

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

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 2001 Bryan St., Ste. 3000, Dallas, TX 75201. 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;
- (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; and
- (7) To support the activities of the Texas chapters of the 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. Chapter Members

Each Texas chapter of ABOTA is a member of TEX-ABOTA. Each chapter shall have voting rights as set forth below.

Section 2. Non-voting Individual Members

Any trial lawyer who is a member in good standing of a Texas chapter of the American Board of Trial Advocates, and who is a member in good standing of the State Bar of Texas, shall be a member of this organization. Any person whose membership is terminated by ABOTA shall cease to be a member of this organization. Individual members shall not have the right to vote.

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. Except for Treasurer, 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 Treasurer shall serve until she or he resigns, or is replaced by

the Board of Directors. The Nominating Committee constituted pursuant to Bylaw VI, Section 1(17) shall submit nominations for the office of Secretary. 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) calendar 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.

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 create written Minutes for each meeting, as well as any Resolutions adopted by the Board. The Minutes shall be approved by the Board at a subsequent meeting. The Secretary will maintain the Bylaws, Minutes and Resolutions of the corporation in a corporate record book. The Executive Director shall send notices of meetings at least ten (10) days in advance of each meeting. 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 incurrence 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 the corporation to its directors or officers.

Section 3. Board of Directors

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

- (a) the Officers as set forth above;
- (b) the Past Presidents of TEX-ABOTA;

- (c) the president, immediate past president, president-elect or vice president, and chapter-designated national board representatives of each of the Texas chapters of the American Board of Trial Advocates, and

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, and at least two (2) of the TEX-ABOTA officers.

Section 6. Voting Rights and Proxies

- (1) The Board members identified in Section 3 shall each have one vote on all matters. Any Board member who serves in more than once capacity as identified in Section 3 shall have only one vote. By way of example, a person serving as the president of a chapter and a national board representative shall have only one vote, except in the circumstances identified in Section VIII.
- (3) **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 written 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.
- (4) Dual service as the national board representative for any Texas ABOTA chapter does not provide any officer or board member with an additional vote to cast in any matter.

Section 7. 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 8. Removal

Any one (1) or more or all of the Officers may be removed with or without cause at any regular or special meeting of the Board of Directors, by a two-thirds majority vote, provided that ten (10) days written notice of such meeting at which the vote will be taken is given to all directors.

Section 9. 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, it is hereby expressly declared that the Executive Committee shall have the following powers, to wit: to make expenditures and incur indebtedness when necessary for legitimate functions of the Board as provided in these Bylaws; to collect such dues and assessments as may be established from time to time by the vote of the Board of Directors; to establish procedures for nomination of new officers; to hire and terminate an Executive Director and other independent contractors to assist the Executive Director; and to call a general meeting of the membership at least once a year.

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 may create other committees with the authorities designated by the Board.

The President may designate an alternate member of any standing committee to replace any absent member at any meeting of such Committee. The Standing Committees shall consist of:

- (1) **Annual Meeting Sponsorship Committee**, which shall be responsible for soliciting and obtaining sponsors for the Annual meeting.
- (2) **Professional Education Committee**, which shall work with Texas chapters to support and organize programs for enhancing the legal profession through programs such as Civility Matters, Trial Academies, Masters in Trial and other programs established by the ABOTA Foundation or created by TEX-ABOTA.
- (3) **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 Defense of the Judiciary shall also have the initial responsibility for drafting statements in defense of any member of the judiciary. Such statements shall be submitted to the Executive Committee for consideration and approval.
- (4) **Diversity/Inclusion Committee**, which shall be responsible for furthering and encouraging a diverse membership.
- (5) **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.
- (6) **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 other organizations concerned with issues important to TEX-ABOTA, including the Texas Civil Trial Roundtable. The committee shall also have responsibility for organizing legislative and judicial receptions as approved by the Executive Committee or Board.
- (7) **Civics Education Committee**, which shall organize programs to educate the public on the importance of the 7th Amendment and other issues consistent with the mission of ABOTA. These programs include the James Otis Lecture Series, Teacher's Law School, Law Rules, Access to Justice, and other public education programs adopted or established by TEX-ABOTA.
- (8) **The Awards Committees**, which shall oversee the nomination of individuals for Trial Lawyer of the Year, Jurist of the Year, and Champion of Civil Justice. The President may designate separate committees for each of the awards. The Committees shall solicit nominations for the awards from the Texas Chapters at least seven (7) days prior to the meeting

established by Executive Committee for voting on recipients of the awards, the Committees shall submit their nominations report to the President and Executive Director, which shall then be circulated to the members of the Board of Directors. The Directors shall keep all nominations confidential.

