

**BYLAWS**  
**OF THE**  
**HOUSTON YOUNG LAWYERS FOUNDATION**  
**Amended and Restated as of November 28, 2012**

**ARTICLE ONE**

**Name, Purpose, and Offices**

Section 1.1. Name. The name of this corporation is Houston Young Lawyers Foundation (the "Foundation").

Section 1.2. Purposes. The Foundation is organized and will be operated for charitable and educational purposes as defined under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including the support, promotion, and encouragement of charitable organizations and efforts in Harris County, Texas and the promotion and support of activities for the furtherance of justice and legal education provided that they are not inconsistent with the mission and bylaws of the Foundation. The corporation is created solely as an organization described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions hereinafter in effect. The corporation shall be operated exclusively for such purposes, and no part of the net earnings shall inure to the benefit of any private shareholder, trustee, or individual except as provided herein; no substantial part of its activities shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office; and no part of its activities shall be the investigation or prosecution of grievance or grievances against members of the State Bar of Texas or other attorneys. The Foundation pledges its assets for use in performing and supporting the charitable functions described above, including for use in the day to day activities and events of the Foundation.

Section 1.3. Offices. The Foundation may have, in any addition to its registered office, offices at such place, as the Board of Trustees may from time to time determine or as the activities of the Foundation may require.

## **ARTICLE TWO**

### **Board of Trustees**

Section 2.1. General Powers: Delegation. The activities, property, and affairs of the Foundation shall be managed by the Board of Trustees of the Foundation (the “Board of Trustees”), which may exercise all such powers of the Foundation and do all such lawful acts and things as are permitted by statute, by the Articles of Incorporation, or by these Bylaws.

Section 2.2. Number and Qualifications. The Board of Trustees shall consist of no fewer than ten (10) trustees, which number may be increased or decreased from time to time by amendment to these Bylaws; provided that the number of trustees shall never be less than ten (10), and no decrease in number shall have the effect of shortening the term of any incumbent trustee. The trustees shall have such qualifications as the Board of Trustees may determine from time to time; provided that a majority of the trustees must be members in good standing of the Houston Young Lawyers Association; and provided, further, that at least three of the trustees shall be members of the Board of Directors of the Houston Young Lawyers Association. The President-Elect of the Houston Young Lawyers Association shall be an ex officio member of the Board of Trustees but will have no vote, unless otherwise appointed to be Chair or a trustee.

Section 2.3. Selection and Term of Office. Trustees shall be nominated by the President of the Houston Young Lawyers Association and approved by the Board of Directors of the Houston Young Lawyers Association. Each Trustee shall serve a two-year term beginning on the first day of July and until his successor is nominated and appointed or until such trustee’s earlier death, resignation, retirement, disqualification, or removal from office.

Section 2.4. Removal: Filling of Vacancies. Any trustee may be removed, either with or without cause, at any time by the Board of Trustees whenever in its judgment the best interests of the Foundation will be served thereby. Such removal shall be approved by the affirmative vote of a two-thirds majority of the Board of Trustees at any regular or special meeting of the Board of Trustees at which a quorum is present, if notice of the intention to act upon such matter shall have been given in the notice of such meeting. Any vacancy occurring in the Board of Trustees resulting from the death, resignation, retirement, disqualification, or removal from office of any trustee or as the result of any increase in the number of trustees shall be filled by nomination of the President of the Houston Young Lawyers Association and approved by the Board of Directors of the Houston Young Lawyers Association. Any trustee appointed to fill a vacancy shall hold office until the expiration of the remaining term such trustee is to fill and until such trustee’s successor is nominated and appointed, or until such trustee’s earlier death, resignation, retirement, disqualification or removal from office.

