

BYLAWS  
OF  
HOUSTON NORTHWEST BAR ASSOCIATION

**ARTICLE I.  
NAME AND PURPOSE**

1.1 **Name.** The name of this organization is Houston Northwest Bar Association. (the "Association").

1.2 **Purpose.** The Association is organized and shall be operated exclusively for charitable educational and other non-profit purposes, including, but not limited to, maintaining and advancing the honor and dignity of the legal profession; promoting the administration of justice; perpetuating that just sense of duty rightfully owing by every attorney to his or her clients, to the courts, and to his or her country; supporting Volunteer Legal Services of Southeast Texas and encouraging members to provide pro bono legal services to indigent persons; promoting and cultivating fellowship among members of the Association; and working with the State Bar and with neighboring bar associations in the furtherance of common projects relating to the legal profession.

1.3 **Dedication of Assets upon Disassociation.** The Association's purpose is non-profit. Therefore, in the event of disassociation, the Treasurer shall be designated as trustee of the organization. If the Treasurer is unable or unwilling to server at trustee, then one or more of the officers shall serve as the Trustee. In the event all officers are unable or unwilling to server as trustee, then any member may server as the trustee. In the event no member is willing or able to server as trustee, then the courts may appoint a trustee.

The duly designated trustee and shall collect all assets of the Association and, at their sole discretion may liquidate the assets. The proceeds of liquidation, or the in-kind assets shall be distributed to one or more of the following organizations, at the discretion of the Trustee:

- (a) Houston Bar Association
- (b) Houston Volunteer Lawyers Association
- (c) Lone-Star Legal Aid
- (d) Access to Justice Foundation

The trustee shall serve without bond unless so ordered by a court of law having jurisdiction over the case. The trustee shall be entitled to reasonable compensation for the efforts payable out of the assets of the Association.

## ARTICLE II. MEMBERSHIP

2.1 **Qualifications for Membership.** Members in good standing of the State Bar of Texas who live or work in North or Northwest Harris County, Texas, or surrounding counties, shall be eligible for Regular Membership. Justices of the Peace, living or serving in North Harris County, shall also be eligible for such membership.

(a) **Regular Membership.** Anyone qualifying for membership under the above qualifications shall be deemed a Regular Member of the organization (the "Regular Members"). Regular membership entitles a member to voting rights in elections and other issues placed before the membership. To be eligible to run for office, a Regular Member must maintain Regular Membership in good standing of the Association for a period of at least one full calendar year prior to election.

(b) **Junior Membership.** Members in good standing of the State Bar of Texas who have been admitted for the first time during the previous two calendar years may elect to join as a junior member (the "Junior Members"). Any person practicing in any jurisdiction at any time prior to the previous two calendar years shall not be eligible for junior membership. Junior Members may vote in elections and other issues placed before the membership of the Association. Junior members may not run for office, but may be appointed to offices, committees, or as representatives of the organization at the discretion of the Board. Persons eligible for junior membership may elect to join as Regular Members, thus entitling themselves to all rights and privileges of Regular Members, as well as obligating themselves to all duties of Regular Members. Junior Members having elected to join as Regular Members are no longer eligible to return to Junior Member status.

(c) **Student Memberships.** To encourage and promote membership among new lawyers, students who are currently, or have within the past calendar year been, enrolled in an accredited law school shall be able to receive benefits of membership (the "Student Members"). Student Members shall not have the right to vote or to stand for election to an office in the Association

(d) **Paralegal Memberships.** Paralegals may have a Paralegal Membership. They will be able to receive benefits of membership (the "Paralegal Members"). Paralegal Members shall not have the right to vote

or to stand for election to an office in the Association. A person's qualification as a Paralegal Membership shall be at the discretion of the Board, but shall include anyone holding a paralegal certificate from an accredited institute of higher learning, or anyone currently employed as a Paralegal by a Regular Member of the Association.

