

BY-LAWS
OF
AUSTIN YOUNG LAWYERS ASSOCIATION FOUNDATION

ARTICLE ONE

Name, Purposes and Offices

Section 1. Name. The name of this corporation is Austin Young Lawyers Association Foundation (herein called the "Foundation").

Section 1.2. Purposes. The Foundation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision or provisions of any subsequent United States internal revenue law (herein collectively called the "Code"). Within the scope of the foregoing purposes, and not by way of limitation thereof, the Foundation is organized and operated to carry out the following charitable and educational programs and services: the provision of pro bono legal services to the elderly, the poor and juveniles, the organization of hunger relief efforts, the operation of counseling services for students, victims of crime, and immigrants, the provision of continuing legal education to lawyers in the Austin area, and the provision of crisis assistance to young lawyers through and in accordance with the policies of the Personal Crisis Assistance Program administered by the Fellows of the Austin Young Lawyers Association Foundation (hereinafter referred to as the "Fellows").

Section 1.3. Offices. The Foundation may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the Board of Trustees may from time to time determine or as the activities of the Foundation may require.

ARTICLE TWO

Board of Trustees

Section 2.1. General Powers; Delegation. The activities, property and affairs of the Foundation shall be managed by its Board of Trustees (herein sometimes called the "Board"), which may exercise all such powers of the Foundation and do all such lawful acts and things as are permitted by statute, by the Articles of Incorporation or by these Bylaws.

Section 2.2. Number and Qualifications. The Board of Trustees shall consist of five (5) Trustees, which number may be increased or decreased from time to time by amendment to these Bylaws; provided, that the number of Trustees shall never be less than three (3), and no decrease in number shall have the effect of shortening the term of any incumbent Trustee. The Trustees shall have such qualifications as the Board may determine from time to time.

Section 2.3. Election and Term of Office. The Board of Trustees of the Foundation shall consist of the duly elected and serving President, President-Elect, Secretary and Treasurer of the Austin Young Lawyers Association (the "Association"), and, in addition, the Immediate Past President of the Association. Each Trustee shall serve for a one year term and until his or her successor is chosen and qualified or until such Trustee's earlier death, resignation, retirement, disqualification or removal from office. In addition, the Chair of the Fellows shall serve as a non-voting, ex-officio member of the Board of Trustees throughout the period of the Chair's term as Chair of the Fellows. The Chair of the Fellows shall not be included for purposes of determining a quorum or majority or for any voting purposes at a meeting of the Board of Trustees.

Section 2.4. Removal; Filling of Vacancies. Any Trustee may be removed, either for or without cause, by the affirmative vote of a two-thirds majority of the number of Trustees present at any regular or special meeting of the Board of Trustees at which a quorum is present, if notice of the intention to act upon such matter shall have been given in the notice of such meeting. Any vacancy occurring in the Board of Trustees resulting from the death, resignation, retirement, disqualification, or removal from office of any Trustee or as the result of an increase in the number of Trustees shall be filled by a majority vote of the members of the Board of Trustees present at a meeting called for such

purpose. Any Trustee elected or appointed to fill a vacancy shall hold office until the expiration of the remaining term such Trustee is to fill and until such Trustee's successor is chosen and qualified, or until such Trustee's earlier death, resignation, retirement, disqualification or removal from office.

Section 2.5. Meetings. Regular meetings of the Board of Trustees, of which no notice shall be necessary, shall be held at such times and at such places, within or without the State of Texas, as may from time to time be fixed by the Board of Trustees. At such meetings, the Trustees may transact any and all other business as may properly come before the meeting. Special meetings of the Board of Trustees may be called by any two (2) Trustees or by or at the direction of the President upon two (2) days notice to each Trustee, either personally or by mail or by telegram. Except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Trustees need be specified in the notice or waiver of such meetings.

Section 2.6 Quorum and Manner of Acting. At all meetings of the Board of Trustees the presence of a majority of the number of Trustees fixed by these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws. Trustees may not vote by proxy. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless the act of a greater number is required by statute, by the Articles of Incorporation or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board. If a quorum shall not be present at any meeting of the Trustees, the Trustees present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 2.7 Trustees Compensation. No Trustee shall receive compensation for services as a Trustee or as a member of a committee of the Foundation. Nothing herein contained shall be construed to preclude any Trustee from receiving reimbursement for expenses incurred on behalf of

the Foundation or in attending meetings of the Board of Trustees or any such committee or from serving the Foundation in any other capacity and receiving compensation therefor.

