

**Bylaws**  
**of**  
**Fort Worth Paralegal Association**

**ARTICLE 1-NAME AND PURPOSE**

**Section 1.1 Name.** This organization shall be an incorporated nonprofit organization and shall be called the FORT WORTH PARALEGAL ASSOCIATION (herein referred to as the "Association").

**Section 1.2 Purpose.** The purpose for which the Association is formed is to promote the professional objectives and goals of paralegals, to encourage, promote and conduct programs of continuing education and professional development and to promote the advancement of high standards of integrity and professionalism for paralegals to the end that both the public and the legal profession are better served.

**Section 1.3 Code of Ethics.** To effect its purpose, Association members, by applying for membership, adopt as a guideline for professional conduct the Code of Ethics and Professional Responsibility of the Paralegal Division of the State Bar of Texas.

**Section 1.4 Parliamentary Authority.** The rules contained in the current version of Robert's Rules of Order, Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order the Association may adopt.

**ARTICLE 2-MEMBERSHIP**

**Section 2.1 Classes of Members.** There shall be eight (8) classes of members in the Association.

(a) **Voting Member:** A person eligible for voting membership shall: (i) be currently employed full time as a paralegal; (ii) execute an affidavit of such employment verified by a supervising attorney on a form prescribed by the Board of Directors; and (iii) meet the requirements set forth in Section 2.2 and meet one of the following additional requirements:

- (1) present valid proof of completion of a full course of studies prescribed for training as a paralegal at a college, university, or other post-secondary school; or
- (2) have been employed full time as a paralegal (as defined in Section 2.2) for a minimum of twelve (12) consecutive months, which employment shall be verified by affidavit executed by one or more attorneys on a form prescribed by the Board of Directors; or employed full time as a paralegal for twelve (12) consecutive

months during the preceding twenty-four (24) months, and currently seeking full time employment as a paralegal; or

- (3) have obtained certification through the Texas Board of Legal Specialization, or
  - (4) have obtained the designation “CLA” or “CP” through the National Association of Legal Assistants (NALA); or
  - (5) have obtained the designation “RP” through the National Federation of Paralegal Associations (NFPA).
- (b) **Freelance/Temporary/Independent Paralegal Member:** A Freelance, Temporary, or Independent Paralegal (referred to herein as “freelance”) is a person eligible for voting membership, except that he or she works either as an independent contractor or through a company contracting paralegal services to the legal community, and works an average of 30 hours per week or more; or is employed full time as a paralegal for twelve (12) consecutive months during the preceding twenty-four (24) months and is currently seeking full-time employment as a paralegal. Applicants for freelance membership must submit letters of recommendation from two (2) Association Voting Members and a letter of recommendation from one practicing attorney from the Fort Worth/Dallas area. A Freelance member has the same requirements and rights as a Voting Member.
- (c) **Sustaining Member:** A person eligible for Sustaining membership shall be one who has met the requirements of Paragraph (a)(iii) of this Section but who is not currently employed as a paralegal. A Sustaining member in good standing may fully participate in the affairs of the Association but shall not have the right to vote, hold office, or serve as a Director or Chairman of a committee.
- (d) **Emeritus Member:** A person eligible for Emeritus Membership shall be one who has been a Voting Member for a minimum of three consecutive years and is now retired from the paralegal profession. An Emeritus Member in good standing may fully participate in the affairs of the Association, but shall not have the right to vote, hold office, or serve as a Director or Chair of a Committee.
- (e) **Student Member:** A person eligible for student membership shall be one currently enrolled in a paralegal training program. A student member in good standing may fully participate in the affairs of the Association, but shall not vote, hold office, or serve as a Director or Chairman of a committee. Upon completion of the training program, receiving a certificate therefor, and becoming employed full time as a paralegal (as defined in Section 2.2), the student member may submit a Change of Status form, applying for Voting Membership in the Association.
- (f) **Associate Member:** A person eligible for associate membership shall be: (i) any person interested in the work of the Association, whether or not the person is a paralegal; or (ii) any person employed as a paralegal who has not yet met the requirements set forth in Section 2.1(a)(iii); or (iii) any person working as a temporary or freelance paralegal, either

as an independent contractor or through a company contracting paralegal services to the legal community, who works an average of less than 35 hours per week. An associate member in good standing may fully participate in the affairs of the Association, but shall not have the right to vote, hold office, or serve as a Director or Chairman of a committee.

