

**BYLAWS OF THE
WILLIAMSON COUNTY CRIMINAL DEFENSE LAWYERS ASSOCIATION
A NON-PROFIT CORPORATION**

ARTICLE I

NAME

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

ARTICLE II

PURPOSES

- 2.01. The purposes for which the Association is organized are:
- A. 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.
 - B. To encourage cooperation between lawyers engaged in the furtherance of these objectives by providing a unified voice for local criminal defense attorneys and through educational programs and other assistance
 - C. Through this cooperation, education, and assistance to promote justice and the common good.
 - D. To seek and maintain a close relationship with the Texas Criminal Defense Lawyer’s Association.

ARTICLE III

PRINCIPAL OFFICE

- 3.01. Principal Office. The principal office of the Association in the State of Texas shall be located in the County of Williamson. 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. The Board of Directors may change the location of any office of the Association as is determined necessary. Herein, all references to “the Board” shall mean the President, Vice President, Secretary, Treasurer, and Director-at-large of the Association.
- 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 Board of Directors may change the address of the registered office from time to time.

ARTICLE IX

MEMBERSHIP

4.01. Classes of Members. The Association shall have two classes of members composed of persons of professional competence, integrity, and good moral character, who are actively engaged in the defense of criminal cases, and who would otherwise qualify for membership in this association. Members cannot be employed by any city, state, or federal government or other entity as a prosecutor of the criminal law, or who work in any other capacity which is in conflict with the objectives and purposes of this Association. Notwithstanding this provision, members may accept an appointment as a temporary prosecutor or as a temporary legal advisor, so long as their acceptance of that position is not inconsistent with the objectives and purposes of this association. The designation of such classes shall be as follows:

4.01(a). Regular Membership. Any natural person who is a licensed attorney practicing law in Williamson County, Texas who (1) has a principal law office in Williamson County, Texas and/or lives in Williamson County, Texas, (2), is actively engaged in the defense of persons charged with crimes or offenses in the State or Federal Courts in Williamson County, (3) is a member of the Bar of this State in good standing, (4) is sponsored and invited by a current member in good standing, (5) has made application for membership, (6) has had application accepted by the Association, and (7) 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 natural person who, although not currently engaged in the defense of persons charged with crimes or offenses in the State or Federal Courts, but who, in the past, has (1) practiced criminal law for a minimum of 15 years, and through his past work, has (2) aided in the achievement of the goals of this Association, (3) whose name is submitted to the Board of Directors, and (4) who is sponsored by a regular member of the Association, may be elected as an honorary member of the Association. A unanimous vote of the Board at a meeting of the Board of Directors is required to elect an honorary member. At the sole discretion of the Board, an honorary member may be presented to the membership committee for regular

membership if the only deficiency to regular membership is the current practice of criminal defense.

- 4.02. Application for Membership. Application for regular or honorary membership shall be made on a form prescribed by the Board of Directors. Each application for membership must be sponsored by, at least, one voting member of the Association. Each application for membership must also be endorsed by, at least, one voting member of the Association. All applications shall be subject to approval by the Board of Directors. The Board of Directors must approve membership of the applicant by a majority vote. All membership decisions by the Board are final and not appealable to the general membership.
- 4.03. Voting Rights. Regular members are entitled to vote in any of the Associations' proceedings. Those members designated as honorary 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.
- 4.04. Disciplinary Actions. The Board may impose reasonable sanctions on a member, whether regular or honorary, or suspend or expel a member from the Association for good cause after a hearing. Good cause includes defaulting on an obligation to the Association to pay fees or dues for a period of 30 days following delivery of notice of default, or a material and serious violation of the Association's Articles of Incorporation, by-laws or the Texas Rules of Disciplinary Conduct or of law.
- 4.04(a) Notice of Hearing. The Board may not take action against a member involving sanctioning, suspension or expulsion without giving the member adequate notice and an opportunity to be heard. Adequate notice shall be deemed notice in writing and delivered at least 14 days before the hearing. A shorter notice may be deemed adequate if (1) the Board determines that the need for a timely hearing outweighs the prejudice caused to the member, and (2) if the notice states the need for a timely hearing. If mailed, the notice must be sent registered or certified mail, return receipt requested.
- 4.04(b). Disciplinary Hearing. The disciplinary hearing shall be held to afford the member an opportunity to address the proposed discipline against him or her. After hearing the member's arguments, the Board will determine the member's discipline, if any. The Board may impose sanctions, suspension or expulsion by vote of a majority of the Board who are present and voting.
- 4.05. Resignation by Member. Any member may resign by filing a written resignation with the Secretary of the Association, 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 to the Association. The resignation need not be accepted by the Association to be effective.

