

AMENDED AND RESTATED BYLAWS
OF
AUSTIN INTELLECTUAL PROPERTY LAW ASSOCIATION

These Amended and Restated Bylaws (the “**Bylaws**”) govern the affairs of Austin Intellectual Property Law Association, a non-profit corporation (the “**Association**”), originally organized under the Texas Non-Profit Corporation Act and now governed by the Texas Business Organizations Code (the “**Texas Code**”).

ARTICLE I
PURPOSE

1.1 Purpose Generally. Without limiting the purposes and authority of the Association as set forth in its Articles of Incorporation (“**Articles**”), the Association was formed primarily to conduct the following activities:

- (a) Promote the understanding of intellectual property and related areas of the law.
- (b) Promote and assist in the growth and promotion of programs designed for discussion, exchange of ideas, and possible solutions to various common problems, relating to intellectual property law.
- (c) Promote friendly relations and communication between its members.
- (d) Provide information regarding current trends, prepare reports, and offer seminars for members or others as the Association’s Board of Directors (the “**Board of Directors**” or “**Board**”) may deem appropriate.
- (e) Maintain a high standard of professional ethics within the profession.

1.2 Exempt Activities. Notwithstanding any other provision of the Bylaws, no director, officer, employee, or representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended (the “**Internal Revenue Code**”).

ARTICLE II
OFFICES

2.1 Principal Office. The principal office of the Association shall be located in Travis County, Texas.

2.2 Registered Office and Agent. The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

2.3 Other Offices. The Association may also have offices at such other places, both within and without the State of Texas, as the Board of Directors may from time to time determine.

ARTICLE III MEMBERS

3.1 Classes of Members. The Association will have four classes of members: (i) Active Members, (ii) Associate Members, (iii) Honorary Members, and (iv) Student Affiliates.

(a) Active Member. Any person who is either (i) registered to practice before the USPTO or (ii) a member in good standing of any state bar (including that of the District of Columbia) may become an Active Member of the Association if such person resides in the Central Texas area and is engaged in the practice, teaching, legislation, or adjudication of intellectual property law, including patent, trademark, copyright, and/or related law. The Board of Directors may require dues to be paid to obtain or maintain Active Member status in the Association, and may from time to time set the amount of such dues.

(b) Associate Member. Any person who, irrespective of residency or practice status, is (i) registered to practice before the USPTO, or (ii) a member in good standing of any state bar (including that of the District of Columbia) or is otherwise interested in intellectual property law, including patent, trademark, copyright and/or related law, law practice and support, or administration of intellectual property assets, may become an Associate Member of the Association. Associate Members shall be entitled to all Active Member privileges except those of voting and holding office. The Board of Directors may require dues to be paid to obtain or maintain Associate Member status in the Association, and may from time to time set the amount of such dues.

(c) Honorary Member. Any Federal judge or other public official, for the duration of his or her term of office, and any other person of distinction may be elected an Honorary Member pursuant to Section 3.3 of these Bylaws. Honorary Members shall be entitled to all Active Member privileges except those of voting and holding office and shall be exempt from payment of all Association dues and Association event fees.

(d) Student Affiliate. Any person who is not qualified as an Active Member but is regularly enrolled as a candidate for a professional law degree in an ABA approved law school may enroll as a Student Affiliate. Persons remain eligible as Student Affiliates for one year from their date of graduation from law school; provided, however, that after becoming a member of a state bar, a Student Affiliate shall promptly enroll in the organization as an Active Member or

Associate Member if such person is actively engaged in the profession of intellectual property law, including patent, trademark, copyright, and related law. Such enrollment shall be prompt if made within six months from the date of a person's admission to the bar. A Student Affiliate shall be entitled to all Active Member privileges except those of voting or holding office. The Board of Directors may require dues to be paid to obtain or maintain Student Affiliate status in the Association, and may from time to time set the amount of such dues. The amount of dues set for Student Affiliate status may be different from the amount of dues set for Active Members and Associate Members.

