

*prepared 03/17/2010*

**SECOND AMENDED AND RESTATED BYLAWS  
OF  
THE WOODLANDS BAR ASSOCIATION, INC.**

These Second Amended and Restated Bylaws (referred to as these "Bylaws") govern the affairs of The Woodlands Bar Association, Inc., a non-profit corporation (referred to as the "Corporation") organized effective October 7, 2005 under Texas law. These Bylaws shall be effective as of March 25, 2010.

**ARTICLE 1  
OFFICES**

**Principal Office**

- 1.1. The principal office of the Corporation in the State of Texas shall be located at 82 E. Fairbranch Circle, Suite 1111, The Woodlands, County of Montgomery, Texas 77382. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors of the Corporation (the "Board") may determine.

**Registered Office and Registered Agent**

- 1.2. The Corporation shall comply with the requirements of the Texas Business Organizations Code, including the Texas Nonprofit Corporation Law (the "Code") and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as provided in the Code.

**ARTICLE 2  
MEMBERS**

**Classes of Members**

- 2.1 The Corporation shall have one class of members.

**Admission of Members and Renewal of Membership**

- 2.2 Natural persons may be admitted to membership in the Corporation by the Board (the "Board") or a committee designated by the Board to handle such matters. The Board or a Board-designated committee may adopt and amend application procedures and qualifications for membership in the Corporation. The qualifications for membership, subject to revision by the Board or a Board-designated committee, shall be that a proposed member either (i) shall be admitted to the practice of law in any jurisdiction and shall certify that he or she is in good standing in all jurisdictions in which each proposed member is admitted; or (ii) shall be an active or retired judge, justice, or justice of the

peace within the State of Texas. An affirmative vote of the majority of the Board or of the members of a Board-designated committee present and voting shall be required for admission of any other applicant who does not meet the membership qualifications then in effect. Once admitted, each such individual shall be a "Member" for purposes of these Bylaws.

### **Membership Fees and Dues**

- 2.3. The Board may set and change the amount of an initiation fee, if any, and the annual dues payable to the Corporation by Members.

### **Certificates of Membership**

- 2.4. An affirmative vote of a majority of the Board may provide for the issuance of certificates evidencing membership in the Corporation. When a person has been admitted as a Member and has paid any required fees and dues, the Corporation may issue a Certificate of membership to the person. If issued, membership certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary of the Corporation.

### **Voting Rights**

- 2.5. Each Member shall be entitled to one vote on each matter submitted to a vote by the Members.

### **Resolution of Dispute**

- 2.6. In any dispute between Members relating to the activities of the Corporation, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, they shall cooperate to select one or more mediators to help resolve the dispute. If no timely resolution occurs through mediation, any party may demand binding arbitration as described in the Revised Civil Statutes Article 238-20 or the Revised Civil Statutes Article 224 et seq, but only if the parties have met previously together with a mediator. This paragraph shall not apply to a dispute involving the Corporation as a party relating to the sanctioning, suspension or expulsion of a Member from the Corporation. The Board shall have the discretion to authorize the use of the Corporation's funds for mediation or arbitration of a dispute described in this paragraph.

## **Sanction, Suspension, or Termination of Members**

- 2.7 The Board may impose reasonable sanctions on a Member, or suspend or expel a Member from the Corporation, for good cause after a hearing. Good cause includes the default of an obligation to the Corporation to pay fees or dues for a period of thirty (30) days following the delivery by the Corporation of notice of failure to renew membership or default, or a material and serious violation of the Corporation's articles of incorporation (whether designated as such or by another name such as "certificate of formation") (the "Articles of Incorporation, these Bylaws, or of law, or a failure to no longer meet the qualifications of membership. The Board may delegate powers to a regular or ad hoc committee to conduct a hearing, make recommendations to the Board, or take action on behalf of the Board. The Board or a committee designated by the Board to handle a matter involving sanctioning, suspension or expulsion may not take any action against a Member without giving the Member adequate notice and an opportunity to be heard. To be deemed adequate, notice shall be given in writing and delivered at least fourteen days prior to the hearing. However, shorter notice may be deemed adequate if the Board or a committee designated by the Board to handle matters involving sanctioning, suspension or expulsion determines that the need for a timely hearing out weighs the prejudice cost to the Member and if a statement of the need for a timely hearing is included in the notice. If mailed, the notice shall be sent by registered or certified mail, return receipt requested. A Member shall have the right to be represented by counsel at and before the hearing. The Board or a committee designated by the Board to handle a matter involving sanctioning, suspension or expulsion may impose sanctions, suspend a Member, or expel a Member by vote of a majority of Directors or a committee designated by the Board to handle a matter involving sanctioning, suspension or expulsion who are present and voting.

