

Texas Criminal Defense Lawyers Association Bylaws
Updated by TCDLA Board June 21, 2025

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ART. II

Article I—Name and Status

The name of this organization shall be the Texas Criminal Defense Lawyers Association (“the Association”). It shall be a nonprofit corporation organized under the laws of the State of Texas.

Article II—Purposes

The purpose of the Association shall be: To protect and ensure 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 December 31, 1971, 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 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, 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. Public Defender Membership.

A full-time member of a federal, state or local public defender organization actively engaged in the defense of criminal cases is eligible for public defender membership in the Association.

Sec. 8. 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 Chief Executive Officer 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. 9. Voting.

All members except honorary, affiliate and student members are entitled to vote as provided in Article VI, Section 6.

Sec. 10. Revocation of Membership.

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.

Sec. 11. Membership Areas.

The following are the membership areas of this association; 1—West Texas; 2—Permian Basin; 3—Panhandle; 4—North Texas; 5—Tarrant County; 6—Dallas County; 7—Northeast Texas; 8—Central Texas; 9—Travis County; 10—Bexar County; 11—South Central Texas; 12—South Texas; 13—Gulf Coast; 14—Harris County.

Article IV—Affiliate

Association Membership

Sec. 1. Other Associations.

The Board of Directors may establish procedures and requirements by which other voluntary bar associations may affiliate with this the Association.

Sec. 2. Qualifications of Affiliate Associations.

To be eligible to become an affiliate association, a voluntary bar association must:

- (a) Be 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.
- (b) Have objectives and purposes, as part of its own bylaws or operating rules, which are consistent with the by-laws, objectives, and purposes of the Association, as determined by the Board of Directors.
- (c) Not accept or allow members who are 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 the Association. Notwithstanding this provision, affiliate associations may accept or allow members who accept an appointment as a temporary prosecutor or as a temporary police legal advisor, so long as their acceptance of that position is not inconsistent with the objectives and purposes of this association as set forth in Article II of these bylaws. This provision shall not place a more restrictive membership requirement on an affiliate association than the association places on itself under Article III, Sections 1-7 of these bylaws.

Sec. 3. Application for Affiliation.

- (a) Voluntary bar associations may request affiliation with this association by submitting an application, on a form available from the Texas Criminal Defense Lawyers Association Chief Executive Officer.
- (b) An application for affiliation shall be referred by the Chief Executive Officer to the executive committee, which shall review it and make a recommendation for approval or denial to the Board of Directors.
- (c) Approval or denial of an application for affiliation shall be by majority vote of the Board of Directors.

Sec. 4. Rights and Privileges of Affiliate Associations.

- (a) The Board of Directors of this association may, by a majority vote, grant such rights and privileges to affiliate associations as it deems necessary and proper, but said rights and privileges shall be no greater than that combined within the bylaws of the Association.
- (b) Any rights and privileges granted to an affiliate association shall be reduced to writing as a standing board policy and shall be made available to any member of affiliate association upon request.

Sec. 5. Revocation of Affiliation.

Affiliate association status may be revoked after due notice and opportunity to be heard, for good cause, by three-quarters majority vote of the Board of Directors in any lawfully called meeting.

Sec. 6. Contested Revocation.

Procedure. In the event an affiliate association is revoked for cause, the following procedure shall govern if the affiliate association contests its revocation:

- (a) The secretary shall notify that association of its revocation by certified United States mail. A written petition for reinstatement and request for an appearance by a representative must be submitted to the association office in Austin within thirty (30) days from the date the notice was mailed.
- (b) Copies of the petition shall be transmitted to the Board of Directors. The matter will be remanded to the President or his or her designee to conduct an inquiry, in which the petitioner will have pertinent proof to show good and just cause as to why the petitioner is entitled to reinstatement.
- (c) The President shall forthwith prepare and file a report to the Board of Directors, with a nonbinding recommendation for sustaining the petition or rejecting the petition.
- (d) The Board of Directors shall vote to reinstate or to uphold the revocation. A majority vote of the Board of Directors shall be final.

Article V—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. It shall be the duty of the Board of Directors to set membership dues. Until modified by the Board, the dues schedule is as follows:

- a. Honorary Member: no dues required
- b. Student Member
- c. Affiliate Member (non-lawyers such as investigators, paralegals, experts and law professors)
- d. Public Defender Member (employee of a public defender office)
- e. Initial membership year, or licensed less than two years
- f. Regular and Charter Member
- g. Sustaining Member
- h. Officer, Director, and Voluntary Sustaining Member
- i. Past Presidents and Members over 70 years of age

Sec. 3. Budget.

