

**BY-LAWS OF  
HIDALGO COUNTY YOUNG LAWYERS ASSOCIATION, INC.**

**ARTICLE I  
NAME AND PURPOSE**

**1.1 Name.** The name of the corporation is the Hidalgo County Young Lawyers 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, (1) serving the Hidalgo County community; (2) facilitating the administration of justice; (3) fostering respect of the law among the citizens of Hidalgo County, Texas by serving the public, advancing the standards of integrity, honor, and professional courtesy among the young lawyers of Hidalgo County, Texas; and (4) establishing a close relationship among the young lawyer associations in Texas, Texas Young Lawyers Association, American Bar Association/Young Lawyer Division, State Bar of Texas, American Bar Association and other legal organizations in furtherance of the aforementioned purposes.

**ARTICLE II  
MEMBERSHIP**

**2.1 Regular Members.** Any person duly licensed to practice law in the State of Texas who is 40 years of age or under on July 1 of any calendar year, or who was initially licensed within 60 months prior to July 1 of any calendar year, shall be eligible to become a regular Member in the Association upon payment of dues prescribed by these By-laws.

**2.2 Affiliate Members.** Any member of the legal profession currently admitted to practice before the highest court of any state, serving on active duty in the Armed Forces, or admitted to the bar in a foreign country who is 40 years of age or under on July 1 of any calendar year, or who was initially licensed within 60 months prior to July 1 of any calendar year, shall be eligible to become an Affiliate Member upon payment of the dues prescribed by these By-laws. Affiliate Members shall have the right to vote, but shall not be eligible to hold office in the Association.

**2.3 Sustaining Members.** Any person duly licensed to practice law in the State of Texas who does not meet the definition of Regular Members as set out in 2.1 above shall be eligible to become a Sustaining Member upon payment of dues as prescribed by the By-laws. Sustaining Members shall not have the right to vote or hold office.

**2.4 Application for Membership.** Application for membership in the Association shall be in such form and manner as prescribed by the Board and shall be accompanied by the full amount of dues prescribed by these By-laws.

**2.5 Dues.** Annual dues for Regular, Affiliate, or Sustaining Members shall be determined by a majority vote of the Board of Directors from time to time.

**2.6 Meeting of the Membership.** Meetings of the membership shall be held at such time and place as the president, or a majority of the Board, shall designate by written or electronic notice to the membership.

**2.7 Quorum and Voting.** At all the meetings of the membership, the voting members present shall constitute a quorum for the transaction of business. At all the meetings of the membership, voting shall be by majority vote of the voting members present, except as otherwise provided by these By-laws.

### **ARTICLE III BOARD OF DIRECTORS**

**3.1 Number, Tenure, Term Limits and Vacancies.** 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). The Board shall consist of the officers of the Association, eight directors elected by the membership, the executive committee (secretary, treasurer, president-elect, and president) elected by the membership, and the immediate past president of the Association. All officers and directors must be members in good standing of the Association and the State Bar. Directors shall serve for a term of two years each in staggered terms, such that four directors are elected each year. Officers shall serve one-year terms. If a director accepts a nomination for an officer position before his or her term as director has expired, the director forfeits the remainder of his or her term, and the vacancy for

the remainder of the term will be filled by an election of the general membership as provided in Article IV.

**3.2 Meetings.** Regular meetings of the Board shall be held at such times and places as the president shall direct by reasonable notice to the Board members. The Board may establish a regular time and place for Board meetings so that members of the Association may attend. Special meetings of the Board shall be held whenever called by the president of the Association or upon the written or electronic request of any three (3) members of the Board, and the secretary and president shall give sufficient notice of such meetings personally, by mail, electronically, or by telephone to enable the Board members so notified to attend such meetings. The president is to be notified within two (2) days of all meetings of matters that require a vote of the Board, so that such matters may be placed on the agenda.

**3.3 Parliamentary Procedure.** All meetings will be conducted in accordance with Robert's Rules of Order.

**3.4 Quorum for Board of Directors Meetings.** A majority of the voting members of the Board shall constitute a quorum for the transaction of business at all meetings convened according to these By-laws. Voting shall be by majority vote of those present. The President should not participate in the vote, unless there is a tie.

