

**BYLAWS OF
TEXAS ASSOCIATION OF APPELLATE COURT ATTORNEYS**

**ARTICLE 1
NAME AND PURPOSE**

1.1. **Name**. The name of the Nonprofit Corporation governed by these Bylaws is Texas Association of Appellate Court Attorneys ("TAACA").

1.2. **Purpose**. Subject to the provisions of the Texas Business Organizations Code ("TBOC"), TAACA is organized and must be operated exclusively for educational, scientific, or literary purposes within the meaning of Section 501(c)(3) of the Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States tax law. Specifically, TAACA's objectives include:

- A. to promote communication among the state appellate court attorneys;
- B. to provide continuing legal education to court attorneys;
- C. to enhance the quality and integrity of the appellate process;
- D. to foster in the bench, bar, and general public, an appreciation and understanding of the role of appellate court attorneys.

1.3. **Mission Statement**. TAACA is devoted to the professional development of appellate court attorneys employed by the State of Texas.

1.4. **Limitations**. No part of TAACA's net earnings may inure to the benefit of, or be distributable to, TAACA's Members, Officers, or other private persons, except that the TAACA is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Section 1.2. TAACA is prohibited from activities that are not permitted pursuant to section 501(c)(3) of the Code.

1.5. **Distribution on Dissolution**. Upon the dissolution of TAACA, all remaining assets of TAACA must be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code or corresponding section of any future United States tax law.

**ARTICLE 2
OFFICES, BOOKS & ACCOUNTING**

2.1. **Principal Office**. The principal office of TAACA shall be the business office of the President of TAACA. TAACA shall maintain such books and records as required by the TBOC.

2.2. **Fiscal Year & Books**. The fiscal year of TAACA commences on January 1 of each year.

**ARTICLE 3
MEMBERS**

3.1. **General.** TAACA shall have only voting members ("Members"). The Members have the power to control and manage the affairs and property of TAACA in accordance with the purposes and limitations set forth in the TBOC, the Certificate of Formation, and these Bylaws, as they may be amended from time to time.

3.2. **Number and Qualifications.** There is no limit to the number of Members. Members must be: (a) residents of the State of Texas; (b) licensed to practice law in the State of Texas; (c) in good standing with the State Bar of Texas; and (d) an appellate court attorney employed by the State of Texas.

3.3. **Dues.** Members must remit annual dues. The Members may modify the amount of annual dues upon proposal of the President by a majority vote. The amount of dues in effect at the time of adoption of these Bylaws (\$30 per year) will continue in effect until modified by the Members in accordance with the terms of this section.

3.4. **Applications for Membership.** All applicants for membership shall make a request for membership to TAACA in such form as the Officers shall determine. All applications for membership will be automatically approved upon (1) payment of the annual dues and (2) verification by TAACA that the applicant meets the qualifications set out in 3.2.

3.5. **Termination of Membership.** A Member may be removed from TAACA for failure to remit payment of the annual membership dues or by action of a majority of the Members at any meeting of the Members.

3.6. **Transfer of Membership.** Membership in this TAACA is not transferable or assignable.

ARTICLE 4 **OFFICERS**

4.1 **Officers of TAACA.** The Officers of TAACA consists of a President, President-Elect, Secretary, Treasurer, and Immediate Past President. The Officers shall have such powers as consistent with their title and as provided by the TBOC and shall serve without remuneration.

4.2 **Election and Term of Office.** The Officers of TAACA are elected by majority vote of the Members at the annual meeting. Voting in that election shall be by voice vote or, if requested, a show of hands. Any member has a right to require division of the assembly by having the affirmative rise and then the negative. At the time of the election, the President will accept nominations from the membership, Executive Committee, or the nominating committee, if any.

Each Officer assumes the duties of office either (1) on the day following their election at the annual meeting or (2) the day upon the Officer's appointment to elected office. Each Officer's term is for one year or until that Officer's successor is duly elected, or until that Officer's death, resignation, or removal from elected office.

4.3 **Removal.** Any Officer may be removed from office for delinquency in attendance, inefficiency, neglect of duty, or for other causes only upon a majority vote of the Executive

Committee. The removal will be effective immediately upon an affirmative impeachment vote of the Executive Committee.

4.4 **Vacancies**. In case of death, resignation, or removal of the President, the President-elect will succeed to the office of President of TAACA. In the cases of death, resignation, or removal of any other Officer, the President shall appoint a person to act in that position until the next meeting of the membership, when the vacancy will be filled by election of the Members.