The Board of Directors shall approve a budget annually.

Article VI—Meetings

Sec. 1. Annual Meeting.

The annual meeting of the Association shall be held at a time and place fixed by the Board of Directors.

Sec. 2. Quarterly Meetings.

The Board of Directors shall hold regular quarterly meetings, at such time and place as designated by the President with the approval of a majority of the executive committee.

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 eight (8) members of the Board of Directors. This shall include Internet Votes.

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 annual meeting shall be given to each member at least seventy-five (75) days in advance of the meeting.

(b) Written notice of each quarterly and any special meeting shall be given to each member at least fourteen (14) 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 bylaws is accomplished by publication in *Voice for the Defense* within the deadlines stated.

Sec. 6. Voting.

(a) The transaction of business at each quarterly meeting or special board meeting shall be by a majority of a quorum of the members of the Board of Directors, including past presidents, who are physically present and voting. A minimum of thirty-one (31) Board of Director Members, including past presidents, physically present at the roll call of the meeting shall be required to reach a quorum. Once a quorum is reached, there is a deemed quorum until the meeting is adjourned.

(b) The transaction of business at each annual meeting shall be by a majority vote of the members in good standing who are present and voting, except as to the election of officers, and directors which is governed by Article VIII.

Sec. 7. Commencement of Meetings.

Each meeting shall be commenced by the president calling the meeting to order and immediately thereafter shall cause the roll to be called to determine whether there is a quorum present.

Sec. 8. Rules of Meetings

All Membership and Board of Directors meetings shall be conducted in accordance with Robert's Rules of Order, unless otherwise provided therein. All Executive Committee and other committee meetings may be conducted in accordance with Robert's Rules of Order, upon proper motion.

Electronic voting via the Internet for the Board of Directors shall not be in accordance with Robert's Rules of Order but shall be conducted as provided herein.

Article VII—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 past presidents of the Association, the editor of the *Voice for the Defense*, and fifty-four (54) directors. Each past president of the Association is a member of the Board of Directors, provided said past president is a member in good standing. Directors shall be elected for terms of three (3) years.

(b) No Director may be elected to serve for more than two (2) full consecutive terms, provided this restriction shall not prevent officers and the editor of the *Voice for the Defense* who are Directors by virtue of office from serving on the Board of Directors, and further provided that Directors who have served two full consecutive terms may apply for and serve as a Director again after two (2) years out of the office as a Director. The executive committee shall have the responsibility for establishing rules to ensure the orderly election of the board of Directors.

(c) Each membership area designated in Section 11 of Article III shall be represented by a director from that area. The nominations committee shall have responsibility for establishing rules for elections which will achieve this objective.

Sec. 2. Executive Committee.

The Executive Committee shall consist of the officers of the Association, the editor of the *Voice for the Defense*, and two members of the board of directors appointed by the President. The President may select Ex-Officio(s) in a non-voting capacity, to serve on the Executive Committee. The Executive Committee shall have such powers and duties as are provided in these bylaws and as may be prescribed by the Board of Directors. The Chief Executive Officer is a non-voting member of the Executive Committee.

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 First Vice President, shall serve as chair.

Sec. 4. Procedures.

The Board of Directors may act by telephone, email, or any other method approved by the Executive Committee.

Sec. 5. Vacancies.

A vacancy occurring in the Board of Directors may be filled by Presidential appointment of any eligible member, subject to confirmation by 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. The failure of any director to send in his or her vote within ten days after the date the poll is placed in the mail to him or her shall be counted as a vote for confirmation. Under this section the appointee's term ends when the term of the director replaced by death, resignation, lack of qualified applicants or removal would end.

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 two consecutive meetings of the Board of Directors without good cause. The Chief Executive Officer shall receive and approve written requests for excused absences for good cause.

Sec. 7. Qualifications

All Members of the Association who are authorized to vote are eligible to become members of the Board of Directors by election or appointment.

Article VIII—Officers

Sec. 1. Officers.

The elected officers of the Association shall consist of a President, a President-Elect, a First Vice-President, a Second Vice-President, Treasurer, and Secretary. The appointed officers are the editor of the *Voice for the Defense* and the Chief Executive Officer.

Sec. 2. Qualifications.

- (a) All members of the Board of Directors shall be voting members in good standing.
- (b) The Board of Directors shall determine the qualifications of the Chief Executive Officer.
- (c) Prior to applying for office, an applicant, must have served at least one (1) full term as a Director, or have served at least three (3) years on the Texas Criminal Defense Lawyers Educational Institute, or have served as chair of the Criminal Defense Lawyers Project.

