

# **Brazos County Criminal Defense Lawyers Association**

## **BY LAWS**

### **ARTICLE I - NAME AND STATUS**

The name of this organization shall be the **Brazos County 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 January 31, 2019, signified their intention to join the Association as charter members and whose membership applications the Board of Directors subsequently approved.

**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 that contributes regularly to the

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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) One member of the Association must endorse each application for membership.
- (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: Brazos, Grimes, Robertson, Madison, Burleson, Leon, Lee, and Washington Counties.

## 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:

|   |                  |
|---|------------------|
| _ Honorary Member -                       | No dues required |
| _ Student Member -                        | \$25             |
| _ Affiliate Member,                       | \$75             |
| _ Public Defender Member -                | \$75             |
| _ Licensed less than two (2) years        | \$50             |
| _ Licensed 2 -5 years                     | \$ 75            |
| _ Regular Member -                        | \$125            |
| _ Charter, Officer and Sustaining Member- | \$250            |

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**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 September through August 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 monthly meetings, at such time and place as designated by the President and approved by the Board of Directors. The Board of Directors may choose to forego a regular monthly meeting in December of each year.

**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 three 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 five (5) days in advance of the meeting.
- (b) Written notice of each monthly and any special meeting shall be given to each member at least five 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 email or text.

**Sec. 6. Voting.**

- (a) A quorum of the general membership or the Board of Directors in good standing must be present to transact business. A quorum shall constitute ten (10) members or 50% 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) A Board of Directors shall manage the business and affairs of the Association. The Board of Directors shall consist of the elected officers of the Association and the Immediate

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Past President of the Association. Directors shall be elected for a terms of two years.

(b) No director may be elected to serve for more than three 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 a majority of 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 three consecutive 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.** All Officers shall be voting members in good standing.

**Sec. 3. Assumption of Office.** 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

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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 July 1 of each new fiscal year, the President-Elect shall appoint a chair of the Nominations Committee. The chair of the Nominations Committee shall select the members of the 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 30 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 15 days prior to the beginning of the new fiscal year. Such notice may be given by e-mail and shall also advise the membership that any qualified member in good standing may seek election for the Board of any officer position, except President. Those members in good standing who are present and voting at the annual meeting shall resolve any disputed questions regarding an election.

**Sec. 3. Nominations.**

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

(b) A qualified member who desires election as an officer, except President, 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 fifteen (15) 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 three (3) 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

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the President thirty (30) days prior to the annual meeting.

**Sec. 4. Voting Procedure.** Written ballots shall be e-mailed to members in good standing no later than thirty (30) days prior to the annual meeting. Written ballots may also be provided to members at the regular monthly meeting prior to the annual meeting. To be valid, ballots must be returned by the member and received by the President or Chairman of the Nominations Committee no later than ten (10) days before the annual meeting or turned in at the prior month's regular 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 Nominations Committee 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 ten (10) 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 a regular monthly meeting or a special meeting called by the President for such purposes.

## **ARTICLE XIII – BY LAWS**

Upon the dissolution of the Association, the Board of Directors of the Brazos County 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

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disposed of shall be disposed of by a Court of proper jurisdiction of Brazos 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.