Section 2.5. Meetings. Regular meetings of the Board of Trustees, of which no notice shall be necessary (except as otherwise provided in Sections 2.4 and 5.5 herein), shall be held at such times and at such places as may from time to time be fixed by the Board of Trustees. At such meetings, the trustees may transact any and all other business as may properly come before

the meeting. Special meetings of the Board of Trustees may be called by any two (2) trustees or by the Chair of the Board of Trustees in such manner as provided in Section 4.1 hereof. Sufficient notice of a special meeting in person or by mail, electronic mail, or facsimile shall be given to enable the trustees so notified to have received notice at least two days prior to the holding of such meeting. A special meeting that takes place via electronic mail need not comply with the two day notice requirement. Except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws, neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Trustees need be specified in the notice or waiver of such meeting.

Section 2.6. Quorum and Manner of Acting. At all meetings of the Board of Trustees the presence of a majority of the Board of Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, except that trustees may not vote by proxy. The act of a majority of the trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by statute, by the Articles of Incorporation or by these Bylaws, in which case the act of such greater number shall be required to constitute the act of the Board of Trustees. If a quorum is not present at any meeting of the Board of Trustees, the trustees present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened. A trustee serving solely in an ex officio capacity shall not count toward a quorum.

Section 2.7. Board Action by Electronic Mail. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken by electronic mail. Votes by electronic mail shall only be taken with the prior approval of the Board of Trustees at a regular or a special meeting of the Board of Trustees. Votes via electronic mail shall be sent to the Chair and Secretary of the Board of Trustees. Such vote shall constitute a special meeting of the Board of Trustees.

Section 2.8. No Trustee Compensation. No trustee shall receive compensation for services as a trustee of the Foundation. Nothing herein contained shall be construed to preclude any trustee from receiving reimbursement for expenses incurred on behalf of the Foundation or in attending meetings of the Board of Trustees from serving the Foundation in any other capacity and receiving compensation therefore.

Section 2.9. Telephone Meetings. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, the Board of Trustees or any committee designated by the Board of Trustees may, unless otherwise restricted by the Articles of Incorporation or these Bylaws, participate in and hold a meeting of such Board of Trustees or of the committee by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objection to the transaction of any business on the ground

that the meeting was not lawfully called or convened. Trustees may not attend more than three (3) regular meetings during any bar year telephonically or by other remote communication. Participation by telephone or other remote communication in four (4) or more meetings is permissible, but will be treated as an absence from such meeting.

Section 2.10. Advisory Board. The Board of Trustees may select interested and qualified individuals to serve as members of any Advisory Board of the Foundation. Every effort shall be made to select outstanding persons who have demonstrated commitment to the purpose for which the Foundation is operated. Representation of the interests of the donor, donee, volunteer, and business communities should be sought through the persons selected for the Advisory Board. Advisory Board members shall be entitled to receive notice of and may attend meetings of the Board of Trustees, but shall have no voting rights.

Section 2.11. Attendance at Meeting. It is the duty of each officer and trustee to attend regular and special meetings of the Board of Trustees. Any officer or trustee who accumulates four (4) total absences from any regular meeting during any bar year of his or her term shall be automatically removed from the Board of Trustees and his or her office, if any, as hereinafter set forth. Upon the occurrence of the third absence of such officer or trustee, the Secretary shall notify the Chair and the offending officer or trustee that any additional absence shall result in removal from the Board of Trustees. Notwithstanding such removal of any officer or trustee, upon a majority vote of the Board of Trustees, any officer or trustee shall be reinstated to the Board of Trustees upon showing of good cause and subject to any terms or conditions as may be set by the Board of Trustees. If such officer or trustee is removed from office, the vacancy shall be filled in accordance with Sections 2.4 and Section 5.4 hereof. A trustee serving solely in an ex officio capacity shall be exempt from the requirements in this Section.

## **ARTICLE THREE**

### **Committees of the Foundation**

The Chair, with the advice of the Board of Trustees, shall appoint such committees, chairs, and members as are deemed necessary to carry out the purposes of the Foundation and to assist the Board of Trustees in the orderly management of the affairs of the Foundation, consistent with the Articles of Incorporation and these Bylaws. A member of the Board of Trustees, designated by the Chair, shall consult with and advise each committee and periodically report on its activities to the Board of Trustees.

