

**BYLAWS OF TEX-ABOTA
OF THE AMERICAN BOARD OF TRIAL
ADVOCATES**

Rev. 2015

**BYLAWS OF TEX-ABOTA
OF THE AMERICAN BOARD OF TRIAL ADVOCATES
(FORMED UNDER THE TEXAS NON-PROFIT CORPORATION ACT)**

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**BYLAWS OF TEX-ABOTA
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BYLAW I. ORGANIZATION

Section 1. Name

The name of this organization shall be the Texas Chapters of the American Board of Trial Advocates (TEX-ABOTA).

Section 2. Offices

The principal office of the corporation in the State of Texas shall be located at 2003 Indiana Street, Houston, Texas 77019. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 3. Registered Agent

The corporation 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 Corporation's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

BYLAW II. GENERAL AND SPECIFIC PURPOSES

Section 1. General Purposes

The general purposes of this organization shall be to foster the preservation and promotion of the civil jury trial right provided by the Seventh Amendment to the U.S. Constitution, to promote the elevation and improvement in the standards of integrity, honor, ethics and civility in the field of trial advocacy and to promote the independence of the judiciary.

Section 2. Specific Purposes

The specific purposes of this organization are:

- (1) To elevate the standards of integrity, honor and courtesy in the legal profession;
- (2) To provide educational opportunities to the citizens and community regarding the Seventh Amendment to the U.S. Constitution and judicial system;
- (3) To aid in further education and training of trial lawyers; to work for the preservation of our jury system; to improve methods of procedure of our present trial court system; to improve the efficient, economic and fair administration of justice; to promote civility, integrity and professionalism in the practice of law; to serve as an informational center; to discuss and study matters of interest to trial lawyers; to advance the skill of its members as trial attorneys; to honor the members of the organization who have the requisite qualifications; to provide a forum for the expression of interests common to trial lawyers and to act as an agency through which trial lawyers in general, and members of the organization

in particular, shall have a voice with which to speak concerning matters of common and general interest;

- (4) To establish relations and cooperate with other legal organizations and associations for the purposes of promoting the efficient administration of justice and constant improvement of the law; and
- (5) To cultivate a spirit of loyalty, fellowship and professionalism among our members; to advance the interests of the members of the organization professionally and to enable trial lawyers as a group to have an active organization of standing in the community and nation through which they may learn and be heard.
- (6) To promote the official resolutions of the Board of Directors of the American Board of Trial Advocates and such other purposes as may be determined by the Board of Directors of the national American Board of Trial Advocates.

Section 3. Limitations

All actions of the organization shall comply with all provisions of the ABOTA National Constitution and Bylaws. Neither this organization nor the chapters of ABOTA in Texas shall take public positions inconsistent with the published Resolutions of ABOTA National.

BYLAW III. MEMBERSHIP

Section 1. Who Shall Be Members.

Any trial lawyer who is a member of a Texas chapter of the American Board of Trial Advocates, and who is a member of The Texas Bar in good standing, and who has met the membership qualifications as prescribed in Article III of the ABOTA Constitution and the membership requirements as prescribed in Bylaw V of the ABOTA Bylaws, shall be a member of this organization. All members must remain ABOTA members in good standing, and shall comply with all provisions of the ABOTA Constitution and Bylaws. Any member whose membership is terminated for cause shall cease to be a member of this organization.

Section 2. Transfer and Term of Membership.

Membership in the corporation shall not be transferable. Notwithstanding the foregoing, any member may resign from TEX-ABOTA by resigning from ABOTA at any time by mailing or delivering written notice to the Secretary of the corporation (any resignation to take effect as specified therein or, if not specified, upon receipt by the Secretary), and any member may be removed at any time, with or without cause, by majority vote of the other members.

