

**FIRST AMENDED AND RESTATED BYLAWS
OF
BRAZORIA COUNTY BAR ASSOCIATION, INC.
*A Non-Profit Corporation***

ARTICLE I.

NAME AND PURPOSE

1.1 Name. The name of this corporation is Brazoria County Bar Association, Inc. (the “Association”).

1.2 Purpose. The Association is organized as a business league, specifically as a professional association of persons having a common business interest, the purpose of which is to promote such common interest and not to engage in a regular business of a kind ordinarily carried on for profit within the meaning of Section 501(c)(6) of the Internal Revenue Code (the “Code”), and furthermore as a nonprofit community business organization within the meaning of the Texas Tax Code, Section 11.231. In particular the Association shall seek:

- (1) to advance the science of jurisprudence;
- (2) to promote the administration of justice;
- (3) to increase professional skills through continuing legal education;
- (4) to maintain the honor and integrity of the legal profession;
- (5) to promote high ethical standards of professional conduct; and
- (6) to cultivate social fellowship and cooperation among its members.

ARTICLE II.

MEMBERSHIP

2.1 Qualifications. Members in good standing of the State Bar of Texas who live or work in Brazoria County, Texas, or surrounding counties, shall be eligible for regular

membership. Justices of the Peace, living or serving in Brazoria County, Texas shall also be eligible for such membership.

2.2 Application. All persons seeking to join the membership of the Association shall submit a written application for membership in the form provided by the Board, confirming the applicant's qualifications for membership in the Association. No new member may be approved for membership in the Association until such time as he or she has submitted a written application confirming the applicant's qualifications and has paid the requisite dues in accordance with this article. All persons whose membership in the Association is suspended or terminated by expulsion as provided in this article shall comply with this section before such person may be approved to re-join the membership of the Association.

2.3 (a) Honorary Membership. Members of other bars and other persons of distinction, *e.g.* members of the State Bar of Texas with at least forty (40) years of professional services to the public or age 70 years or older, may be elected by the Board of Directors (the "Board") to honorary membership in the Association. Such honorary members shall be exempt from paying annual dues and 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, though they may opt to pay dues as regular members to receive those benefits.

(b) Ancillary Membership. Individuals who serve the legal profession in a supporting role for whom membership is sought and properly applied, by rules set by the Board, shall be eligible for ancillary membership. Ancillary members shall have the same rights and privileges as regular members, except that ancillary members shall not have the right to vote or the right to hold office in the Association.

2.4 Dues. Each regular member shall pay the annual dues fixed by the Board. The annual dues shall be payable on June 30 of each calendar year, and should any member fail to pay them by July 30 of that same calendar year, the member shall be subject to the payment of a penalty to be assessed by the Board, automatic suspension as a member during the period of default, shall not be a member in good standing, and shall be subject to expulsion. The Secretary shall give notice by July 31 of each year to all members in default.

2.5 Prorated Dues. Any member joining between July 1 and December 31 of a year shall pay dues for a full year, which shall constitute payment of dues for membership through June 30 of the following year, consistent with the fiscal year of the Association. Any member joining between January 1 and March 31 of a year shall pay initial dues of fifty-percent (50%) of the full dues, which shall constitute payment of dues for membership through June 30 of the year in which the prorated dues are paid. Any member joining between April 1 and June 30 of a year shall pay full dues, which shall constitute payment through June 30 of the following year.

2.6 Suspension and Withdrawal. A suspended member of the Association shall lose all benefits and rights flowing from membership in the Association, including but not limited to the right to vote, exercise any rights or perform any duties of a director or officer, and participate in events reserved for members of the Association, for so long as the suspension remains in effect.

(a) Automatic Suspension of Regular Members. A member of the Association shall be automatically suspended from membership in the Association without the need for a vote of the Board if an officer of the Association certifies in writing that any of the following has occurred:

- (1) the member fails to pay membership dues as set forth herein; or,

(2) the member ceases to be in good standing with the State Bar of Texas.

(b) Automatic Suspension from the Board. A director or officer of the Association shall be automatically suspended from his or her position, but not from membership in the Association, without the need for a vote of the Board if an officer of the Association certifies in writing that the director or officer has been indicted for or otherwise charged with a felony and/or any level crime of moral turpitude while serving as a director or officer of the Association.