(e) **Honorary Membership.** Members of other bars and other persons of distinction may be elected by the Board to Honorary Membership in the Association (the "Honorary Members"). Honorary Members shall not have the right to vote or to stand for election to an office in the Association. Honorary Members may elect to join as Regular Members, thus entitling themselves to all rights and privileges of Regular Members. Such Honorary Members shall have the same rights and privileges as Regular Members, as well as obligating themselves to all duties of Regular Members. Honorary Members having elected to join as Regular Members are no longer eligible to return to Honorary Member status, unless such status is reinstated at the sole discretion of the then current Board.

2.2 **Dues and Services.** The annual dues shall be payable on January 1 of each calendar year, and should any member fail to pay them for three (3) months after such date, the member shall be subject to suspension as a member during the period of default. Suspension shall be lifted once dues are paid current. A newly enrolled member shall pay in advance such dues, pro rata for the balance of such year in which they are enrolled, computed on a quarterly basis beginning with the quarter of the year in which his or her membership begins. Proration is only available to new members, and Junior Members whom shall convert to regular membership. Additional services may be offered at preferred rates based on membership, such as monthly CLE training presentations and other educational opportunities.

(a) **Regular Membership Dues.** Annual dues for Regular Members shall be fixed by the Board. Dues fixed by the Board shall remain in effect until so changed by the then current Board. Regular Members shall be entitled to preferred rates on Services as determined by the Board.

(b) **Junior Membership Dues.** Annual dues for Junior Members are waived for the time-period of Junior Membership. Junior Members shall be entitled to the same preferred rates on Services as Regular Members.

(c) **Student Membership Dues.** Annual dues for Student Members are waived for the time period of Student membership. Student Members shall be entitled to the same preferred rates on Services as Regular Members.

Student Members shall not be listed in the referral directory, or on the Association website.

(d) **Paralegal Memberships Dues.** Annual dues for Paralegal Members are the same as that of Regular Members. Paralegal Members shall be entitled to the same preferred rates on Services as Regular Members. Paralegal Members shall not be listed in the referral directory, or on the Association website.

(e) **Honorary Membership Dues.** Annual dues for Honorary Members are waived. Honorary Members shall be entitled to the same preferred rates on Services as Regular Members. Honorary Members shall not be listed in the referral directory, or on the Association website.

2.3 **Suspension.** Any member of the Association who no longer meets the qualifications for membership stated above shall be subject to immediate suspension from the membership in the Association. Any member under suspension shall not be entitled to a refund on any dues previously paid to the Association.

### **ARTICLE III. OFFICERS / DIRECTORS**

3.1 **Elected Officers.** The Officers of this Association shall be a President, Vice-President, Secretary, and Treasurer. Annually at the first meeting of the Association on or following the 1<sup>st</sup> day of June, the membership shall elect the Vice-President, Secretary, and Treasurer. The officers so elected shall hold office for a period of one year, commencing July 1 following their election, and until their successors are elected and qualify. The past President shall automatically succeed to the office of President Emeritus, and the past Vice-President shall automatically succeed to the office of President.

3.2 **Appointed Officers.** The position of Correspondence Secretary, and Webmaster are appointed Offices and any Member of any level may be appointed to such position by a majority vote of the Board.

3.3 **Directors.** The direction and management of the affairs of the Association and the control and disposition of its properties and funds shall be vested in a Board of Directors (the "Board"), which shall consist of the following Members of the Association:

- (a) The current holders of the office of President of the Association
- (b) The current holders of the office of Vice-President of the Association

- (c) The current holders of the office of Secretary of the Association
- (d) The current holders of the office of Treasurer of the Association
- (e) The President Emeritus of the Association

Each member of the Board designated above shall have a single vote in all matters before the Board, except the President Emeritus, whom shall only cast a vote in the event of a tie in matters before the Board.

