



TCDLA's
Local Criminal Bar
Association
Setup Packet

TABLE OF CONTENTS

- I. Starting a New Bar Association
- II. Sample Job Duties and Responsibilities for the Board of Directors
- III. Tips for Boosting Bar Membership
- IV. Local Bar Association Update Form
- V. Sample Local Bar Goals Evaluation
- VI. Guidelines for the Preparation and Filing of Articles of Incorporation for a Non-Profit with
- VII. Sample Articles of Incorporation for a Non-Profit with Instructions and Filing Fees
- VIII. Sample Local Bar Association By Laws

Starting A New Bar

I. Building the Foundation

- A.** Identify a core group of leaders to serve as the organizing committee. They will become the association's first officers and board members.
- B.** Articulate your purpose. Your purpose may well contain a sense of urgency and it may serve as a rallying point for potential members.
- C.** How many people are potential members? At least two of the officers/board members should meet with potential members. This will help establish immediate credibility and ensure a greater likelihood of "buy-in."
- D.** Does this group of people represent a base large enough to support a new bar association? This will depend on how much the new bar is to accomplish and what its goals are. You may be able to attract sponsors rather than existing solely on member dues. It all depends on what local businesses exist in the community, how much interactivity there is between those businesses and the legal profession within that community and what the members can afford to pay.

II. Organization

- A.** You have two important decisions to make regarding the kind of organization you want: (1) whether or not to incorporate and (2) what tax exempt status you will apply for.
- B.** Incorporation - Most non-profit organizations incorporate. According to the 1991 ABA Bar Activities Inventory: 89 percent of all local bar associations are incorporated. It eliminates the personal liability of members, establishes continuity, creates psychological stature and makes available applicable laws and guidelines concerning the formation and administration of the organization.
- C.** Some disadvantages of incorporation to consider are: the organization must observe organizational requirements set up by state law and most states require non-profit associations to keep minutes hold an annual meeting etc.
- D.** To incorporate an entity, you must complete and file the following items:
 - 1.** Obtain an IRS form titled SS-4 and file it out completely.
 - 2.** Call the Internal Revenue Service, to obtain an tax exempt number otherwise called an EIN (Employer Identification Number), over the phone. Write this number on the SS-4 form.
 - 3.** Establish an account with a bank for a non-profit or incorporated association.
 - 4.** Call the Texas Secretary of State and get the current requirements. After doing this, write and file articles of incorporation, which must comply with all aspects of

state law, along with a fee with the Secretary of State. As a general rule, articles are drafted in very general form so as to provide maximum flexibility.

5. Write and complete the association's by-laws. By-laws are more complete rules for the operation of the organization.

E. It is more likely that you will plan for your bar association to be a non-profit and tax exempt. The tax status will be determined by the IRS. To be considered non-profit, it means that your income can exceed expense; however, no profits or portion of the organization's net earnings can enure to the benefit of any individual.

1. Bar Associations are generally 501 c6. A c6 organization is considered a business league and is to engage in activities to promote the common business interests of members and to improve conditions of business.

2. 501 c3 organizations are generally bar foundations. A c3 organization is recognized as scientific or educational, such as a charity or a school. Also, c3 organizations may receive the benefit that c6 organizations have as well as being eligible to mail at lower non-profit postal rates, automatically exempt from other local and state taxes; and money given can qualify as a charitable contribution and thus tax-deductible to the donor. C3 organizations may not engage in political activities or lobbying.

III. Consideration of Services to Offer

A. Determine your Financial Status

1. Prepare a budget with all initial expenses and revenue projected. Include all phone calls, postage, envelopes as well as the larger items.

2. Offer a small number of core services that accrue to members as a benefit of membership. Think of ways to use a newsletter and the web as potential advantages/benefits to all members.

3. Consider the product, its price, how it will be promoted and how this product/service will be distributed.

IV. Choosing a Headquarters Site

A. Is It Necessary

1. The ABA reports that only 15 percent of all local bars have their own space, 4 percent occupy space which is owned by their bar foundation, 65 percent rent space and 16 percent are located in government buildings or courthouses.

2. A significant number of small to medium size bars are located in the "law office" of the current bar president. Some may use their home as the site of the bar office.

V. Filing With the State Bar of Texas

A. The State Bar request that all Local Bars file an update or status report with the Local Bar Services Coordinator, after completing the following items:

1. Completing the by-laws
2. Filing the articles of incorporation
3. Getting approval from the IRS as a non-profit entity.

