

AMENDED AND RESTATED BYLAWS  
of the  
DALLAS BAR ASSOCIATION

(as amended November 1, 2019)

ARTICLE I

The DALLAS BAR ASSOCIATION may be hereinafter referred to as the "Association." The purposes for which this Association is formed are set forth in the Amended and Restated Certificate of Formation.

ARTICLE II  
BOARD OF DIRECTORS

Section 1. **Number:** The corporate powers, business and property of the Association shall be exercised, conducted and controlled by a Board of twenty-six (26) Directors.

Section 2. **Election:** The Board of Directors (each a "Director" or "Board Member") shall consist of twelve (12) Directors elected by the Members of the Association, three (3) Directors-At-Large elected in accordance with the provisions of Article II, Section 4 of these Bylaws, and eleven (11) Directors who shall be the President, the President-Elect, the First Vice-President, the Second Vice-President, the Secretary-Treasurer, the immediate Past President of the Association and the Presidents (if Members of the Association) of the Dallas Association of Young Lawyers, the J.L. Turner Legal Association, the Dallas Hispanic Bar Association, the Dallas Asian American Bar Association, and the Dallas Women Lawyers Association (the "Sister Bar Directors"), all of whose terms shall be concurrent with their terms in office. The offices of six (6) of the twelve (12) elected Directors shall expire each year, and such offices shall be filled by election of Directors for a term of two (2) years. Any Director who ceases to be a Member of the Association, for any reason, or who is guilty of any conduct detrimental to the welfare of the Association, shall cease to be a Member of the Board of Directors as soon as a majority thereof shall pass a resolution to such effect.

Section 3. **Meetings:** As soon as practicable after January 1 next following the election of Officers and Directors, the newly elected Board shall hold a regular meeting and organize by the election of a Chair and a Vice-Chair and any other administrative officers, as provided in Article V of these Bylaws. Also at such meeting, the Board shall transact any other business. Notice of such meeting is here dispensed with.

In addition to the first meeting, the Board of Directors shall hold regular meetings at least once each month, unless otherwise cancelled by the President, at such time and place as the Board may determine. The Board shall elect the Dallas Bar Foundation Trustees at its regular meeting in October.

Section 4. **Directors-At-Large:** The Board shall, during its first regular meeting in each calendar year, select one (1) Director-At-Large to serve for a term of two (2) years

and one (1) Director-at-Large who shall be a judge sitting in Dallas County who is a Member of the Association to serve for a term of one (1) year. No member shall serve as a Director-At-Large for more than one (1) term. Directors-At-Large shall have the same powers and duties as any other Director of the Association.

Section 5. **Special Meetings:** A Special Meeting of the Board of Directors shall be held whenever called by the Chair, or in his or her absence the Vice-Chair, or by the President, or by a majority of the Directors. Any and all business may be transacted at a Special Meeting.

Section 6. **Notice of Meetings:** Notice of all meetings of the Board of Directors shall be mailed (which may be by electronic mail) to each Director at his or her last known address at least three (3) days prior to the time of each meeting. The Directors may, by unanimous consent, hold a meeting for the transaction of any and all business by entering an order on the minutes to that effect, or to execute a waiver to be attached to the minutes.

Section 7. **Vacancies:** If a vacancy shall occur on the Board of Directors, among members elected as Directors only, the vacancy shall be filled by election by the other members of the Board of Directors in office; and such new Director shall hold office until the expiration of the term of his or her predecessor. In the event that any Board member, including the Sister Bar Directors, fails to attend five (5) regular meetings during any calendar year, the office of such Board member shall become vacant, unless otherwise determined by the Board of Directors. If a Sister Bar Director vacancy occurs, the vacancy shall be filled by the association whose Sister Bar Director position became vacant. For purposes of this Section 7 a regular meeting shall be defined as a meeting when at least fifteen (15) days notice (which may be by electronic mail) has been given to the Board members.

Section 8. **Quorum:** A majority of the Directors shall constitute a quorum of the Board at all meetings.