### **Resignation**

- 2.8 Any Member may resign from the Corporation by submitting a written resignation to the Secretary. The resignation need not be accepted by the Corporation to be effective. A Member's resignation shall not relieve a Member of any obligation to pay any dues, assessments, or other charges that had accrued and to which the Member had agreed and were unpaid prior to the effective date of the resignation.

### **Reinstatement**

- 2.9 A former Member may submit a written request for reinstatement of Membership. The Board or a committee designated by the Board to handle the matter may reinstate the Member on any reasonable terms that the Board or the committee deems appropriate.

## **Transfer of Membership**

- 2.10 Membership in the Corporation is not transferable or assignable. Membership terminates upon a failure to pay any dues, on the dissolution of the Corporation, or the death of a Member. Membership in the Corporation is not a property right that may be transferred after a Member's death.

### **Waiver of Interest in Corporation Property**

- 2.11 All real and personal property, including all improvements located on property, acquired by the Corporation shall be owned by the Corporation. A Member shall have no interest in specific property of the Corporation. Each Member hereby expressly waives the right to require partition of all or part of the Corporation's property.

### **Annual Meeting**

- 2.12 An annual meeting of the Members shall be held on or about April 1 in each year or at such other date as established by the Board for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the Members as soon thereafter as conveniently may be held. To the extent permitted by applicable law, no notice of annual or regular meetings shall be required in order for any Member meeting to be valid. Therefore, if a meeting of the Members is held, and if a quorum is present at such meeting, the actions taken by the Members at such meeting shall be deemed to be valid even if the other requirements set forth in these Bylaws regarding meeting notice have not been met.

### **Special Meeting**

- 2.13 Special meetings of the Members may be called by the President, the Board, or not less than one-fourth of the Members having voting rights.

### **Place of Meeting**

- 2.14 The Board may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas.

### **Notice of Meetings**

- 2.15 Subject to the last sentence of §2.12 above, the Secretary of the Corporation shall use good faith efforts to deliver, or cause to be delivered, in person, by telephone, or by email or other form of "electronic transmission" (as defined in the Code), a notice of meeting to each Member entitled to vote at such a meeting within a reasonable time (under the circumstances) before the date of such meeting. In case of a special meeting or when

required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice to the extent any such notice is given.

### **Quorum**

- 2.16 The Members holding 10% of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the Members unless the vote of a greater number is required by law or the Articles of Incorporation or elsewhere in these Bylaws. Any meeting of the Members in which a quorum is present shall be valid without call or notice, and at such meeting any action may be taken. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

### **Proxies**

- 2.17 At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after six months from the date of execution, unless otherwise provided in the proxy.

### **Manner of Acting**

- 2.18 A majority of the votes entitled to be cast on a matter to be voted upon by the Members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws.

### **Voting by Mail**

- 2.19 Where Directors or officers are to be elected by Members or any class or classes of Members, or where other matters are presented to a vote of the Members, such election may be conducted by mail, email, or any other form of electronic transmission in such manner as the Board shall determine.

## **ARTICLE 3 BOARD OF DIRECTORS**

### **Management of the Corporation**

- 3.1. The affairs of the Corporation shall be managed by the Board. Directors need not be residents of the State of Texas.

### **Number, Qualifications, and Tenure of Directors**

- 3.2. The initial number of Directors shall be six. The Board may change the number of Directors; provided that there must at all times be at least three and not more than twenty Directors. Directors shall be Members of the Corporation. Each Director shall serve for a term of two years.

#### **Nomination of Directors**

- 3.3. At any meeting at which the election of a Director occurs, a Member may nominate a person to serve as a Director with the second of any other Member.

#### **Election of Directors**

- 3.4. A person who meets any qualification requirements to be a Director and who has been duly nominated pursuant to §3.3 above may be elected as a Director. Directors shall be elected by the vote of the Members unless elected pursuant to §3.6 below. Each Director shall hold office until a successor is elected and qualified. A Director may be elected to succeed himself or herself as Director; provided that no director shall serve more than three consecutive terms unless and until otherwise authorized by the Members, whether through a re-election of a Director for more than three consecutive terms or otherwise.

