

***Bylaws of the
Dallas Hispanic Bar Association***
(a Texas non-profit corporation)

PREAMBLE

The Dallas Hispanic Bar Association (the "Association"), formerly known as the Mexican American Bar Association of Dallas, provides a forum through which Hispanic attorneys in the Dallas-Fort Worth Metroplex ("DFW Metroplex") can come together to exchange ideas and to pursue common goals. The purpose of the Association is to promote the social, economic, educational, and civic advancement of the DFW Metroplex Hispanic community by making the legal system more accessible to the Hispanic community and more responsive to its needs.

ARTICLE I

NAME AND PURPOSE

- 1.1 **Name.** The name of the corporation is the Dallas Hispanic Bar Association.
- 1.2 **Purposes.** The purposes of the Association are to represent and to advocate the interests of DFW Metroplex Hispanic attorneys and their communities; to foster fellowship between the members of the Association and between Association members and other members of the legal profession; to encourage and promote the professional growth and good standing of the members of the Association; to develop and encourage cooperation with other organizations of minority attorneys; and to engage in any other activity not otherwise prohibited to it by law or regulation. These activities shall be carried out to the extent and in such manner that they further business league purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or superseded from time to time.

ARTICLE II

OFFICE

- 2.1 **Principal Office.** The principal office of the Association in the State of Texas shall be located in the City of Dallas, Dallas County, Texas.
- 2.2 **Other Offices.** The Association may have such other offices, either within or outside of the County of Dallas, State of Texas, as the Board of Directors (the "Board") may determine or as the affairs of the Association may require from time to time.
- 2.3 **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 Texas Non-Profit Corporation Laws, as contained in the Texas Business Organizations Code. 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.

ARTICLE III

MEMBERSHIP AND DUES

3.1 **Number of Members.** The Association shall have no limit on the number of its members.

3.2 **Classes of Members.** The membership of the Association shall consist of two (2) classes: voting members and non-voting members, each as described below:

a. **Voting Members.**

- (i) attorneys who are admitted to practice and are in good standing before the highest court of the State of Texas;
- (ii) attorneys who are admitted to practice regularly before a federal court in the State of Texas;
- (iii) attorneys who are members of the federal or Texas state judiciary; and
- (iv) attorneys who are admitted to practice and are in good standing before the highest court of any jurisdiction in the United States, and whose principal place of business is in the State of Texas.

b. **Non-Voting Members.**

- (i) students who are engaged in the study of the law in an institution accredited by American Bar Association;
- (ii) individuals who are active members of any national or local association of legal assistants;
- (iii) attorneys who are admitted to practice and are in good standing before the highest court of any jurisdiction in the United States and whose principal place of business is outside of the State of Texas; and
- (iv) other applicants approved by quorum of the Board.

3.3 **Admission to Membership.** All applicants for membership shall file with the Secretary an application in such form as the Board or Secretary shall from time to time determine. Membership shall be effective upon receipt and acceptance of the application by the Board and upon payment of the applicable dues as set forth in Section 3.8 of these Bylaws.

3.4 **Rights and Privileges; Voting.** All members in good standing are entitled to all rights and privileges of membership except that only voting members of the Association shall have the right to vote in elections, to vote in matters submitted to membership for vote and to hold office. All matters before the Association shall pass by vote of a majority of the members of the Association entitled to vote present and voting, either in person or by proxy, unless a

higher percentage is required by these Bylaws or by law. Each voting member shall be entitled to one (1) vote on each matter submitted to a vote of the voting members.

3.5 Suspension or Termination of Membership.

a. The Board by affirmative vote of two-thirds (2/3) may suspend or terminate the membership of any member for cause (as defined by the Board in its sole discretion) after an appropriate hearing.

b. The Board by a majority vote may suspend or terminate the membership of any member who is not in good standing within the meaning of Section 3.7 of these Bylaws.

3.6 Withdrawal from Membership. Any member may withdraw from his or her membership in the Association by submitting a letter of resignation to the Secretary; provided, however that such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges heretofore accrued and unpaid.

3.7 Members in Good Standing. A member in good standing is a member of the Association whose annual dues are not more than sixty (60) days in arrears. A member not in good standing may be reinstated by payment of the current annual dues and any and all assessments which were levied or became due while such person was a member in good standing.

3.8 Membership Dues.

a. The Board shall determine from time to time the membership dues of each class of members and shall notify the members of the Association by not less than sixty (60) days before the due date of such dues.

b. Dues shall be payable upon admission to membership in the Association, and annually thereafter by January 1st of each year.

c. The membership year shall be from January 1 through December 31.

d. The Board may remit or waive dues of any member in whole or in part, in its sole discretion.

