

**BY-LAWS
OF
AUSTIN YOUNG LAWYERS ASSOCIATION, INC.**

**ARTICLE I
NAME AND PURPOSE**

1.1. Name. The name of the corporation is the Austin Young Lawyers Association, Inc. (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, promoting the professional development of its membership and other young lawyers in the Austin community; facilitating the administration of justice; fostering respect for the law among the citizens of the City of Austin and Travis County, Texas; serving the citizens of Austin and Travis County, Texas through philanthropy; and establishing a close relationship among similar associations in furtherance of the aforementioned purposes.

**ARTICLE II
MEMBERSHIP**

2.1. Regular Members. Any person duly licensed to practice law in the State of Texas who is 39 years of age or under on July 1 of any calendar year, or who is eligible for membership in the Texas Young Lawyers Association, shall be eligible to become a regular Member in the Association upon payment of dues prescribed by these By-laws. Regular Members shall have the right to nominate qualified candidates to serve as Officers and Directors of the Association and to vote in any election of Officers and Directors of the Association, as set forth in Article IV.

2.2. Affiliate Members. Any member of the legal profession currently admitted to practice before the highest court of any state, serving on active duty in the Armed Forces, or admitted to the bar in a foreign country who is 39 years of age or under on July 1 of any calendar year, or who is eligible for membership in the Texas Young Lawyers Association, shall be eligible to become an Affiliate Member upon payment of the dues prescribed by these By-laws. Affiliate Members shall have the right to vote, but shall not be eligible to hold office in the Association.

2.3. **Associate Members.** Any law student of a school of law approved by the American Bar Association shall be eligible to become an Associate Member upon the payment of dues as prescribed by the By-laws. Associate Members shall not have the right to vote or to hold office, except as set forth in 3.2 below.

2.4. **Sustaining Members.** Any person duly licensed to practice law in the State of Texas who does not meet the definition of Regular Members as set out in 2.1 above shall be eligible to become a Sustaining Member upon payment of dues as prescribed by the By-laws. Sustaining Members shall not have the right to vote or hold office.

2.5. **Application for Membership.** Application for membership in the Association shall be in such form and manner as prescribed by the Board of Directors (the “Board”) and shall be accompanied by the full amount of dues prescribed by these By-laws.

2.6. **Dues.** Annual dues for Regular, Affiliate, Associate, or Sustaining Members shall be determined by a majority vote of the Board from time to time.

2.7. **Meeting of the Membership.** Meetings of the membership shall be held at such time and place as the president or a majority of the Board shall designate by written or electronic notice of at least three (3) days to the membership.

2.8. **Quorum and Voting.** At all the meetings of the membership, the voting Members present shall constitute a quorum for the transaction of business. At all the meetings of the membership, voting shall be by majority vote of the voting Members present, except as otherwise provided by these By-laws.

ARTICLE III BOARD OF DIRECTORS

3.1. **Number, Tenure and Vacancies.** The direction and management of the affairs of the Association and the control and disposition of its properties and funds shall be vested in the Board. The Board shall consist of the Officers of the Association, eight Directors elected by the membership, one director-at-large appointed by the executive committee, and the immediate past president of the Association. Directors shall serve for a term of two years each in staggered terms, such that four

Directors are elected each year. Officers shall serve one year terms. The director-at-large will serve a one year term. All Officers and Directors must be Members in good standing of the Association. The immediate past president of the Association shall be considered a member in good standing of the Association for the year following her term as president, even if she ages out of the organization during her terms as president or immediate past president.

3.2. Ex-Officio Members. The directors of the Texas Young Lawyers Association from District 8, Places 1 and 2, and any officers of the Texas Young Lawyers Association, including the ABA/YLD District 25 Representative, provided such officers and directors are also Members of the Association, shall be non-voting Members of the Board. Also, the Chair of the Fellows of the Austin Young Lawyers Association Foundation shall serve as a non-voting member of the Board.