This information will be given to the public and other attorneys so that they may become aware of such contacts and resources.

B. The State Bar asks that all such local bar associations file an update form with the Local Bar Services Coordinator once per year, updating any and all leadership changes, address changes as well as phone number changes as well as activities performed by that local bar association.

LOCAL BAR ASSOCIATION UPDATE FORM

State Bar Of Texas

(All local bars must fill out this update form once per year or when officers and/or addresses change. This information will be used by the public, other attorneys, and all other local bar associations)

BAR ASSOCIATION

Bar District _____ County _____

Is your Local Bar Association: Active Inactive Dissolved

Area served (i.e. multiple counties, cities - list all counties)

Specialty bar type (i.e. Hispanic, Women, etc.)

Total Number of Members _____ Dues _____

Does your local bar have a web page address - if so what is it? _____

Executive Director/Administrator (List only if there is one) _____

Association Address _____

Association Phone _____ Association Fax _____

Association E-mail Address/Website _____

President _____ Bar Card # _____

Address _____

City _____, Texas Zip _____

Phone _____ Fax Number _____

E-Mail Address: _____

Term Begins: mo/yr _____ Term Ends: mo/yr _____

Name _____ Bar Card # _____

_____ Title of Office (President-Elect)

Address _____

City _____, Texas Zip _____

Phone _____ Fax Number _____

E-Mail Address: _____

Term Begins: mo/yr _____ Term Ends: mo/yr _____

Are your meetings held... *(Please circle)* Monthly Quarterly Varies Other:

Regular meeting day: *(Please circle)* MON TUE WED THUR FRI

SAT SUN Varies

Week of the Month: *(Please circle)* 1st 2nd 3rd 4th varies

Time of Day: *(Please circle)* Morning Noon Evening

Approximate attendance _____ Meeting fees, if any _____

Place of meetings _____

Is your bar active in any of the following?

_____ Judicial Poll _____ Call a Lawyer Project _____ Adopt-a-School

_____ Mentor Program _____ Bench/Bar Conference

_____ Settlement Week _____ Lawyer Referral _____ Newsletter/Magazine

_____ Law Day Activities _____ Golf Tourney

_____ Fee Dispute Committee _____ T.A.S.T.E. _____ Media Partnership

_____ Internships _____ Red Mass/Memorial

_____ Community Arts _____ Domestic Victims Assistance _____ Home Building Project

_____ Immigration _____ Keep Justice Alive

Annual Fundraising Events:

Projects aimed at schools and school children:

Custom CLE and

Seminars: _____

Additional officers:

Name

Office _____

Bar Card # _____

Address

City _____ Zip

Phone _____ Fax Number

Name

Office _____

Bar Card # _____

Address

City _____ Zip

Phone _____ Fax Number

Name

Office _____

Bar Card # _____

Address

City _____ Zip

Phone _____ Fax Number

Name

Office _____

Bar Card # _____

Address
City _____ Zip
Phone _____ Fax Number

Name
Office _____
Bar Card # _ _ _ _ _
Address
City _____ Zip
Phone _____ Fax Number

Annual Events

(cont'd): _____

Other Projects

(cont'd): _____

Comments/Suggestions: _____

Would you be interested in a State Bar representative visiting your association? ____ Yes ____ No

Please Return To: LOCAL BAR COORDINATOR, State Bar of Texas, P.O. Box 12487, Austin, TX 78711 OR Fax: 512/463-7388, E-Mail: falvarez@texasbar.com

Texas Criminal Defense Lawyers Association 600 West 13th street, Austin, Texas 78702.

