



**AMENDED & RESTATED BYLAWS
OF
J. L. TURNER LEGAL ASSOCIATION,
A TEXAS NON-PROFIT CORPORATION**

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PREAMBLE

These Bylaws (the “Bylaws”) govern the affairs of J. L. Turner Legal Association, a Texas non-profit corporation (the “Association”) organized under the Texas Business Organizations Code (the “Act”) pursuant to that certain Certificate of Formation, as amended from time to time, as filed with the Secretary of State of the State of Texas (the “Certificate”).

ARTICLE I.

OFFICES

1.01. Principal Office. The principal office of the Association shall be located at the Belo Mansion located at 2101 Ross Avenue, Dallas, Texas 75201-2703 (the “Belo Mansion”), unless otherwise designated by the Board of Directors of the Association (the “Board of Directors” or the “Board”). The Association may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Association.

1.02. Registered Office and Registered Agent. The Association shall comply with the requirements of the Act, and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Association’s principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE II.

MEMBERS

2.01. Classes of Members. The Association shall have four classes of members:

“Class A” shall consist of individuals who are licensed to practice law and are in good standing to practice law in any state, territory or possession of the United States of America, or of the District of Columbia, and who have paid their Association membership dues and are otherwise in good standing with the Association. Class A members shall be entitled to vote on all matters put before the membership. For purposes of these Bylaws, “good standing” shall be defined, when used in reference to the eligibility to practice law in a particular jurisdiction, as such term is defined by the jurisdiction in which the applicable member is licensed. If such jurisdiction has no definition of good standing, the Board has discretion to apply a reasonable definition of good standing that is substantially similar to the definition used under the Texas State Bar Rules. When “good standing” is used in reference to an individual’s membership with the Association, it shall have the meaning specified in Section 3.06 of these Bylaws.

“Class B” shall consist of individuals who are (1) law school graduates, and (2) not yet licensed and/or not in good standing to practice law in any state, territory or possession of the United States of America, or of the District of Columbia, and who have paid their Association membership dues and are otherwise in good standing with the

Association. Class B members shall NOT be entitled to vote on any matter submitted to a vote of the members.

“Class C” shall consist of (1) students or practicing legal assistants or paralegals in any state, territory or possession of the United States of America, or of the District of Columbia or (2) and individuals who are non-attorney Justices of the Peace, and who have paid their Association membership dues and are otherwise in good standing with the Association. Class C members shall NOT be entitled to vote on matters submitted to a vote of the members.

“Class D” shall consist of individuals who are law students at any law school in any state, territory or possession of the United States of America, or of the District of Columbia and who are in good standing with the Association. Class D members shall not be required to pay fees or dues to be a member of the Association. Class D members shall NOT be entitled to vote on matters submitted to a vote of the members.

2.02. Admission of Members and Renewal of Membership. Natural persons may be admitted as members of the Association by the Board of Directors or a committee designated by the Board to handle such matters. The Board of Directors may adopt and amend application procedures and qualifications for membership in the Association. A member may renew membership by paying all required fees and dues and submitting any required application for renewal of membership.

2.03. Membership Fees and Dues. The Board of Directors may set and change the amount of an application fee, if any, and the annual dues payable to the Association by members of each class. Association members who pay annual dues on or after November 1 of any given year will be considered an Association member for all purposes for November and December of the year in which such payment was made and the next calendar year.

2.04. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association. In such case, when a person has been admitted as a member and has paid any required fees and dues, the Association may issue a certificate of membership to the person. Membership certificates shall be signed by the President or Vice President and by either the Recording Secretary or Corresponding Secretary. If a membership certificate is lost, mutilated, or destroyed, a new certificate may be issued.

2.05. Voting Rights. Each Class A member shall be entitled to one vote on each matter submitted to a vote of the members.

2.06. Resolution of Disputes. In any dispute between members relating to the activities of the Association, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, they shall cooperate to select one or more mediators to help resolve the dispute. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration as described in the V.T.C.A., Civil Practice & Remedies Code §§ 171.021-023 or Chapter 171 of V.T.C.A., Civil Practice & Remedies Code, only if the parties have met together with a mediator. This Section 2.06 shall not apply to a dispute involving the Association as a party relating to the sanctioning, suspension, or

expulsion of a member from the Association. The Board of Directors shall have the discretion to authorize the use of the Association funds for mediation or arbitration of a dispute described in this Section 2.06.