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 of the President, or his or her resignation or removal from office, 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.
- (b) **Assumption of Office.** In the event of the death, resignation or removal from office of any officer, other than the President, each officer below the office which is thus vacated shall immediately accede to the office immediately above the office held by that officer. The President shall appoint, with the approval of a majority of the remaining officers, a replacement who will serve as Secretary for the remainder of the regular term of office in which the vacancy occurs. If there is a period between the vacation of an office and the appointment of the new secretary, the officer assuming the office of Treasurer shall fulfill the duties of Secretary until a replacement is appointed. The hierarchy of office in descending order is: President, President-elect, First Vice-President, Second Vice-President, Treasurer, and Secretary.

Sec. 4. Duties of the President.

The President shall supervise and coordinate the activities of the Association and preside at its meetings. The President shall appoint the members of each committee and designate the respective chairs thereto. Appointment and removal of the editors of the *Voice for the Defense* and Significant Decisions Report shall be by the President subject to the approval of the Board of Directors.

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 President of the Association.

Sec. 6. Duties of First Vice-President.

The First 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 first Vice-President shall act as President of the Association.

Sec. 7. Duties of Second Vice-President.

The Second Vice-President shall assist the President and First Vice-President in the performance of their duties and perform such other duties as may be prescribed by the Board of Directors.

Sec. 8. Duties of Treasurer.

The Treasurer shall serve as chair of the Budget Committee and 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. 10. Chief Executive Officer

- (a) Duties of the Chief Executive Officer the Chief Executive Officer shall act as the Recording Secretary of the Association and shall be the custodian of the records of the Association. The Chief Executive Officer shall also perform all duties usually required of a Chief Executive Officer and such

other duties as may be assigned by the President or the Board of Directors, and shall be a non-voting member

(b)Hiring: Subject to any advance determination of qualifications by the Board of Directors under Article VIII, Sec. 2(b) above, the Executive Committee shall, on behalf of the association, select and hire the Chief Executive Officer and determine the terms of his/her employment, said terms to be consistent with Subsection (c) below.

(c)Termination of Employment: The Association shall be authorized to terminate employment of the Chief Executive Officer by, and only by, one of the following two procedures:

(1) By Board of Directors: Conclusive vote on termination can be undertaken at either a regular quarterly or special meeting of the Board of Directors upon written request to the President by at least eight (8) members of the Board of Directors. Prior to said meeting written notice shall be given complying with the 14 days advance written notice required by Sec. 5 (b) of Article VI and shall include a statement that the agenda for that meeting will include a vote on termination of the Chief Executive Officer. Provided there is a quorum at said meeting, termination shall result if supported by a vote of two-thirds (2/3) of those present, or

(2) By Designated Officers: Conclusive vote on termination can be undertaken at a meeting requested for this purpose, at which the officers of the Association designated in Sec. 1 of this article are eligible to vote. Said meeting must be requested by at least (2) of the eligible voters with at least 72 hours advance notice to each other eligible voter, communicated either directly, in writing, or by phone message. Attendance and vote may be either in person or by phone. Termination shall result if supported by vote of four (4) or more of those voting in said meeting.

Sec. 11. Duties of the Editor.

(a)The editor of the *Voice for the Defense* shall be responsible for the overseeing the content and publication of the *Voice for the Defense*, including securing materials for publication and performing technical editing of published material.

(b)The Editor of Significant Decisions Reports shall be responsible for the timely preparation for publication of summaries of Texas and Federal cases deemed to be significant to the practice of criminal law in Texas. To this end, the editor may appoint, subject to the approval of the Board of Directors, one (1) or more associate editors of Significant Decisions Reports who shall assist in the performance of the responsibilities.

(c) The editor of the *Voice for the Defense* shall have voting rights on the Executive Committee.

Article IX—Elections

Sec. 1. Elections.

At each annual meeting the Association shall elect all officers except President, and elect directors to replace each director whose term is expiring and to fill any vacancy. Officers shall serve for one (1) year or until their successors take office. Directors shall serve for three (3) years or until their successors take office, unless appointed to complete a term for which another was elected. The President-Elect shall assume the office of President and all elected officers and directors shall take office upon adjournment of the annual meeting.

Sec. 2. Nominations Committee.