BYLAW IV. BOARD OF DIRECTORS AND OFFICERS

Section 1. Officers This organization shall have a President, President-Elect, Vice-President, Secretary and a Treasurer. The Secretary shall be elected by the Board of

Directors at the first meeting after October 1 each year to begin a one-year term on January 1 of the next calendar year, and shall advance in successive one-year terms to the office of Vice-President, President-elect, and then President. Unless a shorter term shall be specified by the other members at the time of election, the term of office of any officer shall be one (1) year. The Nominating Committee constituted pursuant to Bylaw VI, Section 1(18) shall submit nominations for the office of Secretary as specified therein. Additional nominations for Secretary may be submitted by any six members of the board, by each submitting correspondence or email to the President indicating their concurrence in the nomination of the same person. The communication(s) making an alternative nomination must be received by the President ten (10) calendars days before the Board meeting at which elections will be held. The President shall advise the Board by email of the alternative nomination five (5) days in advance of the election. The Secretary shall be elected by a majority vote of the Board.

The Nominating Committee shall submit nominations for the office of Treasurer as necessary in the manner provided above. It is anticipated, but not required, that the member serving as Treasurer will serve in the position of Treasurer for two or more years in order to facilitate financial continuity and stability. The position of Treasurer will serve as a non-voting member of the Executive Committee.

Section 2. Powers and Duties of Officers

It shall be the duty of the President, or in his/her absence the President-elect, to preside at all meetings of the organization; to see that the bylaws are enforced; to appoint the chairs and members of all committees, with the advice and consent of the Board of Directors; and to call the meetings of the board and at all meetings of the Board of Directors. The President or his/her designee shall perform all other duties usually pertaining to the offices of a President. Subject to the control of the Board, all officers as between themselves and the corporation shall have such authority and perform such duties in the management of the corporation as may be provided by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices. Specifically, the Secretary shall keep a complete record of all proceedings and correspondence, shall send notices of meetings as same may be required; shall keep a roll of the members, and shall perform all other duties usually appertaining to the office of Secretary. The President, with the prior consent or subsequent ratification of a majority of a quorum of the Executive Committee, shall have the power to make expenditures or to incur indebtedness on behalf of TEX-ABOTA, Inc., up to a limit of Five Thousand Dollars (\$5,000.00) for any single transaction. Expenditures or incurrance of indebtedness in excess of Five Thousand Dollars (\$5,000.00) for any single transaction may be made by the President only after prior approval of a majority of a quorum of the Executive Committee. The corporation shall not pay compensation to its officers for services rendered. No loans shall be made by a corporation to its directors or officers.

Section 3. Board of Directors

This organization shall have a Board of Directors comprised of the following:

- (a) President,
- (b) President-elect,
- (c) Vice-President,
- (d) Secretary
- (e) The Past Presidents of TEX-ABOTA for the previous three (3) years
- (f) The Presidents of each of the Texas chapters of the American Board of Trial Advocates,
- (g) The immediate Past-Presidents of each of the Texas chapters of the American Board of Trial Advocates,
- (h) The Presidents-Elect/Vice Presidents of each of the Texas Chapters of the American Board of Trial Advocates, and
- (i) The National Board representatives from each of the Texas Chapters of ABOTA selected by that chapter. The representative must be a member of the American Board of Trial Advocates and must be a designated representative of his or her chapter on the National Board of the American Board of Trial Advocates.

In the event that a chapter has not notified the TEX-ABOTA President of its additional representative to the TEX-ABOTA Board on or before January 1st of each year, it shall be presumed that the chapter has not elected to present an additional representative to the Board. In addition, each Past President of TEX-ABOTA shall be ex officio members of the Board of Directors without voting rights and duties.

Section 4. Powers and Duties of Board of Directors

The Board of Directors, subject to the limitations of these bylaws, and of the general laws of the jurisdiction, shall have the powers and duties necessary or appropriate for the administration of the business and affairs of the organization. Expressly, the Board shall have the following powers: to make rules and regulations for the government of the members and officers, and for the management of the affairs of the organization; to incur indebtedness when necessary for legitimate functions of the organization, including the employment of temporary or permanent personnel to perform such ministerial or advisory functions in aid of any officer of this organization; and to set the amount of the state assessment for all members, to be collected by ABOTA National, for the purpose of paying expenses, conducting business, paying debts or carrying out the purposes of the organization.

Section 5. Quorum

At all meetings of the Board of Directors, a quorum shall consist of at least ten (10) members of the Board from those listed in Section 3(e)-(i) above, and at least two (2) of the TEX-ABOTA officers listed in Section 3(a)-(d) above.