2.07. Sanction, Suspension, or Expulsion of Members. The Board of Directors may impose reasonable sanctions on, suspend or expel a member from the Association for good cause after a hearing. For purposes of these Bylaws, “good cause” includes the default of an obligation to the Association to pay fees or dues for a period of thirty (30) days following delivery of notice of default, or a material and serious violation of the Association’s articles of incorporation, Bylaws, rules, or of law. The Board of Directors may delegate powers to a regular or *ad hoc* committee to conduct a hearing, make recommendations to the Board of Directors, or take action on behalf of the Board of Directors. The Board of Directors or a committee designated by the Board of Directors to handle a matter involving sanctioning, suspension, or expulsion, may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, such notice shall be in writing, delivered at least fourteen calendar days prior to the hearing and otherwise comply with the terms of Article XI below. However, shorter notice may be deemed adequate if the Board of Directors or a committee designated by the Board of Directors to handle a matter involving sanctioning, suspension or expulsion determines, in its sole discretion, that the need for a timely hearing outweighs the prejudice caused to the member and if a statement of the need for a timely hearing is included in the notice. A member shall have the right to be represented by counsel at and before the hearing. Upon the satisfaction of the terms and conditions provided in this Section 2.07 and any other provision of these Bylaws, the Board of Directors, with or without the recommendation of a committee formed to review any such matters, may impose sanctions on, suspend or expel a member by vote of a majority of the Board.

2.08. Resignation. Any member may resign from the Association by submitting a written resignation to the Recording Secretary. The resignation need not be formally accepted by the Association and is effective on the date received by the Recording Secretary. A member’s resignation shall not relieve the member of any obligation(s) to pay any dues, assessments, or other charges that had accrued and were unpaid prior to the effective date of the resignation.

2.09. Reinstatement. A former member may submit a written request for reinstatement of membership. The Board of Directors or a committee designated by the Board of Directors to handle the matter may reinstate membership on any reasonable terms that the Board of Directors or such committee deems appropriate.

2.10. Transfer of Membership. Membership in the Association is not transferable or assignable. Membership terminates on the dissolution of the Association or the death of a member. Membership in the Association is not a property right that may be transferred after a member’s death.

2.11. Waiver of Interest in Association Property. All real and personal property acquired by the Association, including all improvements located on such real or personal property, shall be owned by the Association. A member shall have no interest in specific property of the Association. Each member hereby expressly waives the right to require partition of all or part of the Association’s property.

ARTICLE III.

MEETING OF MEMBERS

3.01. Annual Meeting. The Board of Directors shall hold an annual meeting of the members at 6:00 p.m. CST on the second Thursday in October each year or at any other time that the Board of Directors so designates. At the annual meeting, the members shall elect Directors and Officers and transact any other business that may come before the meeting. If, in any year, the election of Directors and Officers is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board of Directors shall call a special meeting of the members as soon thereafter as possible to conduct the election of Directors and Officers.

3.02. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or ten percent of the voting members.

3.03. Place of Meeting. The Board of Directors may designate any place, either within or outside the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If the Board of Directors does not designate the place of the meeting, the meeting shall be held at the principal office of the Association in Texas.

3.04. Notice of Meetings. Written or electronic notice of any meeting of members, including the annual meeting, shall be delivered to each member entitled to vote at the meeting not less than three (3) or more than fifty (50) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called. Notice shall be given by, or at the direction of, the President, Corresponding Secretary, or the Officers or persons calling the meeting.

3.05. Quorum. Members in good standing holding five percent (5%) of the votes entitled to be cast at a meeting (represented by in-person attendance and/or an electronic ballot cast in accordance with these Bylaws) shall constitute a quorum. The members present at a duly called or held meeting at which a quorum is present may continue the meeting even if enough members leave the meeting so that less than a quorum remains; provided, however, that no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the members present may adjourn and reconvene the meeting one time without further notice.

3.06. Actions of Membership. The vote of a majority of voting members in good standing, present (whether in person or by proxy as permitted by these Bylaws) and entitled to vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by the Act, the Certificate or these Bylaws. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting or at least thirty (30) days prior to the meeting. Voting shall be by ballot, valid proxy (including without limitation on an electronic ballot), or voice, except that any election of Directors and Officers shall be by ballot, which shall include electronic ballot, if demanded by any voting member at the meeting before the voting begins.

3.07. Proxies. A member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after three (3) months from the date of its execution, unless otherwise provided in the proxy.