- (9) **The Nominating Committee**, 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, designated by the President. The Nominating Committee shall meet no later than August 31 each year to select nominees for any offices that need to be filled. 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 these 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.

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 THE ORGANIZATION; NOTICE

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 person serving as the President during the year in which the meetings shall occur.

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 Executive Director shall give at least thirty (30) days' notice of each regular meeting. Notice for any meeting may be made by mail or electronic mail, and shall be posted on the TEX-ABOTA website. Notices by mail or email 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.

Section 7. Purpose of Meeting

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

Section 8. 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 9. 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 10. 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 11. 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 12. Telephone Conference

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 sixty (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 13. 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 of the entire Board.

Section 14. Compensation to Directors, Officers, and Executive Director

1. 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.
2. Officers: Reimbursement of the out-of-pocket expenses of the Officers while engaged in TEX-ABOTA business will be determined by a reimbursement policy duly enacted by TEX-ABOTA resolution, which can change from time to time.
3. Executive Director: Compensation for and reimbursement of the out-of-pocket expenses of the Executive Director while engaged in TEX-ABOTA business will be determined by a reimbursement policy duly enacted by TEX-ABOTA resolution, which can change from time to time.

Section 15. Annual Dinner

The awards shall be given to the recipient at an Annual Dinner of TEX-ABOTA held in conjunction with the Annual Meeting.

Section 16. Santa Fe CLE and Annual Board Meeting

The CLE registration fee will be waived for all Officers. The President will be reimbursed for the cost incurred for the Presidential suite, but not other expenses, except as follows: The TEX-ABOTA President, or other representative appointed by the President, will be reimbursed for reasonable expenses incurred with hosting a dinner for special guests, including national and regional ABOTA representatives who travel to Santa Fe for the TEX-ABOTA annual meeting. Other officers will not be reimbursed for expenses in connection with this event.

BYLAW VIII. AWARDS CRITERIA, GUIDELINES AND SELECTION PROCEDURE

Section 1 – TEX-ABOTA Awards

Section 1.1. Criteria

- (a) Trial Lawyer of the Year: 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. A nominee should be a practicing trial lawyer at the time of selection.
- (b) Jurist of the Year: 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. A nominee should be a sitting judge at the time of selection.

- (c) Champion of Civil Justice: The criteria for Champion of Civil Justice shall include promotion of a better understanding, appreciation and respect for the civil justice system; and courage and perseverance in pursuing improvements in the civil justice system beyond the person's own interests.
- (d) Lifetime Achievement Award: The criteria for the Lifetime Achievement Award shall be given in recognition of outstanding contributions to TEX-ABOTA. Criteria should include insight, vision, leadership, and continued faithful participation in the organization. The award is not intended to be an annual award, but rather awarded when merited.

Section 1.2. Guidelines - Nominations

Any or all of the criteria may be considered in arriving at a nominee's selection. Nominations may only be submitted by chapters. Nominations must be made by a chapter. Chapter nominations shall be transmitted to the President, the Chair of the Awards Committee and the Executive Director not later than ten (10) days before the meeting at which awards shall be voted upon. 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.

Section 1.3. Selection

The selection shall be made by majority vote of the TEX-ABOTA Board of Directors. 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,
- (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 representatives present.

Each voting member described above may cast one vote. In the event a person serves in more than one position identified in this section, that person has only one vote.

For the selection of awards under this section, proxy votes are not permitted.

Before the first ballot, one representative from each chapter may give a brief presentation for that chapter's nominee, if any. 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.