Section 6. Voting Rights and Proxies

- (1) The President, President-Elect Vice-President and Secretary in attendance at any meeting shall each have one vote on all matters submitted to a vote. Dual service as the representative for any ABOTA chapter in Texas does not

provide any officer or board member with an additional vote to cast in any matter.

- (2) The President, immediate past president, Presidents-Elect/Vice Presidents and the Representative(s) from each ABOTA chapter in Texas, in attendance at any meeting, shall each have one vote on all matters Section 3(e).
- (3) Each Past President of TEX-ABOTA as described in Section 3(e) in attendance at any meeting shall have one vote on all matters.
- (4) **Proxies.** Except for past presidents of TEX-ABOTA any member of the Board of Directors may give a proxy for his/her vote to a member of the same chapter who is not a board member, provided advance notice is given to the TEX-ABOTA President or his/her designee and the proxy member is in attendance at the meeting for which the proxy is given.

Section 7. Newly-Created Directorships and Vacancies.

Newly-created directorships resulting from an increase in the number of directors due to the addition of a new Texas chapter of the American Board of Trial Advocates, and vacancies occurring for any reason, shall be filled by designation of said chapter or by the new President or President-Elect of that chapter, as the case may be.

Section 8. Vacancies and Absences

- (1) **Vacancies.** Vacancies in the Board of Directors, with the exception of the Officers, shall be filled by the chapter with which the board member was affiliated at the time of his/her election. Said newly-elected member shall serve the unexpired term of the office. A vacancy in the office of any Officer shall be filled by a vote of the Board of Directors.
- (2) **Absences.** Except for ex officio members, any Officer of the Board of Directors who is absent from three (3) consecutive meetings, unless he/she shall present satisfactory excuses, shall be deemed to have resigned his/her office and shall cease to be an Officer of the Board of Directors. A former officer may, however, be reinstated by a majority vote of the Board of Directors.

Section 9. Removal.

Any one (1) or more or all of the Officers may be removed with or without cause at any time by action of the voting members, provided that written notice of such removal is given to any director so removed. Any Officer who shall absent himself or herself from three (3) consecutive meetings of TEX-ABOTA, unless he or she shall present prior to said absence or immediately thereafter, satisfactory excuses, shall be deemed to have resigned his or her office and shall cease to be an Officer. He or she may be reinstated by a majority vote of the Board. If a person, other than an officer of TEX-ABOTA, resigns or is removed from his or her position with a chapter, then that director position on the Board will remain empty until the chapter elects to fill the position for a new Board representative. Any one (1) or more or all of the directors may be removed with

cause at any time by action of the Board, provided there is a quorum of not less than a majority of the entire Board present if such action is taken at a meeting of the Board.

Section 10. Resignations.

Any director may resign at any time by giving written notice to the Board or to the President or to the Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

BYLAW V. EXECUTIVE COMMITTEE

TEX-ABOTA shall have an Executive Committee, comprised of the President, President-elect, Vice-President, Secretary, Treasurer and Immediate Past President of TEX-ABOTA. Subject to the limitations of these bylaws, and the general laws of Texas, the Executive Committee shall have the full power and authority of the Board of Directors, as necessary or appropriate for the administration of the business and affairs of this organization, between meetings of its Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Executive Committee shall have the following powers, to wit: To make rules and regulations for the governance of directors and officers and members and for the management of the affairs of TEX-ABOTA, Inc.; to incur indebtedness when necessary for legitimate functions of the Board as provided in these Bylaws; to levy and collect such dues and assessments as may be established from time to time by the vote of the members and to specify non-voting, dues paying "members" who are entitled to all benefits of TEX-ABOTA, Inc., but who do not vote for the Board or officers; to establish procedures for the selection, nomination, and election or selection of new members, directors, and officers; and to call a general meeting of the membership at least once a year and at other times for valid and legitimate purposes. Minutes shall be made of all actions of the Executive Committee and provided to members of the Board of Directors as soon as practicable for ratification at the next regular meeting of the Board of Directors. The Executive Committee shall have the power to make expenditures or to incur indebtedness on behalf of the organization. The Treasurer is a non-voting member of the Executive Committee.

