

BYLAWS
of the
HAYS COUNTY BAR ASSOCIATION

ARTICLE I

The HAYS COUNTY BAR ASSOCIATION may be hereinafter referred to as the "Association." The purposes for which this Association is formed are set forth in the second paragraph of the Articles of Incorporation of the Association.

ARTICLE II
BOARD OF DIRECTORS

Section 1. **Number:** The corporate powers, business and property of the Association shall be exercised, conducted and controlled by a Board of up to nine (9) Directors. Aside from elected Directors, three (3) additional Directors shall be Members will be the President of the Hays/Caldwell County Young Lawyers Association whose terms shall be concurrent with their term in office (if a Member of the Association), an appointed Executive Director, and the Past President, if not serving an additional term as President. Any Director who ceases to be a Member of the Association, for any reason, or whose conduct is detrimental to the welfare of the Association, shall cease to be a Member of the Board of Directors as soon as a majority thereof shall pass a resolution to such effect.

Section 2. **Election:** There shall be six (6) elected Board of Directors for a term of one (1) year each by the votes of Members of the Association at the Annual Association Meeting. Elected Directors shall hold the offices of the President, the Vice-President, the Secretary, and the Treasurer.

Section 3. **Meetings:** The Board of Directors shall hold regular meetings at least once each month, unless otherwise cancelled by the President, at such time and place as the Board may determine. General Association Members shall elect the Hays County Bar Association Board Members at its regular meeting in June.

Section 4. **Special Meetings:** A Special Meeting of the Board of Directors shall be held whenever called by the President, or in his or her absence the Vice-President, or by a majority of the Directors. Any and all business may be transacted at a Special Meeting. Special Meetings may be called and conducted in person, over the phone, or by electronic means.

Section 5. **Notice of Meetings:** Notice of all meetings of the Board of Directors shall be mailed (which may be by electronic mail) to each Director at his or her last known address at least three (3) days prior to the time of each meeting. The Directors may, by unanimous consent, hold a meeting for the transaction of any and all business by entering an order on the minutes to that effect, or to execute a waiver to be attached to the minutes.

Section 6. **Vacancies:** If a vacancy shall occur on the Board of Directors, among members elected as Directors only, the vacancy shall be filled by election by the other members of the Board of Directors in office; and such new Director shall hold office until the expiration of the term of his or her predecessor. In the event that any Officer or Director fails to attend five (5) regular meetings during any consecutive twelve (12) months, the office of such Officer or Director shall become

vacant, unless otherwise determined by the Board. For purposes of this Section 6 a regular meeting shall be defined as a meeting where at least fifteen (15) days notice (which may be by electronic mail, verbal notice at the previous meeting, or by posting on the Bar Association website) has been given to the Board Members. Should the President resign or be removed, all Board Members shall participate in selecting a new President and the other offices the Board may be altered by changing which elected Board Member fills that position.

Section 7. **Quorum:** A majority of the Directors shall constitute a quorum of the Board at all meetings.

ARTICLE III POWERS OF DIRECTORS

The Directors shall have the power:

1. To conduct, manage and control the affairs and business of the Association; and to make rules and regulations for the guidance of the officers and management of its affairs; and
2. To appoint and remove, at their sole discretion, all agents and employees of the Association, prescribe their duties, fix their compensation and require from them, if available, security for faithful service; provided, however, no relative of any Officer or Director shall be employed in any capacity; and
3. To call Special Meetings of the Members when they deem it necessary; and they must call a meeting at any time upon written request of ten percent (10%) of the Members; and
4. To select one or more financial service companies to act as depository of the funds of the Association, and to determine the manner of receiving, depositing and disbursing the same; and, form of checks and person or persons by whom same shall be signed, with the power to change such depositories, or person or persons signing such checks, and terms thereof, at will.

ARTICLE IV DUTIES OF DIRECTORS

It shall be the duty of the Board of Directors:

1. To keep a complete record of all its acts, and of the proceedings of its meetings, and it may present a full statement at the regular Annual Meeting of the Members, showing in detail the condition of the affairs of the Association; and
2. To supervise all agents and employees and see that their duties are properly performed; and
3. To establish rules and regulations with respect to applications for and admissions to membership; provided, however, that rules and regulations promulgated under this section shall not limit or restrict the power of the Board of Directors to review and to approve or reject any application referred to the Board; and
4. To install such system of bookkeeping and auditing that each Member may know and be advised, from time to time, fully concerning the receipts and disbursements of the Association, and provide an accounting period on which the books and records shall be kept.