Prior to January 31st of each year, the President-Elect shall appoint a Nominations Committee consisting of one member from each of the Association's membership areas and all officers. Each member shall be an attorney who is a current member of TCDLA and has a minimum of five years of practice in criminal law. Past presidents may be appointed to the committee as a voting member as a district representative or may participate as a non-voting member. The chair of the Nominations Committee shall be the President-Elect. The Nominations Committee shall meet, and the members present shall select its nominee(s) for those positions in the Association which are open for election or reelection. The chair of the Nominations Committee shall report in writing on or before 90 days prior to the next annual meeting all said nominee(s) for each such position to the President, the Board of Directors, the Chief Executive Officer, and the editor of the *Voice for the Defense*. Association members shall be given notice in writing of the nominee(s) for each such elective position on or

before 75 days prior to the next annual meeting. Such notice may be by publication in *Voice for the Defense* and shall also advise the membership that any qualified member in good standing may seek election for the position as an officer, other than President, director, or associate director of the Association by following requisites of Article IX Section 3(b) of the Bylaws. 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 office or for director from the floor only if the Nominations Committee nominee is deceased, withdraws, or is otherwise disqualified.

(b) A qualified member who desires election as an officer or director of the Association 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 twenty (20) 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 ten (10) 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, directorship, or associate directorship must be delivered to the Chief Executive Officer at the main office of the Texas Criminal Defense Lawyers Association in Austin, Texas, 50 days prior to the annual meeting.

Sec. 4. Voting Procedure.

Written ballots shall be mailed to members in good standing no later than 30 days prior to the annual meeting. To be valid, ballots must be returned by the member and received by the Chief Executive Officer no later than ten 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 X—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, then after obtaining the consent of a majority of the Executive Committee he or she may make said pronouncement or declaration.

Article XI—Committees

There shall be an Executive, Budget, Nominations and such other special or study committees as deemed necessary by the President or the Board of Directors.

Article XII—Procedure for Voting

(a) All business transacted by the Executive Committee, the Board of Directors, and committees shall be by majority vote of the quorum present. A quorum for the transaction of business of each respective committee is a majority of the members. A quorum for the transaction of business of the Board of Directors is thirty-one (31) members, including past presidents.

(b) Internet Voting

(1) If there is business that a majority of the Executive Committee deems necessary to determine before the next scheduled quarterly meeting, Special Board Meeting, or annual meeting, the matter can be determined by discussion and vote over the Internet.

(2) A quorum for an Internet Vote shall be at least thirty-one (31) Board of Directors Members, including past presidents. All business transacted by the Internet voting shall be by a majority of the quorum voting.

(3) The business matter under consideration shall be presented by the Executive Committee as an

executive committee motion by email to the email address that each member of the Board of Directors has provided to the Association. A second to the motion shall not be necessary. No amendment of the executive committee motion is permitted.

(4) There shall be a period of discussion no less than three (3) full business days. A business day shall be considered 8 a.m. to 5 p.m. Central Time.

(5) After the period of discussion a vote shall be held. The period of voting shall be determined by the Executive Committee but shall be no less than twenty-four (24) hours beginning at 9:00 a.m. the first business day after the discussion period has ended. One Motion to Table is allowed but must be made during the discussion period. If there is a Motion to Table and a second to the motion, which must be made during the discussion period then after the discussion period, there will be a voting period of not less than twenty-four (24) hours to vote on the Motion to Table beginning at 9 a.m. on the first business day after the discussion period has ended. If the Motion to Table passes by a majority of those voting on the Motion to Table, then the business matter subject to the vote will be placed on the agenda for the next regularly scheduled quarterly or annual meeting. If the Motion to Table does not pass, there will be an additional voting period of not less than twenty-four (24) hours beginning at 9 a.m. on the first business day after the vote on the motion to table expires to vote on the matter under consideration.

(6) Members shall vote according to the instructions included in the email with the proposed business matter. Once a vote is cast, the vote cannot be changed. The votes shall be counted by the Chief Executive Officer and published to the Board of Directors by email and to the membership of the organization by the regular procedures for such business matters. There shall be no secret ballots. The Chief Executive Officer shall ensure that the ballot cast by each person is visible to the other voters as the ballots are cast.

(7) At the next regularly scheduled quarterly or annual meeting, the Executive Committee Motion and resulting vote of any business conducted by Internet voting under this section will be included on the Agenda for the meeting and reported to the Board of Directors. At this time, a motion to reconsider the matter may be made by a member of the Board of Directors. A Motion to Reconsider shall require a majority of the quorum present at the beginning of the regularly called meeting to be approved. There shall be no discussion on the Motion to Reconsider. If the Motion to Reconsider is approved, the matter will be placed on the agenda under "Old Business." Discussion and voting will be as any other business item on the agenda.

Article XIII—Amendment

These bylaws may be amended by majority vote of the members present and voting at any annual or special meeting of the membership.

Article XIV—Dissolution

Upon the dissolution of the Association, the Board of Directors of the Texas 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 purpose 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 Travis 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.