**3.4 Board Meetings.** The Board may conduct business in person, by phone, or email communications. Any business conducted by email requires a unanimous vote of the Board. All other activity of the board, shall be conducted with at least five (5) days advance notice to all board members of the meeting, and shall require a three person quorum to be present. The notice may be waived in writing by all board members not present. Email from the board members regular account shall constitute proper notice. Any board action may be carried by a majority of those present. The Board shall meet in person for an official session at least once every quarter, and as additionally necessary, at the discretion of the President, or by a call of any other two Board members. The Board may elect to hold meeting in conjunction with other Association functions.

**3.5 Term of Office.** The terms of office of all directors elected at the annual meeting of the Association shall be concurrent with their terms as Officers of the Association.

**3.6 Vacancies.** A vacancy shall be declared in any seat on the Board upon the death or resignation of the occupant thereof, or upon the disability of any occupant rendering him or her permanently incapable of participating in the management and affairs of the Association. Vacancies in all officer's and director's positions shall be filled by a vote of the Board. The term of any successor shall be for the unexpired term for which the former occupant thereof was elected.

**3.7 Elections.** The Officers and Directors of the Association shall be elected by the Members of the Association. Any person wishing to hold office may be considered for such position by submitting a written request that such member's name be placed on the list of candidates. Such written request must be submitted to the then current Secretary, with a copy to the President, by the 7<sup>th</sup> day of May. If the 7<sup>th</sup> day of May falls on a holiday or weekend, then the request must be received by the close of business on the next business day.

At the first regular meeting to be held on or after the 14<sup>th</sup> day of May, all candidates for each office shall be presented to the Membership. If any office fails to have a single candidate, then the current holder of the position may, at their sole discretion choose to continue serving in the position. If the current holder of the position should decline to continue serving in the position, then the floor shall be

opened for nominations from the membership. If no one chooses to run for the position, then the position shall remain vacant until the installation of the new Board who may then appoint the position.

Voting shall be conducted at the annual meeting of the membership in June. Each Member of the Association with voting privileges who is present shall be entitled to vote for each office to be filled.

In the event of a tie vote, a run-off election will be held. In the event that a candidate for office does not receive a majority of the votes cast, a run-off will be held between the two with the highest number of votes. The winner of the run-off election will be the person receiving the highest number of votes.

**3.8 Attendance at Board Meetings.** It is the duty of each Director and Officer to attend the regular and special meeting of the Association. An Officer or Director shall be removed from office upon three unexcused absences in one fiscal year or upon four total absences from regular meetings only in one fiscal year, whether excused or unexcused. Requests for excused absences shall be directed to the President by mail, phone, or fax prior to the meeting. The President shall have the sole authority to determine whether an absence is excused or unexcused.

**3.9 Proxies.** Those designated in 3.3 may designate a proxy to attend and vote, and the presence of such a proxy shall count as attendance by that Officer. Only another Regular Member may qualify as a proxy.

#### ARTICLE IV. OFFICER DUTIES

**4.1 Duties.** The principal duties of the several officers are as follows:

(a) **President.** The president shall preside at all meetings of the Board. The president shall be the chief executive officer of the Association, and subject to the control of the Board, shall have general charge and supervision of the administration of the affairs and business of the Association. Specific duties of the president include seeing that all orders and resolutions of the Board are carried into effect, signing and executing all legal documents and instruments in the name of the Association when authorized to do so by the Board, appointing and removing subordinate employees, submitting to the Board plans and suggestions for the work of the Association, directing its general correspondence, presenting his or her recommendations concerning the work of the Association to the Board for decision, submitting a report of the activities and business affairs of the Association when called upon to do so by the Board, and performing such other duties as the Board may assign from time to time.

The president shall also be an ex officio member of all committees and Sections of the Association.

(b) **Vice-President.** The vice-president shall discharge the duties of the president in the event of his or her absence or disability for any cause whatsoever, shall perform such duties as the Board may assign from time to time, and shall also be an ex officio member of all committees and Sections of the Association. Whenever the vice-president is unable to perform the duties of president during the president's absence or disability, the president emeritus shall perform such duties.