Section 9. **Advisory Directors:** The delegates of the Association to the House of Delegates of the American Bar Association, the members from Dallas County of the Board of Directors of the State Bar of Texas (including President-Elect and President), and the Presidents-Elect of the Dallas Association of Young Lawyers, the J.L. Turner Legal Association, the Dallas Hispanic Bar Association, the Dallas Asian American Bar Association, and the Dallas Women Lawyers Association shall each be an ex-officio Advisory Director of the Association. Advisory Directors must also be Members of the Association. Advisory Directors shall have all the privileges of a Director of the Association, except the right to vote. However, any person who is duly elected as a Director of the Association shall not be disqualified from serving because such person holds one of the offices named in the first sentence of this Section 9.

ARTICLE III  
POWERS OF DIRECTORS

The Directors shall have the power:

1. To conduct, manage and control the affairs and business of the Association; and to make rules and regulations for the guidance of the officers and management of its affairs; and
2. To appoint and remove, at their sole discretion, all agents and employees of the Association, prescribe their duties, fix their compensation and require from them, if available, security for faithful service; provided, however, no relative of any Officer or Director shall be employed in any capacity; and
3. To call Special Meetings of the Members when they deem it necessary; and they must call a meeting at any time upon written request of ten percent (10%) of the Members; and
4. To select one or more financial service companies to act as depository of the funds of the Association, and to determine the manner of receiving, depositing and disbursing the same; and, form of checks and person or persons by whom same shall be signed, with the power to change such depositories, or person or persons signing such checks, and terms thereof, at will; and
5. To elect and remove the Trustees of the Dallas Bar Foundation in the manner and for the terms prescribed by the Foundation's Articles of Incorporation and Bylaws.

ARTICLE IV  
DUTIES OF DIRECTORS

It shall be the duty of the Board of Directors:

1. To keep a complete record of all its acts, and of the proceedings of its meetings, and it may present a full statement at the regular Annual Meeting of the Members, showing in detail the condition of the affairs of the Association; and
2. To supervise all agents and employees and see that their duties are properly performed; and
3. To establish rules and regulations with respect to applications for and admissions to membership; provided, however, that rules and regulations promulgated under this section shall not limit or restrict the power of the Board of Directors to review and to approve or reject any application referred to the Board; and
4. To install such system of bookkeeping and auditing that each Member may know and be advised, from time to time, fully concerning the receipts and disbursements of the Association, and provide an accounting period on which the books and records shall be kept.

ARTICLE V  
OFFICERS

Section 1. **Officers:** The Officers of the Association shall be a President, a President-Elect, a First Vice-President, a Second Vice-President, a Secretary-Treasurer, and an Immediate Past-President, together with any other administrative officers whom the Board of Directors may see fit, in its discretion, to provide for by resolution entered upon its minutes. The President-Elect for the preceding year shall be the President, the President for the preceding year shall be the Immediate Past President, and there shall be elected a President-Elect, a First Vice-President, a Second Vice-President and a Secretary-Treasurer. Except as hereinafter provided, each of said Officers shall serve for a term of one (1) year and none of them shall succeed themselves.

Section 2. **Vacancy in Office of President:** If the office of President shall become vacant, the President-Elect shall succeed to such office.

Section 3. **Vacancy in Office of President-Elect:** If a vacancy shall occur in the office of President-Elect more than sixty (60) days prior to the next Annual Meeting of the Members, because the President-Elect has succeeded to the office of President to fill the unexpired term of the President or because of any other reason, a meeting of the Association shall be held within thirty (30) days after the occurrence of such vacancy upon two (2) weeks notice (which may be by electronic mail) being given to all Members of the Association by the President then serving, at which meeting nominations shall be made and an election shall be held to fill such vacancy in the same manner provided in Article XII hereof, and the President-Elect then chosen shall immediately, upon such election, assume office for the unexpired term of his or her predecessor.

Section 4. **Additional Term:** (a) If an Officer shall have served as President by virtue of succession pursuant to Section 2 of this Article V, he or she shall serve an additional one (1) year term in such office.

(b) If an Officer shall have served as President-Elect by virtue of election pursuant to Section 3 of this Article V to fill a vacancy created when his or her predecessor succeeded to the Presidency pursuant to Section 2 of this Article V, he or she shall serve an additional one (1) year term in the office of President-Elect and such office shall not be open for nominations at the Annual Meeting of the Members next following his or her election as President-Elect.

Section 5. **Other Vacancy:** If a vacancy shall occur in the office of First Vice-President, Second Vice-President, or Secretary-Treasurer, the Board of Directors shall, by majority vote, fill such vacancy and the person so elected shall serve for the unexpired term of his or her predecessor.