ARTICLE V OFFICERS

Section 1. **Officers:** The Officers of the Association shall be a President, Vice-President, a Secretary, a Treasurer, and the Past President, an Executive Director, the HCCYLA President and two general board members. The President for the preceding year shall be the Past President, and there shall be

elected a Vice-President, a Secretary, a Treasurer, and two general board members. Except as hereinafter provided, each of said Officers shall serve for a term of one (1) year. The Officers of Executive Director and HCCYLA President shall not be elected positions.

Section 2. Vacancy in Office of President: If the office of President shall become vacant, the Vice President shall succeed to such office.

Section 3. Vacancy in Office of Vice President: If a vacancy shall occur in the office of Vice President more than sixty (60) days prior to the next Annual Meeting of the Members, because the Vice President has succeeded to the office of President to fill the unexpired term of the President or because of any other reason, a meeting of the Association shall be held within thirty (30) days after the occurrence of such vacancy upon two (2) weeks notice (which may be by electronic mail) being given to all Members of the Association by the President then serving, at which meeting nominations shall be made and an election shall be held to fill such vacancy in the same manner provided in Article XII hereof, and the Vice President then chosen shall immediately, upon such election, assume office for the unexpired term of his or her predecessor.

Section 4. Other Vacancy: If a vacancy shall occur in the office of Vice-President, Secretary, Treasurer, or general board member, the Board of Directors shall, by majority vote, fill such vacancy and the person so elected shall serve for the unexpired term of his or her predecessor.

ARTICLE VI DUTIES OF OFFICERS

Section 1. President: The President shall:

- (a) Preside over all meetings of the Members of the Association; and
- (b) Call Special Meetings of the Members of the Association as provided by these By-Laws; and
- (c) Perform all acts and duties usually performed by an executive and presiding officer; and
- (d) Sign such papers of the Association as he or she may be authorized or directed to sign by the Board of Directors from time to time, as well as all other papers as provided by law.

Section 2. Vice-President and the Past President: In the absence of the President, the duties of the President shall be performed by the Vice President, but if he or she is absent, then by the Past President, or in his or her absence, then by the Secretary. In addition, the Vice-President and the Past President shall perform such duties as may be assigned to them from time to time by the President or the Board of Directors.

Section 3. Secretary: The Secretary shall keep a written record of all member meetings and document any motion, amendment, or official act to be done by the Association, and in general shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her from time to time by the President or by the Board of Directors.

He or she shall serve all notices required by the law and by these Bylaws and shall make full report of all matters of business pertaining to his or her office to the Members at the Annual Meeting.

He or she shall keep or cause to be kept a membership list containing the names of all persons, alphabetically arranged, who are, or who shall become, Members of the Association. The Board of Directors may delegate any or all of such duties to an Executive Director to be selected by the Board.

Section 4. **Treasurer:** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association or which the Association may hold in fiduciary capacity; shall deposit all such funds in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general shall perform all duties incident to the office of Treasurer and such other duties as may be assigned to him or her from time to time by the President or by the Board of Directors.

He or she shall sign such papers pertaining to the Association as he or she may be authorized or directed to do by the Board of Directors.

Section 5. **Executive Director:** The Executive Director shall be a paid member of the board. They shall have charge, custody, and responsibility for all membership information. They shall be paid \$100 per month to compensate them for their time managing the affairs of the Association as required in recording the membership records, setting up meetings or other activities, communicating with members, or otherwise helping the Association run smoothly as delegated by the President or other members of the board. The Executive Director position shall be reviewed yearly and appointed yearly as in the regular election cycle. The Executive Director does not need to be an attorney. It is preferred that the Executive Director be a member of the local legal profession in a non-attorney capacity. The Executive Director shall represent the needs of non-attorneys that work in the legal profession in all matters that this Association may serve those members of the local legal profession.

ARTICLE VII EXECUTIVE COMMITTEE AND FINANCE COMMITTEE

Section 1. **Executive Committee:** The Board of Directors shall have the power to appoint from its members an Executive Committee of at least five (5) members and to determine its tenure of office and its powers and duties. Such Executive Committee shall include the President, the Vice-President, the Chair and any other members of the Board of Directors as determined by the President. Such Executive Committee shall prescribe its own rules of procedure.

