

**CONSTITUTION AND BYLAWS
OF THE
COLLIN COUNTY BAR ASSOCIATION**

ARTICLE I. NAME AND OBJECTS

Section 1. The name of this Association shall be the Collin County Bar Association.

Section 2. The Collin County Bar Association shall have at its mission the following objects:

- a. to serve our clients and the public with the highest degree of dedication and professionalism in the continuing pursuit of justice for all under the law;
- b. to cultivate the science of jurisprudence, promote reforms in the law, elevate the standards of integrity, and discourage and prohibit illegal and unethical practice;
- c. to cherish the spirit of cooperation among the members of the legal profession; and
- d. to improve the administration of justice and enhance the provision of legal services to our citizens.

ARTICLE II. MEMBERSHIP

Section 1. Any licensed attorney in good standing with the State Bar of Texas or any other state's governing bar association may apply for Membership in this Association.

Section 2. All current and former Justices of the Texas Supreme Court, Judges of the Texas Court of Criminal Appeals, Justices of the Dallas Court of Appeals, or Judges of a District Court or County Court of Law of a court subject to election by Collin County voters are Honorary Members of the Association, who may vote but shall not be liable for dues or assessments.

Section 3. The Board of Directors may submit an application for honorary Membership of any member of the legal profession who, in its opinion, has made an outstanding contribution to the administration of justice or to the advancement of the profession. An honorary Member may attend all functions of the Association, but shall not vote nor be liable for dues or assessments.

Section 4. The Membership of any Member shall terminate if and when such Member ceases to possess the qualifications necessary for Membership as prescribed by

this Article. Any question arising hereunder shall be determined by the Board of Directors.

Section 5. A member of the Association may be suspended or expelled by four-fifths (4/5) vote of the members present at any meeting of the Association, provided that such member has been suspended or expelled by the applicable State Bar Association's Grievance Committee and written notice of intention to vote upon a question of suspension or expulsion has been communicated to the membership at least thirty (30) days prior to the meeting.

ARTICLE III. BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed and controlled by a Board of Directors, consisting of the elected Officers and five (5) Directors, all of whom shall be elected for terms of one (1) year by a majority vote of the Members in good standing present at the annual meeting as hereinafter provided, together with the immediate past-President of the Board; provided, however, that Directors may serve no more than three (3) consecutive full terms in that capacity after which the former Director becomes eligible for reelection to the office of Director after the lapse of one bar year. Nominations of candidates for Directors and Officers shall be made by the Board and additional nominations may be taken from the floor at the annual meeting. Each nominee shall stand for election individually. The Board of Directors may fill any vacancy in the Board of Directors for the remainder of an un-expired term by a majority vote of the Board.

Section 2. The Officers and Directors of the Association shall be nominated by the Nominating Committee and elected by the members of the Association. The Nominating Committee shall be composed of the Vice President as chair, past president, and a representative of each of the Association's Sections to be selected by each such Section's chair. All members of the Nominating Committee shall be Members in good standing of the Association. The Nominating Committee shall announce its recommended slate of Officers and Directors at least sixty (60) days before the annual meeting. Any Member in good standing who is not nominated by the Nominating Committee may be included on the ballot by submitting a written petition signed by ten percent (10%) of the Members of the Association at least thirty (30) days before the annual meeting requesting that such Member's name be placed on the ballot.

Voting shall be at the annual meeting of the Association membership. Each member of the Association present shall be entitled to vote for each office to be filled. If there is a contested race, voting shall be by secret ballot and early voting will begin 15 business days prior to the annual meeting and end at 5 p.m. on the day before the annual meeting. During the early voting period, Association members may vote by secret ballot either electronically (by a method approved by the Board) or in writing at the office of the President of the Association or his or her designee during regular business hours. If a Member votes during the early voting period, he or she is prohibited from voting in person at the annual meeting. In the event of a tie vote, a run-off election of the two

candidates with the highest number of votes will be conducted by secret ballot at the annual meeting. In the event of a tie between the two leading candidates, the election shall be decided by the flip of a coin.

