

# BYLAWS OF HIGHLAND LAKES BAR ASSOCIATION

## ARTICLE I.

### NAME AND PURPOSE

1.1 Name. The name of this organization is the Highland Lakes Bar Association (the "Association").

1.2 Purpose. The Association is organized and shall be operated exclusively for charitable, educational and other non-profit purposes, including, but not limited to, maintaining and advancing the honor and dignity of the legal profession; promoting the administration of justice; perpetuating that just sense of duty rightfully owing by every attorney to his or her clients, to the courts, and to his or her country; encouraging members to provide pro bono legal services to indigent persons; promoting and cultivating fellowship among members of the Association; and working with the State Bar and with neighboring bar associations in the furtherance of common projects relating to the legal profession.

## ARTICLE II.

### MEMBERSHIP

2.1 Qualifications. Members in good standing of the State Bar of Texas who live or work in Burnet, Llano, Blanco, San Saba, Lampasas County, Texas, or surrounding counties, shall be eligible for regular membership. Justices of the Peace and County Court Judges, living or serving in the aforementioned counties, shall also be eligible for such membership.

2.2 Dues. Each regular member shall pay the annual dues fixed by the Board of Directors. The annual

dues shall be payable on January 31 of each calendar year, and should any member fail to pay them for three (3) months after such date, the member shall be subject to suspension as a member during the period of default. The secretary shall give notice by March 31 of each year to all members in default.

2.3 Suspension. Any member of the Association who no longer meets the qualifications for membership stated above shall be subject to immediate suspension from membership in the Association.

### ARTICLE III. EXECUTIVE COMMITTEE

3.1 Duties, Number and Composition. The direction and management of the affairs of the Association and the control and disposition of its properties and funds shall be vested in an Executive Committee, which shall consist of all current officers of the Association, provided they are regular members of the Association.

3.2 Term of Office. The terms of office of all Executive Committee members elected at the annual meeting of the Association shall commence July 1 following their election.

3.3 Vacancies. A vacancy shall be declared in any seat on the Executive Committee upon the death or resignation of the occupant thereof, or upon the disability of any occupant rendering him or her permanently incapable of participating in the management and affairs of the Association. Vacancies shall be filled by a vote of the Executive Committee. The term of any successor shall be for the unexpired term for which the former occupant thereof was elected.

3.4 Voting. Voting on candidates for Executive Committee shall be conducted at the annual meeting of the membership in June. Each member of the Association present in person or by proxy shall be entitled to vote for each office to be filled. In the event of a tie vote, a run off election will be held.

The Association's members may vote in the run off election by either voting by e-mail (in a manner approved by the Board), or by voting by ballot at the Association's office or at a place to be determined by the Executive Committee beginning the first Monday following the annual meeting of the membership in June and continuing for 15 business days thereafter. The winner of the run off election will be the person receiving the highest number of votes.

#### ARTICLE IV.

##### GENERAL OFFICERS

4.1 Titles, Election and Term. The officers of this Association shall be a president, vice-president, secretary and treasurer. At each annual meeting of the Association, the membership shall elect the president, vice-president, and secretary and treasurer. The secretary may also act as the treasurer. The officers so elected shall hold office for a period of one year, commencing July 1 following their election, and until their successors are elected and qualify.

4.2 Duties. The principal duties of the officers are as follows:

(a) President. The president shall preside at all meetings of the Executive Committee. The president shall be the chief executive officer of the Association, and shall have general charge and supervision of the administration of the affairs and business of the Association. Specific duties of the president include seeing that all orders and resolutions of the Executive Committee are carried into effect, signing and executing all legal documents and instruments in the name of the Association when authorized to do so by the Executive Committee, submitting to the Executive Committee and the membership plans and suggestions for the work of the Association, directing its general correspondence, presenting his or her recommendations concerning the work of the Association to the Executive Committee and/or the membership for decision, submitting a report of the activities and business affairs of the Association when called upon to do so by the Association, and performing such other duties as the Executive Committee may assign from time to time. The president shall also be an

ex officio member of all committees of the Association.

(b) Vice-President. The vice-president shall discharge the duties of the president in the event of his or her absence or disability for any cause whatever, shall perform such duties as the Executive Committee may assign from time to time, and shall also be an ex-officio member of all committees of the Association. Whenever the vice-president is unable to perform the duties of president during the president's absence or disability, the immediate past president shall perform such duties.

(c) Secretary. The secretary shall have charge of the records and correspondence of the Association subject to the discretion of the president. Further duties of the secretary include giving all notices required by these bylaws, attending all meetings of the membership and of the Executive Committee, taking and the keeping of true minutes of all meetings of the membership and of the Executive Committee, and discharging such other duties as the president may assign. The secretary shall maintain a current roster of membership. The secretary shall provide members with copies of these bylaws. In case of the secretary's absence or disability, the Executive Committee may appoint an assistant secretary to perform the duties of the secretary during such absence or disability.