- (g) **Patron Member:** A Patron member is a person or business entity interested in the Association's purpose. A Patron member in good standing will be entitled to certain preferred sponsorship and advertising privileges as determined by the Board of Directors. Patron members shall not have the right to vote, hold office, or serve as a Director or Chairman of a committee.
- (h) **Law Firm Member:** Firm: A Law Firm Member is determined as a business engaged in the practice of law. Law Firm Members shall benefit from certain privileges and benefits including advertising and speaking opportunities as well as those provided to the general membership.

**Section 2.2 Definition of Paralegal.** A paralegal is a person, qualified through education, training, or work experience, who is employed or retained by a lawyer, law office, governmental agency, or other entity, in a capacity or function which involves the performance, under the ultimate direction and supervision of an attorney, of specifically delegated substantive legal work, which work, for the most part, requires a sufficient knowledge of legal concepts that, absent such assistant, the attorney would perform the task.

**Section 2.3 Admission Procedure.** Application to become a member shall be made on a form approved by the Board of Directors. Such application shall be submitted to the Membership Committee of the Board of Directors, together with the required application fee and annual dues. The Membership Committee may approve all applications, which act shall be subject to the Board's right to reverse, which must be exercised within sixty (60) days of approval. If the Board of Directors determines that an application does not meet the requirements for membership, the Board of Directors shall deny the application for membership. Notice of such denial shall be given by the Board of Directors to such applicant within thirty (30) days of the Board's review of the application. Any applicant who is denied membership shall have the right to a hearing before the Board of Directors within thirty (30) days after a written request for such a hearing. Any investigations into and determinations as to an applicant's or member's classification shall be made by the Board in accordance with procedures deemed appropriate by the Board.

#### **Section 2.4 Resignation or Reclassification of Membership.**

- (a) **Ineligibility:** Upon becoming ineligible for the class of membership in which he or she is classified, a member shall, after a grace period of forty-five (45) days, notify the Board of Directors of such ineligibility and request an appropriate change of class or resign from the Association. Authorized leaves of absence granted to a voting member by his or her employer shall not be considered a termination of employment requiring a change of classification or resignation from the Association, provided such leave of absence is temporary.

- (b) **Other Classification Changes.** A member who, due to changes in circumstances, wishes to be reclassified, may make a written application for reclassification on a form approved by the Board of Directors, and if the application is approved upon payment of any difference in the amount of dues required, he or she shall be reclassified.

**Section 2.5 Application Fee and Annual Dues.** Each new member of the Association shall pay an application fee and annual dues to the Association in such an amount as shall be determined from time to time by the Board of Directors. Each renewing member shall submit renewal forms approved by the Board and pay annual dues, in advance, on or before December 1st of each year. Any member whose dues have not been received by the Treasurer by 5:00 p.m. on the 1st day of November shall be notified in writing that he or she is in arrears. If such member's dues have not been received by the Treasurer by 5:00 p.m. on the 31st day of December, such member shall be automatically dropped from membership in the Association.

**Section 2.6 Continuing Legal Education Requirement.** Renewing voting members must complete six (6) hours of substantive continuing legal education by October 1 of each membership year, two (2) hours of which may be self-study. The Association will use the following criteria for approval of continuing education courses for credit toward mandatory CLE requirements for members.