The Board may from time to time establish other reasonable requirements for membership in any of the enumerated classes.

3.2 Application for Active and Associate Membership and Student Affiliation. Application for Active or Associate membership or Student affiliation shall be made by submitting payment online, or by other means as set by time to time by the Board, to the Association of the dues set by the Board. The application for membership shall be regarded as approved, and the member enrolled, upon acceptance by the Association of such payment. Payment shall be deemed accepted by the Association unless the Association rejects the payment by a majority vote of the members of the Board, in which event the application for membership will be denied and the Association shall promptly return to the applicant the advance payment of dues.

3.3 Election of Honorary Members. Honorary Members may be elected upon nomination by a majority of the Board of Directors and approval by two-thirds (2/3) of the Active Members in attendance at a membership meeting. Alternatively, an Honorary Member may be elected, or a prior appointment may be ratified, by unanimous vote of the entire Board of Directors. Unless specified otherwise by the Board, the term of the Honorary membership begins upon election. Honorary membership may be terminated, without hearing or prior notice, by a majority of the Board of Directors. Election as an Honorary Member is a lifetime appointment, except when terminated earlier pursuant to these bylaws.

3.4 Voting Rights. Each Active Member in good standing shall be entitled to vote for the election of directors and for the removal of directors and on any other matter that is put to the membership for vote by the Board of Directors. Active Members who are not members of the Board of Directors shall not be empowered or entitled to vote on any other matter concerning the Association or for any other purpose. Each Active Member shall be entitled to one vote on each matter put to the membership for vote by the Board of Directors.

3.5 Membership Year. The membership year shall commence on January 1 and extend through December 31 of the same calendar year. Subject to the provisions of section 3.6 regarding new members, the membership term of each Active Member, Associate Member, and Student Affiliate terminates automatically at the end of the membership year.

3.6 Membership Year Registration. On or about November 1 of each calendar year, the Secretary shall make available registration for the next membership year. Before the annual meeting pursuant to Section 4.1, the Secretary shall notify the previous year's membership of such

availability of registration. Members who join or renew during the course of the membership year shall not be entitled to a pro-rata reduction in the annual membership dues, except that new members who join between November 1 and December 31 of any membership year shall be entitled to membership through the end of the following membership year.

3.7 Termination of Membership. Membership of any Active Member, Associate Member, or Student Affiliate may be terminated without cause by, and at the sole discretion of, a majority of the Board of Directors, in which event the Board has the discretion to refund all or part of the former member's membership dues for the current membership year. Prior to such termination, the Board of Directors may, in its sole discretion, provide a reasonable notice period regarding the proposed termination and an opportunity for written or in-person comments.

3.8 Reinstatement. A former member may rejoin pursuant to Section 3.2. A former member whose membership was terminated may submit a written request for reinstatement of membership. The Board or a committee designated by the Board to handle the matter may reinstate membership on any reasonable terms that the Board or committee deems appropriate.

3.9 Resignation. Any member may resign from the Association by submitting a written resignation to the Secretary. The resignation need not be accepted by the Association to be effective. A member's resignation shall not relieve the member from any obligations of such member pursuant to her or his agreement to pay any dues, assessments, or other charges to the Association.

3.10 Transfer of Membership. Membership in the Association is not transferable or assignable.

ARTICLE IV MEETINGS OF MEMBERS

4.1 Annual Meeting. An annual meeting of the members shall be held in January, or as soon as reasonably practical thereafter, each year. At the annual meeting, the Active Members shall elect the directors of the Association. In addition, the President of the Association shall present a report summarizing the activities and operations of the Association since the previous meeting and shall, along with the members of the Board, be available to answer questions of, or provide additional information requested by, members.

4.2 Special Meetings. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, the Articles or these Bylaws, may be held from time to time whenever called by the Secretary of the Association upon the direction of the President (or in her or his absence by a Vice President), or by the Board of Directors.

4.3 Notice of Meetings. Notice of an annual or special meeting of members shall be provided to each member not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice of an annual or special meeting shall state the place, day, and time of the meeting and, if the meeting is a special meeting, the purpose or purposes for which the meeting is called.