Criminal Defense Lawyers Association

Goals Evaluation Report

Sample

<u>Event</u>	<u>2002 Goal</u>	<u>2002 Actual</u>
Development Goals		
Board Solicitation	\$ 500.00	\$ 400.00
Grant Award	\$ 2,500.00	\$ 3,000.00
Sale of Publications	\$ 1,500.00	\$ 1,575.00
Bench Bar Conference	\$ 10,000.00	\$ 8,910.00
Annual Conference	\$ 5,000.00	\$ 6,000.00
Member Dues	\$ 3,000.00	\$ 3,800.00
Awards Dinner	\$ 2,500.00	\$ 2,000.00
annual party	\$ 1,500.00	\$ 1,525.00
Total Financial Development Goals	\$ 26,500.00	\$ 27,210.00
Political Goals		
Bonding Issues	10	8
Docketing Issues	100	250
Discovery Issues	50%	40%
SB7 Implementation Issues	10%	25%
Access to Client Issues	2	2
Community Site Goals		
Number of Forums Spoken at	4	5
Number of Fairs Attended	3	3
Number of Worksites given literature	5	7
Number of people given free basic legal adv	50	40
Number of Pro Bono cases handled	8	10
Members active with community groups (ie.	80	45
Communications Goals		
Promotional Activity in Support of Revenue	4	2
Promotional Activity in Support of Public Ed	3	2
Promotional Activity Supporting Law Related	3	3
Promotional Activities Targeted to Specific P	5	4
Profession Related Goals		
Number of Seminars Held (other than Ethics	3	3
Number of CLE Courses Offered/Held	3	2
Number of Ethics Courses Held	2	2
Local Bar Goals		
Is a Board Established	Y	Y
How Many Board Members	5	5
Does the Local Bar Have Officers		
President	Y	
President Elect	Y	Y
Vice President	Y	
Treasurer	Y	N
Secretary	Y	N
How Many Members in the Local Bar Assoc	100	85

Guidelines for the Preparation and Filing of Articles of Incorporation For a Non-Profit Corporation

1. Corporate Name

- a. The TNPCA, article 1396-2.04 provides that the name of a non-profit corporation can not be the same as, deceptively similar to, or similar to that of an existing domestic corporation (profit or non-profit), foreign corporation authorized to transact business in Texas (profit or non-profit), a name reservation, or name registration. The Texas Revised Limited Partnership Act provides that corporate and limited partnership names cannot be the same, deceptively similar or similar. In addition, the Texas Limited Liability Company Act provides that the names of limited liability companies, corporations and limited partnerships cannot be the same, deceptively similar or similar.
- b. A corporate name may be similar if a letter consenting to use of a similar name obtained from the entity deemed to have the similar name. The letter of consent must be an unrestricted authorized for use of the name, signed by a corporate officer, a limited liability company manager or member, or a general partner of a limited partnership and sent to the secretary of state with the articles of incorporation.
- c. Please note that a letter of consent is an option with similar names only. If a name is the same or deceptively similar to that of an existing entity, the name will not be filed under any circumstances.
- d. The secretary of state determines whether a proposed corporate name is available in accordance with the rules on name availability adopted and filed under the Administrative Procedure act. A complete set of rules can be found in Appendix A of this filing guide.
- e. A corporate name may not include any word or phrase that implies a purpose not included in the articles of incorporation.
- f. A corporate name shall not include the word "lottery." {TNPCA, article 2.04A.(3)}
- g. Under the provision of the Texas Miscellaneous Corporation Laws Act (article 1302-3.01), a corporation may not use any of the following words or any abbreviation of such word or words or words of the same or similar meanings in its corporate name without written approval of a Congressionally recognized Veterans organization: "veteran," "Legion," "Foreign," "Spanish," "Disabled," "War," and "World War."
- h. Unlike a business corporation, it is not necessary for a non-profit corporation to use one of the corporate endings (Corporation, Company or Incorporated).

2. Non-Profit Status

The articles must state that the corporation is a non-profit corporation. It is not sufficient to indicate that the corporation is organized for non-profit purposes or for the preamble to simply make reference to incorporation under TNPCA.

3. Duration

The duration of the non-profit corporation may be perpetual, a term of years, or a date certain.

4. Purpose

- a. The TNPCA, article 1396-2.01 allows a non-profit corporation to be organized for any lawful purposes, which purposes must be fully stated in the articles of incorporation. It is not sufficient to use the general languages commonly included in the articles for a business corporation, e.g., any or all lawful purposes. The secretary of state will accept the statement of purposes suggested by the Internal Revenue Service.
- b. Permissible purposes for a non-profit corporation include: charitable, benevolent, religious, patriotic, civic, missionary, educational, scientific, social, fraternal, athletic, aesthetic, agricultural, horticultural, the conduct of the professional, commercial, industrial or trade associations and animal husbandry.
- c. A non-profit corporation may not be organized for the following purposes: group hospital service, rural credit unions, agricultural and livestock pools, mutual loan corporations, cooperative credit associations, farmers cooperative societies, cooperative marketing corporations, rural electric cooperatives, telephone cooperatives, lodges, banks, insurance companies or water supply corporations formed under TEX. REV.CIV.STAT.ANN., article 1434a.

