

BYLAWS OF
MONTGOMERY COUNTY
CRIMINAL DEFENSE LAWYERS ASSOCIATION
- A NON-PROFIT CORPORATION -

ARTICLE 1 - NAME

1.01. The name of this organization is the Montgomery County Criminal Defense Lawyers Association (hereinafter referred to as "the Association"). It is a non-profit corporation chartered by the State of Texas.

ARTICLE 2 - PURPOSES

2.01. The purposes for which the Association is organized are:

A. To promote the efficient administration of justice, to seek consistent improvement in statutes dealing with criminal justice, as well as in the practices of various individuals, agencies, and departments administering it; to maintain a high standard of integrity, honor, ethics, and courtesy in the practice of criminal law; to seek and maintain a close relationship with the State Bar of Texas, the Montgomery County Bar Association, the Texas Criminal Defense Lawyers Association, and the National Association of Criminal Defense Lawyers; to provide a vehicle for the economic and professional advancement of the individual members of the association; to encourage persons of integrity and ability to aspire to the criminal bench when new courts are created or vacancies arise in the established courts; and to cultivate a spirit of good fellowship among its members.

B. To sponsor seminars as an educational tool to upgrade the profession; to sponsor related State and National associations; to provide scholarships to outstanding students in the area of criminal justice; to sponsor and disseminate publications and information on areas of law related to the administration of justice and the activities of persons involved therein; to provide a referral service for persons arrested or subject to proceedings in the criminal justice system, so that they might obtain, a defense; and to aid in compiling legislative bills and proposals to submit to legislators.

ARTICLE 3 - PRINCIPAL OFFICE

3.01. Principal Office. The principal office of the Association in the State of Texas shall be located in the County of Montgomery. The Association may have such other offices either within or without the State of Texas as the Board of Directors may determine or as the affairs of the Association may require from time to time.

3.02. Registered Office and Registered Agent. The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 4 - MEMBERS

4.01. Classes of Members. The association shall have four classes of members. The designation of such classes shall be as follows:

4.01(a). Regular Membership. Any licensed attorney practicing law in Montgomery County, Texas, who is actively engaged in the defense of persons charged with crimes or offenses in the State or Federal Courts, who is a member of the bar of this State in good standing, who has made application for membership, whose application has been accepted, and who has paid the required dues shall be a regular member entitled to all the rights and benefits of such membership including the right to vote on any issue submitted to the general membership of the organization.

4.01(b). 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. A unanimous vote of the Directors at a meeting of the Board of Directors is required to elect an honorary member.

4.01(c). Student Membership. A person who is regularly enrolled in a school of law in this county is eligible for a student membership in the Association.

4.01(d). Affiliate Membership. Affiliate membership in the Association shall be available to persons who do not meet the requirements for regular membership in Section 4.02, but who support the purposes of the Association as set forth in Section 2.01.

4.02. Voting Rights. Regular members are entitled to vote in any of the Associations proceedings. Honorary, Affiliate and Student members are not entitled to vote. Each regular member shall be entitled to one vote on each matter submitted to the vote of the members.

4.03. Application for Membership.

A. Application for regular, student, or affiliate membership shall be made on a form prescribed by the Board of Directors. Each application for regular or affiliate membership must be endorsed by one voting member of the Association. The application of a student member must be endorsed by one voting, affiliate, or student member of the Association.

B. All applications shall be subject to approval by the President or the Board of Directors.

C. By a majority vote of the Board of Directors, any attorney who does not meet the requisites of Article 4.02 may be admitted as a regular member if otherwise qualified. Any such decision of the Board of Directors shall be final and not appealable to the general membership.

4.04. Revocation of Membership. Membership, whether regular, honorary, affiliate, or student, may be revoked for good cause by vote in favor thereof by three-fourths of the total members of the Board of Directors after (10) days notice has been given to said member and to all members of the Board of Directors and hearing has been held thereon.

4.05. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member who is resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

4.06. Transfer of Membership. Membership in this Association is not transferable or assignable.

4.07. Certificates. The Association may issue such certificates evidencing membership in the Association as may be designated by the Board of Directors.

ARTICLE 5 - ANNUAL DUES

5.01. Regular and Affiliate Members. Annual dues for regular and affiliate members is \$75.00. All annual dues shall be payable annually on the first day of July. Any regular or affiliate member whose annual dues are more than three months in arrears shall cease to be a regular member of the organization.

