

INITIAL BYLAWS OF**FORT BEND COUNTY CRIMINAL DEFENSE ATTORNEYS ASSOCIATION, INC.**

The following bylaws duly voted on and implemented _____ and amended the original association bylaws and shall replace any prior version of the bylaws of the Fort Bend County Criminal Defense Attorneys Association, Inc.

ARTICLE I – NAME AND STATUS

The name of this organization shall be the Fort Bend County Criminal Defense Attorneys Association, Inc. (hereinafter referred to as "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 those 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.**

(a) A member of the State Bar of Texas who is actively engaged in the defense of criminal cases, is eligible for membership in the Association.

(b) A member of the State Bar of Texas who holds a full time judicial or prosecutorial office, is **ineligible** to become or remain a member of the Association.

Sec. 2. Honorary Membership. A person who has made an outstanding contribution to the public welfare and aided in the achievement of the goals of this Association may be elected to be an honorary member of the Association. An affirmative vote of the majority of the Board of Directors is required to elect any honorary member. Honorary membership shall extend for an indefinite period.

Sec. 3. Student Membership. A person who is regularly enrolled in an accredited school of law in this state is eligible for a student membership in the Association.

Sec. 4. Affiliate Membership. Affiliate memberships in the Association shall be available to persons who are pursuing a career in a field which contributes regularly to the defense of criminal cases and the goals of the Association

Sec. 5. Application for Membership.

(a) Application for regular, student, or affiliate membership shall be made online.

Each application for regular or affiliate membership must be sponsored by one voting member of the Association. The application of a student member must be sponsored by one voting, affiliate or student member of the Association.

(b) All applications shall be subject to approval by the President or persons approved by the Board of Directors.

(c) In the discretion of the President acting for the Board of Directors, an attorney

who does not meet the requisites of Article III, Section I(a) may be admitted as a regular member if he is otherwise qualified. Any such decisions of the Board of Directors shall be final and not appealable to the general membership.

Sec. 6. Voting. Regular members are entitled to vote in any of the Association's proceedings. Honorary, affiliate and student members are not entitled to vote.

Sec. 7. Revocation of Membership. Membership, whether regular, honorary, affiliate, or student may be revoked for cause by vote calling for such revocation by three-quarters vote of the total members of the Board of Directors after notice and hearing.

ARTICLE IV - Finances

Sec. 1. Annual Dues - Annual dues for members shall be in the amount the Board of Directors may fix from time to time. All dues shall be payable annually and are due in the month of February of each year. 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 shall be set for each class of members by the Board of Directors or the majority members present at a regularly scheduled meeting.

ARTICLE V - MEETINGS

Sec. 1. Annual Meeting – The annual meeting of the Association shall be held in December of each year at a time and place fixed by the President or Board of Directors.

Sec . 2. – Special Meeting – Special meetings of the members of the Association may be held as the President or Board of Directors deems necessary.

Sec. 3. – Notice of Meetings shall be given to each member at least ten (10) days in advance of the meeting. Notice may be in writing or orally in person or by phone or by email or list server notice.

Sec. 4. – Quorum – Those voting members present at any annual or special meeting of the Association constitute a quorum of the Association for transaction of business at such meeting.

ARTICLE VI – BOARD OF DIRECTORS

Sec. 1. - Powers and Membership.

The daily business and affairs of the Association shall be managed by the President, and the non-routine business and affairs of the Association shall be approved by the general membership or a majority of the Board of Directors.

Sec. 2. – Regular Meetings. The Board of Directors shall hold meetings, at such time and place as designated by the President or upon written request by at least four members of the Board of Directors.

Sec. 3. – Notice. The Directors shall be notified of meetings by notice given at least 2 days in advance of the date of the meeting, along with a proposed agenda. Notice may be

verbal or written.

Sec. 4. – Quorum. A quorum for the transaction of non-routine business is 6 members of the Board of Directors.

Sec. 5. – Organization. The President of the Association shall serve as Chairman of meetings of the Board of Directors. In absence of the President the Vice-President shall serve as chairman or other officer as designated by the President.

Sec. 6. – Procedure. The Board of Directors may act at meetings or by written consent or by phone poll or telephone conference or by email as set out herein.

Sec. 7. – 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 by the President, subject to the confirmation of the majority of the Board of Directors. Confirmation shall be secured at the option of the President either by a majority vote of a quorum of the Directors, or by a poll of the Directors.

Sec. 8. – Removal. An elected officer or director may be removed for cause by a vote calling for such removal by three-quarters vote of the members of the Board of Directors, after notice and hearing. Cause for removal includes failure to attend two 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 Vice-President, a Secretary, a Treasurer and (6) Directors for a total of ten voting officers and who are collectively referred to as the Board of Directors.

Sec. 2. - **Duties of the President.** The President is the chief executive officer of the Association, and it is his or her responsibility to supervise, and coordinate the activities of the Association and to preside at its meetings.