- 4.06. Reinstatement of Member. A former member may submit a written request for reinstatement of membership. The member must meet all current Association requirements for member. The Board may reinstate membership on any reasonable terms that the Board deems appropriate.
- 4.07. Transfer of Membership. Membership in the Association is not transferable or assignable. Membership is not a property right that may be transferred after a member dies. Membership terminates when the member dies, or if the Association dissolves.
- 4.08. Attendance of Members. Members should attend the Association meetings as regularly as possible. In the event that the member is unable to attend, the member shall not allow another individual who is not a member of the Association to attend in his or her place. The Association meetings are limited to members and to any guest speakers for a particular meeting. No individual, no matter the affiliation with the member, is allowed to attend the Association's meetings due to the confidential nature and open discussion forum held in each meeting.
- 4.09. Member Certificates. The Association may issue such certificates evidencing membership in the Association as may be designated by the Board of Directors. Wherein a person has been admitted as a member and has paid all required fees and dues, the Association may issue a certificate of membership signed by the President and the Secretary of the Association. Membership certificates will be numbered consecutively. If a certificate is lost or destroyed, a new one may be issued.
- 4.10. Advertising by Members. No member shall advertise his or her affiliation with the Association on his or her website, or on any virtual or printed advertisement of any kind. The Association has a central website wherein all the names of the current members are listed. This is the only form of advertisement affiliation with the Association that members will have.
- 4.11. Membership Dues. Annual dues for regular members is \$ 75.00. All annual dues shall be payable annually on the first day of June. Any regular member whose annual dues are more than three months in arrears shall cease to be a member of the organization. Honorary members shall not be assessed any dues. There shall be no prorated dues.

ARTICLE V

MEETINGS OF THE MEMBERS

5.01 Annual Meeting. The Board of Directors shall hold at least one annual meeting of the Association during each fiscal year. At the annual meeting, the members will elect representative officials, directors and transact any other business that may arise. If, in any year, the election of directors is not held on the day designated for the annual meeting, the Board will call a special meeting of the members to elect directors.

5.01(a) 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.

5.01(b) Quorum. Those regular members present at any annual meeting of the Association shall constitute a quorum for the transaction of business at such meeting.

5.01(c). Notice of Meeting. Written or printed notice stating the place, date and hour of the annual meeting shall be delivered personally, by mail, email, or fax transmittal to each member entitled to vote at such proceedings. Said notice shall be provided to each member entitled to vote not less than 10 days before the date of the meeting. Notice will be given by the President or Secretary, or the officers or persons calling the meeting.

5.02. Special Meetings. Special meetings of the members may be called by the President, the Board, or not less than fifty-one percent (51%) of the members. Notice of special meetings shall be provided to each member entitled to vote not less than 10 days before the date of the meeting. Notice will be given by the President or Secretary, or the officers or persons calling the meeting.

5.03. Regular Meetings. Written, printed or electrically communicated notice of any member meeting will be delivered to each member entitled to vote not less than 10 days before the date of the meeting. Notice will be given by the President or Secretary, or the officers or persons calling the meeting.

5.03(a) Quorum. Members holding 1/10th of the votes that may be cast at a meeting who attend the meeting in person or by written proxy will constitute a quorum at a meeting of the members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if enough members leave so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the numbers of members required for a quorum.

ARTICLE VI

MEMBER VOTING

- 6.01. Eligibility to Vote. A member in good standing is entitled to vote at a meeting of the members of the Association. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting.
- 6.02. Member voting. The membership will try to act by consensus. However, if a consensus is not available on a matter, the vote of a majority of voting members in good standing, present and entitled to vote at a meeting (or through presentation of said member's written proxy), is enough to constitute the act of the membership unless law or the bylaws require a greater number. Voting will be by ballot or by voice, except that any election of directors or officers will be by ballot.
- 6.03. Proxies. A member entitled to vote at a meeting of members of the Association may vote by proxy. All proxies must be in writing, bear the signature of the member giving proxy, and must specify the date on which they are executed. No proxy is valid after 11 months from the date of its execution.
- 6.04. Voting by mail. The Board may authorize members to vote by mail on the election of directors, officers, or any other matter that the members may vote on.