#### **Vacancies**

- 3.5. Any vacancy occurring in the Board, and any Director position to be filled due to an increase in the number of directors, shall be filled by the Board. Any vacancy shall be filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board, or if there is only one remaining Director, by that Director. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office, if any.

#### **Annual Meeting**

- 3.6. A meeting of the Board shall be held within thirty (30) days of the annual meeting of Members and at a place and time designated by the Board. During this annual meeting, the Board shall elect officers for the next year.

#### **Regular Meetings**

- 3.7. The Board may schedule regular meetings from time to time in its discretion and without the requirement for any written notices. The meetings may be held either within or without the State of Texas and shall be held at the Corporation's registered office in Texas unless otherwise agreed by the Board.

#### **Special Meetings**

- 3.8. Special meetings of the Board may be called by or at the request of the President or any two directors. A person or persons authorized to call special meetings of the Board may

fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in any notice of the meeting.

### **Notice**

- 3.9. The Secretary shall use reasonable efforts under the circumstances to provide each Director with written or verbal (including telephonic) notice of any Board meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called. Attendance of a Director at a Board meeting shall constitute a waiver of notice of such meeting, except where a director attends a 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in any notice or waiver of notice of such meeting. However, if a Board meeting is held, and if a quorum is present at such meeting, the actions taken by the Directors at such meeting shall be deemed to be valid even if the other requirements set forth in these Bylaws regarding meeting notice have not been met.

### **Quorum**

- 3.10. At least one-third of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if Directors 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 number of directors required to constitute a quorum.

### **Duties of Directors**

- 3.11. Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. Directors shall act as fiduciaries with respect to the interests of the Members. In acting in their official capacity as Directors of this Corporation, Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are not unlawful. In all other instances, the Board shall not take any action that they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

### **Actions of Board**

- 3.12. The Board shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board unless the act of a greater number is required by law or these Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board.

### **Compensation**

- 3.13. Directors shall not receive salaries for their services.

### **Removal of Directors**

- 3.14. The Board may vote to remove a director at any time, only for good cause. Good cause for removal of a Director shall include the unexcused failure to attend three consecutive meetings of the Board. A meeting to consider the removal of a Director may be called and noticed following the procedures provided in these Bylaws. The notice of the meeting (if notice is given) shall state that the issue of possible removal of the Director will be on the agenda. The Director to be removed shall be given at least one week's notice of such meeting, notwithstanding any other provision of these Bylaws, and shall have the right to present evidence at the meeting as to why he or she should not be removed. The Director to be removed shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Corporation shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Director.

### **Meeting by Telephone or Other Remote Electronics Communications System**

- 3.15. The Board, and any committee of the Corporation may hold a meeting by telephone or any other means of remote electronic communications systems, including videoconferencing technology or the Internet but only if the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Participation of a person in a telephone conference-call meeting or as otherwise permitted above constitutes presence of that person at the meeting.

### **Unanimous Written Consent to Action Without Meeting**

- 3.16. The Board may take action without holding a meeting, providing notice, or taking a vote, if each Director provides a written consent or otherwise states in writing that such Director consents to the action taken. Such written consents have the same effect as a unanimous vote at a meeting.



### **No Voting by Proxy**

- 3.17. A Director absent from a Board meeting or any person absent from a committee meeting shall not be entitled to vote by proxy.

## **ARTICLE 4 OFFICERS**

### **Officer Positions**

- 4.1. The officers of the Corporation shall be a President, President-Elect, one or more Vice Presidents, a Secretary, and a Treasurer. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two or more offices may be held by the same person, except the offices of President and Secretary.
- 4.2. The officers of the Corporation shall be elected by the Board. Effective April 2011, each officer shall hold office for a two-year term or until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

### **Removal**

- 4.3. Any officer elected by the Board may be removed at any time by the Board.

### **Vacancies**

- 4.4. A vacancy in any office may be filled by the Board for the unexpired portion of the officer's term.

### **President**

- 4.5. The President shall supervise and control all of the business and affairs of the Corporation. The President shall carry out the directives of the Board. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board have authorized to be executed. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute. The President shall perform other duties prescribed by the Board and all duties incident to the office of President.