## **ARTICLE FOUR**

### **Notices**

Section 4.1. Manner of Giving Notice. Whenever, under the provisions of any statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any trustee or Fellows (defined in Article 8 herein), and no provision is made as to how such notice shall be

given, it shall not be construed to require personal notice in writing, but any such notice may be given by mail, electronic mail, or facsimile addressed to such trustee or Fellows at his or her physical address, electronic mail address, or facsimile number as it appears on the records of the Foundation. Any notice required or permitted to be given by mail shall be postage prepaid and shall be deemed delivered at the time when deposited in the United States mails. Such notice may also be given via electronic mail or facsimile and is deemed delivered at the time the electronic mail or facsimile transmittal report indicates that it was sent.

Section 4.2. Waiver of Notice. Whenever any notice is required to be given to any trustee or Fellows under the provisions of any statute, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed 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. Attendance of a trustee or a member of a committees of the Board of Trustees at a meeting of the Board of such committees, respectively, shall constitute a waiver of notice of such meeting, except when such trustee or committee members attend such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

## **ARTICLE FIVE**

### **Officers, Employees, and Agents of the Board of Trustees: Powers and Duties**

Section 5.1. Elected Officers. The officers of the Foundation shall include a Chair, a Chair-Elect, a Secretary, a Treasurer, an Immediate Past Chair, and such other officers as may be determined and selected by the Board of Trustees. All of the officers shall be members of the Board of Trustees. The President-Elect of the Houston Young Lawyers Association shall serve as an ex officio member of the Board of Trustees, unless otherwise appointed to be chair or a trustee. The Board of Trustees shall elect the officers of the Board of Trustees at the first meeting of the Board of Trustees of each new bar year, except for the Chair, Chair-Elect, and Immediate Past Chair. The Chair-Elect of the Board of Trustees shall be nominated by the President-Elect of the Houston Young Lawyers Association and approved by the Board of Directors of the Houston Young Lawyers Association. All officers except for the Chair, Chair-Elect, and the Immediate Past Chair shall be nominated by the Chair of the Board of Trustees and approved by majority of the Board of Trustees present in person at a meeting at which a quorum is in attendance.

Section 5.2. Election and Term of Office. Each duly elected and serving officer of the Foundation shall serve for a one-year term until such officer's successor is nominated and approved or until such officer's earlier death, resignation, retirement, disqualification or removal from office.

Section 5.3. Compensation. No officer shall receive compensation for services to the Foundation. Nothing herein contained shall be construed to preclude any officer from receiving

reimbursement for expenses incurred on behalf of the Foundation or in attending meeting of the Board of Trustees or any such committee.

Section 5.4. Removal: Filling of Vacancies. Any officer or agent may be removed, either with or without cause, at any time by the Board of Trustees whenever in its judgment the best interests of the Foundation will be served thereby. Such removal shall be approved by the affirmative vote of a two-thirds majority of the Board of Trustees at any regular or special meeting of the Board of Trustees at which a quorum is present, if notice of the intention to act upon such matter shall have been given in the notice of such meeting. If the office of Chair becomes vacant for any reason, the vacancy shall be filled by nomination by the President of the Houston Young Lawyers Association and approved by the Board of Directors of the Houston Young Lawyers Association. If the office of Chair-Elect becomes vacant for any reason, the vacancy shall be filled by nomination by the President-Elect of the Houston Young Lawyers Association and approved by the Board of Directors of the Houston Young Lawyers Association. All offices except for Chair and Chair-Elect shall be nominated by the Chair of the Board of Trustees and approved by a majority vote of the Board of Trustees. If the office of Immediate Past Chair becomes vacant for any reason, the vacancy shall not be filled until the current Chair serves the following bar year in the office of Immediate Past Chair. Any officer nominated and approved to fill a vacancy shall hold office until the expiration of the remaining term such officer is to fill and until such officer's successor is nominated and appointed, or until such officer's earlier death, resignation, retirement, disqualification or removal from office.