5. Registered Office/Agent

- a. Every corporation is required to continuously maintain a registered agent and office for the purpose of service of process.
- b. The articles of incorporation must include the street or building address of the registered office and the name of the registered agent at that address.
- c. A post office box alone is not a sufficient address for the registered office unless the registered office is in a city with a population of less than 5,000. If so, the secretary of state will accept an address other than a street address for the registered office.
- d. The registered agent may be a natural person, a Texas corporation may not serve as its own registered agent. Only one registered agent may be named in the articles of incorporation.
- e. The business address of the registered agent must be the same as the registered office.
- f. Clearly identify the address and the name of the agent as that of the registered office and agent.

6. Directors

- a. The articles of incorporation must state the number of initial directors and their names and address. Directors need not be residents of the state or members of the corporation unless the articles of incorporation or the bylaws so require.
- b. "Board of Directors" means the group of persons managing the corporate affairs, irrespective of the name by which the group is designated {TNPCA article 1396-1.02 A(7)}, which may be any name appropriate to the customs, usages, or tenets of the corporation {TNPCA article 1396-2.14D}. If a non-profit corporation uses a designation other than directors, the articles should clearly identify that group as the group vested with manage authority.
- c. Except for a church organized and operating under a congregational system, which was

incorporated before January 1, 1994, and has the management of its affairs of the corporation's in its board of directors in the absence of an express provision to the contrary in its articles of incorporation or bylaws.

d. At least three directors are required for a non-profit corporation.

e. City and state or a sufficient address for the directors.

7. Incorporators

a. The articles should state the name and street or post office address of each incorporator. Only one incorporator is necessary for a non-profit corporation, but each incorporator listed must sign the articles.

b. Incorporators must be natural persons 18 years or older.

c. There are no residency requirements for incorporators.

d. The function of the incorporator is to sign the articles of incorporation and deliver the documents to the secretary of state.

COMMENTARY

A non-profit corporation is created by filing articles of incorporation with the secretary of state in accordance with the Texas Non-Profit Corporation Act (TNPCA), articles 1396-3.02 and 1396-3.03. "Non-profit corporation" means a corporation no part of the income of which is distributable to members, directors, or officers (TNPCA, article 1396-1.02A(3)).

Two copies of the signed articles of incorporation should be submitted to the secretary of state for filing. The filing fee for a non-profit corporation is \$25.00.

If the articles conform to law, the secretary of state will stamp the documents "filed", issue a certificate of incorporation and return the certificate and a stamped copy of the articles to the remitter, if a duplicate copy of the document was provided for such purpose. The certificate of incorporation is conclusive evidence of corporate existence.

TAX EXEMPTION

Not all non-profit corporations are entitled to exemption from state or federal taxes. The secretary of state, however, does not make such determinations.

You should consult the Internal Revenue Service (IRS) prior to filing the articles to determine what provisions must be included in the articles for the corporation to be exempt from federal taxes. IRS Publication 557, titled "How to Apply for Recognition of Exemption for an Organization," describes the rules and procedures for non-profit organizations requesting exemption. The publication can be obtained from either the IRS or the Government Printing Office.

A non-profit corporation may be exempt from the payment of state franchise taxes if its purposes fall within one of the exemptions listed in the Texas Tax Code, Chapter 171, Subchapter B. Questions on exemption procedures should be addressed to:

Comptroller of Public Accounts

Tax Assistance
Exempt Organizations Section
Austin, Texas 78774-0100
(512) 463-4600 or (800) 252-1381
TDD: (800) 248-4099 or (512) 463-4621

Form 202—General Information
(Articles of Incorporation—Non-Profit)

The attached form is a standardized form designed to meet minimal statutory filing requirements pursuant to the relevant statutory provisions. *This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.*