Also, the President shall appoint a student from The University of Texas School of Law to serve as Law Student Representative who shall serve as a non-voting liaison to the Board. The President, with the input of the Board, shall also invite local minority bar associations to appoint a young lawyer member to serve as a non-voting liaison to the Board. All such non-voting Members of the Board shall be members in good standing of the Association.

3.3. Meetings. Regular meetings of the Board shall be held at such times and places as the president shall direct by reasonable notice to the Board. The Board should establish a regular time and place for Board meetings so that Members of the Association may attend. Special meetings of the Board shall be held whenever called by the president of the Association or upon the written or electronic request of any three (3) Members of the Board, and the secretary or administrator shall give sufficient notice of such meetings personally, by mail, electronically, or by telephone to enable the Board Members so notified to attend such meetings. Board Members seeking to place on the agenda matters that require a vote of the board shall notify the president at least one (1) day before the meeting during which the matter will be put to a vote unless a majority of the Board votes to delay it.

3.4. Quorum for Meetings. A majority of the voting Members of the Board shall constitute a quorum for the transaction of business at all meetings convened according to these By-laws. Voting shall be by majority vote of those present.

3.5. Attendance at Meetings. It is the duty of each officer and director to attend regular and special meetings of the Board. Other than officers of the Texas Young Lawyers Association,

any officer or director who accumulates three (3) successive absences or five (5) total absences during his or her term of office is subject to removal from office as hereinafter set forth. Upon the occurrence of the third consecutive absence or the fifth total absence of such officer or director, the secretary or administrator shall notify each officer or director including the offending officer or director. Unless good cause for one or more such absences is shown, the offending officer or director may be removed from office by a vote in accordance with Section 3.3 of these By-laws at the next regularly scheduled meeting of the Board. If such officer or director is removed from office, the vacancy shall be filled in accordance with section 4.7 of these By-laws.

3.6. Membership Meetings. It is the duty of each of officer and director to attend regular and special meetings of the membership.

ARTICLE IV ELECTION OF OFFICERS AND DIRECTORS

4.1. Nominations. The general membership of the Association shall nominate candidates for Officers and Directors. Nomination must be in writing and must be signed by at least five (5) current Members of the Association. The secretary or administrator of the Association shall announce the opening of nominations for Officers and Directors at a time designated by the Board. Nominations for Officers and Directors shall be submitted to the secretary or administrator not later than March 15 of each year; however, a minimum of 30 days should be allocated for use as a nomination period.

4.2. Notice of Elections. The membership of this Association shall receive notice of the elections for Officers and Directors by announcement as prescribed by the Board, not later than March 31 of each year. Instructions regarding the voting procedure shall be printed in the *Austin Lawyer* or a similar publication and may also be provided to the membership electronically. The Board shall direct the manner of announcing those nominated for positions.

4.3. Elections. Voting will begin 15 business days prior to the annual meeting of the Austin Bar Association. During voting period, Association Members may either vote electronically (in a manner approved by the Board) or may vote by ballot at the Association's office during regular business hours. The term "ballots" as used herein shall refer to either electronic ballots or paper ballots, unless specified otherwise. Ballots shall contain the names of the nominees for Officers and Directors. The form of ballot shall be as designated by the Board. The Board shall take such measures as it deems

appropriate to protect the integrity of the balloting process. If the Board chooses to use exclusively electronic voting, it may, but is not required to, cause a postcard or other similar notice to be mailed to all Members in advance of the elections notifying them of the elections and notifying them that they may cast electronic ballots. The secretary or administrator shall preserve any return envelopes containing paper ballots unopened and deliver them to the Board at the time and place called by the president. Electronic ballots received after 11:59 p.m. on the day of the annual meeting of the Austin Bar Association will not be counted. Proxy voting is not permitted. The Board may set an earlier deadline date for ballots, provided written or electronic notice to the membership is provided at least one month prior to such date. Electronic ballots may be transmitted via email, through the AYLA website, or through other electronic means as may be approved by the Board. Campaigning for any election of Officers or Directors shall be governed by the AYLA Election Rules adopted by the Board; copies of the AYLA Election Rules are available upon request from the executive director.