(c) Discretionary Suspension. Upon receipt of a written complaint by a member in good standing of the Association, a member, honorary member, or ancillary member of the Association may—after reasonable notice and hearing, including the right to confront any accuser and review any complaint and evidence considered by the Board—be suspended from membership in the Association by a two-thirds (2/3) vote of the directors of the Board present in voting for any of the following reasons:

(1) the member is indicted for or otherwise charged with a felony and/or any level crime of moral turpitude;

(2) the member is publicly reprimanded or disciplined by the Texas Ethics Commission, the State Bar of Texas, or the equivalent disciplinary commission or bar association for attorneys in any jurisdiction;

(3) the member engages in conduct which subjects the Association or the legal profession generally to public ridicule; or,

(4) the member engages in acts purportedly on behalf of the Association that subjects the Association to public ridicule and/or administrative, civil, and/or criminal liability.

(d) Duration of Suspensions. An automatic suspension shall last for so long as the condition leading to the automatic suspension is certified by an officer of the Association to exist. A discretionary suspension shall last for so long as determined necessary by the Board, but, in no case longer than eighteen (18) months.

(e) Expulsion.

(1) Any member of the Association automatically suspended from membership in the Association shall be subject to expulsion from the membership of the Association by a majority vote of the directors of the Board present and voting. Notwithstanding the foregoing, any member that fails to pay dues and any penalties assessed by August 31 of that same calendar year shall be automatically expelled from membership.

(2) Any member of the Association suspended for two separate occurrences by a discretionary vote of the directors of the Board shall be subject to expulsion from the membership of the Association by a two-thirds (2/3) vote of the directors of the Board present and voting.

(3) Notwithstanding any of the foregoing, any member, honorary member, or ancillary member of the Association shall be automatically expelled from membership in the Association upon certification in writing by an officer of the Association that the member, honorary member, or ancillary member of the Association has been convicted of a felony and/or any level crime of moral turpitude committed while a member of the Association.

(f) Re-Admittance. Any member, honorary member, or ancillary member of the Association that has been expelled from membership for any reason other than those set forth in Section 2.6(a) (failure to pay dues or maintain good standing status with State Bar of Texas) may not re-apply for membership in the Association until ten (10) year shave elapsed since expulsion.

(g) Withdrawal. Any member, honorary member, or ancillary member of the Association who is not the subject of a pending written complaint or announced consideration by the Board for discretionary suspension or expulsion may voluntarily withdraw from membership in the Association by notifying the President of 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, nor shall such withdrawal entitle the individual to any refund of dues paid to the Association.

(g) Refund and Discharge upon Death.

(1) Should a member who has paid dues die within six (6) months of payment of dues, the Association shall refund the dues paid to the member's estate if paid by the member, or to the payor if the dues were paid by another person or firm on behalf of the member.

(2) The Association shall automatically discharge any indebtedness of less than \$250.00 owed by any deceased member.

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 the Board, which shall consist of the following, provided they are regular members of the Association:

(1) all current officers of the Association, which include the President, President-elect, Treasurer, and Secretary of the Association, and its Immediate Past President;

(2) six 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; except for the initial year of the Association, during which three (3) of such directors shall have terms for a single year to establish a rotating schedule of directorship among the membership. The terms of such directors shall be staggered, so that three are elected each year.

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, expulsion, or suspension 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. 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 be composed of, at a minimum, the President as chair, the President-elect, and the immediate past president.

All members of the Nominating Committee shall be current dues paying members of the Association.

The Nominating Committee's decision shall be announced on or before June 1.

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 in good standing 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 by April 10, or the first business day thereafter if April 10 falls on a weekend or holiday.

Nominees for the office of President-elect shall have served at least one (1) year on the Board prior to assuming office.

Voting shall be conducted at the annual meeting of the membership in June. Each member in good standing of the Association present shall be entitled to vote for each office to be filled.

If there is a contested race, all voting shall be at the June meeting, as set out above and only members in good standing who attend the meeting may vote. Proxy voting is not permitted.

In the event of a tie vote, a run-off election shall immediately be held, following a 10-minute opportunity to speak to the gathered voting membership. 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.

3.5 Attendance at Board Meetings. It is the duty of each officer and director to attend the regular and special meetings of the Board. An officer or director may be removed from office upon three (3) unexcused absences in one fiscal year or upon four (4) total absences from regular meetings only in one fiscal year whether excused or unexcused.

Any officer or director may appoint, from the other officers or directors present at the meeting of the Board, a designee or proxy to attend and vote, and the presence of such a designee shall count as attendance by that officer or director.

Any officer or director may request that an item be placed on a Board meeting agenda by notifying the Secretary at least 72 hours in advance of each regular meeting.