**3.5 Attendance at Meetings.** It is the duty of each officer and director to attend meetings of the Board. Any officer or director who accumulates three (3) successive absences or five (5) total absences annually is subject to removal from office as hereinafter set forth. Upon the occurrence of the third consecutive absence or the fifth absence in one year of such officer or director, the secretary shall notify each officer or director including the offending officer or director. Unless good cause for one or more such absences is shown, the offending officer or director may be removed from office by a vote in accordance with Section 3.4 of these By-laws at the next meeting of the Board. If such officer or director is removed from office, the vacancy shall be filled in accordance with section 4.7 of these By-laws.

**3.6 Membership Meetings.** It is the duty of each of officer and director to attend meetings of the membership.

**ARTICLE IV**  
**ELECTION OF OFFICERS AND DIRECTORS**

**4.1**     **Nominations.** The general membership (including the directors and officers) of the Association shall nominate candidates for officers and directors. The secretary of the Association shall announce the opening of nominations for officers and directors at a time designated by the Board. Nominations for officers and directors shall be submitted to the secretary not later than three weeks before the election date.

**4.2**     **Notice of Elections.** The membership of this Association shall receive notice of the elections for officers and directors by announcement as prescribed by the Board at least 30 days prior to the election. The Board shall direct the manner of announcing those nominated for positions.

**4.3**     **Elections.** Elections shall be concluded at least five days prior to the end of the fiscal year. The voting period shall end at the elections meeting. Ballots shall contain the names of the nominees for officers and directors. The form of ballot shall be as designated by the Board of Directors. The Board of Directors shall take such measures, as it deems appropriate, to protect the integrity of the balloting process. Proxy voting is not permitted.

**4.4**     **Voting.** Each voting member shall vote for no more than one nominee for each office and for up to as many nominees listed on the ballot for director as there are director positions available. Voting for the director places will be cumulative voting, and directors will not run for any particular one of the places up for election.

**4.5**     **Tabulating the Ballots.** The president, and other members of the Board of Directors who are not nominees, shall open, count and tally any votes cast by paper ballot. The nominee receiving the plurality of votes cast for an office shall be declared elected to that office. The nominees for director receiving the highest number of votes shall be certified as the duly elected directors. The president shall certify all such results and shall provide prompt notice to the membership of this Association of the winning nominees.

**4.6**     **Run-Off Election.** In the event there is a tie between the nominees receiving the highest numbers of votes for officer or director, there shall be a run-off election between such nominees.

The procedures in a run-off election shall follow the general procedures of this Article and shall be completed on or before June 30<sup>th</sup>. The run-off may be conducted at the same election meeting.

**4.7** **Vacancies other than those under part 3.1 or 4.8.** Director terms are two years, and officer terms are one year. In the event of a vacancy during the term of any office or directorship, other than as discussed in part 3.1 or 4.8, a successor shall be elected from among the membership by a majority vote of the Board. A vacancy in the office of president shall be filled by the president-elect. A vacancy in the office of immediate past-president shall not be filled.

**4.8** **Replacement of Officers No Longer in Good Standing.** Any officer or Director who is no longer in good standing with the State Bar of Texas shall immediately resign his or her office. In the event that any officer (other than the President or immediate past-president) resigns for this purpose, the Board shall elect a successor from the membership by a majority vote.

## ARTICLE V GENERAL OFFICES

**5.1** **Number, Qualifications.** The officers of the Association shall be a president, president-elect, secretary, and treasurer. No member shall serve as an officer unless such member is in good standing and is serving as a director of the Association prior to his or her election as an officer.

**5.2** **Presiding at Meetings.** The president, or in his or her absence, the president-elect, shall call meetings of the Board and of the membership to order and shall act as chairman of such meetings. The Secretary of the Association shall act as secretary of all such meetings, but in the absence of the secretary, the chairperson may appoint any person to act as secretary of the meeting.

**5.3** **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 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 considering the work of the Association to the Board for decision, submitting a report of the activities and business affairs of the Association at other times when called upon to do so by the Board, and performing such other duties as the Board may assign from time to time.