- **Article 1—Corporate Name:** Provide a corporate name; the corporation name need not, but may contain an organizational ending such as “Corporation” or “Incorporated.” If the name chosen is the same as or deceptively similar to, or similar to the name of an existing corporation, limited partnership, or limited liability company, the document cannot be filed. The administrative rules adopted for determining entity name availability (Texas Administrative Code, Title 1, Part 4, Chapter 79, Subchapter C) may be viewed at www.sos.state.tx.us/tac/index.html. If you wish the secretary of state to provide a preliminary determination on “name availability,” you may call (512) 463-5555 or e-mail your name inquiry to corpinfo@sos.state.tx.us. **A final determination cannot be made until the document is received and processed by the secretary of state. Do not make financial expenditures or execute documents utilizing the name “pre-cleared.” Also note that the pre-clearance of a name or the issuance of a certificate of incorporation under a name does not authorize the use of a name in violation of another person’s rights to the name.**
- **Article 2—Registered Agent and Registered Office:** The registered agent can be either an individual resident of the state (Option B) or a Texas corporation or foreign corporation with a certificate of authority to transact business in Texas (Option A). The corporation however may not be designated to serve as its own registered agent. **A post office box is not sufficient as a registered office address unless the registered office is located in a town with a population of less than 5,000.**
- **Article 3—Management:** A non-profit corporation that has members may be managed by its members or by a board of directors. If the corporation is to be managed by a board of directors, complete option B. A minimum of three directors is required. A director must be a natural person; there are no residency requirements for directors.
- **Article 4—Organizational Structure:** A non-profit corporation may have one or more classes of members or be organized without members. The qualifications and rights of the members are generally set forth in the corporation’s by-laws. You must indicate in the articles of incorporation whether the corporation is to have members.
- **Article 6—Purpose:** Article 6 must contain a specific statement of a lawful purpose. A lawful purpose may be a charitable, benevolent, religious, patriotic, civic, missionary, educational, scientific, social, fraternal, athletic, or agricultural purpose; or the conduct of a professional, commercial, industrial or trade association. The secretary of state will not accept general language such as “any or all lawful purposes.” However, the secretary of state will accept the statement of purposes suggested by the Internal Revenue Service. Please note that this form cannot be used to form a corporation with a specialized non-profit purpose as authorized by a special state statute, such as a water supply corporation, cemetery corporation, or a cooperative.
- **Supplemental Provisions:** Additional space has been provided for additional text to an article within this form or to provide for additional articles to contain optional provisions. Please note that if the corporation is to be authorized upon its dissolution to distribute its assets in a manner other than the manner described in article 6.02(3) of the Texas Non-Profit Corporation Act (which refers in part to the

distribution of assets for tax-exempt purposes to organizations exempt under section 501(c)(3) of the Internal Revenue Code of 1986 and related statutes), the articles of incorporation must contain a statement describing the manner of distribution of the corporation's assets.

- **Incorporator:** Only one incorporator is required for the formation of a corporation. An incorporator may be a natural person 18 years of age or older, or any corporation, partnership, or other entity; there are no residency requirements for an incorporator.

- **Tax Exemption:** Corporations organized under the Texas Non-Profit Corporation Act DO NOT automatically qualify for exemption from federal and state taxes. Before granting a tax exemption, the Internal Revenue Service (IRS) requires that the articles of incorporation contain certain provisions. **This form does not contain the provisions required by the IRS.** If the corporation plans to seek federal tax exemption from the IRS, you may wish to obtain and review the sample language for these provisions contained in a publication called "Tax Exempt Status for Your Organization," IRS Publication 557. You may call the IRS at (800) 829-3676 for a copy of the publication or download the publication at the IRS web site at www.irs.ustreas.gov. Additional questions concerning exemption from federal income taxes should be directed to the IRS.


Non-profit corporations also are subject to state franchise taxes. If the corporation qualifies to be exempt, an application for exemption must be made to the Exempt Organizations Section, Comptroller of Public Accounts, Austin, Texas 78774-0100, (512) 463-4600 or (800) 252-1381. TDD: (800) 248-4099 or (512) 463-4621.

- **Effective Date:** Articles of incorporation become effective as of the date of filing by the secretary of state. However, pursuant to Article 10.07 of the Texas Non-Profit Corporation Act, the effectiveness of the articles of incorporation may be delayed as of a date not more than ninety (90) days from the date of filing with the secretary of state. Please note that upon the filing of a document with a delayed effective date, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective. In addition, at the time of such filing, the status of the entity will be shown as active on the records of the secretary of state.

- **Execution:** The incorporator must sign the articles of incorporation. Prior to signing, please read the statements on this form carefully. A person commits an offense under the Texas Business Corporation Act, the Texas Limited Liability Company Act or the Texas Non-Profit Corporation Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.

Payment and Delivery Instructions: Mail the completed form, together with the filing fee of \$25 to the address shown in the heading of the form. Personal checks and MasterCard, Visa, and Discover credit cards are accepted in payment of the filing fee. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized processing cost of 2.1% of the total fees.

The delivery address is James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. Upon filing the document, the secretary of state will return the appropriate evidence of filing and a file stamped copy of the document, if a duplicate copy was provided for such purpose, to the submitter. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709.