Section 5.5. Chair. Subject to the provisions of these Bylaws, the Chair shall be the chief executive officer of the Foundation and, shall have general supervision of the activities and affairs of the Foundation and shall have general and active control thereof. The Chair shall preside when present at all meetings of the Board of Trustees; shall advise and counsel the other officers of the Foundation; and shall exercise such powers and perform such duties as shall be assigned to or required of such office from time to time by the Board of Trustees. In the event of the absence or disability of the Chair, the duties of such office shall be performed and the powers thereof may be exercised by the Chair-Elect unless otherwise determined by the Chair or the Board of Trustees. In the event the Chair is also a trustee at the time of appointment as Chair, that trustee position shall become vacant and shall be filled in accordance with Section 2.3.

Section 5.6. Chair-Elect. The Chair-Elect shall act in the place and stead of the Chair in the event of the absence or disqualification of the Chair and shall generally assist the Chair and shall have the powers and perform such other duties and services as shall from time to time be prescribed or delegated to such office by the Chair or the Board of Trustees. The Chair-Elect is expected to serve a one-year term as the Chair of the Board of Trustees in the bar year immediately following his or her service as Chair-Elect.

Section 5.7. Secretary. The Secretary shall have charge of the corporate seal and shall have authority to attest any and all instruments of writing to which the same may be affixed. The Secretary shall keep and account for all books, documents, papers and records of the Foundation, except those for which some other officer or agent is properly accountable. The Secretary shall

keep a record of all the minutes of each meeting of the Board of Trustees and shall perform such other duties as pertain ordinarily to the office of secretary of a corporation or as shall from time to time be prescribed or delegated to such office by the Chair or the Board of Trustees. The Secretary shall record in the meeting minutes the trustees' attendance at all regular or special board meetings, including whether such attendance was telephonic or remote. The Secretary is responsible for recording votes via electronic mail and for recording minutes for any special meetings via electronic mail. In the event the Secretary is unable to attend a regular or special board meeting, any trustee that participates in such meeting may record the meeting minutes.

Section 5.8. Treasurer. The Treasurer shall be the chief accounting and financial officer of the Foundation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Foundation and shall direct the manner of certifying the same; shall supervise the manner of keeping all vouchers for payments by the Foundation and all other documents relating to such payments; shall receive, audit and consolidate all operating and financial statements of the Foundation and its various committees; shall have supervision of the books of account of the Foundation, their arrangements and classification; shall supervise the accounting and auditing practices of the Foundation; shall have charge of all matters relating to taxation; shall cause to be prepared and filed all necessary tax returns; and shall assist the immediately succeeding treasurer with the preparation and filing of all necessary tax returns. The Treasurer shall have the care and custody of all monies, funds and securities of the Foundation; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Trustees shall from time to time direct or as shall be selected in accordance with procedures established by the Board of Trustees; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the Foundation. The Treasurer shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Foundation, and to give proper receipts or discharges for all payments to the Foundation, and shall generally perform all duties usually appertaining to the office of treasurer of a corporation.

Section 5.8. Immediate Past Chair. In the bar year immediately following service as Chair, the Chair may serve in the office of Immediate Past Chair. The Immediate Past Chair shall perform such duties as the Chair or the Board of Trustees may from time to time direct. If the Immediate Past Chair completes his or her two-year term on the Board of Trustees while serving as Chair and does not commit to serve another two-year term, then the Immediate Past Chair may serve one year in the office of Immediate Past Chair as an ex officio member of the Board of Trustees. If serving in an ex officio capacity, the Immediate Past Chair does not have to meet the attendance requirements in Section 2.11 and shall not participate in votes of the Board of Trustees nor count toward a quorum. If the Immediate Past Chair completed the first year of his or her two-year term on the Board of Trustees while serving as Chair, then he or she shall serve the second year of the term in the office of Immediate Past Chair, and shall not serve in an ex officio capacity. If the Immediate Past Chair commits to another two-year term on the Board of Trustees, then he or she shall not serve in an ex officio capacity.