3.08. Election Procedures.

- (a) Nominations. Candidates for any Officer or Director position may be nominated in the following order pursuant to the following procedures:
 - (i) The President-Elect then in office shall be declared President of the Association to be effective as of January 1 of the year following the annual meeting at which he or she is declared President.
 - (ii) The Chair of the Nominating Committee of the Board of Directors, if any, shall submit for consideration a ballot that includes the names of the qualified persons nominated by the Nominating Committee.
 - (iii) The President then in office shall call for and receive nominations from the floor for the offices of President-Elect, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, three (3) Directors, and any other Officer.
 - (iv) The President then in office shall declare elected any candidate unopposed for the office for which he or she was nominated.
 - (v) Nominees are permitted to withdraw prior to the time the ballot is composed.
- (b) Notice of Elections. Notice of the date, time, purpose, and place of the annual meeting shall be provided to the membership as described in Section 3.04.
- (c) Election Committee. The Election Committee shall conduct the election and shall consist of the President, the President-Elect, the Immediate Past President of the Association, and Directors and Officers of the Association who are members of the Board of Directors and who are not standing for a contested election to an office of this Association (the "Election Committee"). It shall be the duty of the Election Committee to conduct the election and ensure its fairness. The Chairman of the Election Committee shall be the President of the Association. Prior to the annual meeting, when applicable, and for presentation at the annual meeting, the Election Committee shall prepare written instructions for the conduct of the election and circulate such rules to the candidates.
- (d) Balloting and Election Procedure. Within a reasonable number of days after the annual meeting, a ballot containing the names of the duly nominated candidates for offices and directorships that are contested, shall be mailed (which may be by electronic mail) to each Class A member of the Association. Such ballots shall be in a form and include the directions prescribed by the Election Committee. The

ballot forms shall include the deadline for the return thereof and give instructions as to the online voting procedures and provisions to assure secrecy of the ballots.

- (e) Tabulating the Ballots. The President of the Association shall keep the ballots (which may be by electronic mail) received prior to the deadline prescribed pursuant to Section 3.08(d) in a safe place until such deadline. The President may, on approval of the panel, designate the obligation of keeping the ballots received by electronic mail in a safe place to a competent third party vendor providing services for electronic voting. Only eligible ballots received prior to 5:00 p.m. CST on the date designated, as the deadline for return of the ballots shall be counted. The counting shall begin on such date at 5:00 p.m. CST, or as soon thereafter as is practicable, at which time the Chairman, along with at least two (2) other members of the Election Committee, including either the current President or President-Elect, shall open, count, and tally all votes cast by mail and/or shall review the tally of votes cast by electronic mail. Each candidate may designate a supervisor to watch the counting and review of the ballots. The candidate receiving the greatest number of votes cast for a designated office shall be declared elected to that office. The three (3) candidates for Director receiving the highest number of votes shall be declared the duly elected Directors. The President or President-Elect shall immediately notify all candidates and the membership of the persons elected to each position and the results by number of votes shall be available to any member of this Association, upon request.

- (f) Tie Votes. Officer races: In the event that two candidates tie for an Officer's position in an Association election, then the voting members of the Board shall hold a vote within seven (7) calendar days of the original ballot counting. The vote shall be between the two tied candidates, and the candidate receiving the majority of Board member votes shall be declared the winner and shall hold the Officer position in question.

ARTICLE IV.

BOARD OF DIRECTORS

4.01. Management of the Association. The affairs of the Association shall be managed by the Board of Directors.

4.02. Number, Qualifications, and Tenure of Directors. The number of Directors shall be between eight (8) and eleven (11), with the exact number to be determined by the Board from time to time. Directors shall be residents of Texas and be Class A members. Each Officer shall automatically be a Director. Each Director shall serve for a term of one (1) year.

4.03. Nomination of Directors. A Director or Class A member in good standing may nominate a Class A member in good standing with the second of any other Director or Class A member in good standing. In addition, the Board may create a nominating committee to consider possible nominees and make nominations for each election (the "Nominating Committee"). The Corresponding Secretary shall include the names of qualified persons nominated by any such

duly appointed Nominating Committee, and any report submitted to the Nominating Committee, with the notice of the meeting at which the applicable election occurs. For the avoidance of doubt, all nominations require a second by a Director or Class A member in good standing.

4.04. Election of Directors. A person who meets all qualification requirements to be a Director and who has been duly nominated may be elected as a Director. Directors shall be elected pursuant to the terms and conditions set forth in Section 3.08 above. Directors shall hold office until a successor is elected and qualified. A Director may be elected to succeed himself or herself as Director.