Section 3. The President shall serve as Chair of the Board of Directors during his or her incumbency of the office of President.

Section 4. Meetings of the Board of Directors shall be held at least annually at such place and at such time as may be designated by the President. Special meetings of the Board of Directors may be called by any three (3) members of the Board of Directors on twenty (20) days' notice to all other members of the Board.

Section 5. Four (4) members of the Board of Directors shall constitute a quorum for the transaction of business by the Board.

Section 6. Meetings of the Board of Directors shall be governed by Robert's Rules of Order; provided, however, that the Board may conduct business by electronic mail unless specific objection is made thereto with respect to a particular motion or other proceeding by the President or any three (3) members of the Board.

Section 7. Nothing herein shall be construed to restrict the power of the Board of Directors, in its discretion, to engage an executive director, manager, or administrative assistant to execute such tasks and duties as the Board in its discretion may choose to assign to him or her.

Section 8. All Directors and Officers serve at the pleasure of the Membership, and any Director or Officer may be removed from office without cause by a motion to that effect duly approved by a majority vote of the Members of the Association at any meeting of the Association, upon thirty (30) days' notice to the affected Director or Officer.

Section 9. Any Director or Officer who ceases to be a Member of the Association for any reason, or who is guilty of any conduct detrimental to the welfare of the Association, shall be removed from the Board of Directors by a motion to that effect duly approved by a majority vote of the Board, less the challenged member, together with the Chairs of each of the authorized sections of the Association, and ratified by the Members of the Association at any meeting of the Association, upon thirty (30) days' prior written notice of such motion to all Members, including the affected Director or Officer.

ARTICLE IV. OFFICERS AND COMMITTEES

Section 1. The Association shall have the following Officers:

a. A President, who shall preside at all meetings of the Association, serve as Chairperson of the Board of Directors, and represent the Association in matters

requiring such representation. The President shall become Immediate Past President at the conclusion of his or her elected term of office.

b. A Vice-President who shall in the absence of the President preside at meetings of the Board of Directors and the Association, and shall perform such other duties as may from time to time be delegated to him or her. The Vice-President shall automatically ascend to the office of the Presidency in the event of a vacancy occurring in the office of the Presidency.

c. A Secretary, who shall maintain and preserve the non-financial books and records of the Association, all resolutions and other proceedings of the Association, and all minutes of the meetings of the Association and the Board of Directors, and who shall keep an accurate roll of Officers and Directors and members.

d. A Treasurer, who shall collect membership dues, maintain the financial books and records of the Association, receive and preserve all funds of the Association, make such disbursements therefrom as the Bylaws or the Board of Directors may direct, and present a report of such receipts and disbursements at the annual meeting of the Association and at such other times and places as the Board of Directors may direct.

Section 2. Directors and Officers incumbent upon adoption of this Amended and Restated Constitutions and Bylaws of the Collin County Bar Association shall hold office until June 30th and thereafter the Directors and Officers elected at the annual meeting shall take office on each July 1st following their election and shall hold office until the next succeeding June 30th or until their successors shall assume office.

Section 3. The Board of Directors shall establish any and all committees that are necessary or convenient for the conduct of the Association's business during the term of the Board. The President or his or her designee shall appoint the Members and chairpersons of such committees subject to approval by the Board of Directors by majority vote.

ARTICLE V. MEMBERSHIP MEETINGS

Section 1. Members of the Association shall meet annually during the month of June for the purpose of electing Officers and Directors. Other meetings of the Association shall be held from time to time as the Board of Directors shall deem advisable, or upon written request to the Board of ten percent (10%) of the Members.

Section 2. Twenty percent (20%) of the Members in good standing shall constitute a quorum at any meeting of the Members of the Association. If a quorum is not present at any meeting, a majority of the Members present may adjourn the meeting without further notice.