- (a) The Association will accept as "substantive law" CLE credits for seminars presented or approved by the State Bar of Texas, the Texas Board of Legal Specialization, the National Association for Legal Assistants, and the National Federation of Paralegal Associations.
- (b) A CLE course not accredited by any of the above-referenced groups will be accepted if it is a substantive law course offered by an individual or entity who/which would qualify for approval ("qualified presenter") if submitted to one of the organizations mentioned in (a) above. "Substantive Law Course" means an organized program of legal education dealing with:
  - (1) substantive or procedural subjects of law;
  - (2) legal skills and techniques;
  - (3) legal ethics and/or legal professional responsibility; or
  - (4) alternative dispute resolution.

Additionally, law office management programs accredited by the State Bar of Texas will be accepted.

A "qualified presenter" means an attorney, judge, or paralegal who is familiar with the topic presented or an expert in the particular subject matter comprising the course.

- (c) Speaking and writing credit will be considered for approval under the same criteria as (a) and (b) above.

**Section 2.7 Reinstatement.** Any former member of the Association who has resigned or has been dropped from membership must re-apply and provide documentation of required CLE or change membership classification.

**Section 2.8 Involuntary Reclassification of Members.** Upon a two-thirds (2/3) affirmative vote by the Board of Directors, any member may be reclassified upon a determination by the Board. Such action shall be immediate, conclusive, and final, but shall not be taken without notice to, and opportunity for response by, the member.

**Section 2.9 Removal, Expulsion of Membership, Disciplinary Action, or Denial of Membership.** A member may be removed from office or expelled and membership thereby terminated or application for membership or for reinstatement of membership may be rejected for: (a) conviction of a felony involving moral turpitude; (b) revocation or suspension of a license or permit to practice or engage in a profession or occupation; (c) expulsion from or suspension of membership in a law-related professional association; (d) conviction of a misdemeanor involving theft, embezzlement or fraudulent misappropriation of money or other property; or (e) violation of the Code of Ethics adopted by the Association. Such action shall be in accordance with procedures deemed appropriate by the Board of Directors after review by an ad hoc Review Committee appointed by the Board, but shall not be taken without notice to and an opportunity for response by the member.

### **ARTICLE 3 - OFFICERS**

**Section 3.1 Number.** The officers of the Association shall be President, President-Elect (Education), First Vice President (Programs), Second Vice President (Membership), Secretary, Treasurer and Parliamentarian. The Board may also appoint such assistant officers as it deems appropriate; however, such assistant officers shall have no voting power.

**Section 3.2 Term.** Term of office shall be January 1 through December 31 of each year.

**Section 3.3 Limitation.** No officer shall serve in the same office for three (3) full years in succession, nor may any person hold two (2) elected offices at the same time.

**Section 3.4 Vacancies.** Except as more specifically set forth in this paragraph, any vacancy in any office for an unexpired term shall be filled by the Board of Directors. If the President-Elect for the preceding fiscal year shall have succeeded to the office of President because of vacancy in the office during that year, he or she shall, nevertheless, be entitled to serve as President for the full year following the year for which he or she was elected President-Elect. If the President-Elect has resigned or has been removed from office before officer nominations for the following year have been taken from the floor in a regular meeting of the Association, an eligible member may declare candidacy or may be nominated by an eligible voting member and his or her name placed on the ballot for the office of President. If the President-Elect has resigned or has been removed from office after nominations for the following year have ceased, the vacancy shall be filled by the Board of Directors as a vacancy in an unexpired term.

**Section 3.5 Records.** Each officer shall be responsible for maintaining written records and procedure information of that office and shall convey these records to the successor. The retention periods for these records are as follows:

President - Records shall be kept for the current year and the preceding two years.

President-Elect - Records shall be kept for the current year and the preceding two years.

First Vice President (Programs) - Records shall be kept for the current year and the preceding two years.

Second Vice President (Membership) - Records shall be kept for the current year and the preceding four years.

Secretary - Records other than Minutes, shall be kept for the current year and the preceding two years. The Minutes of the Association must be kept in a permanent record.