## ARTICLE SIX

### Indemnification

Section 6.1. Indemnification of Trustees Acting in Their Capacity as Trustees. The Foundation shall indemnify a trustee of the Foundation who is acting in his or her capacity as a trustee against reasonable expenses incurred by such trustee in connection with a proceeding in which such trustee is a named defendant or respondent because such trustee is or was a trustee of the Foundation, as the case may be, if such trustee has been wholly successful, on the merits or otherwise, in the defense of the proceeding, unless such indemnification is limited by the Articles of Incorporation. The Foundation shall indemnify a trustee who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a trustee against any judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding if it is determined, in the manner described below, that the person (i) acted in good faith, (ii) reasonably believed, in the case of conduct in an official capacity as a trustee of the Foundation, that such conduct was in the Foundation's best interest, and in all other cases, that such conduct was at least not opposed to the Foundation's best interest, (iii) in the case of any criminal proceeding, had no reasonable cause to believe such conduct was unlawful; provided that if the proceeding was brought by or on behalf of the Foundation, the indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding; and provided further that a trustee may not be indemnified for obligations resulting from a proceeding (i) in which such trustee is found liable on the basis that such trustee improperly received personal benefit, whether or not the benefit resulted from an action in such trustee's official capacity, or (ii) in which the trustee is found liable to the Foundation. Determinations that a person has satisfied the prescribed conduct and belief standards must be made (i) by a majority vote of a quorum consisting of trustees who at the time of the vote are not named defendants or respondents in the proceeding; (ii) if such a quorum cannot be obtained, by a majority vote of all trustees and consisting solely of two (2) or more trustees who at the time of the vote are not named defendants or respondents in the proceeding, or (iii) by special legal counsel selected by the Board of Trustees or a committee of the Board of Trustees by vote as set forth in clause (i) or (ii) above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all trustees. Authorization of indemnification and a determination as to reasonableness of expenses shall be made in the same manner as the determination that the person has satisfied the prescribed conduct and belief standards. The termination of a proceeding by judgment, order, settlement or conviction, or on a plea of nolo contendere or its equivalent, is not of itself determinative that the person did not meet the requirement for indemnification set forth above. Notwithstanding any other provision of these Bylaws, the Foundation may pay or reimburse expenses incurred by a trustee in connection with an appearance as a witness or other participation in a proceeding at a time when such trustee is not a named defendant or respondent in the proceeding.

Section 6.2. Officers. The Foundation shall indemnify officers of the Board of Trustees who are acting in their capacity as officers of the Board of Trustees to the same extent that the Foundation indemnifies trustees under these Bylaws or by statute.

Section 6.3. Others. The Foundation may indemnify and advance expenses to an employee or agent of the Foundation to the same extent that it is permitted or required to indemnify and advance expenses to trustees under these Bylaws or by statute. The Foundation may indemnify and advance expenses to persons who are not or were not officers, employees, or agents of the Foundation but who are or were serving at the request of the Foundation as a trustee, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another corporation subject to the provisions of the Texas Business Organizations Code as applied to Non-Profit Corporations, a corporation for profit subject to the provisions of the Texas Business Organizations Code as applied to unincorporated associations, professional associations or special purpose corporations, a corporation for profit organized under laws other than the laws of Texas, a partnership, a joint venture, a sole proprietorship, a trust, an employee benefit plan, or another enterprise to the same extent that it is permitted or required to indemnify and advance expenses to trustees under this Article or by statute. In addition, the Foundation may indemnify and advance expenses to an employee, agent, or other person serving at the request of the Foundation (as described above in this Section 6.4) who is not a trustee to such further extent, consistent with law, as may be provided by the Articles of Incorporation, these Bylaws, general or specific action of the Board of Trustees, or contract or as permitted or required by common law.

Section 6.4. Insurance. The Foundation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the Foundation or who is or was serving at the request of the Foundation as a trustee, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another corporation or other entity described in Section 6.4 of this Article against any liability asserted against and incurred by such person in such a capacity or arising out of such person's service to the Foundation, whether or not the Foundation would have the power to indemnify such person against that liability under these Bylaws or by statute.