Section 2. **Finance Committee:** The Board of Directors shall have the power to appoint from its members a Finance Committee of not less than five (5) members, one of whom shall be the Treasurer of the Association. The Finance Committee shall exercise general supervision over the finances of the Association, including its books and accounts. The Finance Committee shall keep itself informed as to the financial status of the Association and the condition of the budget and shall make periodic reports thereof to the Board of Directors. The Finance Committee shall, as expeditiously as practicable after its appointment, submit to the Board of Directors a proposed budget for the ensuing year.

ARTICLE VIII COMMITTEES AND SECTIONS

Section 1.01 **Standing Committees:** It shall be the duty of the President, immediately after his or her commencement of duties, to appoint from the Members of the Association, Standing Committees, to serve during his or her term of office as specified in Section 2 of this Article VIII, except to the extent that a longer term is herein specifically provided.

Section 1.02 **Sections:** Sub-groups of this Association may exist as organized by law practice, interest, geography, or affiliation and orientation. These officially formed sub-groups shall be called

“Sections.” A Section may request or apply for funding for events and activities from the Association, may be granted access to membership information from the Board of Directors, and may have access to the Association’s media platforms.

Section 2

2.01 Admissions and Membership Committee: This Committee shall be under the direction of the Executive Director. This Committee may consist of up to five (5) members, and it shall be the duty of said Committee to oversee recruitment and membership retention in the Association from persons licensed to practice law. The Admissions and Membership Committee shall not take any action which is inconsistent with or contrary to rules and regulations established by the Board of Directors under Article IV, Section 3 hereof.

2.02 Memorial and History Committee: This Committee may consist of up to three (3) members whose duties shall be to prepare and submit to the membership suitable resolutions on the lives of deceased Members of the Association.

2.03 Bylaws Committee: This Committee shall study the Bylaws and make reports and recommendations to the Board of Directors with reference to amendments thereto. Such Committee shall make reports and recommendations to the Board of Directors with respect to rules and regulations which, under the Bylaws, the Board of Directors is required or permitted to establish.

2.04 Entertainment Committee: This Committee may consist of not more than three (3) members. The Committee shall have the responsibility of planning for and arranging social functions of the Association.

2.05 Publications and Media Relations Committee: This Committee shall consist of not more than three (3) members, whose duties shall be to oversee publications of the Association as shall from time to time be authorized by the Board of Directors.

2.06 Library Committee: This Committee shall consist of not more than five (5) members who shall serve as the liaison between the Association and the Hays County Law Library, and shall make reports and recommendations to the Board of Directors from time to time. It is the intention of the Association that the Hays County Law Library be managed in a manner not inconsistent with the policies of Hays County Government.

2.07 Advisory Committee: This Committee shall consist of those Members of the Association who are past Presidents of the Association. Such Committee, upon request of the President or the Board of Directors, shall consult and advise with the Board of Directors with respect to matters of policy arising in the administration of the affairs of the Association.

Section 3

3.01 Other Committees: The President shall appoint, at his or her discretion, any other Committees (in addition to the Standing Committees specified herein) and shall prescribe their duties. This power may be delegated to other members of the Board of Directors.

3.02 Review of Directors: The President shall be an ex-officio member of all Committees. The action of all Committees is subject to the approval and review of the Board of Directors. The President may refer any matter being considered by a Committee to the Board of Directors for its

consideration, in which event the action or decision by the Board of Directors shall be conclusive on such matter. The Chair and members of each of the Committees shall serve at and subject to the pleasure of the Board of Directors. The Board of Directors may restrict or enlarge the duties of any Committee.

3.03 Limitation on Committees: No Committee shall commit the Association or take any action in the name of the Association or make any public statements in the name of the Association or the Committee without first obtaining the express approval of the President and the Board of Directors of the Association, or complying in all respects with the policies and procedures from time to time adopted by the Board of Directors.

3.04 Board Actions: The Board of Directors may from time to time authorize any Committees of the Association to be organized, operated, combined or discontinued as in its discretion it deems necessary.

Section 4

Sections: The Board of Directors may from time to time authorize Sections of the Association to be organized, operated, combined or discontinued as in its discretion it deems necessary. Any attorney member of a Section must be a Member in good standing of the Association. Subject to the prior approval of the Board of Directors, each Section shall have the power to adopt and amend bylaws for its own governance, including assessment of Section dues. No Section shall commit the Association, or take action in the name of the Association, or make public statements in the name of the Association or the Section, without first obtaining the express approval of the President and the Board of Directors of the Association, or complying in all respects with the policies and procedures from time to time adopted by the Board of Directors.