4.4 Place of Meetings. The Board may designate any place, within Travis County, as the place of meeting for the annual or special meeting.

4.5 Quorum. At any meeting, a quorum shall exist if at least ten percent (10%) of all Active Members in good standing attend the meeting. The Active Members present at a duly called or held meeting at which a quorum is present may continue to transact business at such meeting even if enough Active Members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the total voting power required to constitute a quorum. If a quorum is not present at any time during a meeting, a majority of the Active Members present may adjourn and reconvene the meeting one (1) time without further notice.

4.6 Voting on Matters Other Than the Election of Directors. The vote of a majority of the total voting power present and entitled to vote at a meeting at which a quorum is or was present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law, the Articles, or these Bylaws.

4.7 Voting in the Election of Directors. Directors shall be elected by a plurality of the votes cast by the Active Members entitled to vote in the election of directors at a meeting of members at which a quorum is present unless otherwise provided in the Articles or these Bylaws.

4.8 Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by her or his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

4.9 Parliamentary Procedure. The person presiding at a meeting shall conduct business according to the provisions of these Bylaws and may rely on the procedural rules contained in the current edition of Robert's Rules of Order or by other rules of procedure or order the Board may deem appropriate.

ARTICLE V OFFICERS AND BOARD OF DIRECTORS

5.1 Management. The business and property of the Association shall be managed by the Board of Directors, and subject to the restrictions imposed by law, the Articles, or these Bylaws, the Board of Directors may exercise all the powers of the Association.

5.2 Number and Tenure. The total number of directors which shall constitute the Board of Directors shall be designated by the Board of Directors from time to time by majority vote of the Board of Directors, but in no event shall the number be less than five (5). Each officer and the Immediate Past-President shall be directors. Each director/officer and agent shall hold office for the term for which he or she is elected or appointed and until her or his successor has been elected or appointed and qualified; provided, however, no officer may hold a particular office for longer than three (3) years.

5.3 Changes in Number. No decrease in the number of directors constituting the entire Board of Directors shall have the effect of shortening the term of any incumbent director. Any directorship to be filled by reason of an increase in the number of directors may be filled by (i) the Active Members at any annual or special meeting of members called for that purpose or (ii) the Board of Directors for a term of office continuing only until the next election of one or more directors by the Active Members.

5.4 Removal. A director may be removed for cause by the affirmative vote of three quarters (75%) of the directors (other than the director being voted on) then serving at a special meeting of the directors called for such purpose. For this purpose, “**cause**” for removal shall be deemed to exist if, in the reasonable determination of the Board, such director has willfully and materially breached or habitually neglected her or his duties as a director of the Association, is grossly negligent in carrying out her or his duties as a director, engages in fraud on the Association, engages in any other act materially detrimental to the best interests of the Association, or is convicted of a felony.

5.5 Vacancies. Any vacancy occurring in the Board of Directors may be filled by (i) the Active Members at any annual or special meeting of members called for that purpose or (ii) the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected to serve for the unexpired term of her or his predecessor in office.

5.6 Nomination of New Directors/Officers. Each Board of Directors shall propose a slate of director candidates for election at the annual meeting. The slate of director candidates must specify the proposed officer position for each candidate nominated for election. The Board of Directors shall notify the membership of its proposed slate by posting on the Association’s website, sending an email to the membership, or in any other manner by which notice may be provided under these Bylaws, not less than thirty (30) days before the annual meeting. An alternative slate of director candidates may be proposed for election at the annual meeting by any Active Member in good standing, provided that the alternative slate is submitted in writing signed by or electronically consented to by at least ten (10) Active Members in good standing to the then-current Secretary not less than fifteen (15) calendar days before the date of the annual meeting. Any slate of director candidates, whether proposed by the Board or by the membership shall include the current (or acting) President and at least one candidate qualified to hold the position of President.