BYLAW VI. COMMITTEES

Section 1. Standing Committees

All standing committee chairs and members shall be appointed by the President, with the advice and consent of the Board of Directors, unless otherwise provided herein. The Board of Directors, by resolution adopted by a majority of the directors then in office, may designate from among the directors other standing committees, each consisting of two (2) or more directors, and each of which, to the extent provided in the resolution designating such committee, shall have all the authority of the Board, except that no Committee, including the Executive Committee, shall have authority as to the following matters:

- (a) filling vacancies in or removing members of the Board of Directors or of

- any Committee;
- (b) fixing compensation of the directors for serving on the Board or on any Committee;
- (c) amending or repealing the Bylaws or Articles of Incorporation or adopting new Bylaws or Articles of Incorporation;
- (d) amending or repealing any resolution of the Board which by its terms cannot be amended or repealed except by the Board; and
- (e) removing directors.

The Board may designate one or more directors as alternate members of any standing committee who may replace any absent member or members at any meeting of such Committee. The Standing Committees shall consist of:

- (1) **The Budget/Long Range Planning Committee**, which shall be concerned with proposing a budget for the organization, and looking to the future and setting goals for 5, 10 and 15 years.
- (2) **Annual Meeting Sponsorship Committee**, which shall be responsible for soliciting and obtaining sponsors for the Annual meeting.
- (3) **Civility Matters/Civility Oath**, which shall develop and coordinate programs for enhancing the civility of the profession through legislative steps, programs within local bar associations and law schools.
- (4) **The New Chapter Relations, Revitalization and Members Committee**, which shall be responsible for maintaining regular contact with all ABOTA chapters in Texas to monitor their activities, giving specific attention to smaller and less active chapters, and making specific suggestions for improvement in chapter operations and activities. If appropriate, the committee may recommend new chapter locations. The committee may also identify local chapter activities and projects for chapters to consider implementing. The Membership Committee, which shall be responsible for assisting Texas ABOTA chapters in attracting new members, assisting local chapters in identifying candidates for nominations for membership, and promoting diversity in membership as an ongoing priority.
- (5) **The Defense of the Judiciary**, which shall be responsible for furthering the independence, fairness, impartiality, and operation of the judiciary, including, but not limited to, assisting the judiciary with obtaining full funding for the trial court system in Texas. The committee shall also assist Texas ABOTA chapters in setting up programs and activities, such as promoting ABOTA's Juror Bill of Rights and its Protocol for Responding to Unjust Criticism of Judges, and shall promote supportive communication and interaction with the judiciary at all levels.

- (6) **Diversity/Inclusion Committee**, which shall be responsible for furthering and encouraging a diverse membership.
- (7) **Expedited Jury Trial & Civil Procedure Committee**, which shall assist in the dissemination of information concerning the advancement of Expedited Jury Trial standards and legislation. The committee will also provide analysis and information regarding new proposed procedures and rules impacting jury trials.
- (8) **Amicus Curiae Committee**, which shall coordinate and provide amicus curiae briefs and responses for matters selected by the board for consideration, consistent with the mission and principals of TEX-ABOTA and ABOTA.
- (9) **Law Rules Committee**, which shall monitor and develop where appropriate grass roots programs to promote the right to trial by jury.
- (10) **Legislative & Education Fund (LEF) Committee**, shall coordinate with the LEF to assist in support for the fund.
- (11) **Legislative Committee**, which shall monitor, report, assist in coordinating testimony and presentation of TEX-ABOTA position on proposed and existing legislation that impacts the mission of TEX-ABOTA and ABOTA. The committee shall also serve as a liaison between TEX-ABOTA and the Legislative and Educational Fund (LEF), or its successors, and other organizations concerned with issues important to TEX-ABOTA. The committee may from time to time advise the Executive Committee or Board of matters or developments affecting the judiciary that may merit TEX-ABOTA's attention.
- (12) **MIT at State Bar Convention Committee**, which shall coordinate and prepare the presentation of Masters in Trial at the annual State Bar Convention.
- (13) **The Texas Civil Trial Roundtable Committee**, which shall be responsible for facilitating TEX-ABOTA's relationship with other bar associations and organizations, and monitoring their activities, in an effort to identify issues and projects in which this organization might consider participating.
- (14) **The Youth Education Committee**, which shall organize and develop the James Otis Lecture Series, Teacher's Law School and other youth education programs adopted or established by TEX-ABOTA.
- (15) **The Awards Committees**, which shall be made of specific committees to oversee the nomination of individuals for Trial Lawyer of the Year and

Jurist of the Year, and shall make recommendations for other awards as appropriate, such as the Champion of the 7th Amendment, Community Service Award and other designated awards. Unless otherwise appointed by the President on or before February 1st of each calendar year. The Awards Committees shall render its report to the President and Executive Committee on or before April 10th of each year, or not later than ten (10) days before the meeting at which awards will be voted upon, whichever is earlier.