Section 2.8 Consent of Trustees. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the Trustees. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any document.

Section 2.9 Telephone Meetings. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Trustees or members of any committee designated by the President may, unless otherwise restricted by the Articles of Incorporation or these Bylaws, participate in and hold a meeting of such Board of Trustees or committee by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 2.9 shall constitute presence in person at such meeting, except when person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Section 2.10 Advisory Board. The Board of Trustees may select interested and qualified individuals to serve as members of an Advisory Board of the Foundation. Every effort shall be made to select outstanding persons who have demonstrated commitment to the purposes for which the Foundation is operated. Representation of the interests of the donor, donee, volunteer and business communities should be sought through the persons selected for the Advisory Board. Advisory Board members shall be entitled to receive notice of and attend meetings of the Board of Trustees, but shall have no voting rights.

ARTICLE THREE

Committees of the Foundation

The Board of Trustees by resolution adopted by affirmative vote of a majority of the Trustees present at any meeting of the Board of Trustees at which a quorum is present, may designate two or more individuals who may or may not be members of the Association to constitute a committee for any purpose; provided that any such committee shall have and may exercise only the power of recommending action to the Board of Trustees and of carrying out and implementing any instructions or any policies, plans, and programs, theretofore approved, authorized and adopted by the Board of Trustees.

ARTICLE FOUR

Notices

Section 4.1 Manner of Giving Notice. Whenever, under the provisions of any statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any Trustee or committee member of the Foundation, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by mail, postage prepaid, addressed to such Trustee or committee member at his address as it appears on the records of the Foundation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid.

Section 4.2 Waiver of Notice. Whenever any notice is required to be given to any Trustee or committee member of the Foundation under the provisions of any statute, 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. Attendance of a Trustee or a member of a committee of the Board of Trustees at a meeting of the Board or of such committee, respectively, shall constitute a waiver of notice of such meeting, except when such Trustee or committee member attends such meeting for the express

purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE FIVE

Officers, Employees and Agents:

Powers and Duties

Section 5.1 Officers. The officers of the Foundation shall be a President, a Secretary, a Treasurer, a President-Elect and a Chair of the Board of Trustees. All of the officers shall be members of the Board of Trustees.

Section 5.2 Election and Term of Office. Each duly elected and serving officer of the Association shall hold the corresponding office of the Foundation. Each officer shall serve for a one-year term beginning concurrently with his or her term as an officer of the Association and until such officer's successor is chosen and qualified or until such officer's earlier death, resignation, retirement, disqualification or removal from office.

Section 5.3 Two or More Offices. Any two (2) or more offices may be held by the same person, except that the President and the Secretary shall not be the same person.

Section 5.4 Compensation. No elected officer or committee member shall receive compensation for services to the Foundation. Nothing herein contained shall be construed to preclude any officer or committee member from receiving reimbursement for expenses incurred on behalf of the Foundation or in attending meeting of the Board of Trustees or any such committee.

Section 5.5 Removal; Filling of Vacancies. Any officer or agent may be removed at any time by the Board of Trustees whenever in its judgment the best interests of the Foundation will be served thereby. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Trustees. Any officer elected or appointed to fill a vacancy shall hold office until the expiration of the remaining term of the office such officer is elected or appointed to fill and until such

officer's successor is chosen and qualified, or until such officer's earlier death, resignation, retirement, disqualification or removal from office.

Section 5.6 President. The President shall be the chief executive officer of the Foundation and, subject to the provisions of these Bylaws, shall have general supervision of the activities and affairs of the Foundation and shall have general and active control thereof and shall exercise such powers and perform such duties as shall be assigned to or required of such office from time to time by the Board of Trustees.

Section 5.7 President-Elect. The President-Elect shall serve on the Board of Trustees during the year preceding his or her term of office as President and shall succeed the President upon the expiration of the President's term of office. The President-Elect shall act in the place and stead of the President in the event of the absence or disqualification of the President and shall generally assist the President and shall have such powers and perform such other duties and services as shall from time to time be prescribed or delegated to such office by the President or the Board of Trustees.

Section 5.8. Secretary. The Secretary shall have charge of the corporation seal and shall have authority to attest any and all instruments of writing to which the same may be affixed. The Secretary shall keep and account for all books, documents, papers and records of the Foundation, except those for which some other officer or agent is properly accountable. The Secretary shall from time to time be prescribed or delegated to such office by the President or the Board of Trustees.