Treasurer - Records, other than tax returns, shall be kept for the current year and the preceding five years. All tax returns must be kept in a permanent file.

Parliamentarian - Records shall be kept for the current year and the preceding two years.

**Section 3.6 Attendance.** It is expected that Board meetings shall be regularly attended by its officers and committee chairs. If at any time an officer or committee chair misses three (3) Board meetings, such person may be subject to removal upon discussion and approval by the Board.

**Section 3.7 Resignation or Reclassification of Officers and Committee Chairmen.** An officer or committee chairman, upon becoming ineligible pursuant to Section 2.4(a) and after the prescribed grace period, shall be appropriately reclassified and deemed to have immediately resigned and shall be replaced pursuant to Section 3.4.

#### **ARTICLE 4 - DUTIES OF OFFICES**

**Duties of Offices.** The duties of each officer shall be set forth in the Procedures Manual of the Association adopted by the Board of Directors, as amended from time to time. Any officer may be removed as a member at any time pursuant to Section 2.9 hereof and shall be reclassified and removed under events requiring such action pursuant to Section 3.7.

Upon election of an officer, the elected officer shall inform the Board at the January Board Meeting of any legal related associations or organizations in which he/she has board voting privileges. Any newly elected officer with Board voting privileges with other legal related associations or organizations shall be excluded from voting on any issues which are in direct conflict with issues being voted upon by the FWPA Board.

## **ARTICLE 5 - BOARD OF DIRECTORS**

**Section 5.1 Membership and Authority.** The Board of Directors shall consist of the six (6) elected officers and the immediate past President. The Board of Directors shall conduct and manage all business affairs of the Association, shall administer the Bylaws, and shall determine matters of policy not in conflict with the Bylaws of the Association. Voting by proxy shall not be permitted.

**Section 5.2 Meetings/Quorum.** Meetings of the Board of Directors shall be held as needed. The date of such meetings shall be set by the President. The presence in person of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business (voting issues) at all meetings of the Board of Directors, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws.

**Section 5.3 Notice.** The Board members shall be notified at least three (3) days prior to the Board Meeting.

**Section 5.4 Special Meetings.** Special meetings of the Board of Directors may be called by the President or by notice to the President by two (2) members of the Board of Directors. Such a meeting may be held in executive session of the voting members of the Board if the topic of the meeting is of a time sensitive nature or of a confidential nature. Minutes will be recorded at special meetings.

**Section 5.5 Past President.** The immediate Past President shall be an ex-officio and voting member of the Board of Directors and shall serve as Parliamentarian of the Association.

**Section 5.6 Director of State Bar Paralegal Division.** The current director representing the District 3, if available, shall be an ex-officio and non-voting member of the Board.

**Section 5.7 Committee Chairmen.** All Chairmen of standing and then-functioning ad hoc committees shall be ex-officio and non-voting members of the Board of Directors and are encouraged to attend all Board meetings or special meetings where issues will be addressed concerning the activities of their committee. Should a committee chairman be absent from a board meeting, a written report of that committee should be submitted to the President prior to the Board Meeting.

**Section 5.8 Written Consent of Directors.** Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by the number of directors or committee members, as the case may be, as would be necessary to take such action at a meeting at which all persons entitled to vote on the action were present and voted. For purposes of this Section 5.8, an electronic transmission of a consent by a director or committee member is considered a signed writing if the transmission contains or is accompanied by information from which it can be determined that the electronic transmission was transmitted by the director or committee member, as the case may be, and the date on which it was transmitted. Such consent must be filed with the minutes of proceedings of the Board of Directors or of the committee. Such

consent shall have the same force and effect as a vote at a meeting where such directors or officers were present and voted, and may be stated as such in any document. Prompt notice of the taking of any action by the directors or committee members without a meeting by less than unanimous written consent shall be given to those directors or committee members who did not consent in writing to the action.