- (16) **The Webpage & History Committee**, which shall have the responsibility of archiving the history of TEX-ABOTA through any and all materials, correspondence, minutes, videos and photographs available to guide and inspire. The committee should work to create and update a videotaped interview of all surviving founders and early leaders, and to develop a pictorial archive. The committee will assist the executive director to update, improve and develop the Chapter webpage.
- (17) **The Nominating Committee**, the primary purpose and responsibility of which shall be to recruit nominees for TEX-ABOTA leadership. The immediate past president of TEX-ABOTA shall chair the committee, with the current president serving as vice chair. The committee shall consist of the Executive Committee and two additional past presidents of TEX-ABOTA, one plaintiff and one defense, who shall have served within the past 10 years and who shall be active on the TEX-ABOTA board as determined by participation in the preceding year's board meetings. The president shall appoint the nominating committee for each year within 90 days of taking office. The Nominating Committee shall meet no later than August 31 each year to select the nominees. Before the November meeting of each year, the Nominating Committee shall submit to the President a report containing a nomination for Secretary, as well as, should it choose, a discussion of potential nominees for the following year. Should the President-Elect or Vice-President be, for any reason, unable to advance in office, the Nominating Committee will also choose and recommend individuals for the positions. It is anticipated, but not required, that the member serving as Treasurer will serve as Treasurer for two or more years in order to facilitate financial continuity and stability. However, the Nominating Committee may additionally present a nomination for Treasurer when deemed necessary.
- (18) **The ABOTA Foundation Committee**, the purpose of which shall be to support and promote the objectives, activities, and funding of the National ABOTA Foundation. The ABOTA Foundation Committee shall be composed of a chair appointed by majority vote of the Executive Committee for a two-year term commencing on August 1st of each even-numbered year. The committee shall consist of one representative from each chapter appointed by the chair, with the advice and consent of the

Executive Committee. Members of the ABOTA Foundation Committee shall serve terms co-extensive with that of the chair. The chair shall make appointments to the ABOTA Foundation Committee within 45 days of taking office, and the Executive Committee shall advise and consent to the appointments within ten days of being notified thereof via email. Should the Executive Committee not object to an appointment within the allotted time, provided that the lack of objection to an appointment within 10 days shall be deemed to constitute advice and consent.

Section 2. Special Committees

The President shall have the authority to appoint such special committees as necessary, with the advice and consent of the Board of Directors. Such committees shall have only the powers specifically delegated to them by the President, subject to the approval of the Board. Membership on such committees may, but need not be, limited to directors.

Section 3. Committee Rules.

Unless the Board of Directors otherwise provides, each committee designated by the Board may make, alter, and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board or in the rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board conducts its business under these Bylaws, including taking action without a meeting.

Section 4. Service of Committees.

Each committee of the Board shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed by law.

BYLAW VII. MEETINGS OF ORGANIZATION; NOTICE; QUORUM

Section 1. Meetings.

The organization shall hold an annual meeting at any convenient place selected by the President with the advice and consent of the Board of Directors. During such annual meeting, there shall be a general meeting of the membership of the organization. All members of TEX-ABOTA shall be notified of the time and place of said meeting at least two months in advance. In addition, the organization shall meet at such other times and places as selected by the President, with the advice and consent of the Board of Directors. Notice of the times and places shall be given in a timely manner.

Section 2. Regular.

Regular meetings of the Board shall be held at such times as shall be set by the current President-Elect for the year in which he or she will be President or by him or her once in

the office of President.

Section 3. Special.

Special meetings of the Board may be held at any time whenever called by the President or any two (2) directors.

Section 4. Place.