Section 1.4. Payment of Recipients' Expenses

The corporation may reimburse the recipients of the award for the recipient's airfare and hotel, the recipient's spouse or significant other's airfare, and provide \$100 per diem for expenses.

Section 2 - Texas Chapter Awards - Civility and Professionalism Award

TEX-ABOTA Chapters are encouraged to identify and honor a member each year as the Chapter's recipient of an award recognizing the individual's contribution to the virtues of civility, integrity and professionalism as reflected in ABOTA's Code of Professionalism and its Principles of Civility. Each Chapter may additionally name the Award in recognition or honor of a member of the local chapter. Criteria for this award shall include consideration of length of membership in ABOTA and a practice that has exemplified the principles of civility, integrity and professionalism over the course of the member's practice.

Each Chapter will present the award to the recipient on or before the last Saturday of September each year. TEX-ABOTA will invite each recipient each year to attend the fall TEX-ABOTA board meeting to be recognized and presented the award. The corporation may reimburse the recipient of each Chapter's award for the recipient's travel to the meeting, including airfare and hotel.

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

Section 1. Indemnification

The corporation is authorized to indemnify in accordance with Chapter 8, Subchapters B and C of the Texas Business Organizations Code in effect on September 1, 2019, and as that law may be amended in the future.

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 Chapter 8, Subchapter B and C of the Texas Business Organizations Code in effect on September 1, 2019, and as that law may be amended in the future.

Section 3. Insurance

The corporation may purchase and maintain insurance in accordance with Chapter 8, subchapter D of the Business Organizations Code in effect on September 1, 2019 and as that law may be amended in the future.

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. EXECUTIVE DIRECTOR**Section 1. Hiring, Compensation and Relationship of Executive Director**

The Executive Committee shall have the power to hire and terminate the Executive Director. The Executive Director shall be an independent contractor and shall not be an employee of TEX-ABOTA. The Board of Directors shall have the right to decide the compensation of the Executive Director.

Section 2. Duties and Responsibilities

The Executive Director shall be responsible for performing the tasks assigned to her or him by the Executive Committee, Officers, or Board of Directors. The Executive Director may sign contracts on behalf of TEX-ABOTA only after such contracts have been approved by the Executive Committee or Board of Directors, or by an officer pursuant to Bylaw IV, Section 2. The Executive Director shall maintain a file of all contracts and all organizational documents of TEX-ABOTA. The Executive Director shall attend all meetings of the Board of Directors or Executive Committee, and shall keep notes and prepare minutes of the meetings for review and approval by the Secretary. The Executive Director shall provide the Treasurer with copies or originals of all invoices, bills, receipts and credit card or bank statements involving TEX-ABOTA transactions.

BYLAW XI. 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.

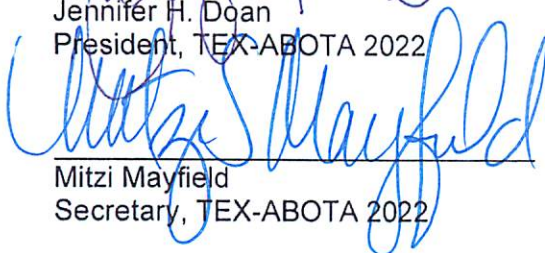
Section 5. Reimbursement of Chapters for attendance at ABOTA Leadership Conference

TEX-ABOTA will reimburse chapters \$1,000 when it sends chapter officers or board representatives to the ABOTA Leadership Conference. The Chapter shall submit a request for reimbursement to the TEX-ABOTA Treasurer. The request shall include the names of the chapter officer or representative who attended. The chapter shall use the funds to reimburse the members who attended the conference, and the funds shall be divided pro rata among those who attended. The Treasurer is authorized to verify the request and pay the reimbursement in the ordinary course of business.

RATIFIED and **ADOPTED** as amended by vote of the Board of Directors of the Texas Chapters of the American Board of Trial Advocates on 19th day of June, 2022.



Jennifer H. Doan
President, TEX-ABOTA 2022



Mitzi Mayfield
Secretary, TEX-ABOTA 2022