**Section 5.9 Electronic Meetings.** Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by such Board may, unless otherwise restricted by statute, by the Articles of Incorporation, or by these Bylaws, participate in and hold any meeting of such Board of Directors or committee by using conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet (but only if, in the case of such other suitable communications system, each person entitled to participate in the meeting consents to the meeting being held by means of that system and the system permits each person participating in the meeting to communicate concurrently with all other persons participating in the meeting). If voting is to take place at the meeting, reasonable measures must be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified and a record must be kept of any vote or other action taken. Participation in a meeting pursuant to this Section 5.9 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

## **ARTICLE 6 - ELECTIONS**

**Section 6.1 Eligibility.** Only voting members in good standing may be nominated for office in the Association.

**Section 6.2 Procedure.** The election procedure shall be set forth in the Procedure Manual for the Association adopted by the Board of Directors, as amended from time to time, and shall be carried out by the Elections Committee.

**Section 6.3 Term.** Officers shall be elected to serve for one (1) year, or until their successors are elected.

## **ARTICLE 7 - STANDING COMMITTEES**

**Section 7.1 Designation.** The standing committees shall be established and their functions assigned by the President with the approval of the elected officers. Each committee chairman shall be an ex-officio and non-voting member of the Board of Directors and is encouraged to attend regular Board meetings. Each committee chairman shall appoint committee members as necessary.

**Section 7.2 Review.** All committee actions will be subject to review by the Board of Directors. The President shall be an ex-officio and voting member of all committees.



**Section 7.3 Rules.** Each committee of directors or advisory board or committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

**Section 7.4 Standing Committees.** The standing committees of the Association shall include, but not be limited to, the following:

- (a) **Program Committee:** The Program Committee shall be chaired by the First Vice President and shall be responsible for planning the programs and making arrangements for the membership meetings.
- (b) **Membership Committee:** The Membership Committee shall be chaired by the Second Vice President and shall be responsible for implementing a membership plan for the Association. This committee shall also be responsible for maintaining a current membership roster.
- (c) **Education Committee:** The Education Committee shall be chaired by the President-Elect and shall provide a means of continuing education relevant to the paralegal profession through seminars, assisting each Specialty Section Committee Chair in planning Specialty Section CLE as outlined in the procedure manual, and by submitting timely articles to the Publications Committee.
- (d) **Publications Committee:** The Publications Committee shall edit and publish the membership newsletter, flyers and other publications as designated by the Board of Directors.
- (e) **Professional Development Committee:** The Professional Development Committee shall be responsible for reviewing the developing status of the paralegal career, publishing an annual employment survey for the membership, and submitting relevant articles to the Publications Committee for each newsletter of the Association.
- (f) **Placement Committee:** The Placement Committee shall be responsible for maintaining a source to which the Association's members and local attorneys and legal departments may exchange information regarding available positions. The procedures by which the committee operates shall be approved from time to time by the Board of Directors.
- (g) **Elections Committee:** The Elections Committee shall be responsible for carrying out the procedures approved by the Bylaws and the Board of Directors for the annual election of officers.
- (h) **Public Relations Committee:** The Public Relations Committee shall be responsible for organizing, or cooperating with other entities in the organization of, social and public relations functions for participation by the Association.
- (i) **Community Service Committee:** The Community Service Committee shall be responsible for organizing and overseeing all areas in which the Association becomes

involved for service to the community, including, but not limited to, the cooperation with other legal entities in the delivery of pro bono services to the community.