5.01(a). New Lawyers. A lawyer who applies for membership for the first time within two years of licensing shall be entitled to a fifty-percent (50%) reduction in his or her first year's dues.

5.01(b). Public Defenders. A lawyer employed by a public defender's office shall be entitled to a fifty-percent (50%) reduction in his or her dues for every year in which employment with the public defender's office continues.

5.01(c). Senior Members. A lawyer who has reached the age of 70 shall be entitled to a fifty-percent (50%) reduction in his or her dues.

5.02. Honorary Members. A person who is an Honorary Member shall be assessed no dues.

5.03. Students. Annual dues for student members shall be \$25.00 per year.

5.04. 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 April 30 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 March 31 and June 30 of a year shall pay full dues, which shall constitute payment through June 30 of the following year. This section applies only to regular (including new) and affiliate members. Student dues shall not be prorated.

ARTICLE 6 - MEETINGS OF THE MEMBERS

6.01. Annual Meeting. It shall be incumbent upon the Board of Directors to hold at least one annual meeting of the Association during each fiscal year.

6.02. Time and Place. The annual meeting of the Association shall be held each year at such time and place as may be fixed by the Board of Directors.

6.03. Quorum. Those regular members present at any annual meeting of the organization shall constitute a quorum for the transaction of business at such meeting.

6.04. Program. The program of the annual meeting shall be devoted primarily to the furtherance of the aims, purposes and objectives of the Association, and will include announcing results of the annual election of officers and directors of the Association, and such other agenda items as may be designated by the President and Board of Directors.

6.05. Notice of Meeting. Written or printed notice stating the place, date and hour of any meeting of the members shall be delivered personally, by mail, by fax, or by electronic mail, to each member entitled to vote at such meeting, not less than twenty (20) days before the date of such meeting by or at the direction of the President, or Secretary, or the officers or persons calling the meeting. In the case of a special meeting or one required by a statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. 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 thereupon 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 records of the Association.

ARTICLE 7 - BOARD OF DIRECTORS

7.01. Powers. The business and affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall consist of twenty-three (23) persons: the President, the immediate past President, the President-elect, the Vice-president, the Treasurer, the Secretary, the Past President Representative and sixteen (16) other elected members of the Association. Each of said persons shall be a director in addition to any other title each may have in the association.

7.02. Regular Meeting. The Board of Directors shall meet monthly or at such other times as may be called by the President or upon request by at least five (5) members of the Board of Directors.

7.04. Quorum. A quorum for the transaction of business shall be twelve (12) members of the Board of Directors present at any meeting of the Board of Directors.

7.05. Chair of Meetings. The President of the Association shall serve as chair of the meeting of the Board of Directors. In the absence of the President, the Vice President shall serve as chair of the meetings.

7.06. 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 confirmation by the Board of Directors. Confirmation shall be secured either by a majority vote of the Directors present at a meeting of the Board of Directors or by a poll of the Directors by mail, fax, or electronic mail, at the Presidents option. Should a poll be

selected, the failure of any Director to send in said vote within ten (10) days after the date the poll is transmitted or placed in the mail to said Director shall be counted as a vote for confirmation.

7.07. Removal. An elected officer or director may be removed for cause by a vote of the members of the Board of Directors, after notice and hearing. Cause may include failure to attend two (2) board meetings without good cause. A majority vote of the Board of Directors present at a meeting of the Association shall determine if cause exists.

7.08. Past President Representative Power and Duties. The Past President Representative shall serve in the capacity of a board member, entitled to the same rights and duties as any other board member, except the Past President Representative may not assign his vote by proxy to another member or board member.

ARTICLE 8 - OFFICERS

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

8.02. Duties of the President. The President is the chief executive officer of the Association, and has responsibility to supervise, and coordinate the activities of the Association, its officers and personnel, to preside at its meetings, and, along with the President-Elect, to supervise the election of officers and board members.

8.03. Duties of the President-Elect. The President-Elect shall assist the President in performing the duties of said office, shall chair the membership subcommittee, shall be responsible for keeping at the regular office of the Association a record giving the names and addresses of all members of the Association, shall, along with the President, supervise the election of officers and board members, and shall perform such other duties as may be prescribed by the Board of Directors. The President-Elect is elected to succeed the President upon completion by either the President or Vice-President of the Presidents term of office. The President-Elect is not in line of succession for the office of President and is elected to serve for the following term.