ARTICLE VII

OFFICERS

- 7.01. 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, to supervise the election of officers and board members.
- 7.02. 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 the case of the absence of the President, the Vice-President shall act as chair for Association meetings. 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.

- 7.03. 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 all maintain copies of the Articles of Incorporation and Bylaws and be responsible for keeping them current.
- 7.04. 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 prescribe 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.

ARTICLE VIII

BOARD OF DIRECTORS

- 8.01. Powers. The business and affairs of the Association shall be managed by a Board of Directors. The Board shall consist of the President, Vice President, Secretary, Treasurer, and Director-at-Large. Each of said persons shall be a director in addition to any other title each may have in the Association.
- 8.02. Board Meetings. The Board of Directors shall meet monthly or at such other times as may be called by the President, or upon request of at least two (2) Board members.
- 8.03. Quorum. A quorum for the transaction of business shall be 3 members of the Board present at any meeting of the Board of Directors.
- 8.04. Chair of Meetings. The President shall serve as chair of the Board meeting. In the President's absence, the Vice President shall serve as chair of the meeting.
- 8.05. Vacancies. A vacancy occurring in the Board 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 by a majority vote of the Directors

present at a meeting of the Board. A Director selected to fill a vacancy will serve for the unexpired term of his predecessor in office.

- 8.06. 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.
- 8.07. Number, Qualifications, Nomination and Tenure. The number of Directors shall be five (5), or a number determined by the Board that is not less than four. Directors must be residents in the State of Texas with their principal law office in Williamson County, Texas. Each Director will serve for a term of one year. At any meeting at which the nomination of a Director is held, a voting member in good standing, or a current Director, may nominate a person with the second of any other voting member in good standing or Director. In addition to nominations made at meetings, a nominating committee will consider possible nominees and make nominations for each election of Directors. The secretary will include the names nominated by that committee, and any report of the committee, with the notice of the meeting at which the election occurs.
- 8.08. Elections. A person who meets the qualifications for Director and who has been duly nominated may be elected as Director. Directors will be elected by a majority vote of the membership. Each Director will hold office until a successor is elected and qualifies. A Director maybe elected to succeed himself or herself as Director. Directors will be elected at the annual meeting of the members.

ARTICLE IX

COMMITTEES

- 9.01 Standing Committees. Standing committees of this Association shall be as follows:
- a. Membership
 - b. Public Relations
 - c. Continuing Legal Education
 - d. Budget
 - e. Technology
 - f. Liaisons
 - g. Issues
 - h. 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.

- 9.02. Special Committees. There shall be such special or study committees as determined necessary by the President or the Board of Directors. 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.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- 10.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, 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.
- 10.2. 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.
- 10.3. 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.
- 10.4. 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 XI

POLICY STATEMENTS

- 11.01 Pronouncements 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.
- 11.02. 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.

ARTICLE XII

DISSOLUTION

- 12.01 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 dissolution.
- 12.02. 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.
- 12.03. 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 XIII

AMENDMENTS

- 13.01. Bylaws Amendments. These bylaws may be altered, amended or repealed and new Bylaws may be adopted by 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.
- 13.02. 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.

ARTICLE XIV

SAVINGS CLAUSE

- 14.01. The forgoing 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.

ARTICLE XV

MISCELLANEOUS PROVISIONS

- 15.01 Construction of Bylaws. These Bylaws will be construed under Texas Law. All references in these Bylaws to statues, regulations, or other sources of legal authority will refer to the authorities cited, or their successors as they may be amended from time to time. To the greatest extent possible these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any Bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality or unenforceability will not affect any other provision, and the Bylaws will be construed as if they had not included the invalid, illegal or other unenforceable provision.
- 15.02 Headings. The headings used in these Bylaws are for convenience and may not be considered in construing the Bylaws.
- 15.03. Number. All singular words include the plural, and all plural words include the singular.