- (j) **Paralegal of the Year Committee:** The Paralegal of the Year Committee shall be responsible for carrying out the procedure approved by the Board of Directors for the annual nominations and selection of the Paralegal of the Year.
- (k) **Advertising Committee:** The Advertising Committee shall be responsible for contacting potential vendors to advertise in the newsletter and other various publications. This committee shall be responsible for invoicing and collecting for this service and making the advertisement available to the publications editor in a timely manner
- (l) **Ethics Committee:** The first objective of the Ethics Committee is to prevent professional misconduct by FWPA members and to promote professional, ethical behavior among paralegals through continuing education, participation, and discussion. The second objective is to receive complaints regarding professional misconduct of FWPA members and to act in an advisory capacity to the Board of Directors regarding complaints.
- (m) **Scholarship Committee:** The Scholarship Committee shall be responsible for coordinating with the schools to solicit scholarship applicants, evaluating the applicants, and awarding FWPA's scholarship.
- (n) **TVAS:** The TVAS Committee shall be responsible for holding a place of the Tarrant County Bar Association's TVAS committee and shall be responsible for coordinating paralegal volunteers for all TVAS events and activities.
- (o) **Website Committee:** The Website Committee shall be responsible for interfacing between the Association and a website provider to maintain the FWPA site.

## ARTICLE 8 - MEETINGS

**Section 8.1 Regular Meetings.** Regular membership meetings of the Association shall be each month at a place and time designated by the Board of Directors, with appropriate notice given to the members. The final regular meeting of the year shall also constitute the Annual Meeting.

**Section 8.2 Special Meetings.** Special meetings may be called by the President, the Board of Directors, or one-fourth (1/4) of the voting membership, providing five (5) days' notice has been given to the voting members. Such a meeting may be held in executive session of the voting members of the Board if the topic of the meeting is of a time sensitive nature or of a confidential nature. Minutes will be recorded at special meetings. No business shall be transacted at a special meeting of the membership except as stated in the notice of such meeting.

**Section 8.3 Open Meetings.** All general membership meetings, CLE events, and FWPA sponsored socials are open to the public. All Board of Directors' meetings are open to members in

good standing, unless otherwise specified by the Board of Directors. Those members in good standing shall be offered an opportunity to address the Board for discussion.

**Section 8.4 Quorum.** A quorum shall consist of ten percent (10%) of the voting membership in good standing. If a quorum shall not be present at any meeting of the members, the members present and entitled to vote at such meeting may adjourn the meeting without notice, other than announcement at the meeting, until a quorum shall be present.

**Section 8.5 Manner of Acting.** A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members unless a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

**Section 8.6 Voting by Written Ballot.** Any action which may be taken at any annual or special meeting of the members (including the election of officers and directors and amendment of the Bylaws) may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. Voting by written ballot shall be permitted to the fullest extent allowed by law and shall be conducted as follows:

- (a) The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
- (b) The number of ballots received by the Association must equal or exceed the quorum that would have been required had there been a meeting (i.e., the Association must have received a valid ballot from twenty percent (20%) or more of its voting members).
- (c) Unless otherwise indicated in these Bylaws, a majority of the affirmative votes cast by ballot shall constitute the action of the members with respect to each matter on the ballot.
- (d) All solicitations for votes by written ballots shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the Association in order to be counted.
- (e) To the fullest extent allowed by law, the election process may be completed by written ballots delivered to members and received from members by electronic mail or by an internet or other electronic-communications-based protocol as determined by the Board of Directors.

**Section 8.7 Record Date.** Only those persons who are members of the Association at least ten (10) days immediately prior to the day upon which the Association transmits notice of any meeting to its members shall be entitled to receive notice of such meeting.

## **ARTICLE 9 - AMENDMENTS**

The Association's Charter and/or these Bylaws can be amended by a two-thirds (2/3) ballot vote of the voting members present at any monthly meeting. All voting members shall be provided notice of the proposed ballot vote and a copy of the proposed amendment at least five (5) days prior to the vote, provided the notice requirement shall not prohibit the directors from adopting the proposed amendment, effecting the proposed repeal, or adopting the proposed new bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting. These Bylaws may not be amended or repealed by, nor may new bylaws be adopted by, the Board of Directors.