4.5 **President**. As the chief executive officer of this organization, the President presides at all meetings of the organization or its Executive Committee. The President represents the organization and performs any duty as may be required by the mission statement and Bylaws. The President appoints committees as necessary and appropriate to the organization's purpose and structure.

4.6 **President-elect**. The President-elect performs such duties as are delegated by the President. In the event of the absence or inability of the President to act, the President-elect shall perform the duties of President. The President-elect automatically succeeds to the office of the President upon the expiration of the incumbent's term or in the event of the President's death, resignation, or removal.

4.7 **Secretary**. The Secretary furnishes notice of election results, conducts the general correspondence of the organization, provides notice of all meetings, keeps a record of the proceedings of the meetings, maintains a roster of membership with the information provided by the Treasurer, and performs other duties pertinent to the office. The Secretary is the custodian of all nonfinancial records, documents, books, papers, and other property of the organization.

4.8 **Treasurer**. The Treasurer collects and receives all monies due the organization, maintains the organizations deposits in a bank or banks as designated by the Executive Committee, disburses funds as authorized by two officers or a majority vote of the members present at a meeting of the organization, informs the Secretary of the financial standing of each member, and performs other duties pertinent to the office. The Treasurer will keep an itemized record of all monies received and disbursed by or to whom paid and for what purpose and will submit a report to the organization at the annual meeting or when requested by the President or the Executive Committee. The Treasurer will keep all books and records available for audit.

4.9 **Immediate Past President**. The immediate Past President performs such duties as may be designated by the President.

ARTICLE 5

EXECUTIVE COMMITTEE

5.1 **Composition**. The Executive Committee consists of the elected Officers, the Immediate Past President, and the chairs of the standing committees, if any.

5.2 **Powers**. The Executive Committee shall meet and advise TAACA from time to time as may be appropriate on matters pertinent to TAACA. The Executive Committee or any of its members may act for TAACA on a particular matter on the oral or written vote of quorum of the Executive Committee members.

5.3 **Meetings**. The Executive Committee meets on the call of the President or any two of its members. Except in matters requiring immediate action, at least seven days' notice of the meeting shall be given to members of the Executive Committee. A quorum consists of any

four Executive Committee members. Meetings may be held by telephone conference and any member unable to attend a meeting may participate and vote by telephone. In the case of a disputed issue, the meeting will be conducted according to Robert's Rules of Order.

5.4 **Voting.** Each Executive Committee member has one vote, except that, if a vote of the Executive Committee results in a tie, the President shall cast an additional vote to decide the matter.

ARTICLE 6 COMMITTEES

6.1 **Committees.** The President may create committees and appoint people from the general membership to perform such duties and exercise such powers as the President or Executive Committee may direct, subject to these Bylaws. Committees may include, but are not necessarily limited to: (1) Budget & Finance, (2) Nominations & Elections, and (3) Programs and Special Projects.

6.2 **Appointments.** All appointments to a Committee are immediately effective. The President may also appoint non-Members to serve as advisory members of any Committee.

ARTICLE 7 MEETINGS

7.1 **Annual Meeting.** TAACA will hold at least one annual, general membership meeting each year. The President will designate the day, hour, and place of the meeting. Special meetings may be called by the President or a number of members equal to a quorum.

7.2 **Notice.** The Secretary will provide notice of the time, date, and place of all meetings to the Members at least 10 days prior to such meeting, unless the nature of the meeting is such that shorter notice cannot be reasonably provided. Notice may be directed to members of a court's staff in general, rather than to each individual. If a special meeting is called, the notice must specify the nature of the business to be presented and no other business will be conducted.

7.3 **Quorum.** Unless a greater proportion is required by the TBOC, 20% of the Members present constitute a quorum for the transaction of TAACA. Except as otherwise provided by the TBOC or these Bylaws, the vote of a majority of the Members present at any meeting at which a quorum is also present will be considered the act of the Members.

7.4 **Voting.** Unless otherwise provided for by these Bylaws, voting at meetings will be by voice vote or, if requested, a show of hands. Any member has a right to require division of the assembly by having the affirmative rise and then the negative. A majority of members in attendance will control when there is a quorum. Only Members may vote.

7.5 **Rules of Order.** The rules of order consist of any standing resolutions passed by the members and the most current and available edition of Robert's Rules of Order.

7.6 **Action by Written Consent.** Any action required or permitted to be taken by the Members may be taken without a meeting if a majority of the Members consent in writing to the adoption of a resolution authorizing the action. The resolution and all consents to that resolution must be filed with the minutes of the proceedings of the Members.

