

AMENDED AND RESTATED BYLAWS
OF
THE CATHOLIC BAR ASSOCIATION

ARTICLE ONE: BYLAWS AND MISSION

Section 1.01. Amended and Restated Bylaws

These Amended and Restated Bylaws of the Catholic Bar Association (“Association”) supersede and replace all prior Bylaws of the Association, including without limitation the Bylaws which were adopted as the Bylaws of the Association as of the 6th day of July 2015 and subsequently ratified at the Association’s inaugural General Assembly.

~~Section 1.01.~~ Section 1.02. Mission.

The Catholic Bar Association (~~“Association”~~) is a community of legal professionals that educates, organizes, and inspires its members to faithfully uphold and bear witness to the principles of the Catholic faith in the study and practice of the law. Its mission is described fully in the Certificate of Formation filed with the Texas Secretary of State on July 6, 2015 and all lawful amendments thereto. The regulation and management of the Association shall be consistent with this mission.

ARTICLE TWO: OFFICES

Section 2.01. Registered Office and Agent.

The Association shall continuously maintain a registered agent and registered office within the state of Texas.

Section 2.02. Principal Office and Additional Offices.

The principal office of the Association shall be located at such place as shall be determined by its Board. The Association may also have offices at such other places as the Board may from time to time determine and the business of the Association may require.

ARTICLE THREE: MEMBERSHIP

Section 3.01. Membership.

The Association shall have ~~three-two~~ classes of members who may exercise managerial authority over the Association: Local Affiliates and, Catholic Attorney Members, ~~and Catholic Lawmaker Members:~~

a) *Local Affiliates* are associations of Catholic legal professionals that serve a specific geographic area (e.g., a diocese) and which are represented by a minimum of ~~six~~ one (61) Individual Members in the Association. *Local Affiliates* shall demonstrate the support of its local ordinary, agree to support the mission of the Association, and pay dues as established by the Board. Provided that they meet the criteria for Catholic Attorney Membership as determined under Section 3.01 (b), current attorney members of Local Affiliates shall be entitled to receive a discount, to be determined by the Board, on their dues as Catholic Attorney Members.

b) *Catholic Attorney Members* shall be *Individual Members* who are practicing Catholics who (1) hold a license to practice law in a jurisdiction of the United States or any corresponding licensure in countries outside the United States; or (2) hold a Licentiate of Canon Law. ~~are qualified to practice canon law~~. *Catholic Attorney Members* shall support the mission of the Association and pay dues as established by the Board.

~~c) *Catholic Lawmaker Members* shall be *Individual Members* who are practicing Catholics who serve as elected officials of any city, county, state, or federal government.~~

The Association shall have classes of Individual Members who, unless the Board determines otherwise for good reason by a two-thirds majority vote, may not exercise managerial authority over the Association:

c) *General Members* shall not exercise managerial authority over the Association. *General Members* shall be *Individual Members* who are practicing Catholics inside or outside the United States, who support the mission of the Association, and pay dues as established by the Board.

d) The Board may establish additional classes of *Individual Members* who may not exercise managerial authority over the Association. All *Individual Members* shall agree to support the mission of the Association and pay dues as established by the Board.

~~The Board may establish other classes of *Individual Members* who may not exercise managerial authority over the Association. All *Individual Members* shall agree to support the mission of the Association and pay dues as established by the Board.~~

Section 3.02. Resignation and Removal.

~~Any m~~Member may resign at any time and the resignation shall take effect upon its receipt. The Board may withdraw the membership status of any member at any time, if, in the Board's sole discretion, the member has taken action to persuade the Association to act in a manner that is unfaithful to the Mission of the Association.

Section 3.03. The General Assembly.