8.04. Duties of the Vice-President. The Vice-President shall assist the President in performing duties of said office and perform such other duties as may be prescribed by the Board of Directors. In case of the absence of the President, the Vice-President shall act as chief executive officer of the Association. In case of the death of the President, or in the event of the President's resignation or removal from office, the Vice-President shall become President and shall hold office until the conclusion of the next annual meeting of the Association.

8.05. Duties of the Secretary. The Secretary shall attend and keep minutes of all meetings of the Association. The minutes of each meeting shall be maintained and certified by the Secretary. In the event the Secretary must be absent from a meeting, another member of the Board of Directors shall be designated to act for the Secretary. After any such absence, the Secretary shall retrieve the minutes of the missed meeting and include them with the official minutes of the Association. The Secretary shall act as Parliamentarian for the Association, and

shall maintain copies of the Articles of Incorporation and Bylaws and be responsible for keeping them current.

8.06. Duties of the Treasurer. The Treasurer shall be responsible for collection of all money due the Association and payment of all obligations of the Association from such funds in accordance with such regulations and procedures as may be prescribed by the Board of Directors. The Treasurer shall prepare and maintain monthly financial reports to be kept for inspection by the membership of the Association, and to be presented to each regular meeting of the Board of Directors. The Treasurer will also be responsible for maintaining current and complete books and records of account at the registered office of the Association.

8.07. Executive Committee:

A. Composition. The Association shall have an executive committee consisting of the President, Vice-President, Secretary, Treasurer, and President-Elect.

B. Duties. The executive committee shall oversee operation of the Association's office and its employees. It shall also have such other powers and duties as may be provided in these bylaws and as may be prescribed by the Board of Directors.

C. Report. The executive committee shall make written reports to each meeting of the Board of Directors of its meetings and actions.

ARTICLE 9 - TERMS OF OFFICE AND ELECTIONS

9.01. Terms. Elections for Officers and Directors shall be held annually and all members in good standing are eligible to vote.

9.01(a). Non-officer Board Members shall be elected for a term of two years. Terms shall be staggered, in that one-half (8) of the Board membership shall be elected annually. In the event there is a tie for the eighth board position then the determination of who shall serve shall be by lot or chance.

9.01(b). The term for officers shall be for one year, except for the offices of President-elect, President, and Immediate-past President which is a combined three year term. In the event there is a tie for an officer position, then the determination of who shall fill the officer position shall be by lot or chance.

9.01(c). Term limits do not apply to officers and directors of the Association.

9.02. Elections. An election shall be held during the fourteen days prior to the annual meeting of the Association to elect officers and members of the Board of Directors who will take office immediately after the adjournment of the annual meeting. Voting may be conducted in person or by mail, fax, or electronic mail as designated by the Board of Directors. Voting shall also be conducted on at least two consecutive days in the Harris County Criminal Justice Center, at times and in places therein designated by the Board of Directors. The election procedures and form of the ballot will be as determined by the Board of Directors.

9.03. Notice of Election. 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 by or at the direction of the President. 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 records of the Association.

9.04. Officer and Director Eligibility. All regular members, in good standing, are eligible for election as officers and directors of the Association. Regular members may have their names placed on the ballot for a position as an officer and/or as a director, by delivering a written request to the President by mail, fax, hand delivery, or electronic mail by a deadline established by the Board of Directors.

9.04(a). President-Elect. To be eligible for election as President-Elect, the member must have served at least one complete term as a board member or other officer or be within ninety (90) days of completing such term.

9.04(b). Past President Representative. To be eligible for election as Past President Representative, the member must have served at least one complete term as President and one complete term as immediate Past President or be within ninety (90) days of completing such term.

9.04(c). In a written request to be placed on the ballot, the member is encouraged to submit a brief statement (200 words or less) explaining why he or she seeks election and why he or she should be elected. The President must deliver a copy of each such statement received, along with a ballot, to each member.

9.05. Absentee Voting. The Board of Directors may prescribe a method for absentee voting to be held prior to the regular voting.