Form 202 (revised 6/01)	<div style="display: flex; justify-content: space-between;"> <div style="text-align: center;">  </div> <div style="text-align: right;"> This space reserved for office use. </div> </div> <div style="text-align: center; margin-top: 20px;"> Articles of Incorporation Pursuant to Article 3.02 Texas Non-Profit Corporation Act </div>
Return in Duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 FAX: 512/463-5709 Filing Fee: \$25	

Article 1 – Corporate Name				
The corporation formed is a non-profit corporation. The name of the corporation is as set forth below:				
The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for “name availability” is recommended.				
Article 2 – Registered Agent and Registered Office (Select and complete <u>either</u> A or B and complete C.)				
<input type="checkbox"/> A. The initial registered agent is a corporation (cannot be corporation named above) by the name of:				
OR				
<input type="checkbox"/> B. The initial registered agent is an individual resident of the state whose name is set forth below.				
First Name	M.I.	Last Name	Suffix	
C. The business address of the registered agent and the registered office address is:				
Street Address	City	TX	Zip Code	
Article 3 – Management (Complete items A or B)				
A. <input type="checkbox"/> Management of the affairs of the corporation is to be vested in the members of the corporation.				
OR				
B. <input type="checkbox"/> Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below:				
Director 1: First Name	M.I.	Last Name	Suffix	
Street Address	City	State	Zip Code	
Director 2: First Name	M.I.	Last Name	Suffix	
Street Address	City	State	Zip Code	
Director 3: First Name	M.I.	Last Name	Suffix	
Street Address	City	State	Zip Code	

Article 4 – Organizational Structure

(You must select either A or B below.)

☐ A: The corporation will have members. ☐ B: The corporation will not have members.

Article 5 – Duration

The period of duration is perpetual.

Article 6– Purpose

The corporation is organized for the following purpose or purposes:

Supplemental Provisions/Information

Text Area

[The attached addendum are incorporated herein by reference.]

Incorporator

The name and address of the incorporator is set forth below.

Name

Street Address

City

State

Zip Code

Effective Date of Filing

☐ This document will become effective when the document is filed by the secretary of state.

OR

☐ This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is _____

Execution

The undersigned incorporator signs these articles of incorporation subject to the penalties imposed by law for the submission of a false or fraudulent document.

Signature of incorporator

_____ **Criminal Defense Lawyers Association**

SAMPLE BY LAWS

ARTICLE I - NAME AND STATUS

The name of this organization shall be the _____ Criminal Defense Lawyers Association (the Association). It shall be a non-profit corporation organized under the laws of the State of Texas.

ARTICLE II - PURPOSES

The purpose of the Association shall be: To protect and insure by rule of law those individual rights guaranteed by the Texas and Federal Constitutions in criminal cases to resist the constant efforts which are being made to curtail these rights; to encourage cooperation between lawyers engaged in the furtherance of these objectives through educational programs and other assistance; and through this cooperation, education, and assistance to promote justice and the common good.

ARTICLE III - MEMBERSHIP

Sec 1. Regular Membership. An Attorney who is actively engaged in the defense of criminal cases, is eligible for membership in the Association. Upon ceasing active engagement in criminal defense, the membership is revoked except for those who retire from the practice of law.

Sec 2. Charter Membership. The charter members of the Association shall consist of members who, prior to _____, signified their intention to join the Association as charter members and whose membership applications were subsequently approved by the Board of Directors.

Sec 3. Sustaining or Voluntary Sustaining Membership. A regular or charter member is eligible for such membership by the payment of dues established for such membership.

Sec. 4. Honorary Membership. A person who has made an outstanding contribution to the welfare and has aided the achievement of the goals of this Association may be elected an honorary member of the Association. An affirmative vote of a majority of the Board of Directors is required to elect any honorary members. Honorary membership shall extend for an indefinite period.

Sec. 5. Student Membership. A person who is enrolled in a school of law in this state is eligible for student membership in the Association.

Sec. 6. Affiliate Membership. A person active in a field which contributes regularly to the defense of criminal cases and the goals of the Association is eligible for affiliate membership in the Association. Examples include full-time professors of law or criminal justice, non-sitting judges, legal assistants and other support staff persons working for regular members, investigators, technical experts, law librarians, out-of-state lawyers and other persons approved by the Board of Directors.

Sec. 7. Application for Membership.

(a) Each application for membership must be endorsed by one member of the Association.

(b) All applications shall be subject to approval by the president or executive director acting for the Board of Directors.

(c) At the discretion of the Board of Directors, an attorney who does not meet the requisites of Article III, Section 1 may be admitted as a regular member if he or she is otherwise qualified. Any such decision of the Board of Directors shall be final and not appealable to the general membership.