ARTICLE VI  
DUTIES OF OFFICERS

Section 1. **President:** The President shall:

(a) Preside over all meetings of the Members of the Association; and

(b) Call Special Meetings of the Members of the Association; and

(c) Perform all acts and duties usually performed by an executive and presiding officer; and

(d) Sign such papers of the Association as he or she may be authorized or directed to sign by the Board of Directors from time to time, as well as all other papers as provided by law.

Section 2. **President-Elect, Vice-Presidents and the Immediate Past President:** In the absence of the President, the duties of the President shall be performed by the President-Elect, but if he or she is absent, then by the First Vice-President, or in his or her absence, then by the Second Vice-President. In addition, the President-Elect, the First Vice-President, the Second Vice-President, and the Immediate Past President shall perform such duties as may be assigned to them from time to time by the President or the Board of Directors.

Section 3. **Secretary-Treasurer:** The Secretary-Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association or which the Association may hold in fiduciary capacity; shall deposit all such funds in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general shall perform all duties incident to the office of Secretary-Treasurer and such other duties as may be assigned to him or her from time to time by the President or by the Board of Directors.

He or she shall sign such papers pertaining to the Association as he or she may be authorized or directed to do by the Board of Directors.

He or she shall serve all notices required by the law and by these Bylaws and shall make full report of all matters of business pertaining to his or her office to the Members at the Annual Meeting.

He or she shall keep or cause to be kept a membership list containing the names of all persons, alphabetically arranged, who are, or who shall become, Members of the Association. The Board of Directors may delegate any or all of such duties to an Executive Director to be selected by the Board.

## ARTICLE VII

### EXECUTIVE COMMITTEE AND FINANCE COMMITTEE

Section 1. **Executive Committee:** The Board of Directors shall have the power to appoint from its members an Executive Committee of at least five (5) members and to determine its tenure of office and its powers and duties. Such Executive Committee shall include the President, the President-Elect, the First Vice-President, the Second Vice-President, the Chair and any other members of the Board of

Directors as determined by the President. Such Executive Committee shall prescribe its own rules of procedure.

Section 2. **Finance Committee:** The Board of Directors shall have the power to appoint from its members a Finance Committee of not less than five (5) members, one of whom shall be the Secretary-Treasurer of the Association. The Finance Committee shall exercise general supervision over the finances of the Association, including its books and accounts. The Finance Committee shall keep itself informed as to the financial status of the Association and the condition of the budget and shall make periodic reports thereof to the Board of Directors. The Finance Committee shall, as expeditiously as practicable after its appointment, submit to the Board of Directors a proposed budget for the ensuing year.

## ARTICLE VIII COMMITTEES AND SECTIONS

Section 1: **Committees:** It shall be the duty of the President, on or about his or her commencement of duties, to appoint from the Members of the Association, Committees to serve during his or her term of office, except to the extent that a longer term is specified.

1.01. **Review by Directors:** The President shall be an ex-officio member of all Committees. The action of all Committees is subject to the review by the Board of Directors. The President may refer any matter being considered by a Committee to the Board of Directors for its consideration, in which event the action or decision by the Board of Directors shall be conclusive on such matter. The Chair, Vice-Chair and members of each of the Committees shall serve at and subject to the pleasure of the Board of Directors. The Board of Directors may restrict or enlarge the duties of any Committee.

1.02. **Limitation on Committees:** No Committee shall commit the Association or take any action in the name of the Association or make any public statements in the name of the Association or the Committee without first obtaining the express approval of the President and the Board of Directors of the Association, or complying in all respects with the policies and procedures from time to time adopted by the Board of Directors.

1.03. **Board Actions:** The Board of Directors may from time to time authorize any Committees of the Association to be organized, operated, combined or discontinued as in its discretion it deems necessary.

1.04. **Judicial Evaluation Poll:** When directed by the Board of Directors, the Judiciary Committee shall from time to time conduct a poll of the membership in accordance with the following provisions:

1. On the third Monday of May of each year that precedes a year in which there will be a general election, or as otherwise directed by the Board of Directors, the Judiciary Committee of the Association shall cause to be conducted among Members of the Association a Judicial Evaluation Poll, inquiring into the conduct of the judges of Dallas County

as to the administration of the judicial business of their respective courts.

Each such Judicial Evaluation Poll shall be conducted as provided herein.