## **ARTICLE 10 - INDEMNIFICATION**

**Section 10.1 Indemnification.** The Association shall indemnify any person who was, is, or is threatened to be made a named defendant in a proceeding because the person is or was a director or officer of the Association or while a director or officer is or was serving at the request of the Association as a governing person of another entity, against all judgments, penalties, fines, settlements, and reasonable expenses (including attorney's fees) incurred in connection with any threatened, pending, or completed action, suit, or proceeding relating to that person's activities on behalf of the Association to the fullest extent that a corporation may grant indemnification to a governing person under Chapter 8 of the Texas Business Organizations Code as the same exists or may hereafter be amended.

**Section 10.2 Limitation.** The indemnification provided in Section 10.1 is allowed only if it is determined, as set forth in Section 10.4 that the person:

- (a) conducted himself in good faith;
- (b) reasonably believed:
  - (i) in the case of conduct in the official capacity as a director, that the conduct was in the best interest of the Association, and
  - (ii) in all other cases, that the conduct was at least not opposed to the Association's best interests; and
- (c) in the case of any criminal proceeding, that there was no reasonable cause to believe the conduct was unlawful.

**Section 10.3 Prohibition.** No indemnification shall be allowed in cases where personal benefits were improperly received or in which the indemnitee is found liable to the Association.

**Section 10.4 Determination of Indemnification.** A determination of indemnification under Section 10.1 must be made as set forth in the Texas Business Organizations Code.

**Section 10.5 Advancement of Expenses.** Reasonable expenses incurred by a director, officer, or other person may be paid or reimbursed by the Association in advance of the final disposition of the proceeding if the Association receives a written affirmation that the standard of conduct

required by Section 10.2 has been met and a written agreement undertaking to repay such amount if its' ultimately determined that those requirements were not met and a determination is made that the facts as then known would not preclude such indemnification.

**Section 10.6 Savings Clause.** It is the intent of the Association to provide indemnity to its directors, officers, employees, and agents to the fullest extent allowed by law. To the extent that these bylaws conflict with the Texas Business Organizations Code, that Act shall control, and to the extent that the Texas Business Organizations Code contains additional rights and preferences, those rights and preferences are hereby incorporated by reference.

## **ARTICLE 11 - GENERAL PROVISIONS**

**Section 11.1 Fiscal Year.** The fiscal year of the Association shall be determined by the Board of Directors.

**Section 11.2 Assets.** The Association shall be authorized to raise funds by dues, fees, solicitation, benefits, lectures, and other legitimate methods. The Association shall be authorized to receive gifts, legacies, and bequests (for general or specific purposes), subject to approval of the Board of Directors. The Association shall accept no gifts which would disqualify it as an exempt organization under Section 501 (c)(6) of the Internal Revenue Code or its regulations as they now exist or as they may hereafter be amended.

**Section 11.3 Expenses.** At the beginning of each fiscal year, the Board of Directors shall adopt a budget for the year. The Treasurer shall be authorized to make any expenditure provided for in the budget adopted. The procedures for determining the budget and making expenditures not provided for in the budget shall be set forth in the procedures manual.

**Section 11.4 Annual Statement.** The Board of Directors shall present at the end of each fiscal year, and when called for by vote of the members at any regular or special meeting of the members, a full and clear statement of the financial condition of the Association.

**Section 11.5 Independent Audit.** The Board of Directors shall have an independent audit performed on the Association's financial records by a certified public accountant as it deems necessary.

**Section 11.6 Contracts.** The Board of Directors may authorize any officer or officers, or agent or agents, of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Association, and such authority may be general or confined to specific instances.

**Section 11.7 Checks, Drafts, or Orders for Payment.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, or agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the President of the Association.

**Section 11.8 Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select or as may be selected in accordance with procedures established by the Board.

**Section 11.9 Loans to Officers and Directors Prohibited.** No loans shall be made by the Association to its officers and directors, and any directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Association for the amount of such loan until repayment thereof.

**Section 11.10 Invalid Provisions.** If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

**Section 11.11 Headings.** The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

**Section 11.12 Affiliated Transactions.** No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, or association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

- (a) The material facts concerning the financial interests are disclosed to the Board of Directors or committee and the Board of Directors or committee authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors or committee members.
- (b) The contract or transaction is fair to the Association at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.
- (c) The interested director or committee member that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested director or committee member may participate in the discussion of the matter, but may not vote.