### **President-Elect**

- 4.6. The President-Elect shall take office as President upon the expiration of the President's term or sooner if the President resigns.

### **Vice President**

- 4.7. When the President is absent, is unable to act, or refuses to act, a Vice President shall perform the duties of the President. When a Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice President, the Vice Presidents shall act in place of the President in order of the votes received when elected. A Vice President shall perform other duties as assigned by the President or Board.

### **Treasurer**

- 4.8. The Treasurer shall:
- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation.
  - (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
  - (c) Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in these Bylaws or as directed by the Board or President.
  - (d) Write checks and disburse funds to discharge obligations of the Corporation. Funds may not be drawn from the Corporation or its accounts for amounts greater than \$1,500.00 without the signature of the President or a Vice President in addition to the signature of the Treasurer.
  - (e) Maintain the financial books and records of the Corporation.
  - (f) Prepare financial reports at least annually.
  - (g) Perform other duties as assigned by the President or by the Board.
  - (h) If required by the Board, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board.
  - (i) Perform any other duties normally incident to the office of treasurer of a corporation.

### **Secretary**

- 4.9. The Secretary shall:
- (a) Give all notices as provided in these Bylaws or as required by law.

- (b) Take minutes of the meetings of the Members and of the Board and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and of the seal of the Corporation if the Board chooses to adopt a corporate seal pursuant to §12.4 of these Bylaws.
- (d) Affix the seal of the Corporation to all documents as authorized.
- (e) Keep a register of the mailing address of each director, officer, and employee of the Corporation.
- (f) Perform duties as assigned by the President or by the Board.
- (g) Perform all duties incident normally to the office of secretary of a corporation.

## **ARTICLE 5 COMMITTEES**

### **Establishment of Committees**

- 5.1. The Board may establish one or more committees, which shall have and exercise authority to act on behalf of the Corporation, to the extent authorized by the Board. At least one Director shall be a member of each committee. The Board may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board.
- 5.2. The establishment of a committee or the delegation of authority to it shall not relieve the Board or any individual director, of any responsibility imposed by these Bylaws or otherwise imposed by law.
- 5.3. No committee shall have the authority of the Board to:
  - (a) Amend the Articles of Incorporation.
  - (b) Authorize the voluntary dissolution of the Corporation.
  - (c) Revoke proceedings for the voluntary dissolution of the Corporation.
  - (d) Adopt a plan for the distribution of the assets of the Corporation.
  - (e) Amend, alter, or repeal these Bylaws.
  - (f) Elect, appoint, or remove a Director or officer of the Corporation.

- (g) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest, including any conflict of interest described in §6.4, below.
- (h) Take any action outside the scope of authority delegated to it by the Board.

### **Compensation**

- 5.4. Committee members shall not receive salaries for their services

### **Rules**

- 5.5. Each committee may adopt written rules for its own operation not inconsistent with these Bylaws, which rules must be approved by the Board before they become effective.

## **ARTICLE 6 TRANSACTIONS OF THE CORPORATION**

### **Contracts**

- 6.1. The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

### **Deposits**

- 6.2. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

### **Gifts**

- 6.3. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles of Incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

### **Potential Conflicts of Interest**

- 6.4. The Corporation shall not make any loan to a director or officer of the Corporation. A Member, director, officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by

these Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board, not including the vote of any person having a personal interest in the transaction.

### **Prohibited Acts**

- 6.5. As long as the Corporation is in existence, and except with the prior approval of the Board, no Member, Director, officer, or committee member of the Corporation shall:
- (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation.
  - (b) Do any act with the intention of harming the Corporation or any of its operations.
  - (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
  - (d) Receive an improper personal benefit from the operation of the Corporation.
  - (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
  - (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
  - (g) Use the name of the Corporation (or any substantially similar name except to the extent which such person is acting on behalf of any person or entity who has licensed to the Corporation the right to use such name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
  - (h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## **ARTICLE 7 BOOKS AND RECORDS**

### **Required Books and Records**

- 7.1. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:
- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
  - (b) A copy of these Bylaws, and any amended versions or amendments to these Bylaws.
  - (c) Minutes of the proceedings of the Board.
  - (d) A list of the names and addresses of the Directors and officers of the Corporation.
  - (e) A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years.
  - (f) A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years.
  - (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
  - (h) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

### **Inspection and Copying**

- 7.2 Any Member of the Corporation may inspect all books and records of the Corporation required to be kept by these Bylaws, provided that such person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing to any officer of the Corporation, who shall review such matter with the Board and obtain Board authorization before granting such approval. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Corporation's books and records may do so at a reasonable time and place. The Board may establish reasonable fees for copying the Corporation's books and records. The fees may cover the cost of materials and labor, but may not exceed 50 cents per page.

