

**REVISED AND RESTATED BYLAWS OF THE
DALLAS LGBT+ BAR ASSOCIATION
Adopted August 6, 2019
Amended and restated December 12, 2021**

ARTICLE I – NAME AND PURPOSE

1.1 NAME

The name of this Association is the Dallas LGBT+ Bar Association, Inc. (the “Association”).

1.2 PURPOSES

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

In particular, the Association seeks to promote awareness in its community of issues pertinent to the lives of Gender and Sexual Minority (“GSM”) (i.e., “LGBTQIA+”) citizens, lawyers, legal professionals, and law students; celebrate the diversity and culture of GSMs; advocate for inclusion and equality of all persons regardless of sexual orientation or gender identity; assist in research and further legal scholarship on GSM concerns; educate fellow lawyers on how to be inclusive of GSMs in the community, work place, and legal academy; provide a safe space for GSM lawyers and allies to meet and form a sense of community; and show appreciation to allies of the GSM community.

The Association is neither an attorney nor law practice. The Association, therefore, cannot provide legal advice.

ARTICLE II – MEMBERS

2.1 REGULAR MEMBERSHIP

To be eligible for Regular Membership, a person must: (a) be admitted to practice and in good standing in the highest court of a State, Commonwealth, Territory or Possession, or the District of Columbia; (b) live or practice in Dallas County, Texas and/or surrounding counties, including: Collin County, Cooke County, , Denton County, Ellis County, Grayson County, Hunt County, Johnson County, Kaufman County, Navarro County, Parker County, Rockwall County, Tarrant County, Wise County (collectively, “Surrounding Counties”); (c) conduct themselves consistently with the purposes of the Association, as defined in Section 1.2; and (d) pay annual membership dues, as defined in Section 2.5.

2.2 HONORARY MEMBERSHIP

Members of other bars and other persons of distinction may be elected by the Board of Directors (the “Board”) to honorary membership in the Association. The Board may choose whom to elect, if anyone, in its sole discretion and may revoke any honorary membership in its sole discretion. Such honorary members have the same rights and privileges as regular members, except that honorary members do not have the right to vote or the right to hold office in the Association.

2.3 ASSOCIATE MEMBERSHIP

Non-attorney legal professionals may be eligible for Associate Membership if they meet the following qualifications: (a) live or practice in Dallas County, Texas and/or Surrounding Counties; (b) conduct themselves consistently with the purposes of the Association, as defined in Section 1.2; and (c) pay annual membership dues, as defined in Section 2.5.

2.4 LAW STUDENT MEMBERSHIP

Active law students are eligible for special, law student membership if such students: (a) attend a law school, ; (b) conduct themselves consistently with the purposes of the Association, as defined in Section 1.2; and (c) pay annual membership dues, as defined in Section 2.5.

2.5 MEMBERSHIP DUES

Each member must pay the annual dues fixed by the Board. The annual dues are payable on a date set by the Board, and should any member fail to pay said dues for three (3) months after said date, the member is subject to suspension as a member during the period of default. The Secretary must give notice of default to each member in default within 90 days after the due date.

2.5 SUSPENSION

Any member of the Association who no longer meets the qualifications for membership stated above is subject to immediate suspension from membership in the Association. The Board may determine in its reasonable discretion whether a member meets the requirements of Section 2.1.

2.6 RESIGNATION

Any member may resign by filing a written resignation with the Secretary.

2.7 REINSTATEMENT

Upon meeting the qualifications for regular membership of Section 2.1, a former member may be reinstated as a member of the Association.

2.8 TRANSFER OF MEMBERSHIP

Membership in this Association is not transferable or assignable.

ARTICLE III – BOARD OF DIRECTORS

3.1 BOARD COMPOSITION

The direction and management of the affairs of the Association and the control and disposition of its properties and funds is vested in a Board, which should generally consist of seven directors, but may vary according to procedures the Board establishes. A director must be a Regular Member of the Association to be eligible to serve on the Board. At no point in time may a simple majority of the directors of the Board be employed by the same practice, organization, or legal entity.