4.05. Vacancies. Any vacancy occurring on the Board of Directors, and any Director position to be filled due to an increase in the size of the Board or the number of Directors, shall be filled by the Board of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office.

4.06. Annual Meeting. The annual meeting of the Board of Directors may be held without notice unless otherwise provided in these Bylaws. The annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members.

4.07. Regular Meetings. The Board of Directors may meet on the second Thursday of each month at the Belo Mansion or any other location designated by the Board. No notice of regular meetings of the Board of Directors is required unless otherwise provided in these Bylaws or by resolution of the Board of Directors.

4.08. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. A person or persons authorized to call a special meeting of the Board of Directors may fix any place within Dallas, Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the Corresponding Secretary of the information required to be included in the notice of the meeting. The Corresponding Secretary shall give notice to the Directors as required by these Bylaws.

4.09. Notice. Written or printed notice of any special meeting of the Board of Directors shall be delivered to each Director not less than three (3) and no more than thirty (30) days before the date of such meeting. Such notice shall state the place, day, and time of such meeting, who called such meeting, and the purpose or purposes for which such meeting is called. Notwithstanding the foregoing, notice may be given by facsimile or other electronic transmission (including, without limitation, electronic mail). In addition, any regular or special meeting may be held by electronic means including video and audio conferencing.

4.10. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to

constitute a quorum. If a quorum is not present at any time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

4.11. Duties of Directors. Directors shall exercise ordinary business judgment in managing the affairs of the Association. Directors shall act as fiduciaries with respect to the interests of the members. In acting in their official capacity as Directors of this Association, Directors shall act in good faith and take actions they reasonably believe to be permitted by the Act and in the best interest of the Association. In all other instances, Directors shall not take any action they reasonably believe would be opposed to the Association's best interests or would be unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial or legal statements provided by an accountant or attorney retained by the Association.

4.12. Board Actions. The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by the Act, the Certificate or these Bylaws. A Director who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a Director who is represented by proxy in a vote is considered present.

4.13. Proxies. A Director may vote by proxy executed in writing (including, without limitation, electronic mail) by the Director and delivered to either the President or the Vice-President. No proxy shall be valid after three (3) months from the date of its execution.

4.14. Compensation. Directors shall not receive salaries for their services as a Director. A Director may serve the Association in any other capacity and receive compensation for those services. Any compensation that the Association pays to a Director shall be commensurate with the services performed and reasonable in amount for the performance of said services.

4.15. Removal of Directors/Officers. The Board of Directors may vote to remove a Director or Officer at any time, with or without cause. Good cause for removal of a Director or Officer may include (without limitation) the unexcused failure to attend three consecutive meetings of the Board of Directors as determined by a majority vote of the Board. The notice of the Board meeting at which such removal will be voted on shall state that the issue of possible removal of the Director or Officer will be on the agenda and the notice shall state the possible cause for removal. Before removal, the Director or Officer shall have the right to present evidence at such meeting as to why he or she should not be removed, and the Director or Officer shall have the right to be represented by counsel at and before such meeting. At such meeting, the Association shall consider possible arrangements for resolving the problems that are in the mutual interest of the Association and the Director or Officer. A Director or Officer may be removed by the affirmative vote of a majority of the Board of Directors (not including the Director subject to the removal action) or an affirmative vote of a majority of the Class A members.

ARTICLE V.

OFFICERS

5.01. Officer Positions. The Officers of the Association shall include (without limitation): President, President-Elect, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Historian and Parliamentarian. The Board of Directors may create additional Officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The office of historian shall be an ex officio member of the Board of Directors.

5.02. Election and Term of Office. The Officers of the Association shall be elected annually by the voting members at the annual meeting of the members. If the election of Officers is not held at the annual meeting, the election shall be held as soon thereafter as conveniently possible. Each Officer shall hold office until a successor is duly selected and qualified. An Officer may be elected to succeed himself or herself in the same office.

5.03. Removal. Officers may be removed as prescribed in Section 4.15 above.

5.04. Vacancies. Any vacancy occurring in any Officer position may be filled for the unexpired term of such vacant office by the affirmative vote of a majority of the Board of Directors; provided, however, that any such replacement shall be a member in good standing and meet any other applicable eligibility requirements set forth in these Bylaws.