Meetings of the Board may be held at such places within or without the State of Texas as may be fixed by the Board from time to time. If no such place is so fixed, such meetings shall be held at the principal office of the corporation in the State of Texas.

Section 5. Time.

Meetings of members shall be held at such time as may be fixed by the Board of Directors from time to time. If no time is so fixed, such meetings shall take place at 9 A.M.

Section 6. Notice.

The Secretary shall give at least thirty (30) days' notice of each regular meeting, though the preference is that all meetings for the next 12 months be set before or at the time the President-Elect takes office as President and that notice be given at that time. No notice of the annual meeting is required. All other meetings of this organization shall be effected in any number of ways, including but not limited to communications made by mail, electronic mail ("email"), or facsimile, not less than three (3) nor more than fifty (50) days before the date of the meeting and posting on the TEX-ABOTA website. Notices by mail, email, facsimile, or messenger shall be sent to each director at the address designated by him or her for that purpose, or, if none has been so designated, at his last known residence or business address. Oral or telephone notices of meeting shall not be permitted.

Section 7. Quorum.

At all meetings of the Members, a quorum shall consist of at least twenty (20) members, plus a majority of the officers, in person or by proxy where permitted.

Section 8. Purpose of Meeting.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board.

Section 9. Waiver.

Notice of a meeting of the Board need not be given to any director who submits a signed waiver of notice whether before or after the meeting or who attends the meeting without protesting, either prior to or at the commencement of such meeting, the lack of notice to him or her.

Section 10. Conduct of Meetings.

The President shall conduct all meetings. In the President's absence, the President-Elect shall conduct the meeting; in the absence of the President-Elect, the Vice President. Voting shall be by voice or ballot, according to the discretion of the presiding

officer. A simple majority of those in attendance, provided there is a quorum, shall suffice to carry any motion. Each motion will be acted upon in the order presented. Any motion which fails to be seconded shall be a nullity.

Section 11. Order of Annual Meeting.

At the annual meeting, the order of business shall be as follows: (1) report of the President; (2) report of the officers; (3) report of the Treasurer, including the annual business report; (4) report of the Nominating Committee; (5) reports of other committees; and (6) general business.

Section 12. Annual Meeting Seminar.

A seminar will be held in conjunction with the Annual Meeting of the Board. The Seminar will be announced in writing to each member of the American Board of Trial Advocates who is also a member of a Texas chapter at least two (2) months in advance of the annual meeting.

Section 13. Action Without a Meeting; Consent in Writing; Telephone Conference.

Any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by directors shall be filed with the minutes of the proceedings of the Board.

Subject to the provisions of these Bylaws for notice of meetings, any one or more directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons, participating in a meeting can hear each other. Participation by such means shall constitute presence at the meeting, except where a person participates in a 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.

Further, since the Articles of Incorporation allow the directors to take action without a meeting and without unanimous written consent, the directors may do so, provided, however, that the consent is in writing, sets for the action to be taken, and is signed by a sufficient number of directors as would be necessary to take that action at a meeting at which all of the directors are present and voted; and provided, further, that such written consent must, within 60 days after its adoption, be presented to the corporation at its registered office, to its registered agent, to its principal place of business, or to an officer or agent of the corporation having custody of the books in which proceedings of meetings are recorded, and such delivery shall be by hand or certified or registered mail, return receipt requested. Further, prompt notice of said written consent must be given to those directors who did not sign it.

Section 14. Purchase, Sale, Mortgage, or Lease of Real Property.

No purchase of real property shall be made by the corporation, and the corporation shall not sell, mortgage, or lease its real property, unless authorized by the vote of two-thirds (2/3rds) of the entire Board.

Section 15. Annual Report.

The Board shall direct the President and Treasurer of the corporation to present at the annual meeting of the members and of the Board a report which report conforms to accounting standards as promulgated by the American Institute of Certified Public Accountants. The report must show in detail the following:

- (a) the assets and liabilities, including trust funds, of the corporation as of the end of a twelve (12)-month fiscal period terminating not more than six (6) months prior to said meeting;
- (b) the principal changes in assets and liabilities, including trust funds, during said fiscal period;
- (c) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, during said fiscal period; and
- (d) the expenses or disbursements of the corporation for both general and restricted purposes, during said fiscal period.