3.9 Transfer of Membership. Membership in the Association is not transferrable or assignable.

ARTICLE IV

MEMBER MEETINGS

4.1 Annual Meeting. An Annual Meeting of the members shall be held each calendar year at a time and place prescribed by the Board for the purpose of nominating Directors and Officers and for the transaction of such other business as may come before the meeting.

a. Nominations for the respective offices (Directors and Officers) then to be filled shall be made from the floor. Nominations can only be made by members in good standing as of the Record Date.

b. Candidates must be present at the Annual Meeting to accept the nomination or

have submitted prior notice of intent to accept the nomination. A notice of intent to accept the nomination must be submitted to the Secretary prior to the Annual Meeting.

c. In the event any candidate should be nominated without opposition, such candidate shall, upon a vote being cast for him or her at the time of such nomination be declared elected.

d. In the event two (2) or more candidates are nominated for any office, they shall constitute the nominees of that office. Members shall vote for such nominees at a member meeting to occur within thirty-five (35) days of the Annual Meeting. The nominee with the highest number of votes shall be declared the winner.

4.2 **Special Meetings.** Special meetings of the members may be called by the President, the Board, or upon written request to the Board by not less than one-third (1/3) of the voting members of the Association entitled to vote.

4.3 **Notice of Meetings.**

a. **Special Meetings.** Written notice stating the place, date, and hour of any special meeting of members and, the purpose or purposes for which the meeting is called, shall be delivered by the Secretary to each voting member not less than ten (10) nor more than sixty (60) days before the date of such meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the voting member at the address for such voting member as it appears on the records of the Association at least ten (10) days before the meeting, with first class postage thereon prepaid.

b. **Annual and Regular Meetings.** No notice of annual or regular meetings shall be required.

4.4 **Quorum.** Five (5) voting members (at least three (3) of whom are Officers or Directors) of the Association entitled to vote, represented in person or by proxy, shall constitute a quorum for consideration of any matter at a meeting of the members. If a quorum is not present at any meeting of the members, a majority of the members of the Association entitled to vote present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

4.5 **Proxies.** Each member of the Association entitled to vote may authorize another member of the Association entitled to vote to act for him or her by proxy, but no such proxy shall be voted or acted after eleven (11) months from its date of execution, unless otherwise provided in the proxy. Proxies must be in writing and received by the Secretary via mail, by facsimile transmission, or by electronic mail no later than one (1) hour prior to the start of the meeting.

4.6 **Record Date For Voting.** For the purpose of determining voting members, or in order to make a determination of members for any other proper purpose, the Record Date shall be thirty (30) days prior to the Annual Meeting. A determination of members of the Association entitled to vote at any meeting of members shall apply to any adjournment thereof.

ARTICLE V
BOARD OF DIRECTORS

5.1 **Board of Directors.** The Board of Directors shall consist of the President, the President-elect, the Vice-President, the Secretary, and the Treasurer of the Association, the Immediate Past-President, and two additional Directors.

5.2 **General Powers.** The corporate powers, business and property of the Association shall be exercised, conducted and controlled by a Board of Directors.

5.3 **Number; Election.** The number of Directors of the corporation shall be eight (8), but such number may be increased or decreased by amendment to the Bylaws, in the manner set forth in Section 9.11 hereof. In no event, however, shall the number of Directors be less than five (5) nor more than nine (9). When the number of Directors is so decreased by amendment adopted by the Board, each director in office shall serve until his term expires, or until he tenders his resignation to the Board. One Director position shall be reserved exclusively for the immediate past president of the Dallas Hispanic Bar Association who shall serve as a Director of the DHBA. In the event the immediate past president of the DHBA declines to serve as a director of the DHBA, the Board of Directors shall appoint or elect another Director to that position. Each Director shall be elected at the annual meeting of the Board by a majority vote, for a term of one year, and shall hold office until such non-Officer Director's successor is elected or qualified.

5.4 **Regular Meetings.** Regular monthly meetings of the Board shall be held without other notice than these Bylaws at the same place as the annual meeting of voting members. The Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

5.5 **Special Meetings.** Special meetings of the Board may be called by or at the request of the President or any two (2) other Officers of the Association. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

5.6 **Notice.** Notice of any special meeting of the Board shall be given at least two (2) days previously thereto by telephone or fax machine to each Director at the telephone number as shown by the records of the Association. Notice of any special meeting of the Board may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

5.7 **Quorum.** A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. A Director may participate in a Board meeting by telephone, so long as all Directors present can hear all other participants in the meeting. Such Director participating by telephone shall be considered to be present for purposes of

determining a quorum.

