

**SECOND AMENDED & RESTATED BYLAWS OF
NORTHEAST HARRIS COUNTY BAR ASSOCIATION**

ARTICLE ONE – NAME

The name of this organization shall be "Northeast Harris County Bar Association", hereinafter referred to as "the Corporation". The Corporation is organized as a nonprofit corporation under Chapter 22 of the Texas Business Organizations Code.

ARTICLE TWO – PURPOSE

The purposes of the Corporation are to promote the advancement of jurisprudence, to facilitate and improve the administration of justice, to maintain and to elevate the standards of professional conduct, to increase professional skills through regular continuing legal education, and to encourage and promote a better understanding of the legal profession by the public.

ARTICLE THREE – MEMBERS

Active Members – Any member in good standing of the State Bar of Texas who resides or regularly practices in Harris, Liberty, Montgomery, or San Jacinto Counties, Texas, on payment of dues and such other requirements as may be prescribed in these Bylaws, may become an active member of the Corporation, with the right to vote and hold office therein. In any question as to a person's status as an active member, the list kept by the Secretary shall be conclusive except when overruled by a majority of the Board.

Honorary Members – Upon request, the Board shall consider requests for honorary membership for members of the judiciary, elected public officials, and leadership of local, state, and national bar associations. The Board may approve such requests and appoint Honorary members of the Corporation by a majority vote of the Board. Honorary members shall be entitled to all of the rights and privileges of active members, with the exception of voting and holding office in the Corporation. No dues shall be required of honorary members. Any honorary member may become an active member by the payment of regular dues and performance of any other requirement prescribed in these Bylaws.

Termination of Membership – The disbarment or suspension from the practice of law of any member shall terminate the membership of such member during the term of such suspension or disbarment.

ARTICLE FOUR – MEETINGS

Annual and Regular Meetings – The annual meeting shall be held the second Friday of the month of May, or on such other date as may be called by the Board. Regular meetings shall be held on the second Friday of each month, or on such other dates as may be called by the Board. Any meeting may be canceled by action of the Board.

Special Meetings – Special meetings may be called by the President, or shall be called by the Board upon the written request of twenty percent of the active members, and shall be held at such places and times as the Board may determine.

Notice – Notice of the annual meeting, regular meetings or special meetings shall be given in writing to each active member by either of the following methods: (1) the last known email address of such member; or (2) posting such meeting on the calendar and/or other conspicuous location on the website of the Corporation so long as the website has been under regular operation for at least three months.

Quorum – Twenty percent of the active members, present in person or by proxy, shall constitute a quorum at any meeting. A quorum shall be required to take any action at a meeting.

Voting – Each active member shall be entitled to one vote at any duly called and noticed meetings. A majority of votes cast in person or by proxy shall be required for any action put to a vote to the membership. A majority shall be defined as more than fifty percent of active members present in person or represented by proxy.

ARTICLE FIVE – OFFICERS

Designation and Term of Office – The Officers of the Corporation shall consist of a President, President-Elect, Past President, Secretary, Treasurer(one person may hold both offices of Secretary and Treasurer), Social Director, and CLE Director. The Board may also appoint such other officers as the Board considers appropriate. The Officers elected at the annual meeting shall take office at the following September Board meeting of each year, at which time the President-Elect shall become President and the President shall become Past President. Each officer shall hold office for a period of one year, or until a successor is elected or appointed.

Election of Officers – The Officers of the Corporation, except the President and Past President, shall be elected by the active members of the Corporation by majority vote at the annual meeting. At or before the April Board meeting, the Board shall nominate a slate consisting of one candidate for each elected office. At the April members' meeting and thereafter until the May Board meeting, any active member may nominate a candidate for any office. Nominations shall be finalized at the May Board meeting.

Duties of Officers – The duties of the Officers shall be as follows:

a) President – The President shall serve as Chairman of the Board of Directors, preside at all meetings of the Corporation, oversee committee efforts, and perform such other duties as are usual and customary to the President. The President shall also plan and coordinate efforts for organization publicity (including photo and media coverage), community and other activities with respect to the public interest. The President shall also coordinate all elections.

b) President-Elect – The President-Elect shall serve as President in the President's absence. The President-Elect shall also propose and coordinate programs aimed at providing services to the local community and pro bono programs. The President-Elect shall also shall coordinate with the State Bar of Texas on all current issues.

c) Secretary – The Secretary shall record the minutes of the meetings, be custodian of all records belonging to the Corporation, make and keep a list of all members. The Secretary shall provide notice of all meetings. The Secretary shall also be designated as the registered agent of the Corporation for service of process.

d) Treasurer – The Treasurer shall account for all dues and money belonging to the Corporation, prepare an annual budget, payout such funds as are deemed necessary by the President or the Board, and provide financial reports as requested by the Board.

e) CLE Director – The CLE Director shall plan, schedule and obtain qualification for continuing education programs and to attempt to obtain maximum MCLE credit for all courses.

f) Social Director – The Social Director shall plan and coordinate all social functions, and provide name tags for all meetings where necessary.

g) Past President – The Past President shall serve as President in the absence of the President and President-Elect.