3.2 TERM OF OFFICE

Where the term “elective year” is used in these Bylaws, it refers to the period beginning January 1 of the year in question and ending December 31 of the following year. (For example, the “2022 elective year” begins January 1, 2022, and ends December 31, 2023.) Unless the Board resolves otherwise, the following provisions apply to terms of office. Upon appointment or election to the Board, each director shall be designated a “class 1” director or a “class 2” director. The term of office for each director is two years. The term of office for class 1 directors begins in odd-numbered elective years, and for class 2 directors in even-numbered elective years.

3.3 RESIGNATION

A director may resign by providing written notice of such resignation to the Association. The resignation is effective on the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation is not required to make the resignation effective.

3.4 VACANCIES

A vacancy in any seat on the Board occurs upon the death, removal, or resignation of the occupant thereof, or upon the disability of any occupant rendering them permanently incapable of participating in the management and affairs of the Association. Unless the Board resolves otherwise, vacancies in all director positions are filled by a simple majority vote of the Board. The term of any successor is for the unexpired term for which the former occupant thereof was elected.

3.5 MINIMUM BOARD MEMBERSHIP

The Board must have a minimum of three members. In the event the number of Directors falls below three, the existing Director with the longest tenure on the Board must appoint one or two other Directors as necessary to reach a total of three Directors, after which the Directors should convene to elect additional members to bring the total number of Directors to seven.

3.6 NOMINATING COMMITTEE

All Directors of the Association are nominated by the Nominating Committee. The Nominating Committee considers the gender, race, sexual orientation, gender identity, ethnicity, age, area of practice, size of the firm, prior bar activities, and pro bono work of the members in making the nominations. The number of candidates to be nominated for each position is in the discretion of a majority of the Nominating Committee, except that it must nominate at least one candidate per vacancy or anticipated vacancy.

Unless the Board resolves otherwise, (a) the Secretary of the Association is the chair of the Nominating Committee, (b) the Nominating Committee is composed of three current members appointed by the Board, and (c) the term of each member of the Nominating Committee is one year.

3.7 BOARD MEETING ATTENDANCE

It is the duty of each director to attend the regular and special meetings of the Board. An officer or director shall be deemed to have resigned from office upon (a) three unexcused absences from regular meetings in one fiscal year or (b) upon four total absences from regular meetings in one fiscal year whether excused or unexcused. Requests for excused absences must be directed to the President prior to the meeting. The President has the sole discretion to determine whether an absence is excused or unexcused.

3.8 CONFLICTS OF INTEREST

Whenever a director has a financial or personal interest in any matter coming before the Board, the affected director shall (a) fully disclose the nature of the interest; and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested and independent directors determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE IV – OFFICERS

4.1 TITLES

The officers of this Association are a President, Secretary, Treasurer, and such other officers as the Board resolves to appoint.

4.2 TERMS

Unless the Board resolves otherwise, the officers hold office for one elective year. The President, Secretary, and Treasurer need not be directors during the terms of their office, but must have been a director or held one of these three offices in the elective year preceding their office. (For example, a director finishing a board term on December 31, 2021, may be elected Secretary for the 2022

elective year and then President for the 2023 elective year without being reappointed or reelected to a board seat.) The President, Secretary, and Treasurer shall hold *ex officio* voting seats on the Board, even if they do not otherwise have unexpired director terms.