5.05. President. The President shall be the chief executive officer of the Association. The President shall supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the members and the Board of Directors. Before or during the President's term of office, the President shall present a budget to the Board of Directors for approval of expenditures by the Board of Directors during the fiscal year in which the President holds office. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized him or her to execute. However, the President may not execute instruments on behalf of the Association if such power is expressly delegated to another Officer or agent of the Association by the Act, the Certificate, these Bylaws or the Board of Directors. As provided by the Dallas Bar Association, the President shall serve, on behalf of the Association, as a Director on the Dallas Bar Association Board of Directors. The President shall perform such other duties as may be assigned from time to time by the Board of Directors and all duties incident to the office of President.

5.06. Vice-President. When the President is absent, unable to act, or refuses to act, a Vice-President shall perform the duties of the President. When a Vice-President acts in place of the President, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice-President, the Vice-Presidents shall act in place of the President in the order of the votes received when elected. A Vice-President shall perform such other duties as may be assigned from time to time by the President or Board of Directors.

5.07. President-Elect. In the absence of the President and the Vice-President, the President-Elect shall perform the duties of the President. As provided by the Dallas Bar Association, the President-Elect shall serve, on behalf of the Association, as an Advisory Director on the Dallas

Bar Association Board of Directors. In addition, the President-Elect shall serve as the Chair of the Bylaws Committee and perform such other duties as may be assigned from time to time by the President or the Board of Directors. The President-Elect shall assume the office of President effective as of January 1 of the year following the expiration of the then current President's term.

5.08. Treasurer. The Treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the Association;
- (b) receive and give receipts for monies due and payable to the Association from any source;
- (c) deposit all monies in the name of the Association in banks, trust companies, or other depositories as provided in these Bylaws or as directed by the Board of Directors or President;
- (d) write checks and disburse funds to discharge obligations of the Association; provided, however that funds may not be drawn from the Association or its accounts for amounts greater than \$2,500.00 without the written authorization of the President or Vice-President and the authorization of the Treasurer, where such authorization may be by a written instrument, electronic mail, facsimile transmission, or by any other similar non-oral communication;
- (e) maintain the financial books and records of the Association;
- (f) prepare financial reports at least monthly;
- (g) perform such other duties as assigned from time to time by the President or the Board of Directors;
- (h) if required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors; and
- (i) perform all the duties incident to the office of Treasurer.

5.09. Corresponding Secretary. The Corresponding Secretary shall:

- (a) give all notices as provided in these Bylaws or as required by the Act;
- (b) maintain custody of the corporate records and of the seal of the Association;
- (c) affix the seal of the Association to all documents as authorized;
- (d) keep a register of member's names and address(es) (mailing or electronic mail);
- (e) perform such others duties as may be assigned from time to time by the President or the Board of Directors; and

- (f) perform all duties incident to the office of Corresponding Secretary.

5.10. Recording Secretary. The Recording Secretary shall take minutes of the meetings of the members and of the Board of Directors and keeps the minutes as part of the Association's records and perform such other duties as may be assigned from time to time by the President or the Board of Directors.

5.11. Historian. The Historian shall maintain a written history of the Association and perform such other duties as may be assigned from time to time by the President or the Board of Directors.

5.12. Parliamentarian. The Parliamentarian shall offer advice to the President on procedural questions during the Association's meetings and perform such other duties as may be assigned from time to time by the President or the Board of Directors.

5.13. Spending Authority for Non-Budgeted Expenditures:

- (a) The President may authorize a non-budgeted expenditure of up to \$200.00 without prior approval of the Board of Directors. The President must inform the Board of Directors of any such expenditure within seven (7) calendar days of its authorization.
- (b) Prior approval, by a majority of the Board of Directors, is required in order to authorize any non-budgeted expenditure exceeding \$200.00.

ARTICLE VI.

COMMITTEES

6.01. Establishment of Committee. The Board of Directors may adopt a resolution establishing one or more committees: (i) delegating specified authority to a committee and (ii) appointing or removing members of a committee. If the Board of Directors delegates any of its authority to a committee, the majority of any such committee shall consist of Directors (the "Majority Requirement"); provided, however, that the Board of Directors may implement other safeguards in lieu of the Majority Requirement to ensure proper governance control of any such committee. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Act, the Certificate, or these Bylaws. Notwithstanding the foregoing, the Board of Directors may not delegate any of its authority related to the following items:

- (a) amending or altering the Certificate;
- (b) adopting a plan of merger or a plan of consolidation with another entity;

- (c) authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Association;
- (d) authorizing the voluntary dissolution of the Association;
- (e) revoking proceedings for the voluntary dissolution of the Association;
- (f) adopting a plan for the distribution of the assets of the Association;
- (g) amending, altering, or repealing these Bylaws;
- (h) except as provided above, electing, appointing, or removing a member of a committee or Director or Officer of the Association;
- (i) approve any transaction to which the Association is a party and that involves a potential conflict of interest as defined in Section 7.04, below;
- (j) take any action outside the scope of authority delegated to it by the Board of Directors; or
- (k) take final action on a matter that requires the approval of members.