Removal – Any Officer may be removed by a unanimous vote of the Board (other than the Officer to be removed).

Vacancies – If the office of President shall become vacant during the term for any reason, or if a President shall fail to qualify by the time fixed for the beginning of the President's term, the President-Elect shall automatically become the President for the remainder of such term, and shall continue as President during the following term. If the office of President-Elect, Secretary, Treasurer, CLE Director or Social Director shall become vacant during the term for any reason, or if an officer shall fail to qualify, the Board shall elect a successor officer at the next regular Board meeting or at a special Board meeting. If the office of Past President shall become vacant, the vacancy will not be filled.

Qualifications – All Officers shall be active members in good standing. Should an Officer's membership be terminated, his or her office shall become vacant, but may be reappointed by the Board at the Board's discretion if the Officer's membership is reinstated.

ARTICLE SIX – BOARD OF DIRECTORS

Composition and Term – The affairs of the Corporation shall be managed by the Board of Directors ("Board"), which shall consist of the following:

- (a) President
- (b) President-Elect
- (c) Secretary
- (d) Treasurer
- (e) CLE Director
- (f) Social Director
- (g) Past President

Vacancies – Any Officer who ceases to be an Officer shall also cease to be a member of the Board of Directors. Any Officer appointed to fill a vacancy as provided in Article Five shall also become a member of the Board of Directors.

Qualifications – All Directors shall be active members in good standing.

Meetings – Meetings of the Board shall be held at such times and places as the President shall designate. Special meetings may be called by the President or by any two other Directors. Notice of all meetings shall be provided to all Directors by email to the Directors' email addresses or by posting on the Corporation's website three days prior to any meeting. A Director may attend a meeting by telephone at the presiding officer's discretion.

Quorum – A majority of the Board members shall constitute a quorum. A quorum shall be required to take any action at a meeting.

Voting – Each Director shall be entitled to one vote. A majority of votes cast in person or by proxy shall be required for any action put to a vote to the Board of Directors. A majority shall be defined as more than fifty percent of those persons eligible to vote by being present in person or represented by

proxy.

ARTICLE SEVEN – DUES

Amount – Each active member shall be required to pay annual dues. The Board shall determine the amount of such dues on an annual basis. In the absence of Board action, the amount of dues shall be the same as the amount for the presiding year. The Treasurer shall be responsible for collecting dues, and shall notify the Secretary of the status of each member's payment for the purpose of updating the list of active members.

Default in Payment of Dues – Any active member who shall fail to pay the annual dues by October 31 shall be terminated from active membership. The defaulting member may be reinstated upon payment of such current annual dues.

ARTICLE EIGHT – AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by two-thirds vote of the members and Directors present at any regular meeting of the members or special meeting called for that purpose, provided that the members shall have been given ten (10) days notice of such meeting stating the proposed amendment of the Bylaws.

ARTICLE NINE – FISCAL YEAR AND BUDGET

The fiscal year shall be from September 1 through August 31 of each year.

The budget for the fiscal year shall be approved by the Board on or before the preceding August Board Meeting.

ARTICLE TEN – MISCELLANEOUS PROVISIONS

Action Without Meeting

Any decision required or permitted to be made at a meeting of the members or Board of Directors may be made without a meeting if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be kept by the Secretary with the other corporate records.

Action Without Notice

Members or Directors may waive notice of meetings by either signing a written waiver of notice or by attending the meeting. Attendance at a meeting shall automatically constitute waiver of notice of such meeting.

Parliamentary Procedure

All meetings shall be conducted according to Roberts Rules of Order, or by any other procedure acceptable to the individuals present and entitled to vote at that meeting.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Northeast Harris County Bar Association and that the foregoing Second Amended & Restated Bylaws constitute the Bylaws of the Corporation. These Second Amended & Restated Bylaws were proposed at a meeting of the Board of Directors held on October 3, 2019 and ratified at a meeting of the members held on November 8, 2019.

A handwritten signature in blue ink that reads "Brian S. Humphrey II". The signature is written in a cursive style and is positioned above a horizontal line.

SECRETARY