2. The Judicial Evaluation Poll shall cover each of the following judges (either in alphabetical order or appropriately categorized according to the nature of the jurisdiction of his or her court) who has served for a period of one (1) or more years (not necessarily immediately prior to said poll) in a judicial office as to which admission to the Bar is a statutory prerequisite:

(a) Each incumbent judge, including judges of the Dallas Court of Appeals.

(b) Each other judge who frequently serves in Courts in Dallas County, as determined by the Board of Directors.

(c) Each United States District Judge who regularly serves in Dallas County, as determined by the Board of Directors.

(d) Each magistrate, master or other hearing officer who regularly serves in Dallas County, as determined by the Board of Directors.

3. The form of the ballot to be used in each Judicial Evaluation Poll shall be determined by the Board of Directors, with the assistance of the Judiciary Committee, if requested, and may contain inquiries about the performance of each judge in the district, such as:

(a) Inquiry as to whether the Member casting the ballot has sufficient information to evaluate each judge.

(b) An inquiry into each Member's opinion, if any, of the manner in which each judge has conducted his or her court regarding specific matters such as the following:

(i) Is this judge hard-working?

(ii) Is this judge impartial?

(iii) Does this judge demonstrate adequate knowledge of the law?

(iv) Does this judge demonstrate a proper judicial temperament and demeanor?

(v) Do you approve of this judge's overall performance?

With reference to each question, general or specific, the ballot may provide for a "yes," "no," and "no opinion" answer.

4. The form of ballot shall contain an admonition to the effect that the ballot received by the Member is his or her own and that in casting the ballot he or she should be guided by his or her own judgment and experience and should have

sufficient knowledge to answer those questions on which he or she desires to record an answer.

5. After said ballot has been prepared and within the period of time required, a ballot shall be mailed (which may be by electronic mail) with a return envelope (if not sent by electronic mail) to each Member of the Association in good standing. A notice shall be sent with each ballot requiring that the ballot, in order to be considered, must be completed and returned to the Association within fifteen (15) days of the date of mailing (which may be by electronic mail) by the Association, provided that if the fifteenth day is a Saturday, Sunday or legal holiday, the ballot must be returned no later than the next day after the fifteen day period which is neither a Saturday, Sunday or legal holiday. As soon as practicable after the expiration of the voting period, those ballots that have been returned within the time limits shall be counted by any means that the Judiciary Committee determines will assure accuracy.

6. The answers to each inquiry shall be tabulated separately with respect to each judge and shall report the following:

(a) The total number of ballots returned; and,

(b) The total number of "yes" and "no" votes received to each general and specific question propounded about each judge.

7. The results of such Judicial Evaluation Poll shall be summarized as soon as practicable in a report signed by the Chair or Vice-Chair of the Judiciary Committee, or their designees, which shall be filed with the Secretary-Treasurer of the Association and communicated to the Members of the Association.

8. The expenses of such poll shall be borne by the Association.

Section 2. **Sections:** The Board of Directors may from time to time authorize Sections of the Association to be organized, operated, combined or discontinued as in its discretion it deems necessary. Any attorney member of a Section must be a Member in good standing of the Association. Subject to the prior approval of the Board of Directors, each Section shall have the power to adopt and amend bylaws for its own governance, including assessment of Section dues. No Section shall commit the Association, or take action in the name of the Association, or make public statements in the name of the Association or the Section, without first obtaining the express approval of the President and the Board of Directors of the Association, or complying in all respects with the policies and procedures from time to time adopted by the Board of Directors.

## ARTICLE IX BORROWING MONEY

The Board of Directors shall have the power, by affirmative vote of two-thirds (2/3) of its members, to borrow money for any corporate purpose on open account or upon

any assets of the Association in such amounts and upon such terms and conditions as may from time to time seem to the Board advisable and/or necessary.

## ARTICLE X PUBLICATIONS

The Board of Directors shall have the power in its discretion to publish, provide and maintain such periodicals, papers and other publications as in its discretion it may deem beneficial and advantageous to the Members, and prescribe rules and regulations pertaining thereto.

## ARTICLE XI MEMBERSHIP

Section 1. **Classes of Members:** The Membership of the Association shall consist of regular members, non-resident members, sustaining members, life members, law school faculty members, law student members, honorary members, emeritus members, retired/inactive members, judiciary members, government attorney members, and minority bar association members.