Section 5.9. Treasurer. The Treasurer shall be the chief accounting and financial officer of the Foundation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Foundation and shall direct the manner of certifying the same; shall supervise the manner of keeping all vouchers for payments by the Foundation and all other documents relating to such payments; shall receive, audit and consolidate all operating and financial statements of the Foundation and its various committees; shall have supervision of the books of account of the Foundation, their arrangements and classification; shall supervise the accounting and auditing practices of the Foundation; shall have charge of all matters relating to taxation; and shall prepare and file, with the assistance of then current treasurer, any and all tax returns for the year during which he

or she serves as treasurer, although his or her term will then have expired, provided, however, that should the past treasurer be unable or unwilling to prepare any tax return for the year during which he serves as treasurer, the then current treasurer shall prepare such return. The Treasurer shall have the care and custody of all monies, funds and securities of the Foundation; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Trustees shall from time to time direct or as shall be selected in accordance with procedures established by the Board; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the Foundation. The Treasurer shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Foundation, and to give proper receipts or discharges for all payments to the Foundation, and shall generally perform all duties usually appertaining to the office of treasurer of a corporation. The Treasurer shall also serve as chief accounting and financial officer of the Fellows of the Foundation, and shall have the same responsibilities and authority for all Fellows contributions as set forth above for funds of the Foundation.

Section 5.10. Chair of the Board of Trustees. The Immediate Past President of the Association shall serve as Chair of the Board of Trustees, shall preside when present at all meetings of the Board of Trustees; shall advise and counsel the officers of the Foundation; and shall exercise such powers and perform such duties as shall be assigned to or required of such office from time to time by the Board of Trustees.

Section 5.11. Additional Powers and Duties. In addition to the foregoing specially enumerated duties, services and powers, the several elected officers of the Foundation shall perform such other duties and services and exercise such further powers as may be provided by statute, the Articles of Incorporation or these Bylaws, or as the Board of Trustees may from time to time determine or as may be assigned to such officers by any competent superior officer.

ARTICLE SIX

Indemnification

Indemnification of Trustees. The Foundation shall indemnify any Trustee or officer or former Trustee or officer of the Foundation, for all expenses, damages, losses (including federal or state taxes, penalties and interest thereon), judgment, compromises or settlements, attorneys fees and costs actually and necessarily incurred by such person in connection with any claim asserted against him or her, by action in court or otherwise (civil or criminal) by reason of his or her being or having been such Trustee or officer or by reason of his or her serving at the request of the Foundation as a trustee, officer, partner, trustee employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other business enterprise, to the maximum extent permissible under law. Such indemnification shall not be deemed exclusive of any other rights to which such Trustee or officer or former Trustee or officer may be entitled, under any by-law, agreement, insurance policy or otherwise. The Foundation shall not indemnify, nor shall anything herein be construed to require the Foundation to indemnify, any attorney who provides practice assistance, or to any attorney who applies for or receives practice assistance, under the Practice Assistance Committee of the Fellows.

ARTICLE SEVEN (DELETED)

ARTICLE EIGHT

Miscellaneous

Section 8.1 Dividends Prohibited. Except as provided by the Bylaws and Policies of the Fellows of the Austin Young Lawyers Association Foundation, no part of the net income of the Foundation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Foundation shall be distributed to its Trustees or officers. The Foundation may reimburse its Trustees as provided in Section 2.7 hereof.

Section 8.2 Loans to Officers and Trustees Prohibited. No loans shall be made by the Foundation to its officers or Trustees, and any Trustees voting for or assenting to the making of any

such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Foundation for the amount of such loan until repayment thereof.

Section 8.3 Signature of Negotiable Instruments. All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officer, officers, agent or agents, and in such manner, as are permitted by these Bylaws or as from time to time may be prescribed by resolution of the Board of Trustees.

Section 8.4 Fiscal Year. The fiscal year of the Foundation shall be adopted and approved from July 1 to June 30, unless otherwise provided by resolution of the Board.

Section 8.5 Seal. The Foundation's seal shall be in such form as shall be adopted and approved from time to time by the Board of Trustees. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

ARTICLE NINE

Amendments

These Bylaws may be altered, amended or repealed, or new bylaws may be adopted at any meeting of the Board of Trustees by the affirmative vote of a majority of the number of the Trustees present at any meeting at which a quorum is present, provided notice of the proposed alteration, amendment or repeal or adoption be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the Board of Trustees from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting.

Amended 12/96

Amended 02/97

Amended 12/2011