4.3 DUTIES

- (a) **President.** The President presides at all meetings of the Board and Annual Member Meetings. The President is the Chief Executive Officer of the Association and, subject to the control of the Board, has general charge and supervision of the administration of the affairs and business of the Association. Specific duties of the President include seeing that all orders and resolutions of the Board are carried into effect; signing and executing all legal documents and instruments in the name of the Association when authorized to do so by the Board; appointing and removing subordinate employees; submitting to the Board plans and suggestions for the work of the Association; directing its general correspondence; presenting recommendations concerning the work of the Association to the Board for decision; submitting a report of the activities and business affairs of the Association when called upon to do so by the Board; ensuring that the Association complies with all requirements to maintain its eligibility as a Texas business entity, including, but not limited to, the Association's payment of state and federal taxes; and performing other such duties as the Board may assign. Unless the Board resolves otherwise, the Association expects that the Secretary for any elective year will become President in the next elective year.
- (b) **Secretary.** The Secretary discharges the duties of the President in the event of their absence or disability for any cause whatever. The Secretary has charge of the records and correspondence of the Association subject to the direction of the President. Further duties of the Secretary include giving all notices required by these bylaws; attending all meetings of the membership and of the Board; taking and keeping of true minutes of all meetings of the Board; and discharging such other duties as the President or the Board may assign. The Secretary shall certify the membership roster for purposes of conducting membership votes and for any external inquiries regarding membership. The Secretary will provide each member a copy of these bylaws. In case of the Secretary's absence or disability, the Board may appoint an assistant secretary to perform the duties of the Secretary during such absence or disability. Unless the Board resolves otherwise, the Secretary is the chair of the Nominating Committee and chair of any committee or working group appointed by the Board responsible for strategic planning. Unless the Board resolves otherwise, the Association expects that the Secretary for any elective year will have served as a director or Treasurer during the previous elective year.
- (c) **Treasurer.** Whenever the Secretary is unable to perform the duties of the President during the President's absence or disability, the Treasurer performs such duties. In general, the Treasurer performs all the duties incidental to the office of Treasurer, subject to the Board's direction, and performs such additional duties as the Board may prescribe. More specifically, the Treasurer collect dues and special assessments from members. The Treasurer must maintain a current roster of membership, including designating honorary members, and will promptly furnish a roster to the Secretary upon the latter's request. The Treasurer must keep account of all monies, credits, and property of the Association that

come into their hands and must keep an accurate account of all monies received and discharged. Except as otherwise ordered by the Board, the Treasurer has custody of all the funds and securities of the Association and must deposit them in such banks or depositories as the Board designates. The Treasurer must keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Association, all of which books must be open at all times to the inspection of the Board; must submit a report of the accounts and financial condition of the Association at each annual meeting of the Board; and must make such transfers and alterations in the securities of the Association as the Board may order. The Treasurer also, under the direction of the Board, disburses all monies and signs all checks and other instruments drawn on or payable out of the funds of the Association; however, the Board may require these checks and other instruments to be signed by the President or other Officer, or in case of their absence or disability, by such member of the Board as the Board designates. The Treasurer must give bond only if required by the Board. In case of the absence or disability of the Treasurer, the Board may appoint an assistant Treasurer to perform the duties of the Treasurer during such absence or disability. The Board may periodically have a certified public accountant make an audit of the Association's financial records and procedures, as recommended by the Treasurer. Unless the Board resolves otherwise, the Association expects that the Treasurer for any elective year will have served as a director during the previous elective year.

4.4 REMOVAL

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

ARTICLE V – MEETINGS

5.1 REGULAR MEETINGS

Regular meetings of the membership may be held at such time and place that the Board shall designate.

5.2 ANNUAL MEETING

The annual meeting of the Association must be held in May of each year at a date, time, and place chosen by the Board; provided that if a regular meeting of the membership is held in May, then the annual meeting must be held at the same time and place. The purpose of the annual meeting is to provide a report to the membership regarding the state of the Association.

Failure to hold the annual meeting at the designated time will not work a dissolution of the Association. In the event the Board fails to call the annual meeting at the designated time, any member may make demand that such meeting be held within a reasonable time, such demand to be made in writing.

5.3 BOARD MEETINGS

Board meetings of the Association are held at such time and place that the Board designates, but not less than quarterly. Board meetings are open to the membership unless an executive session of the Board is called. Five (5) Board members constitutes a quorum of the Board.

5.4 ADDITIONAL OR OTHER MEETINGS

Additional or other meetings of the Board or the membership may be held whenever called by the President of the Association or upon the written request of at least five (5) of the members of the Board. The Board may meet in executive sessions at such times and places as the President directs. The Secretary must give Board members reasonable notice of all such executive sessions. Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the members.

5.5 NOTICE OF MEMBERS' MEETING

The Secretary must provide written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by electronic transmission, or by mail, to each member entitled to vote at such meeting. If mailed, such notice is deemed to be given when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Association, with postage thereon paid. If transmitted by electronic transmission, notice is deemed to be given on successful transmission of the message to each member's last-known address, without regard to whether the member receives it.