The annual report shall be filed with the records of the corporation and a copy or abstract thereof entered in the minutes of the proceedings of the annual meeting of the Board.

Section 16. No Compensation to Directors.

The corporation shall not pay any compensation to directors for services rendered to the corporation as directors; provided, however, that nothing herein shall preclude a director from receiving compensation that is not excessive for personal services, rendered in other than a "director" capacity, that are reasonable and necessary in carrying out the corporation's purposes.

Section 17. Annual Dinner.

The Annual Dinner of TEX-ABOTA shall be held the Annual Meeting.

BYLAW VIII. AWARDS CRITERIA, GUIDELINES AND SELECTION PROCEDURE

Section 1. Criteria.

The criteria for Trial Lawyer of the Year shall include excellence in advocacy, a distinguished career, a superb reputation of high ethics and fair play, recent outstanding results, service to ABOTA, and/or exemplification of its ideals. The criteria for Jurist of the Year shall include commitment to preserving and improving the jury trial system, knowledge of the law, judicial preparation, timely rulings, adherence to evenhanded administration of the rule of law, requiring professionalism from all lawyers, and maintenance of an open and/or accessible working relationship with the trial bar.

Section 2. Guidelines - Nominations.

Any or all of the criteria may be considered in arriving at a nominee's selection. A nominee should be a practicing trial lawyer or sitting judge at the time of selection. Each chapter should form a committee independent of its president to nominate persons for the award. Chapter nominations shall be transmitted to the President, the Chair of the Awards Committee and the Executive Committee on or before April 10th of each year, or not later than ten (10) days before the meeting at which awards shall be voted upon,

whichever is earlier. Persons previously nominated can be nominated again. Each nomination must be submitted in writing to the President or his/her designee detailing the reasons why the chapter is nominating said individual. The nominee's curriculum vitae may also be provided. A chapter's nominee for trial lawyer or jurist of the year shall be deemed that particular chapter's trial lawyer or jurist of the year, and chapters may choose to recognize their nominees appropriately.

Section 3. Selection.

The selection shall be made by majority vote of the TEX-ABOTA Board of Directors at a Spring meeting preceding the annual meeting at which the awards are presented. The Board of Directors positions eligible to cast a vote for annual awards are specifically limited to the following:

- (a) President,
- (b) President-elect,
- (c) Vice-President,
- (d) Secretary
- (e) The Past Presidents of TEX-ABOTA for the previous three (3) years
- (f) The Presidents of each of the Texas chapters of the American Board of Trial Advocates,
- (g) The immediate Past-Presidents of each of the Texas chapters of the American Board of Trial Advocates,
- (h) The Presidents-Elect/Vice Presidents of each of the Texas Chapters of the American Board of Trial Advocates, and
- (i) Two National Board representatives from each of the Texas Chapters of ABOTA selected by that chapter. In the event that a chapter has not notified the TEX-ABOTA President of the designated voting representatives for the annual awards before the meeting of the annual award voting, it shall be presumed that the chapter has designated the National Board representative present.

Each voting member described above may cast one vote per ballot, subject to the provisions of Bylaw IV, Section 5. However, for the selection of awards under this section, proxy votes are not permitted.

Before the first ballot, a representative from each chapter may give a brief presentation for the chapter's nominee. Each person entitled to vote shall cast one ballot. If there is not a majority on the first vote, the nominees receiving the two highest vote totals on the first ballot shall be voted upon in an additional ballot. If any nominee receives a majority of the votes cast on the additional ballot, that nominee shall be declared the winner. If the second balloting results in a tie between nominees, a majority of the Executive Committee present and voting shall break the tie choosing the winner by majority vote on a final ballot. Before the last vote, the president may allow a brief presentation on behalf of each nominee. The membership of the TEX-ABOTA Board, and each member thereof, shall maintain the voting process strictly confidential. The winning nominee

shall be designated winner by acclamation. The same selection process shall apply to such other awards as TEX-ABOTA may make from time to time.

BYLAW IX. INDEMNIFICATION. POWER TO INDEMNIFY AND PURCHASE INDEMNITY INSURANCE; DUTY TO INDEMNIFY.

Section 1. Indemnification.