Section 2. **Regular Members:** Licensed attorneys who reside or have an office within Dallas County, Texas, or in any county contiguous thereto, shall be eligible to apply for regular membership.

Section 3. **Non-Resident Members:** Licensed attorneys who neither reside nor have an office within Dallas County, Texas, nor in a county contiguous thereto, shall be eligible to apply for non-resident membership.

Section 4. **Sustaining Members:** The Board of Directors from time to time may establish such classes of sustaining memberships as it may deem appropriate. Any Member of the Association in good standing may become a sustaining member of any such class upon payment of the dues determined by the Board of Directors for such class of sustaining membership. Any class of membership so established may be abolished by the Board of Directors provided that the abolition of any such class shall not terminate the membership of any member of such class for the period for which he or she shall have paid the prescribed dues.

Section 5. **Life Members:** Any Member of the Association may become a life member upon election to life membership by the Board of Directors and payment of the sum then determined for life membership by the Board of Directors.

Section 6. **Law School Faculty Members:** Licensed attorneys who are members of the faculty of a law school devoting their full time to law school work and not maintaining an office for the practice of law shall be eligible to apply for law school faculty membership.

Section 7. **Law Student Members:** Persons who are enrolled in and attending an accredited law school shall be eligible to apply for law student membership.

Section 8. **Honorary Members:** The Board of Directors, or the Members, may elect to honorary membership any member of the legal profession, who, in their opinion, has made an outstanding contribution to the administration of justice or the advancement of the profession. Honorary members shall not be required to pay annual dues to the Association.

Section 9. **Emeritus Member:** Licensed attorneys who have been licensed to practice law for over fifty (50) years shall be eligible to apply for emeritus membership. Emeritus members shall not be required to pay annual dues to the Association.

Section 10. **Retired/Inactive Members:** Licensed attorneys who have retired and/or have been placed on inactive status by the State Bar shall be eligible to apply for retired/inactive membership.

Section 11. **Judiciary Members:** Any licensed attorney who serves as a current member of the federal, state or local judiciary shall be eligible to apply for judiciary membership.

Section 12. **Government Attorney Members:** Any licensed attorney who is employed by a government agency shall be eligible to apply for government attorney membership.

Section 13. **Minority Bar Association Members:** Any licensed attorney who is a current member of the Dallas Asian-American Bar Association, the Dallas Hispanic Bar Association, or the J.L. Turner Legal Association shall be eligible to apply for minority bar association membership.

Section 14. **Change of Class:** With the approval of the Board of Directors a Member may change from one class of membership to another class of membership to which he or she is eligible.

Section 15. **Privileges:** All Members in good standing shall be entitled to all rights and privileges of membership except that non-resident, law student, emeritus, retired/inactive and honorary members shall not be entitled to vote or hold office. The Board of Directors may grant specified privileges of the Association to non-Members upon such terms as it may deem appropriate.

Section 16. **Dues:** Except with respect to honorary and emeritus members, in order to be a Member in good standing, each Member shall pay dues in such amounts and at such times as the Board of Directors may provide, which dues may vary according to age, length of practice, or other reasonable standards of classification.

Section 17. **Termination or Suspension of Membership:**

(a) The membership of any person who has failed or shall hereafter fail to pay his or her dues or any other indebtedness to the Association on or before the date due shall be terminated or suspended as provided by such rules

and regulations as may be adopted by the Board of Directors from time to time, provided, however, that no membership may be terminated or suspended under this subsection (a) unless such dues or other indebtedness are delinquent for at least sixty (60) days nor without prior written notice of such proposed action mailed (which may be by electronic mail) to such delinquent Member at his or her address shown on the records of the Association.

(b) Any Member may voluntarily withdraw from membership in the Association by notifying the Association in writing of his or her desire to withdraw. Such withdrawal shall not operate to discharge any indebtedness due the Association which accrued prior to withdrawal.

(c) The membership of any Member shall terminate if and when such Member ceases to possess the qualifications necessary for any class of original membership as prescribed by this Article. Any question arising hereunder shall be determined by the Board of Directors.

(d) Any Member who may otherwise refuse or fail to comply with the Bylaws of the Association may, upon notice and hearing before the Board of Directors, or before a committee selected and designated for that purpose by said Board, be dropped or suspended by the Board of Directors from membership in the Association. Written notice of the hearing for said purpose shall be mailed (which may be by electronic mail) to such Member at his or her address shown on the records of the Association at least thirty (30) days prior to such hearing.