5.6 QUORUM OF MEMBERS

Unless otherwise provided in the Certificate of Formation or in these Bylaws, members holding one-tenth of the votes entitled to be cast, represented in person or by proxy, constitute a quorum at a membership meeting. Unless otherwise provided in the Certificate of Formation or these Bylaws, once a quorum is present at a meeting of members, the members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person or by proxy to vote does not affect the presence of a quorum at the meeting. Unless otherwise provided in the Certificate of Formation or these Bylaws, the members represented in person or by proxy at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the majority of the members represented in person or by proxy at that meeting.

5.7 VOTING OF MEMBERS

Each Regular Member is entitled to one (1) vote on each matter submitted to a vote of the members, except to the extent that the voting rights of members of any class or classes are limited, enlarged, or denied by the Certificate of Formation or these Bylaws.

The vote of the majority of the votes entitled to be cast by the members present, at a meeting at which a quorum is present, is the act of the members' meeting, unless the vote of a greater number is required by law, the Certificate of Formation, or these Bylaws.

Any vote may be taken by voice or show of hands unless those present adopt a resolution that written ballots should be used, in which case written ballots must be used.

5.8 PROXY VOTING

Proxy voting is expressly prohibited at all meetings of the Association.

5.9 MEETINGS BY ELECTRONIC MEANS

The Board and any committee may meet by means of a remote electronic communications system, including teleconference, videoconferencing technology, or the Internet, provided each person entitled to participate in the meeting consents to the meeting being held by means of that system; and 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 in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the 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.

5.10 MEMBERSHIP VOTES WITHOUT MEETING

A member vote on any matter may be conducted by mail, by facsimile transmission, by electronic message, or by any combination of those methods.

ARTICLE VI - INDEMNIFICATION AND INSURANCE

6.1 INDEMNIFICATION

The Association has the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

6.2 INSURANCE

The Association may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against them and incurred by them in such a capacity or arising out of their status as such a person, whether or not the Association would have the power to indemnify them against that liability. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of

providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Association would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the Association. Without limiting the power of the Association to procure or maintain any kind of insurance or other arrangement, the Association may, for the benefit of persons indemnified by the Association, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Association; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Association or with any insurer or other person deemed appropriate by the Board regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Association. In the absence of fraud, the judgment of the Board as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement is conclusive and the insurance or arrangement is not voidable and will not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE VII - MISCELLANEOUS

7.1 WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the Association under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, is equivalent to the giving of such notice.

7.3 CONTRACTS

The Board may authorize any officer or officers, 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.

7.4 CHECKS, DRAFTS, ETC.

All checks, drafts, or other instruments for payment of money or notes of the Association under \$500 must be signed by such officer or officers or such other person or persons as the Board from time to time resolves. All checks, drafts, or other instruments for payment of money or notes of the Association \$500 or more must be approved by (a) the President or the Secretary of the Association, and (2) one separate director.

7.5 DEPOSITS

All funds of the Association must be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

7.6 GIFTS

The Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

7.7 FINANCIAL RECORDS AND ANNUAL REPORTS

The Association must maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Association, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Association must be kept at the registered office or principal office of the Association in this state for at least three years after the closing of each fiscal year and must be available to the public for inspection and copying there during normal business hours. The Association may charge for the reasonable expense of preparing a copy of a record or report.

7.8 FISCAL YEAR

The Board of Directors may determine the fiscal year of the Association; in the event they make no such election, the fiscal year is the calendar year.

ARTICLE VIII – CONSTRUCTION

8.1 PRONOUNS AND HEADINGS

The third-person plural pronouns (“they”, “them”, “their”) are used herein as both singular and plural pronouns to refer to individuals of any gender or who identify with no gender. All personal pronouns used in these Bylaws thus include persons of any gender and in any number, except where the context makes such an interpretation impossible. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

8.2 INVALID PROVISIONS

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, is held invalid or unenforceable, such provision will be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision will not be affected thereby.

ARTICLE IX - AMENDMENT OF BYLAWS

The Board may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers. Unless the Certificate of Formation or a bylaw adopted by the members provides otherwise as to all or some portion of these Bylaws, the members may amend or repeal these Bylaws or adopt new Bylaws even though the Bylaws may also be amended, repealed, or adopted by the Board.

Adopted by the Board on August 6, 2019; amended and restated December 12, 2021.

Nadia E. Flaherty
Secretary