5.8 **Powers, Manner of Acting.** All corporate powers, except as otherwise provided in these Bylaws or in the laws of the State of Texas, shall be and are hereby vested in and shall be exercised by the Board. The Board may by general resolution delegate to committees of their own number, or to Officers of the Association, such powers as it may see fit. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

5.9 **Resignation, Removal of Directors.**

a. A Director may resign at any time by written notice delivered to the Board or to the President or Secretary. A resignation is effective when the notice is delivered unless the notice specifies a future date.

b. One or more of the Directors may be removed for cause (as defined by the Board in its sole discretion).

5.10 **Vacancies.** A Director elected to fill a vacancy shall be effected for the unexpired term of his or her predecessor in office. If a vacancy arises on the Board of Directors, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors.

5.11 **Unanimous Consent in Lieu of Meeting.**

a. Unless specifically prohibited by the Articles of Incorporation or these Bylaws, any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter.

b. The consent shall be evidenced by the written approval of the Directors, in one or more counterparts, each of which sets forth the action taken and bears the signature of one or more Directors or committee members. All the approvals evidencing consent shall be delivered to the Secretary to be filed in the Association records. The action taken shall be effective when all the Directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

5.12 **Compensation.** Directors shall not receive any stated salaries for their services, but by resolution of the Board actual expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, and actual expenses incurred by Officers, Directors or members may be reimbursed under a policy to be determined by the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving reasonable compensation therefor.

5.13 **Chairman of the Board Meeting.** At all meetings of the Board, the President or in the President's absence, the Vice-President, or in their absence a Director chosen by the Directors present, shall preside.

ARTICLE VI OFFICERS

6.1 **Officers.** The Officers of the Association shall be a President, a President-Elect, a Vice-President, a Treasurer and a Secretary.

6.2 **Election and Term of Office.** The Officers of the Association shall be elected annually by vote of the members of the Association entitled to vote. Vacancies may be filled at any meeting of the Association. Each Officer shall hold office until January 1st of the following calendar year and such Officer's successor shall have been duly elected and shall have qualified or until such Officer's earlier death, resignation or removal as provided in these Bylaws.

6.3 **Removal.** Any Officer may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the members of the Board, excluding the vote of the Officer to be removed.

6.4 **President.** The President shall be the principal executive officer of the Association. The President shall be in charge of the business and affairs of the Association, the President shall see that the resolutions and directives of the Board are carried into effect; and, in general, the President shall discharge all duties incident to the office of the President. The President shall preside at all meetings of the members and of the Board. Except in those instances in which the authority to execute is expressly delegated to another Officer or agent of the Association or a different mode of execution is expressly prescribed by the Board or these Bylaws, the President may execute for the Association any contracts or other instruments which the Board has authorized to be executed, according to the requirements of the form of the instrument. The President may vote all securities which the Association is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Association by the Board.

6.5 **Vice-President.** The Vice-President shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board or these Bylaws, the Vice-President may execute for the Association any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed according to the requirements of the form of the instrument.

6.6 **President-Elect.** The President-Elect shall succeed the President upon expiration of the President's term of office. The President-Elect shall assist the President with the business and affairs of the Association and shall perform such other duties as the President or Board of Directors shall from time to time direct. ,

6.7 **Treasurer.** The Treasurer shall be the principal accounting and financial officer of the Association. The Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Association; (b) have charge and custody of all funds and securities of the Association, and be responsible therefor, and for the receipt and disbursement, thereof; and (c) perform all the duties incident to the office of Treasurer and

such other duties as from time to time may be assigned to him or her by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall also prepare a proposed Annual Budget during the first thirty days of the calendar year. The Treasurer shall submit to the Board of the Directors a final Annual Budget within the first 60 days of the calendar year. The Treasurer shall present to the Board a written budget reconciliation statement each regular meeting of the Board and at the expiration of the Treasurer's term of office.

6.8 **Secretary.** The Secretary shall record and archive the minutes of the meetings of the members and of the Board, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the Association records and of the seal of the Association, keep a register of the post office address of each member which shall be furnished to the Secretary by such member, and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board. The Secretary shall present to the Board the minutes of the previous meeting of the Board at each regular meeting of the Board. At the expiration of the Secretary's term of office, the Secretary shall provide to the incoming Secretary the archives of the Association's minutes.

6.9 **Compensation.** The Officers shall not receive any stated salaries for their services, but by resolution of the Board actual expenses of attendance to events, if any, may be reimbursed under a policy to be determined by the Board, provided that nothing herein contained shall be construed to preclude any Officer from serving the Association in any other capacity and receiving reasonable compensation therefor.