ARTICLE 8

GENERAL PROVISIONS

8.1 **Deposit of Funds.** All funds of TAACA shall be deposited from time to time to the credit of TAACA in the banks, trust companies, or other depositories as decided by the Executive Committee.

8.2 **Tax Year.** The tax year of TAACA begins each January 1 unless otherwise fixed by resolution of the Members.

8.3 **Amendment to Bylaws.** The Members may amend or repeal these Bylaws, or adopt new Bylaws, by a 2/3 vote at the annual meeting of the Members if notice of such amendment, repeal, or adoption of new Bylaws is given to all Members.

8.4 **Power to Indemnify.** TAACA may indemnify any Member, Officer, or other person to the maximum extent provided by the TBOC.

ARTICLE 9

CONFLICTS OF INTEREST

9.1 **Purpose.** The purpose of this conflicts of interest policy is to protect TAACA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Member of TAACA. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest or any other matter applicable to nonprofit and charitable organizations.

9.2 **Definitions.**

A. **Interested Person.** Any Officer or Member, who has a direct or indirect financial interest, as defined below, is an interested person.

B. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) an ownership or investment interest in any entity with which TAACA has a transaction or arrangement;

(2) a compensation arrangement with TAACA or with any entity or individual with which TAACA has a transaction or arrangement; or

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which TAACA is negotiating a transaction or arrangement.

C. **Compensation.** Compensation includes direct and indirect remuneration, gifts or favors that are not insubstantial, loans, grants, or other financial commitments from Corporation.

D. **Family Relationships.** The term "family members" means parents, in-laws, children, siblings, spouses, aunts, uncles, nieces, and nephews.

9.3 **Procedures.**

A. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Members considering the proposed transaction or arrangement.

B. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the potentially interested person shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Members shall decide if a conflict of interest exists.

C. **Procedures for Addressing the Conflict of Interest.**

(1) An interested person may make a presentation at a Member meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(2) The Members shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Members shall determine whether TAACA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Members shall determine by a majority vote of the disinterested Members whether the transaction or arrangement is in TAACA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(5) Before voting, each Member should attest to the fact that he or she has received, read, and understands the policy, and understands that TAACA is charitable and to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

D. **Violations of the Conflicts of Interest Policy.**

(1) If the Members have reasonable cause to believe an Officer or Member has failed to disclose actual or possible conflicts of interest, it shall inform the Officer or Member of the basis for such belief and afford the Officer or Member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the Officer's or Member's response and after making further investigation as warranted by the circumstances, the Members determine the Officer or Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

9.4 **Records of Proceedings.** The minutes of the Members must contain:

A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Members' decision as to whether a conflict of interest in fact existed; and

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

9.5 **Compensation.**

A. An Officer or Voting Member who receives compensation, directly or indirectly, from TAACA for services is precluded from voting on matters pertaining to that Officer's or Member's compensation.

B. An Officer or Voting Member who receives compensation, directly or indirectly, from TAACA for services is precluded from voting on matters pertaining to that Officer's or Member's compensation.

C. No Officer or Voting Member who receives compensation, directly or indirectly, from TAACA, either individually or collectively, is prohibited from providing information to any Member regarding compensation.

9.6 **Annual Statements.** Each Officer and member of the Executive Committee shall annually sign a statement that affirms such person:

A. has received a copy of the conflicts of interest policy;

B. has read and understands the policy;

C. has agreed to comply with the policy; and

D. understands TAACA is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

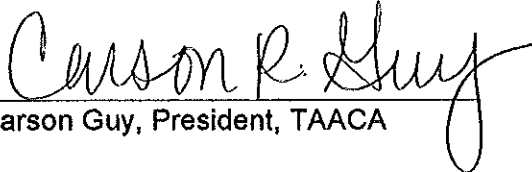
9.7 **Periodic Reviews.** To ensure TAACA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

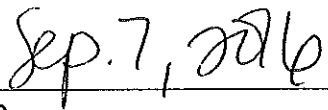
A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and are the result of arm's length bargaining; and

B. Whether partnerships, joint ventures, and arrangements with management organizations conform to TAACA's written policies; are properly recorded; reflect reasonable investment or payments for goods and services; further charitable purposes; and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

9.8 **Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 9.7, TAACA may, but need not, use outside advisors. If outside experts are used, the Officers and Members will not be relieved of their responsibility for ensuring periodic reviews are conducted.

ADOPTED BY THE MEMBERS TO BE EFFECTIVE AS OF SEPTEMBER 7, 2016:


Carson Guy, President, TAACA


Date