5.7 Annual Meeting. The annual meeting of the Board shall be held in conjunction with the members’ annual meeting in January of each year and, if not so held, then as soon thereafter as practicable. At such meeting, annual reports are to be submitted, resolutions considered and acted upon, and such other business as shall properly come before the meeting shall be transacted.

5.8 Regular Meetings. The Board of Directors shall meet at least quarterly and may invite other members of the Association, including Committee Chairs, to attend its meeting and assist in its deliberations, but without vote.

5.9 Special Meetings. Special meetings of the Board shall be held whenever called by the Secretary of the Association upon the direction of the President of the Association (or in the President's absence by a Vice President) or upon written request of any two directors.

5.10 Parliamentary Procedure. The person presiding at a meeting shall conduct business according to the provisions of these Bylaws and may rely on the procedural rules contained in the current edition of Robert's Rules of Order or by other rules of procedure or order the Board may deem appropriate.

5.11 Quorum for Board Meetings. A majority of the directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors convened according to these Bylaws. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise provided by law, the Articles or these Bylaws. When less than a quorum exists at a meeting convened according to these Bylaws, business transactions may nonetheless be proposed by those in attendance, reduced to writing and sent to all directors and subsequently ratified in writing by a majority of the directors.

5.12 President. The President must be a director of the Association and must, at the time elected by the Board of Directors, have served as a director of the Association for at least two of the prior five years. The President is the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The President shall preside, when reasonably possible, at all meetings of the Association and the Board of Directors and shall appoint and serve as an ex-officio member of all committees. Within thirty (30) days after assuming the office of President, the President shall name the chairs and members of the standing committees and give notice thereof, in writing, to the Secretary and such committee chairs and members. In naming committee chairs and members, the President shall have due regard for continuity of committee activity. The President may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, these Bylaws, or statute to some other officer, committee or agent of the Association; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5.13 Vice President. In the absence of the President or in the event of the President's inability or refusal to act when required by law to do so, the Vice President (or if there is more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to that Vice President by the President or Board of Directors. During his or her term, in the event that the office of President becomes vacant, the Vice-President shall assume the responsibilities of the President. The Vice President shall perform or review bank reconciliations on a quarterly basis.

5.14 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall render to the membership an Annual Statement covering financial affairs of the Association.

5.15 Secretary. The Secretary shall keep the minutes of the meetings of the members and the Board of Directors in a book or using secure electronic means; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address and email address of each director which shall be furnished to the Secretary by each director; keep the official copy and Amendments of these Bylaws, and other records of the Association, and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE VI COMMITTEES

6.1 Management Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more management committees. Each committee shall comprise two or more persons, the majority of which shall be directors, and shall have and exercise the authority of the Board of Directors in the management of the Association to the extent delegated by the Board of Directors. Any standing committee provided for in Section 6.2 may be established as a management committee under this Section if it complies with the requirements set forth in this Section. However, notwithstanding any provision in these bylaws to the contrary, no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of such committee or any director or officer of the Association; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Association; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by any committee. Any member of a management committee may be removed by resolution adopted by a majority of the directors in office. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or the director by law.

6.2 Standing Committees. The Board of Directors may establish other committees, as determined by majority vote, including without limitation, Administration, Amicus, Fundraising, Outstanding Inventor (or Inventor of the Year) Award, Long-Range Planning, Legislative Affairs and Bylaws, Public Relations and Education, Program, Membership, and Board

Development/Nominating Committees. Other committees not having the authority of the Board of Directors in the management of the Association may be designated by resolution adopted by a majority of the Board of Directors. Such committees will have the responsibilities and powers deemed proper by the Board of Directors. Any members of a committee established under this Section may be removed by the President of the Association or the Chair of the committee whenever in their judgment the best interests of the Association shall be served by such removal.

6.3 Appointment. Chairs and members of Standing Committees shall be appointed by the President, unless herein otherwise provided.

6.4 Special Committees. Special Committees may be appointed by the President from time to time with assigned duties and for a limited period of time.

6.5 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the directors and until the committee member's successor is appointed, unless the committee shall be sooner terminated, or the member is removed or ceases to qualify as a member.