ARTICLE VII

COMMITTEES

7.1 **Committees.** The Association shall provide, through the action of the Board, for the creation and dissolution of such committees as the Board may authorize or deem necessary or helpful to carry out the express purposes of the Association or for such organizational functions as the Board may determine. Each committee so created shall consist of two (2) or more persons who shall be members of the Association, but need not be Directors or Officers of the Association, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board in the management of the Association.

7.2 **Limitation of Authority.** No committee formed pursuant to these Bylaws shall have the authority of the Board in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or Officer of the Association; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Association; or amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed on it or him or her by law.

7.3 **General Standards for Committee Members.** Committee members must act in good faith, with ordinary care, and in a manner that the committee member reasonably believes is in the best interest of the Association.

7.4 **Term of Office.** Each member of a committee shall continue as such until January 15th of the following calendar year and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

7.5 **Chairman.** One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

7.6 **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.7 **Quorum.** Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII

INDEMNIFICATION

8.1 **Policy of Indemnification and Advancement of Expenses.** To the full extent permitted by Chapter 22 the Texas Business Organizations Code , as amended from time to time, the Association shall indemnify any Representative (as defined below) against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is, or is threatened to be made a named defendant or respondent in a Proceeding (as defined below) because the person is or was a Representative and shall advance to such person such reasonable expenses as are incurred by such person in connection therewith.

8.2 **Definitions.** For purposes of this Article VIII:

a. **"Representative"** means any person who is or was a director and any person who, while a director, is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of the Association or of another foreign or domestic association, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise or any person who is or was an officer and any person who, while an officer, is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of the corporation or of another foreign or domestic association, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise.

b. **"Proceeding"** means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

8.3 **Non-Exclusive; Continuation.** The indemnification provided by this Article VIII shall

not be deemed exclusive of any other rights to which the person claiming indemnification may be entitled under any agreement, any vote of disinterested Directors or otherwise, both as to any action in his or her official capacity and as to any action in another capacity while holding such office, and shall continue as to a person who shall have ceased to be a Representative engaged in any other enterprise at the request of the Association and shall inure to the benefit of the heirs, executors, and administrators of such person.

8.4 **Insurance or Other Arrangement.** The Association shall have the power, but not the obligation, to purchase and maintain insurance or to the extent permitted by applicable law another arrangement on behalf of any person who is or was a Representative, employee, or agent of the Association, or who is or was serving at the request of the Association as a director, officer, employee, or agent or any other capacity in another association, or a partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in such capacity, arising out of such person's status as such, whether or not such person is indemnified against such liability by the provisions of this Article VIII.

8.5 **Indemnification of Employees or Agents.** The Association may indemnify and advance expenses to an employee or agent who is not a Director or Officer to such further extent, consistent with law, as may be provided by general or specific action of the Board, by contract, or as permitted or required by common law.

ARTICLE IX

MISCELLANEOUS

9.1 **Contracts.** The Board 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 on behalf of the Association, and such authority may be general or confined to specific instances.

9.2 **Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers of the Association and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board such instruments shall be signed by the Treasurer; provided, however, that such instruments in excess of \$500 shall require the prior written approval of the Vice-President or the President of the Association.

9.3 **Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

9.4 **Gifts.** The Board may accept on behalf of the Association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Association. The Board may adopt any convenient means whereby gifts, donations, bequests and devices from members and others, to be used, in furthering the activities and objects of the Association, may be received, held, administered and disposed of.

9.5 **Net Earnings.** No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Directors, Officers, members or other private persons, except that the Association be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in

these Bylaws.

9.6 **Dissolution of the Association.** Upon the dissolution of the Association, the Board shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association in such manner or to such organization or organizations organized or operated exclusively for purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) as the Board shall determine.

9.7 **Non-discrimination.** The Association shall maintain a non-discriminatory policy as to participation in its programs, hiring of support staff, election of Directors and Officers, and in its dealings with any person or business that might be associated with it in any manner.

9.8 **Books and Records.** The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and committees having any of the authority of the Board, and shall keep at the office of the Secretary a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or their agent or attorney for any proper purpose and at any reasonable time.

9.9 **Fiscal Year.** The fiscal year of the Association shall be the calendar year.

9.10 **Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

9.11 **Amendments.** The power to alter, amend, or repeal these Bylaws or adopt new bylaws shall be vested in the Board unless otherwise provided in the Articles of Incorporation or these Bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with law or the Articles of Incorporation.

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