9.06. Vote Method. Voting for officers and directors will be by written secret ballot. All nominees for the officer positions and for the director positions will be on a single ballot. Each regular member will be entitled to cast one vote for each officer position and one vote for each of the non-officer director positions to be filled. Each officer position shall be filled by the nominee receiving the greatest plurality 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 10 - COMMITTEES

10.01. Standing Committees. Standing committees of this Association shall be:

- A) Audit & Budget
- B) Continuing Legal Education C)
Judicial Liaison
- D) Law Enforcement Liaison

- E) Lawyer Referral
- F) Legislative
- G) Luncheon
- H) Membership
- I) Public Relations & Speakers Bureau
- J) Amicus/ Lawyer Assistance
- K) Newsletter & Publications
- L) Special Events

Each committee shall consist of a chair and as many members as the President shall designate. Unless otherwise designated in the Bylaws, all committee appointments shall be for a term of one year or until a successor is appointed, whichever comes first. Copies of all reports of the standing committees shall be filed with the minutes of the meeting at which the report is presented, except on special direction of the Board to the contrary.

10.02. Special Committees. There shall be such special or study committees as determined necessary by the President or the Board of Directors, including as examples: grand jury, judicial ethics, or representation of indigents. Special committees shall automatically cease to exist at the end of the term of the President. The President shall appoint the membership of each committee and designate the chair of each committee.

10.03. Chairs. The chair of the Audit and Budget Committee shall not be the Treasurer. The chair of the Membership Committee shall be the President-Elect. The chair of the Newsletter and Publication Committee may, but need not, be Editor of any Association newsletter or periodic magazine.

10.04. Editor. The person or persons acting as editor or editors of any Association newsletter or periodic magazine shall be appointed by the President, subject to confirmation of a majority of the Directors present at a meeting of the Board of Directors. Said person or persons may be removed from the position by the President, or upon two-thirds vote of all Directors at a meeting of the Board of Directors.

ARTICLE 11 - CONTRACTS CHECKS, AND DEPOSITS AND FUNDS

11.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and in behalf of the Association. Such authority may be general or confined to special instances.

11.02. Checks and Drafts. All checks, drafts, or orders of payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association in such manner as shall be from time to time determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Association.

11.03. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association to such bank, trust companies, or other such depositories as the Board of Directors may select.

11.04. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequeath or devise for the general purposes or any special purpose of the Association.

ARTICLE 12 - POLICY STATEMENTS

12.01. 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 12.02.

12.02. Special Circumstances. When, in the President's discretion, the President 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 executive committee.

12.03. 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 fifty voting members, poll the membership of the Association on any question.

12.04. Polling Procedure. The President shall take a poll of the membership by mailing, faxing, or emailing the inquiries necessary to obtain the information desired and by canvassing the votes on the poll, at least ten, but not more than fourteen days, after the mailing, faxing, or emailing of the inquiries.

ARTICLE 13 - DISSOLUTION

13.01. This Association shall be an ongoing entity and shall continue perpetually unless and until the Directors shall adopt by a unanimous majority vote of those present at a meeting of the Board of Directors a resolution of dissolutionment.

13.02. Three-fourths of the voting membership, after notice at a specially called meeting for such purpose, must vote for dissolution and to disband and dissolve the Association in order to effectuate the dissolution.

13.03. In such an event all assets of the Association remaining after satisfaction of all debts and liabilities incurred by the Association, shall be distributed to the Texas Criminal Defense Lawyers Association, a Texas non-profit corporation.

ARTICLE 14 - AMENDMENTS

14.01. Bylaws Amendments: These bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds vote of the Directors present at any regular meeting or at any special meeting of the Board of Directors, if at least ten (10) days written notice is

given to the Directors of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.

14.02. Notice of Amendments to Bylaws. When and if these bylaws are amended, notice of such amendments shall be given to all members in good standing in the next edition of the Association newsletter.

ARTICLE 15 - SAVINGS CLAUSE

15.01. The foregoing bylaws take effect immediately upon adoption by the Board of Directors, but do not invalidate any actions taken by the Board previously the effect of which are being carried out hereafter, including but not limited to elections, memberships, and committees, and the actions of the Board previously in those regards are expressly ratified and adopted until they are carried to conclusion even if in conflict with these bylaws.