~~The Catholic Attorney Members, including the~~ Local Affiliates, shall exercise their managerial powers over the Association by means of the Local Affiliates Committee, the Local Affiliate Directors, and the General Assembly. The representatives to the General Assembly shall be the:

- ~~a) Directors;~~
- ~~b) Past Presidents, provided that they are also Individual Members;~~
- ~~c) The Chaplain;~~
- ~~d) At the election of the General Assembly Chair and Vice Chair, Catholic Attorney Members in attendance at the General Assembly; and~~
- ~~e) Delegates appointed by each Local Affiliate in accordance with Section 3.04, below, in attendance at the General Assembly.~~

Each representative to the General Assembly shall be entitled to one vote on each matter submitted to a vote of the General Assembly.

Section 3.04. Local Affiliate Delegates.

Each Local Affiliate shall be entitled to designate at least one delegate to the General Assembly. Each delegate shall be a Catholic Attorney Member ~~or a Catholic Lawmaker Member~~ of the Association, in good standing. Local Affiliates who represent more than twenty-five Individual Members of the Association may send one additional delegate to the General Assembly for every additional twenty-five Individual Members, ~~or fraction thereof~~. The number of delegates shall be calculated based on the Roster in effect as of the Record Date. Delegates shall serve a one-year term.

Section 3.05. Powers of the General Assembly.

The powers of the General Assembly shall be:

- a) To elect the Association's Elected Officers;
- b) To elect the Association's At-Large Directors;

- c) To elect the Association's Local Affiliate Directors, who shall be nominated by the Local Affiliates Committee and approved by the Nominating Committee, which approval shall not be unreasonably withheld, conditioned or delayed, before the General Assembly is convened;
- d) To elect the Chair and Vice-Chair of the General Assembly for the prospective General Assembly;
- e) To adopt resolutions for review and consideration by the Board;
- f) To ~~cooperate with the Board in taking~~ any corrective action recommended by the Episcopal Advisory Committee and approved by the Board;
- g) Subject to the terms and conditions of Article Eleven, To adopt revisions to the Association's Certificate of Formation or these Bylaws, in accordance with applicable law and these Bylaws; and
- h) To transact such other business as may be requested of the General Assembly by the Board.

Section 3.06. Chair and Vice-Chair of the General Assembly.

The General Assembly shall be led by a Chair and Vice Chair, both of whom shall be Catholic Attorney Members ~~who are representatives to the General Assembly~~. The Chair and Vice Chair shall be responsible for developing the rules of order that shall govern the General Assembly and appointing committees as necessary to further the business of the General Assembly. The Chair and Vice Chair shall each be elected for a one-year term, and the Vice-Chair shall be the designated Chair-Elect.

Section 3.07. Roster.

The Secretary shall maintain at all times a current and accurate Roster of all current Local Affiliates and Individual Members in good standing.

Section 3.08. Annual Meeting; Special Meetings; Record Date.

An annual meeting of all members shall be held at a time and place set by the Board. The annual meeting of the General Assembly shall be held in conjunction with the annual meeting of the members. Special meetings of the General Assembly may be called by the Board or by the Chair of the General Assembly ~~or by with the majority approval of~~ the Board. The Record Date for purposes of determining the number of Delegates from Local Affiliates to the General Assembly shall be three (3) months two (2) weeks before the annual or any special meeting ~~and two (2) weeks before a special meeting~~.

Section 3.09. Quorum; Act of the General Assembly; Proxy Voting.

The presence of ~~a majority of the representatives to the General Assembly~~ at least twenty-five (25) representatives to the General Assembly, as defined in Section 3.03, shall constitute a quorum for the transaction of business and, except as may be otherwise specifically provided by statute, the Certificate of Formation, or these Bylaws, the act of a majority of the representatives present and voting at a duly constituted meeting of the General Assembly shall be the act of the General Assembly. Proxy voting is not permitted.

Section 3.10. Notice; Waiver of Notice.