(c) **Secretary.** The secretary shall have charge of the records and correspondence of the Association subject to the discretion of the president. Further duties of the secretary include giving all notices required by these Bylaws, attending all meetings of the membership and of the Board, taking and the keeping of true minutes of all meetings of the Board, and discharging such other duties as the president or the Board may assign. The secretary shall maintain a current roster of membership, including designating honorary members and shall promptly furnish a roster to the treasurer. The secretary shall provide members with copies of these Bylaws. In case of the secretary's absence or disability, the Board may appoint an assistant secretary to perform the duties of the secretary during such absence or disability.

(d) **Treasurer.** In general, the treasurer shall perform all the duties incidental to the office of treasurer, subject to the Board, and shall perform such additional duties as the Board may prescribe from time to time. More specifically, the treasurer shall keep a roster of the membership and collect dues or special assessments. The treasurer shall keep account of all monies, credits and property of the Association that shall come into his or her hands and shall keep an accurate account of all monies received and discharged. Except as otherwise ordered by the Board, the treasurer shall have the custody of all the funds and securities of the Association and shall deposit them in such banks or depositories as the Board shall designate. The treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Association, all of which books shall be open at all times to the inspection of the Board; shall submit a report of the accounts and financial condition of the Association at each annual meeting of the Board; and shall make such transfers and alterations in the securities of the Association as the Board may order. The treasurer shall also, under the direction of the Board, disburse all monies and sign all checks and other instruments drawn on or payable out of the funds of the Association; however, the Board may require these checks and other instruments to be signed by the president or vice-

president, or in case of their absence or disability, by such member of the Board as the Board shall designate. The treasurer shall give bond only if required by the board. In case of the absence or disability of the treasurer, the Board may appoint an assistant treasurer to perform the duties of the treasurer during such absence or disability. The Board shall periodically have a certified public accountant make an audit of the Association's financial records and procedures. The Treasurer may make recommendations pertaining to such audits.

4.2 **Removal.** The Board may remove officers for good cause, upon written charges against such officers by a member and due notice of such charges, and of the time such charges will be brought before the Board.

## **ARTICLE V. APPOINTIVE OFFICERS AND AGENTS**

5.1 **Executive Director.** The Executive Committee, with approval of the Board, shall appoint an Executive Director. The Board may delegate to the Executive Director any duties contained in these Bylaws.

5.2 **Appointive Officers.** The Board may appoint such officers and agents in addition to those provided for in Article III, as may be deemed necessary, who shall have such authority and perform such duties as the Board shall prescribe from time to time. All appointive officers and agents shall hold their respective offices or positions at the pleasure of the Board and may be removed from office or discharged at any time with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents.

5.3 **ABA Delegate.** The president, with the approval of the Board, may appoint an ABA Delegate from among the current or former Board members of the Association.

## **ARTICLE VI. MEETINGS OF THE MEMBERSHIP**

6.1 **Attendance at Meetings.** The president of the Association, and in his or her absence the vice-president, shall call meetings of the Board and of the membership to order and shall act as chair of such meetings. In the absence of both the president and the vice-president, the president emeritus shall serve as chair. If none of such officers is present, a president pro tempore shall be chosen by a majority vote of the Members then present. The secretary of the Association shall act as secretary of all such meetings, but in the absence of the secretary, the chair



may appoint any person present to act as secretary of the meeting. Upon invocation by the presiding officer, the meeting and proceedings of the Association shall be conducted accordingly to Robert's Rules of Order (Revised) for Parliamentary Procedure, except as may otherwise be provided in the Bylaws.

**6.2 Regular Meetings.** Regular meetings of the membership shall be held at such time and place as the Board shall designate, but at least every July, January, and May.