4.4. Voting. Each voting member shall vote for no more than one nominee for each office and up to four (4) nominees for director listed on the ballot. In order to achieve consistency in the election process in connection with the two year staggered director terms, director positions shall be assigned to eight numbered places. Four places will be up for election each year. Voting for the four director places will be cumulative voting, and Directors will not run for any particular one of the four places up for election.

4.5. Tabulating the Ballots. The executive director shall open, count, and tally any votes cast by paper ballot. Electronic ballots shall be counted in a manner prescribed by the Board. The nominee receiving the majority of votes cast for an office shall be declared elected to that office. The four (4) nominees for director receiving the highest number of votes shall be certified as the duly elected Directors. The president shall certify all such results and shall provide prompt notice to the membership of this Association of the winning nominees.

4.6. Run-Off Election. In the event that no nominee for an office other than the director receives a majority of the votes cast for that particular office, there shall be a run-off election between the two nominees receiving the highest number of votes. In the event there is a tie between the nominees receiving the four highest numbers of votes for director, there shall be a run-off election between such nominees. The procedures in a run-off election shall follow the general procedures of this Article and shall be completed on or before June 30th, except that any paper ballots postmarked subsequent to ten (10) days after the date any paper run-off ballots are mailed shall not be counted.

4.7. Vacancies. Each officer or director shall serve for his or her term of office, which shall run until a successor is duly elected and qualified. Director terms are two years, Director-at-Large terms are one year and officer terms are one year. In the event of a vacancy during the term of any office or directorship, other than president or immediate past-president, a successor shall be elected from among the membership by a majority vote of the Board. A vacancy in the office of president shall be filled by the president-elect. A vacancy in the office of immediate past-president shall not be filled.

ARTICLE V GENERAL OFFICES

5.1. Number, Qualifications. The Officers of the Association shall be a president, president-elect, secretary, and treasurer. No member shall serve as an officer unless such member is in good standing and has served as a director of the Association prior to his or her election as an officer.

5.2. Presiding at Meetings. The president, or in his or her absence, the president-elect, shall call meetings of the Board and of the membership to order and shall act as chairman of such meetings. The Secretary of the Association shall act as secretary of all such meetings, but in the absence of the secretary, the chairperson may appoint any person to act as secretary of the meeting.

5.3. Duties. The principal duties of the several Officers are as follows:

(a) President. The president shall preside at all meetings of the Board. The president shall be the chief executive officer of the Association, and subject to the control of Board, 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 Board 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 Board, appointing and removing subordinate employees, submitting to the Board plans and suggestions for the work of the Association, directing its general correspondence, presenting his or her recommendations considering the work of the Association to the Board for decision, submitting a report of the activities and business affairs of the Association at other times when called upon to do so by the Board, and performing such other duties as the Board may assign from time to time. The president shall also have the powers and duties of the president of the Austin Young Lawyers Association Foundation, as set forth in the bylaws of the Foundation.

(b) **President-Elect**. The president-elect shall discharge the duties of the president in the event of his or her absence or disability for any cause whatsoever, and shall perform such other duties as the Board may assign from time to time, and shall provide a program for each regular meeting. The president-elect shall succeed automatically to the office of president upon the expiration of the president's term of office. The president-elect shall also have the powers and duties of the president-elect of the Austin Young Lawyers Association Foundation, as set forth in the bylaws of the Foundation.

(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 taking and keeping true minutes of all meetings of the membership and of the Board and discharging such other duties as the president or the Board may assign. In case of the secretary's absence or disability, the Board may appoint an assistant secretary to perform the duties of the secretary during such absence or disability. The secretary shall also have the powers and duties of the secretary of the Austin Young Lawyers Association Foundation, as set forth in the bylaws of the Foundation.