Written notice (by electronic mail or U.S. Mail) of each annual meeting shall be given to all Local Affiliates and Individual Members not less than six (6) months nor more than twelve (12) months before the date of the meeting (unless another period of notice is required by law), stating the place, day, and hour of the meeting-; provided, a general electronic mail notice to the Association's Members in the nature of a "Save-the-Date" or similar announcement or promotion of the Association's annual conference and General Assembly shall be deemed sufficient to meet the preceding requirements. Written notice of any special meeting of the General Assembly shall be given to all Local Affiliates and Individual Members not less than ten (10) days nor more than sixty (60) days before the day of the meeting, and shall include the purpose or purposes for which the special meeting is called. Any member may waive a right to notice. Attendance at a meeting shall constitute a waiver of proper notice of the meeting, except if attendance is for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

ARTICLE FOUR: BOARD OF DIRECTORS

Section 4.01. Powers.

The property, affairs, and business of the Association shall be managed by its Board of Directors, which shall exercise all such powers of the Association and do all such lawful acts and things that are not prohibited by statute, the Certificate of Formation, or these Bylaws.

Section 4.02. Number and Qualification.

The Board shall normally consist of fifteen (15) Voting Directors (but in no case less than seven (7)), as follows:

- a) Twelve (12) At-Large Directors; and
- b) Three (3) Local Affiliate Directors, none of whom may be a member of the same Local Affiliate as any other Local Affiliate Director. ~~The Board shall normally consist of thirteen (13) Voting Directors (but in no case less than three (3)), as follows:~~

- ~~a) The President;~~
- ~~b) The Vice-President;~~
- ~~c) The Secretary;~~
- ~~d) The Treasurer;~~
- ~~e) The Immediate Past President; and~~
- ~~f) Eight (8) At-Large Directors~~

All Voting Directors shall be Catholic Attorney Members ~~or Catholic Lawmaker Members~~ of the Association. The Chaplain and the Executive Director, if any, shall serve as non-voting Directors. The number of At-Large and Local Affiliate Directors may be revised from time to time by action of the Board. Any decrease in the number of Directors shall not affect the tenure of any incumbent Director. Local Affiliate Directors shall be Catholic Attorney Members, be current attorney members of a Local Affiliate, and be nominated and elected in the manner contemplated in Section 3.05 (c). Local Affiliate Directors shall fulfill all of the duties of membership on the Board as Directors and, additionally, shall represent the interests of the Local Affiliates as a whole.

Section 4.03. **Term.**

~~Voting-At-Large~~ Directors shall serve for three-year terms, unless a shorter term for a specific Director is otherwise set by the General Assembly for the purpose of staggering the terms of Directors, and each ~~Voting-At-Large~~ Director may serve for a maximum of two consecutive terms or six consecutive years of service, whichever entails a greater number of years, on the Board. Local Affiliate Directors shall serve for one three-year terms, and each Local Director may serve for a maximum of sixtwo consecutive terms or six consecutive years of service, whichever entails a greater number of years, on the Board.- A prior Voting Director whose eligibility to serve on the Board ends due to consecutive years of service as contemplated in this Section 4.03 shall be-is eligible for reelection to the Board after a three-year absence from the Board; provided, the Board may, for good reason as determined by a two-thirds majority vote, waive or modify the requirement of a three-year absence and/or establish such Emeritus, Senior Status, or similar non-Voting Director positions as the Board deems appropriate and in the best interests of the Association.

Section 4.04. Resignation; Removal; Vacancies.

~~Any~~ Director may resign at any time by delivering a written resignation to the President or Secretary. If the written notice does not otherwise specify, it shall take effect upon its receipt. The acceptance of a resignation shall not be necessary to make it effective. ~~Any~~ Voting Director may be removed by the two-thirds vote of the remaining Directors in office for any reason or no reason, including, without limitation, three consecutive unexcused absences from Board of Directors meetings, if prior written notice of the intention to take such a vote has been given to every Director. If the office of any ~~Voting-At-Large~~ Director becomes vacant, the remaining Directors, though less than a quorum or less than the minimum number of Directors, may meet to elect a successor to serve until the next annual meeting of the General Assembly.