Section 3. Proceedings at all meetings of the Members of the Association shall be governed by Robert's Rules of Order except as may otherwise be provided herein.

ARTICLE V. FEES AND DUES

Section 1. Except as otherwise set forth herein, each Member shall pay dues in such amounts and at such times as the Board of Directors may provide, which dues may vary according to age, length of practice, or other reasonable standards of classification. Dues shall be payable on the first day of July for each calendar year, and this date shall be used in determining the length of time each Member has been licensed.

Section 2. Assessments may be levied upon the Membership by a two-thirds (2/3) vote of the Members present at a meeting held after written notice of intention to submit an assessment to the meeting.

Section 3. Failure to pay any dues or assessments for ninety (90) days after notice in writing of delinquency and of penalty proposed shall constitute suspension of the delinquent Member from the Association without further action. After suspension for non-payment of dues or assessments, a Member may be reinstated only by payment of all delinquent dues and assessments.

ARTICLE VI. SECTIONS

The Association may establish specialty Sections to enhance the education, professionalism and understanding of the Judiciary and bar.

Section 1. Individual Sections may be created, combined, or discontinued by the Board of Directors at a meeting held after written notice of intention to approve such Section is communicated to the Membership. Once created, a Section shall continue in existence until such time as its existence is combined or discontinued by the Board of Directors.

Section 2. A Chair, Vice-Chair, Section Treasurer and Section Council shall be elected by the members of each Section to manage the affairs of a Section.

Section 3. Any Member of the Association in good standing who meets a Section's membership criteria may apply for Section membership.

Section 4. Section dues will be set by the Section subject to approval by the Board of Directors. Section dues will be collected by the Section Treasurer and deposited with the Association Treasurer. The Association Treasurer shall keep a separate accounting of all Section dues collected by each Section. Section dues shall be due on July 1 of each year.

Section 5. Each Section shall maintain its own set of bylaws. Such bylaws must be submitted to the Board of Directors for its approval. No Section bylaw shall conflict with the Association's Bylaws or Constitution. Any Section bylaw found to be in conflict with the Association's Bylaws or Constitution is void.

ARTICLE VII. NOTICE

All notices shall be in writing and mailed by ordinary mail addressed to the Member at the address shown upon the books and records of the Association, sent by facsimile to the number for the Member shown upon the books and records of the Association, or transmitted by e-mail to the Member at the electronic address shown upon the books and records of the Association.

ARTICLE VIII. AMENDMENT

This Constitution and Bylaws of the Collin County Bar Association may be amended upon a motion approved by a two-thirds (2/3) vote of the Members of the Association present at any meeting, provided that the proposed amendment first shall have been submitted to the Board of Directors, who shall then give written notice of such proposed amendment to the Members at least twenty (20) days prior to the meeting along with the Board of Directors recommendation for or against the adoption of the proposed amendment.

ARTICLE IX. RESOLUTIONS

No resolution shall be submitted for consideration by the Members of the Association at any meeting unless said resolution has first been submitted to the President and Secretary, who shall then give written notice of such resolution to the Members at least twenty (20) days prior to the meeting; and further provided, however, that the requirements of such prior submission and notice shall not be applicable to memorial resolutions.

ARTICLE X. MISCELLANEOUS

Section 1. Public Statements. The Officers and Directors of the Association, the chairs and members of all committees or sections, and other members of the Association, are hereby expressly prohibited and forbidden to take any public action or to make any public statement in the name of the Association without the approval of the Board of Directors of the Association.

Section 2. The Association shall indemnify and may reimburse or advance expenses and/or purchase and maintain insurance or any other arrangement on behalf of any person who is or was a director, officer, section officer, employee or agent of the Association against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, to the maximum extent allowable by law. The provisions of this article shall not be deemed exclusive of any

other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote or otherwise.

Adopted: February 18th, 1972

Revised: February 19th, 1999

Revised: _____, 2008

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