6.02. Authorization of Standing Committees. There shall be the following standing committees: Membership, Judicial, Mentorship, Gala, Bylaws, Finance, and Dallas Black Women Attorneys. The Board of Directors shall define the activities and scope of authority of each standing committee by resolution and may designate additional standing committees.

6.03. Term of Office. Each member of a committee shall continue to serve on the committee until the next annual meeting of the members of the Association and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

6.04. Chair and Vice-Chair. One member of each committee shall be designated as the Chair of the committee and another member of each committee shall be designated as the Vice-Chair. The Chair and Vice-Chair shall be appointed by the President of the Association. The Chair shall call and preside at all meetings of the committee. When the Chair is absent, is unable to act, or refuses to act, the Vice-Chair shall perform the duties of the Chair. When a Vice-Chair acts in place of the Chair, the Vice-Chair shall have all the powers of and be subject to all restrictions upon the Chair.

6.05. Notice of Meetings. Written or printed notice of a committee meeting shall be delivered to each member of a committee and the Board of Directors not less than three (3) or more than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called. Notwithstanding the

foregoing, notice may be given by facsimile or other electronic transmission (including, without limitation, electronic mail).

6.06. Quorum. A majority of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the Chair may adjourn and reconvene the meeting one time without further notice.

6.07. Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by the Act, the Certificate, or these Bylaws. A committee member who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the act of the committee. The Chair or Vice-Chair shall give written notice to the Board of Directors of any votes or action taken or intended to be taken at a meeting within three (3) days of the committee meeting.

6.08. Compensation. Committee members shall not receive salaries for their services. A committee member may serve the Association in any other capacity and receive compensation for those services.

6.09. Rules. Each committee may adopt inspirational rules for its own operation not inconsistent with these Bylaws, rules adopted by the Board of Directors, or applicable law.

ARTICLE VII.

TRANSACTIONS OF THE ASSOCIATION

7.01. Contracts. The Board of Directors may authorize any Officer or agent of the Association to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Association. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

7.02. Deposits. All funds of the Association shall be deposited, no later than fourteen (14) calendar days from receipt thereof, to the credit of the Association in banks, trust companies, or other depositories that the Board of Directors selects.

7.03. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Association. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Act, the Certificate, these Bylaws, or any requirements for maintaining the Association's federal and state tax status.

7.04. Potential Conflicts of Interest. The Association shall not make any loan to a Director or Officer of the Association. A member, Director, Officer, or committee member of the Association may not lend money to and otherwise transact business with the Association except as otherwise provided by these Bylaws, the Articles of Incorporation, and all applicable laws. Such a person transacting business with the Association has the same rights and obligations relating to those matters as other persons transacting business with the Association. The Association shall not borrow money from or otherwise transact business with a member, Director, Officer, or committee member of the Association unless the transaction is described fully in a legally binding instrument and is in the best interest of the Association. The Association shall not borrow money from or otherwise transact business with a member, Director, Officer, or committee member of the Association without full disclosure of all relevant facts and without approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

7.05. Prohibited Acts. As long as the Association is in existence, and except with the prior approval of the Board of Directors, no member, Director, Officer, or committee member of the Association shall:

- (a) engage in any act in violation of these Bylaws, a binding obligation of the Association, the laws of the State of Texas or the law of the United States;
- (b) engage in any act with the intention of harming the Association or any of its operations;
- (c) engage in any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Association;
- (d) receive an improper personal benefit from the operation of the Association;
- (e) use the assets of this Association, directly or indirectly, for any purpose other than carrying on the business of this Association;
- (f) wrongfully transfer or dispose of Association property, including intangible property such as good will;
- (g) use the name of the Association (or any substantially similar name) or any trademark or trade name adopted by the Association, except on behalf of the Association in the ordinary course of the Association's business; or
- (h) disclose any of the Association business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE VIII.