Section 4.05. Regular Meetings; Special Meetings.

The Board shall meet at least annually and its annual meeting shall be held in conjunction with the annual meeting of the members. Other regular meetings of the Board may be held at the times and places either within or outside Texas as the Board may determine by resolution. Special meetings of the Board may be called by the President or any two (2) Directors.

Section 4.06. Quorum and Act of the Board.

The presence of a majority of the Directors shall constitute a quorum for the transaction of business and, except as may be otherwise specifically provided by statute, the ~~[Articles of Incorporation]~~Certificate of Formation or these Bylaws, the act of a majority of the Directors present and voting at a duly constituted meeting of the Board shall be the act of the Board.

Section 4.07. Notice; Waiver of Notice.

No notice is required for regular meetings of the Board. Written notice of any special meeting of the Board shall be given to all Directors at least two (2) days before the date of the meeting and shall include the purpose or purposes for which the special meeting is called. Any Director may waive a right to notice. Attendance at a meeting shall constitute a waiver of notice of the meeting, except if attendance is for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

Section 4.08. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting, provided a written consent setting forth the action so taken is signed by at least

two thirds of the ~~all~~Voting Directors and filed with the minutes of the Board. A Voting Director may comply with the preceding requirements by means of an electronic mail message sent to the Secretary, who shall enter a record of each Voting Director's vote. The Secretary shall retain evidence of all such votes in the Association's corporate records. Prompt notice of the taking of an action by the Board without a meeting by less than unanimous written consent shall be given to each Voting Director who did not consent in writing to the action.

Section 4.09. Meetings by Remote Communication Technology.

Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can contemporaneously communicate with each other. Participation by such means shall constitute presence in person at such meeting. The minutes of the meeting shall note the names of those who participated by means of such communications equipment.

ARTICLE FIVE: COMMITTEES

Section 5.01. Episcopal Advisory Committee.

The Board shall, by a majority vote of the Voting Directors in office, appoint at least three (3) bishops of the ~~Roman~~-Catholic Church to an Episcopal Advisory Committee. The Episcopal Advisory Committee shall meet at least annually and its membership shall be self-perpetuating; the cCommittee itself shall set the terms of the committee members and fill any vacancy on the cCommittee. Subject to the Episcopal Advisory Committee's approval of any candidate recommended, the Board may from time to time recommend the appointment of additional bishops to the Episcopal Advisory Committee. The purpose of the cCommittee is to provide guidance to the Association as it strives to fulfill its mission. The cCommittee shall annually review the Association's activities and advise the Board of whether the Association's activities faithfully uphold and bear witness to the Catholic faith. An affirmative statement will sustain the Association's mission, provide confidence to its membership, and preserve the integrity of the Association's public presence. If the cCommittee cannot issue an affirmative statement due to the activities of the Association, the cCommittee shall offer its guidance to the Board of what corrective action is necessary. The cCommittee's statements and guidance are courtesies valued by the Association's membership: The Association must be ever vigilant and conscious of its adherence to its mission. The cCommittee shall also appoint a Chaplain for the Association.

Section 5.02. Executive Committee.

The Board may, by resolution adopted by a majority of the ~~D~~irectors in office, establish an Executive Committee to consist of the Association's Elected Officers. When the Board is not in session, the Executive Committee may exercise all of the powers of the Board, except to the extent that such authority is limited by the Board.

Section 5.03. Nominating Committee.

The Board shall by resolution establish a Nominating Committee, to consist of the President, ~~Vice~~-President-~~Elect~~, Immediate Past President, General Assembly Chair, and General Assembly Vice-Chair. Annually, the Nominating Committee shall develop and present a slate of nominees for the Elected Officers and At-Large Directors, for consideration by the General Assembly at its annual meeting.

Section 5.04. Local Affiliates Committee.