Section 6.5. Limitation. Notwithstanding the other provisions of this Article Six, the Foundation may not indemnify, advance expenses to, or maintain insurance on behalf of any person if such indemnification, advancement, or maintenance of insurance would subject the Foundation to income or excise tax under the Code.

Section 6.6. Entitlement. These indemnification provisions shall inure to each of the trustees, officers, employees, and agents of the Foundation, and other persons serving at the request of the Foundation (as provided in Section 6.4 of this Article), whether or not the claim asserted is based on matters that antedate the adoption of this Article, and in the event of a person's death shall extend to such person's legal representatives, but such rights shall not be exclusive of any other rights to which a person may be entitled.

Section 6.7. Definitions. For purposes of this Article:

(a) The term “expenses” includes court costs, expenses, and attorneys’ fees;

(b) The term “proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrate or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

(c) The term “trustee” means any person who is or was a trustee of the Foundation and any person who, while a trustee of the Foundation, is or was serving at the request of the Foundation as a trustee, officers, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another corporation or other entity described in Section 6.4 of this Article; and

(d) The term “official capacity” means, when used with respect to a trustee, the office of trustee of the Foundation and, when used with respect to a person other than a trustee, the elective or appointive office of the Foundation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Foundation, but does not include service (other than at the request of the Foundation) for any other corporation or other entity.

Section 6.8. Rights Cumulative. The provisions of this Article Six shall be deemed cumulative of and in addition to any other limitation of liability or right of indemnity to which the Foundation’s trustees, officers, committee members, agents or employees, or persons serving as similar functionaries of another corporation or other entity at the request of the Foundation may be entitled under any bylaw, agreement, vote of trustees, principle of law, or otherwise.

Section 6.9. Severability. The provisions of this Article are intended to comply with Chapter 8 of the Texas Business Organizations Code as applied to Non-Profit Corporations. To the extent that any provision of this Article authorizes or requires indemnification or the advancement of expenses contrary to such statute or the Articles of Incorporation, the Foundation’s power to indemnify or advance expenses under such provision shall be limited to that permitted by such statutes or the Articles of Incorporation. Any conflict between such statute or the Articles of Incorporation and this Article Six shall not affect the validity of any other provision of this Article.

## ARTICLE SEVEN

### Miscellaneous

Section 7.1. Dividends Prohibited. No part of the net income of the Foundation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Foundation shall be distributed to its trustees or officers. The Foundation may reimburse its trustees and officers as provided, respectively, in Section 2.7 of Article Two hereof and Section 5.4 of Article Five hereof.

Section 7.2. Loans to Officers and Trustees Prohibited. No loans shall be made by the Foundation to its officers, trustees, agents, or any other persons.

Section 7.3. Signature of Negotiable Instruments. All bills, notes, checks, or other instruments for the payment of money shall be signed or countersigned by such officer, officers, agent, or agents, and in such manner as permitted by these Bylaws or as from time to time may be prescribed by resolution of the Board of Trustees.

Section 7.4. Fiscal Year. The fiscal year of the Foundation shall be from July 1 to June 30 of each year unless otherwise provided by resolution of the Board.

Section 7.5. Seal. The Foundation's seal shall be in such form as shall be adopted and approved from time to time by the Board of Trustees. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

## ARTICLE EIGHT

### Fellows of the Houston Young Lawyers Foundation

#### Purpose

Section 8.1. Fellows of the Foundation shall be elected to assist in the realization of the objectives of the Foundation by encouraging adequate financial endowment of the Foundation by means of gifts, devises, and bequests and by recommending to the Board of Trustees of the Foundation projects and programs which, if undertaken by the Foundation, would promote the efforts of the Foundation, the improvement of the administration of justice, and the maintenance of the honor and dignity of the profession of law.