(e) The Board of Directors may after reasonable notice and hearing terminate the membership of any Member whose conduct is in its opinion detrimental to the best interest of the Association or the legal profession generally.

Section 18. **Reinstatement:** When any person has ceased to be a Member of the Association for any cause, the Board of Directors may reinstate such person to membership in accordance with such rules and regulations as may be adopted by the Board of Directors from time to time.

## ARTICLE XII MEETINGS OF MEMBERS

Section 1. **Annual Meeting:** The Annual Meeting of the Members shall be held at Dallas, Texas, at 4:00 p.m. on the first Friday of November of each year at the Headquarters of the Association unless another place in the City of Dallas be designated by the Board of Directors for the purpose of nominating Officers (except the President and the immediate Past President, and except the President-Elect where the incumbent has been elected under the circumstances stated in Section 4(b) of Article V and is then serving out the unexpired term of his or her predecessor President-Elect) and the Directors and transacting other business as may come before the meeting. The nomination and election of said Officers and Directors shall be in the following manner:

(a) **Method of Nominations:** Nominations for the respective offices of the Association then to be filled, both Officers and Directors, shall be made from the floor from among the membership.

(b) **Officers:** The two (2) persons receiving the highest number of votes at the Annual Meeting for each respective office to be filled shall be the nominees for the respective offices.

(c) **Directors:** Six (6) Directors are to be elected annually. If no more than ten (10) Members are nominated at the Annual Meeting for Directors, they shall be the nominees for Directors. If more than ten (10) are nominated at the Annual Meeting, the number shall be reduced to ten (10) by the Members present and voting by written ballot for ten (10) nominees. The ten (10) nominees receiving the highest number of votes, on a plurality basis, shall be the nominees for Directors.

(d) **Written Secret Ballot:** Within ten (10) days from the date of such nominations for Officers and Directors, a printed ballot containing the names of such nominees shall be mailed (which may be by electronic mail) to all Members of the Association entitled to vote and whose dues for the preceding year have been paid, with notice to such Members of the Association that they may vote for one (1) of the persons nominated as an Officer for each respective office and that they shall vote for exactly six (6) of the persons nominated as Directors and that ballots reflecting votes by Members for more or less than six (6) persons nominated as Directors will not be counted in such election of Directors. In the case of Officers, the nominee for each office who received a majority of the written ballots cast for that office shall be the Officer chosen for that office. In the case of Directors, the six (6) nominees receiving the highest number of votes on a plurality basis shall be the Directors chosen. The written ballot mailed to the Members and the manner of its return shall be designed to preserve secrecy of the ballot. Said notice shall require that the ballots so mailed shall be returned to the office of the Association by 5:00 p.m. on the tenth day following the date of mailing of such notice.

(e) **Canvass of Ballots and Certification:** As soon as practicable after the date of mailing (which may be by electronic mail) of such notice the ballots, shall be canvassed by a committee of not less than three (3) Members of the Association who shall have theretofore been appointed by the President. The findings of such committee, based upon said canvass of such ballots, shall be immediately, and within not more than forty-eight (48) hours from the date of canvass, certified to the President of the Association, who shall thereupon announce the results of such election, and thereupon, and simultaneously with such announcement, the Officers and Directors shall be deemed to be elected and qualified for the offices to which they have been elected through such means; provided, however, that such newly elected Officers and Directors shall assume their said offices on January 1 next following their said election, notwithstanding that the formal installation of such Officers and Directors may occur at a later date.

(f) **Uncontested Election:** In the event that any candidate should be nominated without opposition, such candidate shall, upon a vote being cast for him or her at the time of such nomination be declared elected, without his or her name being placed on the written ballot mentioned above.

Section 2. **Special Meetings:** A Special Meeting of the Members may be called at any time by the President, or by a majority of the Board of Directors, or upon written request of ten percent (10%) of the Members. Each such call shall be in writing and shall state the time, place and purpose of such meeting, and no business shall be transacted at a Special Meeting other than as stated in the purpose of the call.