The Local Affiliates Committee shall consist of one representative from each Local Affiliate. Representatives to the Local Affiliates Committee shall be Catholic Attorney Members of the Association who shall be selected in such manner, and may serve for as many successive one year terms, as their respective Local Affiliates deem appropriate. The Local Affiliates Committee shall meet at least semi-annually, shall identify matters of concern to the Local Affiliates as a whole, shall bring those matters to the Board's attention through the Local Affiliate Directors, and shall nominate candidates to serve as Local Affiliate Directors. If the Local Affiliates Committee fails to nominate a candidate for any Local Affiliate Director position, the Nominating Committee shall nominate a candidate to fill such position, taking into account the qualifications, duties, and functions of the Local Affiliate Directors. The Local Affiliates Committee shall nominate a candidate to fill ~~any vacancy on the Board~~ the unexpired term of any Local Affiliate Director who is unable to complete his or her term due to ~~created by the resignation, ineligibility, or other inability to serve of a Local Affiliate Director~~, which candidate shall be subject to approval by the Board.

Section 5.05. ~~Other~~ Standing Board Committees.

The Board may, by resolution adopted by a majority of the ~~D~~irectors in office, establish one or more other ~~s~~Standing Board ~~C~~ommittees for purposes and powers that the Board may provide, except that no committee shall have or exercise the authority of the Board or the Executive Committee in the management of the Association. Each committee shall consist ~~of two or more persons, all of whom are of at least two~~ ~~D~~irectors who shall be appointed by the Board. The Director members of a ~~S~~standing Board ~~C~~ommittee shall

have the authority to appoint non-Directors to the committee, provided that they are Catholic Attorney Members. Any non-Director who becomes a member of a Standing Board Committee shall have the same responsibilities to that committee as any Director who is a member of the committee. The designation of a committee and the delegation of authority to it shall not relieve the Board, or any Director, of any responsibility imposed by law. The chair of each Standing Board Committee, who must be a Director, shall be appointed by vote of the General Assembly Board to serve a one year term, which term shall be renewable and may be successive for the entirety of the chair's tenure on the Board. By resolution adopted by a majority of the Directors in office, the Board may at any time terminate or otherwise modify the existence of any Standing Board Committee established pursuant to this Section 5.04.

Section 5.06. ~~Other~~ Ad Hoc Committees.

The Board or President may establish other ad hoc or special purpose committees and appoint members to the same, as needed. Membership on ~~the such~~ committees may, but need not be, limited to Directors. Unless otherwise determined for sound reason in connection with the pertinent committee's formation, ad hoc or special purpose committee members must be Catholic Attorney Members or members of a Local Affiliate. Committees so established shall not have or exercise the authority of the Board in the management of the Association. Any non-Director who becomes a member of a committee shall have the same responsibilities to that committee as any Director who is a member of the committee. A committee established pursuant to this Section 5.05 shall exist until the earlier to occur of accomplishment of the purpose or purposes for which it was formed or the President or the Board's decision to terminate the pertinent committee's existence.

Section 5.07. **Term; Resignation; Removal; Vacancies**

Except for the Episcopal Advisory Committee, each committee ~~chair-member~~ shall hold office until the next ~~regular annual meeting of the Board-General Assembly~~ following his appointment. ~~Any~~ member of a committee may resign from the committee at any time by giving written notice to the President or Secretary of the Association. If the written resignation does not otherwise specify, the resignation shall take effect upon its receipt. Any member of any committee may be removed by the Board at any time with or without cause. Any vacancy occurring on the Episcopal Advisory Committee shall be filled by the remaining bishops on that committee. Any vacancy occurring on the Executive Committee may be filled by a resolution adopted by a majority of the ~~D~~Directors in office. Any vacancy

occurring ~~among the Director members of or~~ any other committee or committees ~~may shall~~ be filled by the Board. Vacancies occurring among the non-Director members of such other committee or committees shall be filled by the Director members thereof.