BOOKS AND RECORDS

8.01. Required Books and Records. The Association shall keep documents and complete books and records of account. The Association's books and records shall include:

- (a) a file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Association, including, but not limited to, the Certificate, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent;
- (b) a copy of these Bylaws, and any amended versions or amendments thereto;
- (c) minutes of the proceedings of the members, Board of Directors, and committees having any of the authority of the Board of Directors;
- (d) a list of the names and addresses (mailing or electronic mail) of the members, Directors, Officers, and committee members of the Association;
- (e) a financial statement showing the assets, liabilities, and net worth of the Association at the end of the three most recent fiscal years;
- (f) a financial statement showing the income and expense of the Association for the three most recent fiscal years;
- (g) all rulings, letter, and other documents relating to the Association's federal, state, and local tax status; and
- (h) the Association's federal, state, and local information and income tax returns for each of the Association's three (3) most recent tax years.

8.02. Inspection and Copying. Any member, Director, Officer, or committee member of the Association may inspect and receive copies of all books and records of the Association required to be kept by the Act, the Certificate or these Bylaws. Such a person may inspect or receive copies if the person has a proper purpose, as determined by a majority vote of the Board of Directors or other committee appointed by the Board to address such matters, related to the person's interest in the Association and if the person submits a request in writing. Any person entitled to inspect and copy the Association's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Association's books and records may do so at a reasonable time no later than five (5) working days after the Association's receipt of a proper written request, but no sooner than three (3) days. The Board of Directors may establish reasonable fees for copying the Association's books and records pursuant to this Section 8.02. The fees may cover the cost of materials and labor, but may not exceed twenty-five cents (\$0.25) per page. The Association shall provide requested copies of books or records no later than five (5) working days after the Association's receipt of a proper written request.

8.03. Audits. Any Class A member shall have the right to have an audit conducted of the Association's books. The Class A member requesting the audit shall bear the expense of the audit unless a majority of members' vote to authorize payment of audit expenses. The Class A member requesting the audit may select the accounting firm to conduct the audit. No member may exercise these rights to compel audits so as to subject the Association to an audit more than once in any fiscal year.

ARTICLE IX.

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X.

INDEMNIFICATION

10.01. General Scope. (a) The Association shall indemnify any Director, Officer, committee member, employee, or agent of the Association who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Association. For purposes of this Article X, an agent includes one who is or was serving at the request of the Association as Director, Officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Association shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Association's best interest. In the case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. For the avoidance of doubt, the Association shall not be required to indemnify a person who is found liable to the Association or is found liable to another, in a court of competent jurisdiction, on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all rights of appeal have been exhausted.

- (b) The termination of a proceeding by a judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Association.
- (c) The Association may pay or reimburse expenses incurred by a Director, Officer, member, committee member, employee, or agent of the Association in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Association when the person is not a named defendant or respondent in the proceeding.
- (d) In addition to the situations otherwise described in this Section 10.01, the Association may indemnify a Director, Officer, member, committee member, employee, or agent of the Association to the extent permitted by law. However,

the Association shall not indemnify any person when indemnification is prohibited by the terms of Section 10.01(a) above.

- (e) Before the final disposition of a proceeding the Association may pay indemnification expenses permitted by these Bylaws and authorized by the Association. However, the Association shall not pay indemnification expenses to a person before the final disposition of a proceeding if: (i) the person is a named defendant or respondent in a proceeding brought by the Association, or (ii) the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
- (f) If the Association is authorized to indemnify a person under these Bylaws, such person may be indemnified against judgment(s), penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the identifiable proceeding. However, if the proceeding was brought by or on behalf of the Association, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

10.02. Procedures Relating to Indemnification Payments.

- (a) Before the Association may pay any indemnification expenses (including attorney's fees), the Association shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable. The Association may make these determinations and decisions by any one of the following procedures:
 - (i) Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding. Proxies shall not be allowed as a means of meeting this Quorum requirement.
 - (ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.
 - (iii) Determinations by special legal counsel selected by the Board of Directors by vote as provided in Sections 10.02(a)(i) or 10.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.
 - (iv) Majority vote of members, excluding Directors who are named defendants or respondents in the proceeding.
- (b) The Association shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If a determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and

determination of reasonableness of expenses shall be made in the manner specified by Section 10.02(a)(iii), above, governing the selection of special legal counsel. A provision contained in the Certificate, these Bylaws, or a resolution of the Board of Directors that requires the indemnification permitted by Section 10.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

- (c) The Association shall pay indemnification expenses before final disposition of a proceeding only after the Association determines that the facts then known would not preclude indemnification and the Association receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under Section 10.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Association if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.
- (d) Any indemnification or advance of expenses shall be reported in writing to the members of the Association. The report shall be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report shall be sent within the twelve (12) month period immediately following the date of the indemnification or advance.