Section 3. **Notice of Meetings:** Notice of each Annual or Special Meeting of the Members shall be mailed to each Member of the Association at the Member's address as it shall appear upon the books of the Association. Such notice shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by facsimile transmission, or by mail (which may be by electronic mail), by or at the direction of the President, the Secretary, or the Officers or persons calling the meeting, to each Member entitled to vote at such meeting. Any such notice shall state the time, place and purpose of the meeting to which it relates.

Section 4. **Quorum:** Fifty (50) Members in good standing entitled to vote shall constitute a quorum at any meeting of the Members of the Association; provided that if a quorum is not present at any meeting, a majority of the Members present may adjourn the meeting from time to time without further notice.

Section 5. **Clinic Meetings:** The Board of Directors may provide for stated meetings, or Clinics, of the Members for the benefit of the Members by entering a resolution on the minutes of its meeting to that effect and shall prescribe rules and regulations governing the proceedings of such meetings.

Section 6. **Voting:** Each Member (except non-resident, emeritus, law student, retired/inactive and honorary Members) shall be entitled to one (1) vote; provided, however, that (i) no Member may vote by proxy either at any Annual or Special Meeting of the Members or on any ballot, and (ii) no Member shall be entitled to vote if at the time of voting such Member's dues for the preceding calendar year shall not have been paid in full.

Section 7. **Notice of Resolutions:** No resolution shall be acted on by the Association unless it be filed in writing with the Executive Director not later than 5:00 p.m. on the tenth (10th) day preceding the meeting at which it will be offered, and notice in writing shall be given by the President, or by the Executive Director under order of the President, to the Members of the Association (which may be by electronic mail) in sufficient time to be received by said Members not later than four (4) days preceding such meeting, except with respect to Memorial Resolutions submitted at the Annual Meeting. Such notice shall state the time when such

resolution will be offered and shall contain a brief statement of the subject matter of the resolution; provided, however, that in event of introduction and second of a resolution at a meeting without such previous notice, this rule may be suspended by unanimous consent of the Members present and voting at the meeting at which it is offered.

Section 8. **Consent in Lieu of Meeting:** Anything hereinabove contained to the contrary notwithstanding, any action which could be taken by the Members of the Association, the Board of Directors, or any Committee or Section, at a meeting called in accordance with the provisions hereof, may be taken without a meeting provided that such action is consented to in writing by not less than the minimum number of Members, Directors, or Committee or Section Members, respectively, sufficient to take such action if voting in person at a properly called meeting of all Members, Directors, Section or Committee Members, provided that: (i) notice of such proposed action shall have been given to all persons entitled to vote thereon prior to taking same; (ii) all signed consents must be dated, and the earliest and latest date may not be more than sixty (60) days apart; (iii) prompt notice of the action taken shall be given to those entitled to vote thereon who did not consent to such action; and, (iv) any documents filed with the Secretary of State as a result of such action must contain a statement that written consent to the action was obtained in accordance with the Texas Business Organizations Code (TBOC), and notice was given to the Members, Directors, or Committee or Section Members who did not consent. Such notice or written consent may be transmitted by electronic mail, facsimile, or similar means as well as by mail or courier or in person.

## ARTICLE XIII SEAL

The Seal of the Association shall contain these words: DALLAS BAR ASSOCIATION; said Seal to be in circular form with a star in the center.

## ARTICLE XIV AMENDMENT OF THE BYLAWS

Section 1. **Amendment:** The Bylaws may be amended in such one of the following methods as shall be prescribed by the Board of Directors for particular proposed amendment or amendments:

(a) At any Annual Meeting of the Members by the favorable vote of a majority of the Members present at such meeting and entitled to vote, and no notice of the proposed amendment or amendments need be given other than a statement that amendment or amendments to the Bylaws will be considered at such meeting;

(b) At any Special Meeting of the Members by the favorable vote of a majority of the Members present at such meeting and entitled to vote, provided that the notice of such meeting shall set out the proposed amendment or amendments, or a summary thereof;

(c) By the favorable vote of a majority of the written votes duly and timely cast by Members entitled to vote, by a ballot that is mailed (which may be by electronic mail) to each such Member at such Member's address as shown by the books of the Association, provided that there shall be enclosed with such ballot the proposed amendment or amendments, or a summary thereof. The Directors shall determine the manner in which the amendment or amendments shall be submitted on the ballot and the time for return of the ballot.

Section 2. **Approval by Board of Directors:** No proposed amendment or amendments may be submitted to the Members unless and until such proposed amendment or amendments shall have been approved by the Board of Directors.