Section 8.2. Election as a Fellow of the Foundation is evidence of prior exemplary service to Houston's Young Lawyers, a professional distinction and constitutes a professional honor.

### Four Classes of Membership

Section 8.3. The Fellows shall have four classes of membership, as follows, to wit:

- (a) Charter Fellow, a member of which shall be known as a Charter Fellow of the Houston Young Lawyers Foundation.
- (b) Fellow, a member of which shall be known as a Fellow of the Houston Young Lawyers Foundation.
- (c) Life Fellow, a member of which shall be known as a Life Fellow of the Houston Young Lawyers Foundation.
- (d) Sustaining Life Fellow, a member of which shall be known as a Sustaining Life Fellow of the Houston Young Lawyers Foundation.

The Charter Fellow, Fellow, Life Fellow, and Sustaining Life Fellow groups shall be collectively hereinafter referred to as the “Fellows.”

### Charter Fellow and Nomination and Election of Each New Fellow

Section 8.4. Membership as a Charter Fellow was offered only to the past-presidents of the Houston Young Lawyers Association during the bar year the Foundation was created, along with those officers, directors, and trustees of the Houston Young Lawyers Association and/or the Houston Young Lawyers Foundation who were serving in that capacity during the bar year that the Houston Young Lawyers Foundation was created.

Section 8.5. The Chair of the Board of Trustees shall appoint a Nominating Committee to recommend each prospective new Fellow. After considering input regarding each qualified prospective new Fellow from the Board of Trustees, the Nominating Committee shall propose a slate that includes each prospective new Fellow from among members of the State Bar of Texas, whose principal place of practice is in Harris County, one person for each opening among the Fellows membership, plus not more than one alternate for each such opening. Each prospective Fellow proposed shall be approved by the Board of Trustees.

Section 8.6. Each year no more than one percent of the prior year’s membership of the Houston Young Lawyers Association, plus a replacement for any Fellow who has died, ceased to be a member, or becomes a Life Fellow, shall be elected a Fellow by the Trustees. The Chair of the Board of Trustees shall extend an invitation to each person so chosen for membership or may request that the trustees extend an invitation to each person so chosen for membership. Each Fellow shall evidence his or her acceptance of the invitation by making his or her first annual contribution to the Foundation. Each Fellow shall thereafter be furnished a membership certificate signed by the Chair of the Board of Trustees.

## Contributions

Section 8.7. The amount and terms of contributions to be made by each of the Fellows shall be fixed by resolution of the Board of Trustees and any increase in the total amount of contribution shall not be applicable to previously elected Fellows. Previously elected Fellows shall continue their contributions on the basis of the provisions in effect at the time of their election.

Section 8.8. Until the Board of Trustees shall have acted pursuant to Section 9.7, the amount and the term of contributions by each new Fellow shall be \$100.00 per year for ten (10) years, beginning in the nomination year.

Section 8.9. Contributions made by Fellows shall be available for use pursuant to Section 1.2. Contributions for more than one year may be made at any time. In case of resignation or death of a Fellow, there shall be no continuing obligation as to any further contribution. If any Fellow fails to make his or her annual contribution within two or more years after same becomes due, the Board of Trustees may vote to cancel his or her membership as a Fellow and he or she shall be under no obligation to make further contributions; provided, however, that the Board of Trustees may in their discretion, for good cause shown, extend the maturity of any such installment for any period or periods of time not to exceed two years in the aggregate. In no event shall the Foundation be required to refund to any member any contribution or portion thereof.

## Requirements for Classes of Membership

Section 8.10. A Charter Fellow includes the past-president of the Houston Young Lawyers Association and/or officers, directors or trustees of the Houston Young Lawyers Association and/or Houston Young Lawyers Foundation who served in that capacity during the bar year that the Houston Young Lawyers Foundation was created.