ARTICLE XI.

NOTICES

11.01. Methods of Notice. Any notice required or permitted by these Bylaws to be given to a member, Director, Officer, or a committee member of the Association may be given by mail, telegram, facsimile, or other electronic transmission (including, without limitation, electronic mail). If mailed, a notice shall be (i) sent by registered or certified mail, return receipt requested and (ii) deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Association, with postage prepaid. If given by telegram, a notice shall be deemed to be delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the records of the Association. If notice is given by facsimile, a notice shall be deemed to be delivered when transmitted to the facsimile number provided by the person to receive notice. If notice is given electronically, a notice shall be deemed delivered when transmitted to an electronic mail address provided by the person to receive notice and a deliver receipt confirmation is received. A person

may change any his or her contact information, as provided in this Section 11.01, by giving written notice to the Corresponding Secretary of the Association.

11.02. Signed Waiver of Notice. Whenever, any notice is required to be given under the provisions of the Act, the Certificate, or these Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

11.03. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XII.

SPECIAL PROCEDURES CONCERNING MEETINGS

12.01. Meeting: by Telephone. The members, Board of Directors, and any committee of the Association may hold a meeting by electronic means, including, without limitation, audio and video conferencing.

12.02. Decision Without Meeting. Any decision required or permitted to be made at a meeting of the members, Board of Directors, or any committee of the Association may be made without a meeting; provided, however, that a written consent to the decision is signed by the number of persons necessary to take such action at a meeting at which such persons would have been entitled to vote on the matter. The original signed consent(s) shall be placed in the Association's minute book and kept with the Association's records.

12.03. Voting by Proxy. A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the Officer presiding at the meeting before the business of the meeting begins. The Recording Secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the Recording Secretary or other designated Officer shall remain in force and effect until the first of the following occurs:

- (a) an instrument revoking the proxy is delivered to the Recording Secretary or other designated Officer;
- (b) the proxy authority expires under the terms of the proxy; or
- (c) the proxy authority expires under the terms of these Bylaws.

ARTICLE XIII.

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted either by the membership or the Board of Directors. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include the text of the proposed bylaw provision as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions. The following types of bylaw amendments may be adopted only by the members:

- (a) setting or changing the authorized number of Directors;
- (b) changing from a fixed number to a variable number of Directors or vice versa;
- (c) increasing or extending the terms of Directors;
- (d) increasing the quorum for membership meetings; or
- (e) repealing, restricting, creating, expanding, or otherwise changing the proxy rights of members.

ARTICLE XIV.

MISCELLANEOUS PROVISIONS

14.01. Legal Authorities Governing Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in these Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

14.02. Legal Construction. If any provision of these Bylaws is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision, and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

14.03. Headings. The headings used in these Bylaws are used for convenience and shall not be considered in construing the terms of these Bylaws.

14.04. Gender. Wherever the context requires, all words in these Bylaws in the male gender shall be deemed to include the female or neutral gender; all singular words shall include the plural; and all plural words shall include the singular.

14.05. Seal. The Board of Directors may provide for a corporate seal.

14.06. Power of Attorney. A person may execute any instrument related to the Association by means of a power of attorney if an original executed copy of the power of attorney is provided to the Recording Secretary of the Association to be kept with the Association's records.

14.07. Parties to be Bound. The Bylaws shall be binding upon and inure to the benefit of the members, Directors, Officers, committee members, employees, and agents of the Association and their respective heirs, executors administrators, legal representatives, successors, and assigns except as otherwise provided in these Bylaws.

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CERTIFICATE OF RECORDING SECRETARY

I certify that I am the duly elected and acting Recording Secretary of the J. L. Turner Legal Association (the "Association") and that the foregoing Bylaws constitute the Bylaws of the Association. These Bylaws were duly adopted at a meeting of the members held on the 13th day of October, 2016.

Executed as of the 13th day of October, 2016.

BY: _____

PRINTED NAME: JESSE OKIROR, ESQ.

TITLE: 2016 J.L. TURNER LEGAL ASSOCIATION RECORDING SECRETARY