ARTICLE IV.

GENERAL OFFICERS

4.1 Titles, Election, and Term. The officers of this Association shall be a President, President-elect, Treasurer, and Secretary. At each annual meeting of the Association, the membership shall elect the President-elect, Treasurer, and Secretary. The officers so elected shall hold office for a period of one (1) 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, barring removal by the membership or resignation.

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

(a) President. The President shall preside at all meetings of the membership and 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, directing the general correspondence of the Association, submitting a report

of the activities and business affairs of the Association when called upon to do so by the Board, appointing all special committees authorized 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, and discharging such other duties as the President or the Board may assign. The Secretary shall, in cooperation with the Treasurer, maintain a current roster of membership, including designating honorary members and shall promptly furnish a roster to the Treasurer when compiled and confirmed in good standing on dues by the Treasurer. The Secretary shall provide members with copies of these bylaws in the manner approved by the Board. In case of the Secretary's absence or disability, the Board may appoint as assistant or interim 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, in cooperation

with the Secretary, 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 time the amount of the funds and other property belonging to the Association, all of which books shall be open at all time to the inspection of the Board; 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 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 the 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 or interim Treasurer to perform the duties of the Treasurer during such absence or disability.

The Board may employ a certified public accountant to assist with the Association's bookkeeping, make monthly audits of the financial records and procedures, assist with the annual billing process, and provide tax preparation services.

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 either by the Board or a majority vote of the members 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 according 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 generally on the Friday immediately following the second Thursday of each month, save only for July and December of each year.

6.3 Annual Meeting. The annual meeting of the Association shall be held on the second Friday immediately following the second Thursday of June of each year.

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 six (6) of the members of the Board. The Board shall meet in executive sessions on the Thursdays immediately preceding the regular meetings of the membership at times and places set by the President or Board, as is most appropriate. The Secretary shall give Board members reasonable notice of all such executive sessions.

6.5 Notice. The Secretary shall give sufficient notice of all meetings by mail, e-mail, or electronic or physical posting, to enable the Board and 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 whenever practical if the times and schedules change.

6.6 Quorum for Meetings. Six (6) of the members of the Board 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. 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.

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 Immediate Past President of the 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 bylaw 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 at the next following meeting of the Board and such action shall be considered ratified by the Board, unless disapproved by a majority of the Board members present and voting.

7.2 Special Committees. The President, with the advice and consent of the Board, may from time to time 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 (90) days after the end of the term of office of the president creating them, unless the new president and Board 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 non-lawyer 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 outgoing committee. The chair and members of each committee shall serve until ninety (90) days after the end of the time 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 directive 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 Sections, 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 the Association.

7.6 Resolutions. All resolutions shall be voted on by the Board at any executive meeting, regular, special, or annual meeting. A vote of two-thirds (2/3) of those present and voting 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 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 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 announcements shall be intended to reflect the sponsorship of the Association shall first have the approval of the Board 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 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 the Association.

8.4 Removal and Dissolution. Upon the vote of two-thirds (2/3) of the members of the Board of the Association present and voting at a meeting of the Board, a Section chair or member 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, employer, or agent of the Association, or is or was serving at the request of the association as a director, officer, partner, venture, 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 may propose amendments to these bylaws to the membership of the Association by an affirmative vote of two-thirds (2/3) of the Board members present and voting at a meeting of the Board. Such proposed amendment shall be circulated to the membership of the Association by the President of the Association at least one (1) week prior to the regular, special, or annual meeting at which the proposed amendment shall be voted on by the membership of the Association. The proposed amendment shall be adopted if it is approved by a two-thirds (2/3) vote of the members of the Association present and voting at the meeting.

These bylaws may also be directly amended by the membership of the Association subject to the following provisions. A motion to amend these bylaws may be made by any member at a regular or annual meeting of the Association. The motion shall be in writing indicating the provision(s) of these bylaws to be amended. If seconded by one-fifth (1/5) of the members present, the motion shall be circulated to the membership of the Association by the President of the Association for consideration at the next meeting of the Association. The proposed amendment shall be adopted if it is approved by a two-thirds (2/3) vote of the members of the Association present and voting at the next meeting of the Association.

Unless a later time is indicated in the proposed amendment(s), all proposed amendments to these bylaws shall take effect immediately upon their approval in accordance with this Article.

Amended 11/--/2018

BYLAW COMMITTEE
BRAZORIA COUNTY BAR
ASSOCIATION