Section 5.08. Meetings; Special Meetings.

Regular meetings of committees may be held at the times and places the committees may determine by resolution. Special meetings of committees may be called by the committee chair or any two (2) committee members.

Section 5.09. Quorum and Act of the Committee.

A majority of the members of a committee shall constitute a quorum for the transaction of business. The vote of a majority of the members of a committee present at a meeting at which a quorum is present shall constitute action of the committee.

Section 5.10. Notice; Waiver of Notice.

No notice is required for regular committee meetings. Written notice of any special committee meeting shall be given to all committee members at least one (1) day before the date of the meeting and shall include the purpose or purposes for which the special meeting is called. Any committee member may waive a right to notice. Attendance at a meeting shall constitute a waiver of notice of the meeting, except if attendance is for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

Section 5.11. Meetings by Remote Communication Technology.

Committee members may participate in a meeting of the committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can contemporaneously communicate with each other. Participation by such means shall constitute presence in person at such meeting. ~~The minutes of the meeting shall note the names of those who participated by means of such communications equipment.~~

Section 5.12. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by all of the members of the committee and filed with the ~~minutes-records~~ of the committee. ~~This consent shall have the same force and effect as a unanimous vote. A committee member may comply with the preceding requirements by means of an electronic mail message sent~~

to the committee chair, who shall retain evidence of all such votes in the committee's records. Prompt notice of the taking of an action by a committee without a meeting by less than unanimous written consent shall be given to each committee member who did not consent in writing to the action.

ARTICLE SIX: OFFICERS

Section 6.01. **Elected Officers.**

The Elected Officers of the Association shall be; President, ~~Vice-President~~President-Elect, Secretary, and Treasurer. The Officers shall be elected from among the Voting Directors ~~The Elected Officers shall be Catholic Attorney Members or Catholic Lawmaker Members of the Association~~ who have each served at least one year on the Board. The Immediate Past President shall be deemed an Elected Officer of the Association, although by virtue of his or her prior election as President, election as such shall not be required.

Section 6.02. **Appointed Officers.**

The Board may also appoint an Executive Director and one or more Assistant Secretaries and Assistant Treasurers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 6.03. **Chaplain.**

The Episcopal Advisory Committee shall appoint a priest of the Roman Catholic Church in good standing to serve as Chaplain. The Chaplain shall provide spiritual direction and guidance to the Board and Members of the Association and shall serve as a representative to the General Assembly and a non-voting Director.

Section 6.04. **Term of Office.**

The officers of the Association shall hold office for a term of one (1) year or until their successors are chosen and qualify, or until death, resignation, or removal. If any office becomes vacant for any reason, the vacancy shall be filled for the unexpired portion of the term by the Board. In the case of absence or disability of an officer, the Board may delegate for the time being any or all of the powers or duties of any officer to any other officer, Director, or any other person.

Section 6.05. Resignation or Removal.

Any officer may at any time deliver a written notice of intent to resign to the President of the Association which shall be effective upon ~~acceptance receipt~~ by the Board. An Elected Officer may be removed with cause by resolution adopted by a majority of the ~~D~~irectors in office. Officers appointed by the Board may be removed with or without cause by the Board at any time. The removal of an officer without cause shall be without prejudice to his contract rights, if any. The election or appointment of an officer shall not of itself create contract rights.

Section 6.06. President.

The President shall preside at all meetings of the Board of and annually shall report to the Board and the members on the statements of Episcopal Advisory Committee during the previous year. In conjunction with the General Assembly, the President shall oversee the implementation of any corrective action recommended by the Episcopal Advisory Committee and approved by the Board. The President shall, in good faith consultation with the Executive Committee, oversee the day-to-day operations of the Association and also shall perform such other duties and assume such other responsibilities as from time to time may be assigned by the Board.

Section 6.07. Immediate Past President.

