a proposed change shall be given in writing to all members one week in advance of the meeting at which the vote is to be taken.

**Article 14. Effective Date.**

These bylaws shall be effective as of the 20<sup>th</sup> date of September, 2001. Those underlined changes shall be effective as of 21<sup>st</sup> date of March, 2002.