The corporation shall indemnify any director or officer or former director or officer of the corporation and any person who, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against reasonable expenses incurred by him or her in connection with any action, suit or proceeding in which he or she is a named defendant or respondent if he or she has been wholly successful, on the merits or otherwise, in the defense of such action, suit or proceeding. The corporation may indemnify any director or officer or former director or officer of the corporation, and any person who, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise who was, or is, threatened to be named a defendant or respondent in an action, suit or proceeding against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by him or her in connection with an action, suit or proceeding to the full extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act.

Section 2. Advancement of Expenses.

The corporation may pay in advance any reasonable expenses which may become subject to indemnification subject to the provisions of Article 2.22A of the Texas Non-Profit Corporation Act.

Section 3. Insurance.

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, or officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under these Bylaws or the laws of the state of Texas.

Section 4. Other Indemnification.

The protection and indemnification provided hereunder shall not be deemed exclusive of any other rights to which a director or officer or former director or officer, or present or

former employee or agent of the corporation, may be entitled, under any agreement, insurance policy, or otherwise.

Section 5. Interested Directors and Officers.

(A) If paragraph (B) of this Section is satisfied, no contract or other transaction between the corporation and any of its directors (or any corporation or firm in which any of them are directly or indirectly interested) shall be invalid solely because of this relationship or because of the presence of such director, at the meeting authorizing such contract or transaction, or his or her participation in such meeting or authorization.

(B) Paragraph (A) of this Section shall apply only if:

- (1) The material facts of the relationship or interest of each such director are known or disclosed to the Board of Directors or a committee and the Board or committee nevertheless authorizes or ratifies the contract or transaction by a majority of the directors present, each such interested director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote; or
- (2) The contract or transaction is fair to the corporation as of the time it is authorized or ratified by the Board of Directors or a committee of the Board.

(C) This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision.

BYLAW X. MISCELLANEOUS

Section 1. Fiscal Year.

The fiscal year of the corporation shall be the calendar year or such other period as may be fixed by the Board.

Section 2. No Corporate Seal

The corporation shall not have a corporate seal, but the Board may at any time provide for an appropriate seal, if deemed necessary or advisable.

Section 3. Books and Records.

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board and any committee, and shall keep at its principal office a record of its directors and officers and their residence addresses. Should the corporation ever apply to the Internal Revenue Service for recognition of its tax-exempt status, a copy of said application along with its determination letter from the Internal Revenue Service, and the past three (3) years of informational returns it has filed with the Internal Revenue Service, shall also be available in the principal office of the corporation. However, in accordance with *In re Bay Area Citizens Against Lawsuit Abuse*, 982 S.W.2d 371 (Tex. 1998), persons (both individuals and corporations) who

make donations to the corporation will *not* be released or available for public inspection.

Section 4. Amendment of Articles and Bylaws.

Articles of Incorporation may be amended or repealed by two-thirds (2/3rds) of the members at a meeting at which a quorum is present; provided that notice of such proposed amendment or amendments and the nature thereof shall have been given to the members at least twenty-one (21) days prior to the meeting at which such amendment shall be presented or considered.

Bylaws of the corporation may be adopted, amended, or repealed by the Board or by the members; provided, that notice of such proposed amendment or amendments and the nature thereof shall have been given to the directors and/or the members at least twenty-one (21) days prior to the meeting at which such amendment will be presented or considered.. Any Bylaw adopted by the Board of Directors may be amended or repealed by the members, and any Bylaw adopted by the members may be amended or repealed by the Board, except that the Board shall not have authority to amend or repeal a Bylaw adopted by the members which deals with the identity, qualifications, or powers of the members, and further that any Bylaw adopted by the members may provide that it shall not be subject to amendment or repeal by the Board.

If any Bylaw regulating an impending election or selection of directors is adopted, amended, or repealed, by the Board, there shall be set forth in the notice of the next meeting of the members any Bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

RATIFIED and **ADOPTED** as amended by vote of the Board of Directors of the Texas Chapters of the American Board of Trial Advocates on 7 day of June, 2015.



David E. Chamberlain
President, TEX-ABOTA 2015



Curtis (Curt) W. Fenley, III
Secretary, TEX-ABOTA 2015