Upon completion of his or her term as President, the President shall assume the office of Immediate Past President. The Immediate Past President shall be generally available to advise the President, the Board, the Executive Director, if any, and to undertake any such projects or assignments as the President and the Immediate Past President shall mutually determine. Any other term or condition of these Bylaws notwithstanding, a President's term of service as a Voting Director shall be deemed extended for one year following his or her presidency so as to accommodate his or her service as Immediate Past President.

Section 6.08. ~~Vice-President-Elect.~~

The ~~Vice-President-Elect~~ shall, in the absence or disability of the President, or upon delegation by the President or Board, perform the duties and exercise the powers of the President, or such of them as may be so delegated, and shall perform such other duties or exercise such powers as the Board of Directors shall prescribe. The ~~Vice-President-Elect~~ shall assume the office of President upon the end of the President's term.

Section 6.09. Secretary.

The Secretary shall attend all meetings of the General Assembly and the Board and shall record all votes and the minutes of all proceedings in the permanent records of the Association. The Secretary shall maintain the Roster of the Association. The Secretary shall give, or cause to be given, notice as is required of all meetings of the Board and General Assembly and shall perform such other duties as may be prescribed by the Board or President.

Section 6.10. Treasurer; Assistant Treasurers.

The Treasurer shall deliver all funds and securities of the Association which may come into the Association to such bank or other financial institutions or depositories as the Directors shall designate as a depository, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Association. If required by the Board, the Treasurer shall give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of this office, and for the restoration to the Association, in case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in possession or under the control of the Treasurer, belonging to the Association.

Section 6.11. Executive Director.

The Board may retain an Executive Director to manage the Association's day-to-day activities and business affairs, who shall perform such other duties as the Board may prescribe. The Executive Director shall serve as a non-voting Director.

ARTICLE SEVEN: CONFLICTS OF INTEREST

Section 7.01. Loans to Officers and Directors Prohibited.

No loans shall be made by the Association to its officers or 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 its repayment.

Section 7.02. Compensation of Directors and Committee Members.

Directors and members of any committee of the Association shall serve without compensation for those duties, though they may be entitled to reimbursement for any reasonable expenses incurred on behalf of the Association, as determined by the Board. Anyone barred from receiving compensation under these provisions shall not be barred from serving the Association in any other capacity and receiving reasonable compensation for such other services.

Section 7.03. Other Transactions with Directors, Committee Members, and Officers.

The Association may enter into a transaction or contract with a Director, committee member, or officer of the Association, or with any entity in which a Director, committee member, or officer has a managerial or financial interest, if the following conditions are met: (1) the material facts regarding the relationship are disclosed to the Board and any relevant committee; (2) the contract or transaction is fair to the Association and in the best interest of the Association; and (3) the contract or transaction is approved by a majority of disinterested Directors. For each instance of a conflict of interest, records of all relevant facts and the votes of each Director on the matter shall be recorded in the Board minutes.

Section 7.04. Conflict of Interest Policies and Annual Disclosure.

The Association shall maintain a complete Conflicts of Interest Policy that, at a minimum, meets the standards set forth in this Article VII and requires all Directors, committee members, and officers to annually disclose to all Directors his business, nonprofit, and familial affiliations relevant to the work of the Association.

**ARTICLE EIGHT: INDEMNIFICATION AND LIABILITY
INSURANCE**

Section 8.01. Liability Insurance.

The Board may, by resolution adopted by a majority of the Directors in office, approve the purchase and maintenance of liability insurance on behalf of any person permitted to be insured by the Association under these Bylaws, its Certificate of Formation, or by statute.

Section 8.02. Indemnification.

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or officer of the Association shall be indemnified by the Association against any and all liability and the reasonable expenses,

including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

Section 8.03. Limitations on Indemnification.

Notwithstanding the above, the Association will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the Association's best interests. In the case of a criminal proceeding, the person may be indemnified only if he did not have a reasonable cause to believe his conduct was unlawful.

Section 8.04. Member Immunity from Liability.