(d) **Treasurer**. In general, the treasurer shall perform all the duties incidental to the office of treasurer, subject to the Board, and shall perform such additional duties as the Board may prescribe from time to time. More specifically, the treasurer shall keep account of all moneys, credits and property of the Association which shall come into his or her hands and shall keep an accurate account of all moneys received and discharged. Except as otherwise ordered by the Board, 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 Board shall designate. The treasurer shall keep proper records of accounts and other records showing at all times the amount of the funds and other property belonging to the Association, all of which records shall be open at all times to the inspection of the membership; shall submit a report of the accounts and financial condition of the Association at each meeting of the Board; and shall make such transfers and alterations in the securities of the Association as the Board may order. The treasurer shall also, under the direction of the Board, disburse moneys and sign all checks and other instruments drawn on or payable out of the funds of the Association; however, the Board may require these checks and other instruments to be signed by the president or president-elect, or in case of their absence or disability, by such member of the Board as the Board shall designate. Upon affirmative vote of a majority of the Board, the executive director may be authorized to sign checks and other instruments drawn on or payable out of the funds of the Association, under such conditions and limits as the Board deems appropriate. The treasurer shall give bond only if required by the Board. In case of the absence or disability of the treasurer, the Board may appoint an assistant treasurer to perform the duties of the treasurer during such

absence or disability. The treasurer shall also have the powers and duties of the treasurer of the Austin Young Lawyers Association Foundation, as set forth in the bylaws of the Foundation.

ARTICLE VI APPOINTIVE OFFICERS AND AGENTS

6.1. The Board may appoint such Officers and agents in addition to those provided for in Article V, as may be deemed necessary, who shall have such authority and perform such duties as the Board shall prescribe from time to time. All appointive officers and agents shall hold their respective offices and positions at the pleasure of the Board and may be removed from office or discharged at any time with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents.

ARTICLE VII COMMITTEES

7.1. The president, with the advice of the Board, shall appoint such committees, chairperson, and Members as are deemed necessary to carry out the purposes of the Association or to assist the Board in the orderly management of the affairs of the Association, consistent with the Articles of Incorporation and these By-laws. A member of the Board, designated by the president, shall consult with and advise each committee and periodically report its activities to the Board.

ARTICLE VIII INDEMNIFICATION OF THE BOARD

8.1. The Association agrees to and shall indemnify and hold harmless those lawyers serving on the Board from and against any and all claims, losses, damages, causes of action, suits, and liability of every kind, including all expenses of litigation, court costs, and attorneys fees for injury to or death of any person, for damage to any property or for any other damages arising out of or in connection with any act performed by any member of the Board in their official capacity where such injury, death, or damages are alleged to have been caused by the Deceptive Trade Practice, breach of contract, breach of warranty, acts or omissions, or negligence, including the sole negligence of any Board Member or the joint negligence of the

Board Member and any other person or entity. This indemnity agreement is intended to indemnify, protect, and hold harmless Board Members from their own negligence.

**ARTICLE IX
AMENDMENTS**

9.1. These By-Laws may be amended by the affirmative vote of the two-thirds of the Members present at the next regular meeting following a regular meeting at which such proposed amendment(s) shall have been read and discussed. The secretary or administrator shall give prior written notice of such proposed amendment(s) and such meeting to all Members. Alternatively, the By-Laws may be amended by the affirmative electronic vote of the two-thirds of the Members voting after reasonable advance notice to the membership of the proposed changes, and a reasonable opportunity for review of and comment upon the proposed changes by the membership.

Amended 10/16/86

Amended 01/14/88

Amended 11/01/91

Amended 10/04/96

Amended 02/28/97

Amended 04/20/04

Amended 02/19/08

Amended 5/18/2010

Amended 5/4/2012