**Section 11.13 Prohibited Acts.** As long as the Association is in existence, and except with the prior approval of the Board of Directors, no director, officer, or committee member of the Association shall:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Association.
- (b) Do any act with the intention of harming the Association 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 Association.

- (d) Receive an improper personal benefit from the operation of the Association.
- (e) Use the assets of this Association, directly or indirectly, for any purpose other than carrying on the business of this Association.
- (f) Wrongfully transfer or dispose of Association property, including intangible property such as good will.
- (g) Use the name of the Association (or any substantially similar name) or any trademark or trade name adopted by the Association, except on behalf of the Association in the ordinary course of the Association's business.
- (h) Disclose any of the Association business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

**Section 11.14 Audit by FWPA Board.** All FWPA bank accounts and transactions shall be reviewed by an officer of the Board other than the Treasurer twice per year. The Treasurer shall turn over all bank statements, canceled checks, checkbook registers, deposit slips, expense reimbursement requests, receipts, and any other documents or materials requested by the reviewing officer at the June and December board meetings for such review. The reviewing officer shall report the findings of such review at the following Board Meeting.

**Section 11.15 Reconciliation of Accounts.** All bank accounts must be reconciled on a monthly basis and evidence of such reconciliation shall be provided to the Board at each Board Meeting.

**Section 11.16 Request for Reimbursements.** All requests for expense reimbursements must be submitted in writing by any person requesting such reimbursement and no monies for reimbursement will be tendered without such written request and proper documentation and/or receipts.

**Section 11.17 Construction.** If any portion of these Bylaws shall be invalid or inoperative then, so far as is reasonable and possible, the remainder of the Bylaws, as amended from time to time, shall be considered valid and operative, and effect shall be given to the intent manifested by the portion held invalid or inoperative.

**Section 11.18 Relation to Articles of Incorporation.** The Bylaws, as amended from time to time, are subject to and governed by the Articles of Incorporation, as amended from time to time.

**Section 11.19 Notice.** Whenever, under the provisions of any law, the Articles of Incorporation, or these Bylaws, notice is required to be given to any member, director, or committee member of the Association, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission, by email or other form of electronic communication permitted by the Texas Business Organizations Code, or by mail, postage prepaid, addressed to such member, director, or committee member at such person's address as it appears on the records of the

Association. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mail, as aforesaid. Any notice required or permitted to be given by facsimile transmission or email or other form of electronic communication shall be deemed to be delivered upon successful transmission of such facsimile or email or other form of electronic communication.

**Section 11.20 Waiver of Notice.** Whenever any notice is required to be given to any member, director, or committee member of the Association under the provisions of any law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE 12 - AFFILIATIONS**

The Association may enter into affiliations with associations with common interests and purposes by recommendation of the Board of Directors and two-thirds (2/3) vote of the full general membership, such vote to be taken in such a manner to include all members of the Association entitled to vote (whether or not present at a meeting) on a date to be specified in the Notice of Recommended Affiliation from the Board of Directors.

## **ARTICLE 13 - DISSOLUTION**

Upon dissolution of the Association for any reason, a majority of the Board of Directors then in office shall, after providing for the payment of all liabilities of the Association, dispose of all of the assets by distribution to a tax exempt corporation organized under the laws of the State of Texas and qualifying as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Approved by the Board of Directors on this 1<sup>st</sup> day of October, 2019.

By:   
Monty Mayes  
2019 President

Submitted to Membership on the 15th day of September, 2019.  
Action taken: Approved by 2/3 majority vote of  
the voting members present at the October 2019  
General Membership Meeting and responding to  
the online vote submitted on October 29, 2019.

By:   
Trisha Klement  
2019 Ad Hoc Bylaw Committee