Section 8.11. To be nominated and approved as a Fellow of the Foundation, one must have the following qualifications: demonstrate exemplary personal commitment to the mission statement of the Houston Young Lawyers Foundation, be a member in good standing of the State Bar of Texas, be found worthy of membership by the Board of Trustees, be elected to membership as a Fellow, execute a written pledge of money to the Foundation in such amount as the Board of Trustees shall specify, and pay to the Foundation in such amount as the said Trustees shall specify and pay one-tenth or more of the total pledge amount annually.

Section 8.12. To be a Life Fellow, one must have been elected a Fellow and have satisfied in full the pledge amount required of a Fellow.

Section 8.13. To be a Sustaining Life Fellow, one must have become a Life Fellow and thereafter make annual contributions in such minimum amounts as may be required for such membership by resolution of the Board of Trustees in effect at the time of his or her becoming a

Sustaining Life Fellow. Such membership as a Sustaining Life Fellow shall continue so long as such annual contributions are continued without default of more than two successive years; provided, a defaulting person may be reinstated to this class of membership subject to the provisions made by the Board of Trustees.

#### Patrons of the Houston Young Lawyers Foundation

Section 8.14. The Board of Trustees may recognize those persons, firms, corporations, and other entities who, though not members of the State Bar of Texas, have an interest in the law and the cause of justice and make substantial monetary contributions to the Foundation, or those persons, firms, corporations, and other entities who render services of an unusual nature to the Foundation or to the public in the interest of the law and the cause of justice. Such persons, firms, corporations, or other entities may be named Patrons or Life Patrons of the Foundation.

Section 8.15. The Chair of the Board of Trustees shall jointly extend an invitation to each person, firm, corporation, or other entity so chosen for membership. Each shall thereafter be furnished with a membership certificate signed by the Chair of the Board of Trustees.

#### Annual Meeting

Section 8.16. The Foundation shall hold an Annual Meeting of the Fellows (the “Annual Meeting”) at such time and at such place as the Board of Trustees may determine. The Annual Meeting shall be presided over by the Chair of the Board of Trustees.

Section 8.17. At each Annual Meeting, the Fellows may (1) recommend for consideration by the Trustees any project or program within the scope of the purposes of the Foundation, deemed by the Fellows to be worthy of implementation by the Foundation; (2) transact other business necessary for the Foundation. Notice of the Annual Meeting shall be mailed or sent via electronic mail at least fourteen days prior to the date of the meeting to the Fellows, including the newly elected Fellows for the next bar year. At any Annual Meeting, the Fellows present shall constitute a quorum.

### **ARTICLE NINE**

#### **Amendments**

Section 9.1. Subject to the HYL A Approvals (hereinafter defined below), these Bylaws may be altered, amended, or repealed, or new bylaws may be adopted at any meeting of the Trustees of the Foundation by the affirmative vote of a majority of the Trustees present at any meeting at which a quorum is present, provided that notice of the proposed alteration, amendment, or repeal or adoption is contained in the notice of such meeting. This Amendment shall not apply to the alteration, amendment, or repeal of the provisions of the Bylaws addressing: (1) the nomination of the trustees to the Board of Trustees by the President of the

Houston Young Lawyers Association and the approval of the nomination by the Board of Directors of the Houston Young Lawyers Association; (2) the service of the President-Elect of the Houston Young Lawyers Association as an ex officio member of the Board of Trustees; (3) the nomination of the Chair-Elect of the Board of Trustees by the President-Elect of the Houston Young Lawyers Association and approval of the nomination by the Board of Directors of the Houston Young Lawyers Association; and (4) in the event of a vacancy of the Chair or the Chair-Elect of the Board of Trustees, the nomination of the Chair by the President of the Houston Young Lawyers Association and the Chair-Elect by the President-Elect of the Houston Young Lawyers Association, and the approval of the Chair or Chair-Elect nomination by the Board of Directors of the Houston Young Lawyers Association (collectively referred to as the “HYLA Approvals”). The HYLA Approvals may only be altered, amended, or repealed at any meeting of the Board of Directors of the Houston Young Lawyers Association by the affirmative vote of a majority of the Board of Directors of the Houston Young Lawyers Association present at any meeting at which at quorum is present.

US 1651657v.1