(d) Treasurer. In general, the treasurer shall perform all the duties incidental to the office of treasurer, and shall perform such additional duties as the President may prescribe from time to time. More specifically, the treasurer shall keep a roster of the membership and collect dues or special assessments. The treasurer shall keep account of all monies, credits and property of the Association that shall come into his or her hands and shall keep an accurate account of all monies received and discharged. Except as otherwise ordered by the Executive Committee, the treasurer shall have the custody of all the funds and securities of the Association and shall deposit them in such banks or depositories as the Executive Committee shall designate. The treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Association, all of which books shall be open at all times to the inspection of the Executive

Committee; shall submit a report of the accounts and financial condition of the Association at each annual meeting of the Executive Committee; and shall make such transfers and alterations in the securities of the Association as the Executive Committee may order. The treasurer shall also, under the direction of the Executive Committee, disburse all monies and sign all checks and other instruments drawn on or payable out of the funds of the Association.

## ARTICLE V.

### MEETINGS

5.1 Attendance at Meetings. The president of the Association, and in his or her absence the vice-president, shall call meetings of the Executive Committee and of the membership to order and shall act as chair of such meetings. In the absence of both the president and the vice-president, the secretary shall serve as chair. If none of such officers is present, no business shall be conducted at that meeting. The chair at a meeting of the membership or the Executive Committee shall not vote except in case of a tie. The secretary of the Association shall act as secretary of all such meetings, but in the absence of the secretary, the chair may appoint any person present to act as secretary of the meeting. Upon invocation by the presiding officer, the meeting and proceedings of the Association shall be conducted accordingly to Robert's Rules of Order (Revised) for Parliamentary Procedure except as may otherwise be provided in the bylaws.

5.2 Regular Meetings. Regular meetings of the membership shall be held at such time and place as the Executive Committee shall designate.

5.3 Annual Meeting. The annual meeting of the Association shall be held in June of each year at a date, time and place chosen by the Executive Committee; provided, that if a regular meeting of the Association is held in June, then the annual meeting shall be held at the same time and place.

5.4 Additional or other Meetings. Additional or other meetings of the Executive Committee or the membership shall be held whenever called by the president of the Association or upon the written request of at least twenty-five percent (25%) of the members of the Association. The Executive Committee shall meet in executive sessions at such times and places as the president shall direct. The secretary shall give Executive Committee members reasonable notice of all such executive sessions.

5.5 Notice. The secretary shall give sufficient notice of all meetings by mail, e-mail, or facsimile transmission to enable the officers or members so notified to attend such meetings. For the annual meeting and any additional or other meetings, such notice shall include a statement of the purpose of the meeting. If any business at any regular or special meeting requires a vote of the membership, the Secretary shall give the members at least ten (10) days notice of the time and place of the meeting and the subject matter of the vote.

5.6 Quorum for Meetings. Ten percent (10%) of the members of the Association present in person or by proxy shall constitute a quorum for the transaction of business at all meetings of the membership convened according to these Bylaws. A majority vote of those present and voting shall constitute the will of the membership, except where otherwise provided in these Bylaws or in the Articles of Incorporation.

5.7 Action Without a Meeting. Any action that may be taken at a Members or Executive Committee meeting may be taken without a meeting by written consent setting forth the action taken signed by a sufficient number of members as would be necessary to take that action at a meeting.

## ARTICLE VI. COMMITTEES

6.1 Regular Committees. The regular committees of the Association, together with their duties, are as follows:

The Executive Committee of the Association which shall consist of the president, vice-president, treasurer and secretary.

6.2 Special Committees. The president, with the advice and consent of the Executive Committee, may create and appoint such special committees as are deemed appropriate to carry out the purposes of the Association or to assist the Executive Committee in the orderly management of the affairs of the Association, giving to them such specific authority as is consistent with these Bylaws. All specific committees shall be automatically dissolved ninety days after the end of the term of office of the president creating them, unless the new president chooses to extend them.

## ARTICLE VII

### INDEMNIFICATION

The Association shall indemnify and may reimburse or advance expenses and/or purchase and maintain insurance or any other arrangement on behalf of any person who is or was an officer or agent of the Association, or is or was serving at the request of the Association as an officer or agent, against any liability asserted against him/her and incurred by him/her in such a capacity or arising out of his/her status as such a person, to the maximum extent allowable by law. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote or otherwise.

## ARTICLE VIII.

### AMENDMENTS

These bylaws may be amended by the affirmative vote of two-thirds of those members voting in person or written proxy, provided that a notice shall specifically state the subject matter.