**6.3 Special Meetings.** Special meetings of the membership shall be held whenever called by the president of the Association or upon the written request of at least five (5) voting Members of the Association. The Board shall meet in joint session with the various committee or Sections of the Association at such times and places as the president may direct. The Board shall meet in executive sessions at such times and places as the president shall direct. The secretary shall give Board members reasonable notice of all such joint sessions or executive sessions.

**6.4 Notice.** The secretary shall give sufficient notice of all meetings personally, by e-mail, or by mail to enable the directors or members so notified to attend such meetings. For the annual meeting and any special meetings, such notice shall include a statement of the purpose of the meeting. Notice of Executive Committee meetings will be given to the Board of Directors whenever practical. Notice of meetings to law student members may be given at the discretion of the Board of Directors.

**6.5 Quorum for Meetings.** Ten (10) regular members shall constitute a quorum for the transaction of business at all meetings of the membership convened according to these Bylaws. A majority vote of those present and voting shall constitute the will of the membership, except where otherwise provided in these Bylaws or in the Articles of Incorporation.

## **ARTICLE VII. SECTIONS**

**7.1 Creation and Membership.** Members of the Association desiring to form a Section or Sections on particular areas of the law may do so, subject to prior approval of the Board. Such Sections and their members shall be governed by the Articles of Incorporation and Bylaws of the Association but, where not inconsistent therewith, each Section shall have the powers of establishing its own Bylaws, electing its own officers and governing body; appointing its own committees; establishing dues for its membership; holding its own institutes, luncheon meetings, and other meetings, provided said meetings shall not conflict

with meetings of the Houston Northwest Bar Association; and generally conducting its own affairs in order to carry out its purposes, provided that any public announcements or activity by said Section, wherein said activity or announcement shall be intended to reflect the sponsorship of the Houston Northwest Bar Association, shall first have the approval of the Board of Directors of the Association. Membership in the Association is a prerequisite for membership in any Section.

7.2 **Fees.** To reimburse the Association for administrative costs, Sections may be required to pay to the Association such fees as are fixed from time to time by the Board of Directors of the Association.

7.3 **Section Dues.** The amount of dues charged by any Section to its members is subject to the approval of the Board of Directors of the Association.

7.4 **Removal and Dissolution.** Upon the vote of two-thirds of the members of the Board of Directors of the Association, a Section chair may be removed or a Section dissolved.

#### **ARTICLE VIII. INDEMNIFICATION**

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, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, venture, proprietor, trustee, employee, agent or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against him/her and incurred by him/her in such a capacity or arising out of his/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.

#### **ARTICLE IX. AMENDMENTS**

The Board, by an affirmative vote of two-thirds, must approve any amendments to the Bylaws before submitting to the membership. At any meeting of the membership, these Bylaws may be amended by the affirmative vote of two-

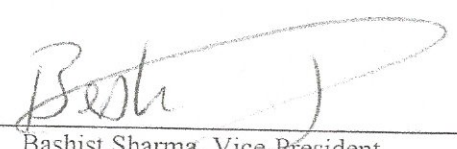
thirds of those present and voting, provided that notice of such meeting shall specifically state the subject matter.

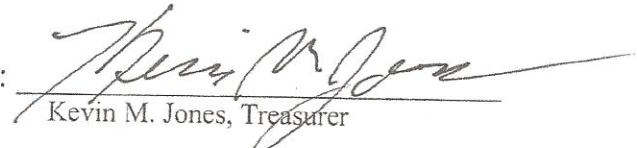
**BOARD ACCEPTANCE:**

*We, the member of the Board of the Houston Northwest Bar Association, having placed these Bylaw before the membership on the 16 day of January, 2013, and having them duly accepted by a favorable vote in accordance with the requirements of the Association, do hereby accept and instate these Bylaws as of the 16 day of January, 2013.*

By:   
Jonathon Sykes, President

By: \_\_\_\_\_,  
Secretary

By:   
Bashist Sharma, Vice-President

By:   
Kevin M. Jones, Treasurer

By: \_\_\_\_\_  
Lori Noack-May, President Emeritus