### **Audits**

- 7.3. Any Member shall have the right to have an audit conducted of the Corporation's books, provided that such Member has a proper purpose related to that person's interest in the

Corporation and if such Member submits a request in writing to any officer of the Corporation, who shall review such matter with the Board and obtain Board authorization before granting such approval which sets forth the purpose of the audit. The Member requesting the audit shall bear the expense of the audit unless the Members vote to authorize payment of audit expenses. The Member requesting the audit may select an accounting firm to conduct the audit. A Member may not exercise these rights to compel audits so as to subject the Corporation to an audit more than once in any fiscal year.

## **ARTICLE 8 FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December in each year.

## **ARTICLE 9 INDEMNIFICATION**

### **When Indemnification is Required, Permitted and Prohibited**

- 9.1. (a) To the fullest extent permitted under the Code, the Corporation shall indemnify a Director, officer, Member, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.
- (b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.
- (c) The Corporation shall pay or reimburse expenses incurred by a Member, Director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding, including the cost of such person's legal fees

when represented by an attorney (excluding any pro se representations by such person).

- (d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a Member, Director, officer, committee member, employee, or agent of the Corporation to the fullest extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of §9.1(a), above.
- (e) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by these Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
- (f) If the Corporation indemnifies a person under these Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

### **Procedures Relating to Indemnification Payments**

- 9.2. (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in §9.2(c) below. The Corporation may make these determinations and decisions by any one of the following procedures:
- (i) Majority vote of a quorum consisting of Directors 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 a committee of the Board designated and authorized by the Board to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
  - (iii) Determination by special legal counsel selected by the Board by vote as provided in §9.0(a)(i) or §9.2(a)(ii).



- (iv) In the event all of the Directors are defendants or respondents in the proceedings, then the Members shall establish a committee which by majority vote, can make the determinations and decisions referenced above.
- (b) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by §9.2(a)(iii), above, governing the selection of special legal counsel. A provision contained in the Articles of Incorporation, these Bylaws, or a resolution of the Members or the Board that requires the indemnification permitted by §9.1, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- (c) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under § 9.2(a) above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

## **ARTICLE 10 NOTICES**

### **Means of Delivery**

- 10.1. Any notice required or permitted by these Bylaws to be given to a director, officer, or member of a committee of the Corporation shall be in writing and delivered by any reasonable means under the circumstances.

### **Signed Waiver of Notice**

- 10.2. Whenever any notice is required to be given under the provisions of the Code or under the provisions of the Articles of Incorporation or these Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of

the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

### **Waiver of Notice by Attendance**

- 10.3. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE 11 AMENDMENTS TO BYLAWS**

- 11.1 These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board. The following types of Bylaw amendments may be adopted only by the Members:

- (a) Increasing or extending the terms of directors.
- (b) Increasing the quorum for Member meetings.
- (c) Repealing, restricting, creating, expanding, or otherwise changing the proxy rights of Members.
- (d) Authorizing or prohibiting cumulative voting.

## **ARTICLE 12 MISCELLANEOUS PROVISIONS**

### **Legal Authorities Governing Construction of Bylaws**

- 12.1. These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in these 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.

### **Legal Construction**

- 12.2. 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 these Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

### **Rules of Construction**

- 12.3. Wherever the context requires, all singular words in these Bylaws shall include the plural, and all plural words shall include the singular.

### **Seal**

- 12.4. The Board may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "The Woodlands Bar Association, Inc."

### **Power of Attorney**

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

### **Parties Bound**

- 12.6. These Bylaws shall be binding upon and inure to the benefit of the Members, directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in these Bylaws.

### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of The Woodlands Bar Association, Inc. and that the foregoing Second Amended and Restated Bylaws constitute the Bylaws of the Corporation.

These Bylaws were duly adopted at a meeting of the Board held on March 25, 2010 and supersede the prior bylaws of the Corporation which initially were adopted effective as of October 17, 2005 and amended on August 17, 2006, February 17, 2007, and May 22, 2008.

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Rachael M. Rolon  
Secretary