Sec. 3. - **Duties of the Vice-President.** The Vice-President shall assist the President in the performance of his duties and shall also perform such other duties as may be prescribed by the President. At the request of the President in the absence of the President, he shall act as chief executive officer of the Association.

Sec.4. - **Duties of the Secretary** - The Secretary of the Association shall attend and keep minutes of all meetings of the Association. The Secretary shall publish the minutes of all meetings at the following meeting and ask for corrections or additions. When the minutes are approved the Secretary will publish the minutes. The secretary shall conduct administer the election of officers, including the nomination process, according to the procedures set out herein. Someone other than the Secretary may administer the elections at the approval of the Board of Directors.

Sec. 5. – **Duties of the Treasurer** – The Treasurer of the Association shall collect all monies due the Association and pay all obligations of the Association from such funds in accordance with such regulations and procedures of the Association. The Treasurer shall provide financial statements to the Association at least on a quarterly basis and at year end.

Financial Statements shall consist of an Income Statement and a Balance Sheet. Further, the Treasurer shall be responsible for reporting to the Secretary of State to maintain Corporation in good standing and any other informational tax returns as may be necessary. The Treasurer shall permit inspection of the Treasurers records for the Association by any member of the Board of Directors.

ARTICLE VIII - ELECTIONS

Sec. 1. – Elections. the Association shall elect officers and elect a designee to the Fort Bend County Bail Board subject to statutory restrictions. The officers are to serve for one year (January 1 to December 31) or until their successors take office.

Sec. 2. – Nominations for Elections – The Secretary shall open nominations for officers at least 30 days prior to the last date of voting as determined in Section 3 by announcing the nominations on the list server. Nominations shall be emailed to the Secretary or the list server. The Secretary shall routinely post the list of nominees on the list server and or web site prior to the Election.

Sec. 3. – Procedure. On or before October 1st of each year, the Board of Directors shall determine the manner of the elections. Written or printed notice stating the dates, hours, and places and means by which the election will be conducted shall be delivered personally or by mail, fax, or electronic mail, to each member entitled to vote in the election, prior to the first date of the election. If mailed, then notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address appearing on the records of the Association, with postage thereon prepaid. If faxed or electronically mailed, the notice shall be deemed to be delivered when transmitted to the member at the fax number or electronic mail address appearing on the web site of the Association. The Board of Directors may decide to have in person voting on a date or dates certain. The Board of Directors shall approve at least one of the following as a manner of the election, the organization's web site, or by mail, fax, or electronic mail as designated by the Board of Directors. Elections shall be by majority vote of the voting members that voted according to the procedures set out herein. Any in person voting shall be by secret ballot. Voting by proxy shall not be permitted. Each officer position shall be filled by the nominee receiving the greatest number of votes cast, and the directors positions shall be filled by the nominees receiving the greatest number of votes cast and shall be filled by the nominees in the order of the number of votes received by each.

ARTICLE IX – POLICIES OF THE CORPORATION AND POLLING OF THE MEMBERSHIP

Sec. 1. - Pronouncement or Declaration of Policy. No member of the Association shall officially make any pronouncement or declaration for the Association 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. When, in the President's discretion, he determines that it is necessary to make a pronouncement or declaration of policy and the circumstances do not permit a meeting or poll of the Board of Directors, the President may make the pronouncement or declaration upon authorization of a majority of the Officers by

telephone or otherwise, make the pronouncement or declaration. A duly appointed press release committee may act on behalf of the Association if the Press Release is necessary to be acted upon within 2 business days and only after all Board members have been contacted and if 6 Board Members disapprove the Press Release then it shall not be released.

Sec. 3. - Inauguration of Poll. The Board of Directors may, on its own motion, or shall, upon presentment to the Board of a petition requesting such action and signed by at least five voting members, poll the membership of the Association on any question.

Sec. 4. - Polling Procedures. The President or his or her designee shall take a poll of the membership to obtain the information desired.

ARTICLE X – COMMITTEES

Sec. 1. – Special Committees. There shall be such committees as determined necessary by the President or the Board of Directors. The Board of Directors shall make the request to the President.

Sec. 2. – Appointments. The President shall appoint the membership of each committee and designate the chairman of each committee.

ARTICLE XI – AMENDMENT

These by-laws may be amended by 2/3 vote of the members present and voting at any annual or special meeting of the membership or one-half vote of the members present and voting at any annual or special meeting of the membership subject to the approval of at least 6 board members present at the meeting the proposed bylaw change is being recommended.

ARTICLE XII – T.C.D.L.A. AFFILIATE MEMBERSHIP

The Fort Bend County Criminal Defense Attorneys Association shall be an Affiliate member of the Texas Criminal Defense Lawyers Association.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the Fort Bend County Criminal Defense Attorneys Association and that these Amended Bylaws constitute the Corporation’s Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors held on _____.

SHEILA BURNETT

Secretary, Fort Bend County Criminal Defense Attorneys Association, Inc.