(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 whatsoever, and shall perform such other duties as the Board may assign from time to time, and shall provide a program for each regular meeting. The president-elect shall succeed automatically to the office of president upon the expiration of the president's term of office.

(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 taking and keeping true minutes of all meetings of the membership and of the Board and discharging such other duties as the president or the Board may assign. The secretary shall provide a copy of the minutes of each Board meeting to Board members prior to, or at the next Board meeting. 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 account of all moneys, credits and property of the Association which shall come into his or her hands and shall keep an accurate account of all moneys received and discharged. Except as otherwise ordered by the Board, the treasurer shall have the custody of all the funds and securities of the Association and shall deposit them in such banks or depositories as the Board shall designate. The treasurer shall keep proper records of accounts and other records showing at all times the amount of the funds and other property belonging to the Association, all of which records shall be open at all times to the inspection of the membership; shall submit a report of the accounts and financial condition of the Association at each 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 moneys 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 Board may also allow the President to

disburse monies and sign checks or instruments drawn or payable out of the funds of the Association. 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.

(e) **Directors.** It is the duty of a director to supply leadership to the Association and to the Board; to be an active representative of the members of the Association; to carry out assigned responsibilities; to participate in with projects and committees; to promote Association projects and programs; to be available at all times to forward the objectives and meet the responsibilities of the Association; and to perform such duties as the President, Executive Committee, or Board may from time to time direct.

## **ARTICLE VI APPOINTIVE OFFICERS AND AGENTS**

**6.1** The Board may appoint such officers and agents in addition to those provided for in Article V, as may be deemed necessary, who shall have such authority and perform such duties as the Board shall prescribe from time to time. All appointed officers and agents shall hold their respective offices and 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.

## **ARTICLE VII COMMITTEES**

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

**ARTICLE VIII**  
**INDEMNIFICATION OF THE BOARD**

**8.1** The Association agrees to and shall indemnify and hold harmless those lawyers serving on the Board from and against any and all claims, losses, damages, causes of action, suits and liability of every kind, including all expenses of litigation, court cost, and attorneys fees for injury to or death of any person, for damage to any property or for any other damages arising out of or in connection with any act performed by any member of the Board in their official capacity where such injury, death or damages are alleged to have been caused by the Deceptive Trade Practice or any other alleged fault of the Board including the sole negligence of any Board Member or the joint negligence of the Board Member and any other person or entity.

It is the express intention of the parties hereto, both the Association and the Board, that the indemnity provided for herein is complete indemnity by the Association to indemnify and protect its Board members from the consequences of the Board member's own negligence, whether that negligence is the sole or a concurring cause of the injury, death or damage.

**ARTICLE IX**  
**AMENDMENTS**

**9.1** These By-Laws may be amended by the affirmative vote of the two-thirds of the members present at the next membership meeting at which such proposed amendment(s) shall have been read and discussed. The secretary or president shall give prior written notice of such proposed amendment(s) and such meeting to all members. Alternatively, the By-Laws may be amended by the affirmative electronic vote of the two-thirds of the members voting after reasonable advance notice to the membership of the proposed changes, and a reasonable opportunity for review of and comment upon the proposed changes by the membership. The membership may only vote up or down on the amendments at issue, and may not make proposals, changes or motions to amend the By-Laws from the floor. Any passed amendments become effective immediately upon passage by the membership, unless otherwise stated in the proposal.



**ARTICLE X**  
**FINANCES**

**10.1 Fiscal Year.** The fiscal year of the Association shall begin June 1 in each calendar year and shall end May 31 of the following calendar year.

**10.2 Expenditures.** All expenditures, shall be approved by a majority of the executive committee and reported within a reasonable time to the Board.

**ARTICLE XI**  
**EMERGENCY CLAUSE**

**11.1** In the event the Board determines by unanimous vote of the Directors present and voting that action either not permitted or contemplated by these By-laws is required on an emergency basis, the Board, after documenting the basis for the emergency in the minutes of the meeting, can by unanimous vote temporarily suspend or amend these By-laws, but only to the extent necessary to provide for that specific emergency. Any permanent amendment to these By-laws shall thereafter be submitted to the membership of the Association as provided above.