## ARTICLE XV INDEMNITY AND INSURANCE

The Association shall indemnify any person who is or was a Director, Officer, or employee of the Association and any person who serves or served at the Association's request as a director, officer, or employee. The Association may indemnify an agent of the Association or any person who serves or served at the Association's request as an agent. Any indemnification shall be provided as follows:

1. In the case of a suit or claim based on acts or omissions within the course and scope of activities of the Association against the person named hereinabove by reason of the person's holding a position set forth above, the Association shall indemnify such person to the fullest extent permitted by law and the TBOC against all expenses (including attorney's fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person is successful on the merits or otherwise, or if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect to 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 the person's duty to the Association, unless (and only to the extent that) the Court in which the suit was brought shall determine, upon application, that, despite the adjudication but in view of all the circumstances, such person is fairly and reasonably entitled to indemnity for such expenses as the Court shall deem proper.

2. In the case of a threatened, pending or completed suit, action or proceeding (whether civil, criminal, administrative or investigative), other than a suit by or in the right of the Association, together hereafter referred to as a non-derivative suit, against the person named hereinabove by reason of the person's holding a position set forth above, the Association shall indemnify the person against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the defense or settlement of such action, suit or proceeding if the person is successful on the merits or otherwise or if the person acted in good faith in the transaction which is the subject of the non-derivative suit to the best interest of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to

believe that person's conduct was unlawful. The termination of a non-derivative suit 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 the person reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that person's conduct was unlawful.

3. Indemnification provided under Paragraphs 1 and 2 above shall be by the Association (except as provided in Paragraph 1 hereof) only upon a determination in the specific case that indemnification of the Director or Officer is proper under the circumstances because the person has met the applicable standard of conduct set forth in Paragraph 2 hereof. Such determination shall be made (1) by the Board of Directors by majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by vote of the Members and may be prorated so as to indemnify each person as to some matters but not others.

4. The Association may pay in advance any expenses (including attorney's fees) which may become subject to indemnification hereunder if (1) the Board of Directors authorizes the specific payment and (2) the person receiving the payment undertakes in writing to repay unless it is ultimately determined that the person is entitled to indemnification by the Association under this Article.

5. To obtain indemnification or an expense advance, the indemnitee shall submit to the Association a dated, written request by certified mail with such information as is reasonably available to such indemnitee. If the expense advance is to be paid prior to final disposition of the proceeding, there shall be included a written statement of such indemnitee's good faith belief that such indemnitee has met the necessary standard of good conduct under the Texas Non-Profit Corporation Act and under this Article XV commits to repay any amount paid if it is ultimately determined that those conduct requirements were not met. Upon receipt of the request, the Association shall determine (whether made by special counsel or otherwise) the indemnitee's entitlement to indemnification or an expense advance. If the request is rejected, the Association shall notify the indemnitee in writing by certified mail of the reason therefor. If within sixty (60) days of the Association's receipt of the request, the request for payment is rejected or not acted on, the indemnitee shall have the right to an adjudication in any court of competent jurisdiction of such indemnitee's entitlement to such indemnification or expense advance.

6. The indemnification provided herein shall not be exclusive of any of the rights to which a person may be entitled by law, the Bylaws of the Association, agreement, vote of Members or disinterested Directors or otherwise, shall continue as to the person who has ceased to hold such position and shall inure to that person's heirs, executors and administrators.

7. The Association shall purchase and maintain insurance on behalf of any person who holds or who has held any position named hereinabove that provides reasonable coverage for any liability asserted against the person and any liability or expenses incurred by the person in any such position, or arising out of the person's status as such, whether or not the Association would have authority to indemnify that person against such liability under the provisions of this Article XV or otherwise (e.g., Directors & Officers Insurance).

8. The Association may purchase such other forms and types of insurance coverage as the Board of Directors deems appropriate for the business and activities of the Association.

#### ARTICLE XVI ELECTRONIC VOTING & DELIVERY OF NOTICE

Electronic and other means of casting votes may be permitted in accordance with rules and verification procedures established from time to time by the Dallas Bar Association Board of Directors and delineated on the ballot. Similarly, any notice to be provided by the Association to the Members, under these Bylaws or otherwise, may be provided by electronic means, using the most current electronic addresses on file with the Association.