Neither Local Affiliates nor Individual Members shall be liable, personally or otherwise, for any debt, liability, or obligation of the Association.

ARTICLE NINE: FISCAL MATTERS AND RECORDKEEPING

Section 9.01. Fiscal Year.

The fiscal year of the Corporation shall be the calendar year.

Section 9.02. Execution of Instruments.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the officers or agents as shall be determined by the Board. In the absence of a determination, instruments shall be jointly signed by ~~the President and Treasurer of the Corporation~~ any two of the President, Vice-President-Elect, Secretary, or Treasurer of the Association.

Section 9.03. Minutes.

The Association shall keep correct and complete minutes of the proceedings of its General Assembly, Board and committees. The minutes of the General Assembly and all committee meetings shall be promptly distributed to all Directors at the conclusion of each meeting.

Section 9.04. Financial Records, Annual Reports, and Periodic Reports.

The Association shall maintain current and accurate financial records with complete entries as to all financial transactions of the Association, including all income and expenditures, in accordance with generally accepted accounting principles. Based on these records, the Board annually shall prepare or approve a report of the financial activity of the Association for the preceding year. The report must conform to accounting standards as adopted by the American Institute of Certified Public Accountants and must include: (1) a statement of

support, revenue, and expenses; (2) a statement of changes in fund balances; (3) a statement of functional expenses; and (4) a balance sheet for all funds. All records, books, and annual reports of the financial activity of the Association shall be kept at the registered office or principal office of the Association in the State of Texas for at least three years after the closing of each fiscal year. A Director may examine the Association's books and records for a purpose reasonably related to the Director's service as a Director.

Section 9.05. Public Inspection.

The Association shall make the following available for public inspection and copying at the Association's registered or principal office during regular business hours: (1) records, books and annual reports of the Association's financial activity; (2) the Association's annual federal tax information returns (if any); and (3) the Association's application for federal tax exemption. All attachments and amendments to these records must be provided to the extent required by law. The Association may charge a reasonable fee for preparing a copy of the items requested.

Section 9.06. Pronouns.

Pronouns throughout these Bylaws have been chosen to provide ease in reading and are not meant to exclude reference to the opposite sex.

Section 9.07. Definitions.

Any reference herein to "writing" or to a written document shall include electronic documents and writings unless otherwise specified. Any reference herein to "signature" or to "signed" documents shall include electronic signatures or authorization to sign via electronic mail message.

ARTICLE TEN: DISSOLUTION

The Association shall be dissolved when it fails to operate within its mission, and may be dissolved upon the affirmative vote of two-thirds of the Directors in office. In the event the Association is dissolved, its assets shall be distributed in accordance with its Certificate of Formation.

ARTICLE ELEVEN: AMENDMENTS TO ORGANIZING DOCUMENTS

The Certificate of Formation ~~and the Bylaws~~ of this Association may be amended, repealed, or expanded, by a two-thirds vote of the representatives to the General Assembly present at any regular or special meeting duly called for that purpose. The Bylaws of this Association may be amended, repealed, or expanded, by a two-thirds vote of the representatives to the General Assembly present at any regular or special meeting duly called for that purpose *or* by the Board for good reason, as determined by a three-fourths majority vote.

I certify that these Amended and Restated Bylaws were ~~unanimously adopted~~ ratified by a two-thirds vote of the initial directors General Assembly of the Catholic Bar Association ~~as part of its organizing resolutions~~ as of the 6th-15th day of July~~October~~, 2015~~22~~, and ~~subsequently ratified by the Association's General Assembly on the ____ day of _____,~~ 2016, and that these Bylaws were adopted in conformance with all the Association's Certificate of Formation ~~and Bylaws~~.

CERTIFIED as of this 6~~15~~th day of July~~October~~, 2015~~22~~.

MARK HAUGERIC N. KNIFFIN
SECRETARY
CATHOLIC BAR ASSOCIATION

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