Sec. 8. Voting. All members except honorary, affiliate and student members are entitled to vote as provided in Article V, Section 6.

Sec. 9. Revocation of Membership. Membership may be revoked for cause by calling a vote for such revocation by a three-quarters vote of the total members of the Board of Directors after notice and hearing.

Sec. 10. Membership Areas. The following are the membership areas of this Association:

ARTICLE IV - FINANCES

Sec. 1. Annual Dues. All dues shall be payable annually. Any member whose annual dues are more than three months in arrears shall cease to be a member of the Association in good standing.

Sec. 2. Dues Schedule. Until modified by the Board of Directors, the dues schedule is as follows:

<input type="checkbox"/> Honorary Member -	No dues required
<input type="checkbox"/> Student Member -	\$ _____
<input type="checkbox"/> Affiliate Member,	\$ _____
<input type="checkbox"/> Public Defender Member -	\$ _____
<input type="checkbox"/> Initial membership year, or licensed less than two (2) years -	\$ _____
<input type="checkbox"/> Charter and Regular Member -	\$ _____
<input type="checkbox"/> Associate Director and Sustaining Member-	\$ _____

Sec. 3. Budget. The Board of Directors shall approve a budget annually to be voted on at the annual meeting to be held at the beginning of each fiscal year.

Sec. 4. Fiscal Year. The fiscal year shall be _____ through _____ of each year.

ARTICLE V - MEETINGS

Sec. 1. General Meetings. General meetings of the Association shall be held at a time and place fixed by the Board of Directors.

Sec. 2. Board Meetings. The Board of Directors shall hold regular _____ meetings, at such time and place as designated by the President and approved by the Board of Directors.

Sec. 3. Special Board Meeting. The Board of Directors shall hold such special meetings as may be called by the President or upon written request by at least ____ members of the Board of Directors.

Sec. 4. Special Membership Meetings. Special meetings of the members of the Association may be held as the Board of Directors deems necessary.

Sec. 5. Notice of Meetings.

(a) Written notice of the general and board meetings shall be given to each member at least _____ days in advance of the meeting.

(b) Written notice of each monthly and any special meeting shall be given to each member at least _____ days in advance of the meeting, including a proposed agenda for any special meeting. The agenda for a special meeting may be enlarged by approval of two-thirds of those present and voting at the special meeting.

(c) Written notice here and elsewhere in these by laws is accomplished by _____.

Sec. 6. Voting.

(a) A quorum of the general membership or the Board of Director in good standing must be present to transact business. A quorum shall constitute _____ members or _____% of members in good standing.

(b) The transaction of business at all meetings shall be by majority vote of the members in good standing present and voting.

ARTICLE VI - BOARD OF DIRECTORS

Sec. 1. Powers, Membership, and Terms.

(a) The business and affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall consist of the elected officers of the Association, the Immediate Past President of the Association and the past presidents of the Association. Directors shall be elected for a terms of _____ years.

(b) No director may be elected to serve for more than _____ full consecutive terms. The Board of Directors shall have the responsibility for establishing rules to ensure the orderly election of the Board of Directors.

Sec. 3. Organization. The President of the Association shall serve as chair of meetings of the Board of Directors. In absence of the president, the President-Elect, or in his or her absence the Vice President, shall serve as chair.

Sec. 4. Procedures. The Board of Directors may act by telephone, by e-mail, or any method approved by the Board of Directors.

Sec. 5. Vacancies. A vacancy occurring in the Board of Directors caused by the death, resignation, or removal of the person elected thereto may be filled by appointment of any eligible member by the President, subject to confirmation by the Board of Directors.

Sec. 6. Removal and Absences. An elected officer, or director may be removed for cause by a vote calling for such removal by a majority of all the Board of Directors present at such meeting, after notice and an opportunity to be heard. Removal may result from failure to attend _____ meetings of the Board of Directors without good cause.

ARTICLE VII - OFFICERS

Sec. 1. Officers. The officers of the Association shall consist of a President, a President-Elect, a Vice-President, a Treasurer, and a Secretary.

Sec. 2 Qualifications.

(a) All Officers shall be voting members in good standing.

(b) An officer must have served at least one (1) full term as a director.

Sec. 3. Assumption of Office.

(a) The President-Elect shall assume the office of President upon the expiration of the term of the preceding President. In the event of the death, resignation, or removal from office of the President, the President-Elect shall accede to the office of President, holding said office for the remainder of said term, and for the full succeeding term.