6.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as original appointments are made.

6.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.8 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII GENERAL PROVISIONS RELATING TO MEETINGS

7.1 Notice. Whenever by law, the Articles, or these Bylaws, notice is required to be given to any member, director, or committee member and no provision is made as to how such notice shall be given, it shall be construed to mean that any such notice may be given (a) in person, (b) in writing, by electronic transmission such as email or by mail, postage prepaid, addressed to such member, director, or committee member at the member's address as it appears on the books of the Association, or (c) by any other method permitted by law. Members, directors, and committee members may specify the form of electronic transmission to be used to communicate notice and may revoke this consent by written notice to the Association. The consent is deemed to be revoked if the Association is unable to deliver by electronic transmission two consecutive notices, and the person responsible for delivering notice on behalf of the Association knows that delivery of these two electronic transmissions was unsuccessful. Any notice required or permitted to be given by mail shall be deemed to be delivered and given at the time when the same is deposited in the United States mail, postage prepaid, and addressed as aforesaid. Any notice required or permitted to be given by electronic transmission or similar means shall be deemed to be

delivered and given at the time transmitted. Any notice required or permitted to be given by electronic transmission is deemed given when the notice is (i) transmitted to a facsimile number provided by the member, director, or committee member for the purpose of receiving notice; (ii) transmitted to an email address provided by the member, director, or committee member for the purpose of receiving notice; (iii) posted on the Association's website, and an email is sent to the member, director, or committee member at the address provided by the member, director, or committee member for the purpose of alerting the member, director, or committee member of a posting; or (iv) communicated to the member, director, or committee member by any other form of electronic transmission consented to by the member, director, or committee member.

7.2 Waiver of Notice. Whenever by law, the Articles, or these Bylaws, any notice is required to be given to any member, director or committee member of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time notice should have been given, shall be equivalent to the giving of such notice. Attendance of a member, director, or committee member at a meeting shall constitute a waiver of notice of such meeting, except where such person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. The business to be transacted at or the purpose of a regular or special meeting of members, directors, or committee members is not required to be specified in a written waiver of notice or a waiver by electronic transmission.

7.3 Telephone or Remote Communication Meetings. Members, directors, or committee members may participate in and hold a meeting by means of a videoconference or telephone conference or other means of remote communication equipment by means of which persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the 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. Members may be considered present in person and may vote at a meeting of members held solely by means of remote communication if (a) the Association implements reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a member; (b) the Association implements reasonable measures to provide the members at the meeting by means of remote communication a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of a meeting substantially concurrently with the proceedings; and (c) the Association maintains a record of any member vote or other action taken at the meeting by means of remote communication; and (d) all persons participating in the meeting using remote communication states that he or she is present and identifies herself or himself.

7.4 Action Without Meeting.

(a) Written Consents. Any action which may be taken, or is required by law, the Articles, or these Bylaws to be taken, at a meeting of members, the directors, or any committee members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be consented to using electronic transmission or signed by all of the members, directors, or

committee members, as the case may be, entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect, as of the date stated therein, as a unanimous vote of such members, directors, or committee members, as the case may be, and may be stated as such in any document filed with the Secretary of State of Texas or in any certificate or other document delivered to any person; provided, however, if the Association's Articles permits action by less than unanimous consent of members, directors or committee members, the Articles shall control. The consent may be in one or more counterparts so long as each member, director, or committee member signs or electronically consents to one of the counterparts. Any electronic, digital, photographic, photostatic, facsimile, or similarly reliable reproduction of a consent in writing signed by a member, director, or committee member may be substituted or used instead of the original writing.

(b) Electronic Consents. Electronic transmission by a member, director, or committee member consenting to an action to be taken is considered to be written, signed, and dated for the purposes of this Section if the transmission sets forth or is delivered with information from which the Association can determine that the transmission was transmitted by the member, director, or committee member, as the case may be, and the date on which the member, director, or committee member transmitted the transmission.