Sec. 4. Duties of the President. The President is the chief executive officer of the Association, and shall supervise and coordinate the activities of the Association and preside at its meetings. The President shall appoint chairs to each committee.

Sec. 5. Duties of President-Elect. The President-Elect shall assist the President and perform such other duties as may be prescribed by the Board of Directors. In case of the absence of the President, the President-Elect shall act as chief executive officer of the Association.

Sec. 6. Duties of Vice-President. The Vice-President shall assist the President and shall also perform such other duties as may be prescribed by the Board of Directors. In the absence of the President and President-Elect, the Vice-President shall act as chief executive officer of the Association.

Sec. 8. Duties of Treasurer. The Treasurer shall oversee the financial affairs of the Association and the preparation of an annual budget to be approved by the Board of Directors.

Sec. 9. Duties of Secretary. The Secretary of the Association shall attend and assure that minutes of all meetings of the Association are kept and shall assist the Treasurer and shall also perform such

other duties as may be prescribed by the Board of Directors. In the absence of the Treasurer, the Secretary also shall act as Treasurer and Secretary.

Sec 9. Term of Office. Each officer shall be elected for a one-year term to run concurrently with the fiscal year.

ARTICLE VIII - ELECTIONS

Sec. 1. Elections. At the beginning of each new fiscal year the Association shall elect all directors and officers, except the President. The President-Elect shall assume the office of President and all elected officers and directors shall take office upon adjournment of the meeting.

Sec. 2. Nominations Committee. Prior to ____ of each new fiscal year, the President-Elect shall appoint a chair of the Nominations Committee. The members of the committee shall be selected by the chair of the Nominations Committee. The Nominations Committee shall receive applications from members for each of the officer position except, President and any board positions open. From those applications, the committee will select nominees and file a report to the President ____ days prior to the beginning of the new fiscal year of all said nominees for each such position.

The membership shall be given notice in writing of the nominees ____ days prior to the beginning of the new fiscal year. Such notice may be given by _____ and shall also advise the membership that any qualified member in good standing may seek election for the Board of Directors and any officer position, except President. Any disputed questions regarding an election shall be resolved by those members in good standing who are present and voting at the annual meeting.

Sec. 3. Nominations.

(a) A voting member may nominate a qualified member for an officer, except President or for director from the floor.

(b) A qualified member who desires election as an officer, except President, or director may file a petition to that effect. Such petition shall set forth the office sought and shall have attached to it the signed statements of ____ members who believe the petitioner is qualified for such office or directorship and will perform the duties imposed by the office sought. Petitions for President-Elect shall also contain the statements of at least ____ officers and/or directors in support thereof. Such petition shall not be required of those nominated by the committee under Section 2 of this article. Petitions for election to an office or directorship must be delivered to the President ____ days prior to the annual meeting.

Sec. 4. Voting Procedure. Written ballots shall be mailed to members in good standing no later than thirty (30) days prior to the annual meeting. To be valid, ballots must be returned by the member and received by the Executive Director no later than ten (10) days before the annual meeting. Each member in good standing shall be entitled to one vote for each contested race. The results of the voting shall be announced at the annual meeting.

ARTICLE IX - POLICIES OF THE CORPORATION

Sec. 1. Pronouncement or Declaration of Policy. No member of the Association shall officially make any pronouncement or declaration on a question of policy until it has been authorized by the Board of Directors except as provided in Section 2.

Sec. 2. Special Circumstances. As a matter of discretion, when the President determines it necessary to make a pronouncement or declaration of policy, and where circumstances do not reasonably permit a meeting or poll of the Board of Directors, he or she may make said pronouncement or declaration.

ARTICLE X - COMMITTEES

There shall be A _____, _____, and such other special or study committees as deemed necessary by the President or the Board of Directors.

ARTICLE XI - PROCEDURE FOR VOTING

All business transacted by the Board of Directors, committees, and general membership shall be by majority vote of the quorum present. A quorum for the transaction of business is _____ members present, voting and in good standing.

ARTICLE XII - AMENDMENT

These by laws may be amended by majority vote of the members present and voting at _____.

ARTICLE XIII – BY LAWS

Upon the dissolution of the Association, the Board of Directors of the ____ Criminal Defense Lawyers Association shall, after making provisions for the payment of all liabilities of the Association, dispose of the assets of the Association exclusively for the purposes of the Association in such a manner, or to such organization or organizations organized and operated exclusively for the charitable, education, religious or scientific purposes as shall at the time qualify to exempt said organization or organizations under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of proper jurisdiction of _____ County, Texas, exclusive for such purposes or such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.