ARTICLE VIII

BUDGET, CONTRACTS, CHECKS, DEPOSITS AND FUNDS

8.1 Budget. Before incurring any expenses of any kind, the Treasurer shall prepare and submit for the approval of the Board of Directors, a detailed annual budget, and no expenses over \$1000 (one thousand dollars), or a different amount that may be set from time to time by the Board, shall be incurred in excess of such budget, except upon approval of the Board of Directors. Thereafter, budgets for annual operations shall be similarly prepared and submitted to the Board of Directors for its approval.

8.2 Contracts. The Board of Directors may authorize any officers or agents of the Association, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

8.3 Checks and Drafts. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officers or agents of the Association and in such manner as shall, from time to time, be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or by the President of the Association.

8.4 Loans. No loans shall be contracted on behalf of the Association unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

8.5 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositaries as the Board of Directors may select.

8.6 Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the Articles, state law, and provisions set out in federal tax law that must be complied with to maintain the Association's federal and state tax status.

8.7 Interest of Directors. Subject to the restrictions of Section 8.8, the Association may enter into contracts or other transactions with any other person or entity even though one or more of the directors or officers of the Association may be a party to or interested directly or indirectly in such contracts or transactions in some capacity other than as a director or officer. However, if any director or officer having such other interest acts in any way for or on behalf of the Association in connection with such matter, such other interest shall be fully disclosed to the Board of Directors before it finally authorizes or approves the contract or transaction.

8.8 Prohibition Against Sharing in Corporate Earnings. No private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, and no person shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Association; provided, that this shall not prevent the payment to any person of reasonable compensation for services rendered to or for the Association or reimbursement of reasonable expenses incurred by or for the Association in effecting any of its purposes as shall be fixed in accordance with these Bylaws. On such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to entities which are qualified as exempt organizations under the provisions of Section 501(c)(6) of the Internal Revenue Code.

ARTICLE IX AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors after publication to the membership for comment for thirty (30) days and upon vote of at least three-quarters of the Board of Directors.

ARTICLE X PROFESSIONAL CONDUCT OF MEMBERS

In addition to conforming with all applicable State and local rules and regulations applicable to attorneys, all members shall conform to any code of ethics or professional responsibility duly adopted by the Board of Directors on behalf of the Association. Violation of

this Article shall be sufficient ground for termination of the offending member.

ARTICLE XI INDEMNIFICATION

To the fullest extent permitted by law, including future amendments of those laws, the Association shall indemnify and hold harmless each person who may have served as an officer, director, committee chair, or committee member of this Association against expenses reasonably incurred by him or her in connection with any claim made against him or her on any action, suit, or proceeding to which he or she may be a party by reason of his or her being, or having been, such officer, director, committee chair, or committee member including such sums as independent counsel selected by the Board shall deem reasonable payment including payments in settlement to avoid expenses of litigation; provided, however, that no officer, director, committee chair, or committee member shall be indemnified with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for willful negligence or misconduct in the performance of duty. For the purposes of this Article XI, (i) "expenses" includes but is not limited to reasonable attorneys' fees; and (ii) "expenses" excludes any expenses actually reimbursed by insurance or other source.

ARTICLE XII MISCELLANEOUS PROVISIONS

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

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

12.3 Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All such books, records, and minutes may be kept using secure electronic means.

12.4 Fiscal Year. The fiscal year of the Association shall begin and end on such dates as determined by the Board of Directors. In the absence of such a determination, the fiscal year of the Association shall be the calendar year.

12.5 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Code, or the Articles or Bylaws of the Association, a waiver thereof in writing signed or consented to electronically by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.


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

12.7 Gender. Wherever the context requires, all pronouns shall be construed to include the masculine, feminine, neuter, singular or plural, as the antecedent may require.

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

12.9 Property. In case this Association shall be disbanded, all property shall be donated to the State Bar of Texas.

The undersigned Secretary of the Association hereby certifies that these Bylaws were duly adopted by the Board of Directors of the Association as of JAN 20, 2018.7 *sm*



STEVE MELEEN, Secretary