ARTICLE IX PUBLICATIONS

The Board of Directors shall have the power in its discretion to publish, provide and maintain such periodicals, papers and other publications as in its discretion it may deem beneficial and advantageous to the Members, and prescribe rules and regulations pertaining thereto.

ARTICLE X MEMBERSHIP

Section 1. Classes of Members: The Membership of the Association shall consist of regular members, non-resident members, law student members, and non-attorney members.

Section 2. Regular Members: Licensed attorneys, for the State of Texas or any other State or Territory, who reside or have an office within Hays County, Texas, or in any county contiguous thereto, shall be eligible to apply for regular membership.

Section 3. Government Employee Members: Members who are employed by municipal, county, state, or federal government entities and that are licensed attorneys, for the State of Texas or any other State or Territory, who reside or have an office within Hays County, Texas, or in any county contiguous thereto, shall be eligible to apply for regular membership.

Section 3. **Non-Resident Members:** Licensed attorneys who neither reside nor have an office within Hays County, Texas, nor in a county contiguous thereto, shall be eligible to apply for non-resident membership.

Section 4. **Law Student Members:** Persons who are enrolled in and attending an accredited law school shall be eligible to apply for law student membership.

Section 5. **Non-attorney Members:** Persons who work within the legal profession, but do not hold a license to practice law anywhere.

Section 6. **Change of Class:** With the approval of the Board of Directors a Member may change from one class of membership to another class of membership to which he or she is eligible.

Section 7. **Privileges:** All Members in good standing shall be entitled to all rights and privileges of membership except that non-resident, law student, and non-attorney members shall not be entitled to hold office, except for the position of Executive Director or general board member. The Board of Directors may grant specified privileges of the Association to non-Members upon such terms as it may deem appropriate.

Section 16. **Dues:** In order to be a Member in good standing, each Member shall pay dues in such amounts and at such times as the Board of Directors may provide, which dues may vary according to age, length of practice, or other reasonable standards of classification.

Section 17. **Termination or Suspension of Membership:**

(a) The membership of any person who has failed or shall hereafter fail to pay his or her dues or any other indebtedness to the Association on or before the date due shall be terminated or suspended as provided by such rules and regulations as may be adopted by the Board of Directors from time to time, provided, however, that no membership may be terminated or suspended under this subsection (a) unless such dues or other indebtedness are delinquent for at least sixty (60) days nor without prior written notice of such proposed action mailed (which may be by electronic mail) to such delinquent Member at his or her address shown on the records of the Association.

(b) Any Member may voluntarily withdraw from membership in the Association by notifying the Association in writing of his or her desire to withdraw. Such withdrawal shall not operate to discharge any indebtedness due the Association which accrued prior to withdrawal.

(c) The membership of any Member shall terminate if and when such Member ceases to possess the qualifications necessary for any class of original membership as prescribed by this Article. This includes any license suspension periods that may occur, for the period of that suspension. Any question arising hereunder shall be determined by the Board of Directors.

(d) Any Member who may otherwise refuse or fail to comply with the Bylaws of the Association may, upon notice and hearing before the Board of Directors, or before a committee selected and designated for that purpose by said Board, be dropped or suspended by the Board of Directors from membership in the Association. Written notice of the hearing for said purpose shall be mailed (which may be by electronic mail) to such Member at his or her address shown on the records of the Association at least thirty (30) days prior to such hearing.

(e) The Board of Directors may after reasonable notice and hearing terminate the membership of any Member whose conduct is in its opinion detrimental to the best interest of the Association or the legal profession generally. A person whose membership is terminated because his/her license has been suspended may have their membership reinstated upon the lapse of any license suspension, subject to the approval of the Board of Directors.

Section 18. **Reinstatement:** When any person has ceased to be a Member of the Association for any cause, the Board of Directors may reinstate such person to membership in accordance with such rules and regulations as may be adopted by the Board of Directors from time to time.

ARTICLE XI MEETINGS OF MEMBERS

Section 1. **Annual Meeting:** The Annual Meeting of the Members shall be held at Hays County, Texas, at 12:00 p.m. on the second Tuesday of June of each year at the Government Center unless another place in the City of San Marcos be designated by the Board of Directors for the purpose of nominating Officers and the Directors and transacting other business as may come before the meeting. The nomination and election of said Officers and Directors to be in the following manner:

(a) **Method of Nominations:** Nominations for the respective offices then to be filled, both Officers and Directors, of the Association shall be made from the floor from among the membership.

(b) **Officers:** Shall be determined by the newly elected Board of Directors following the Annual Meeting.

(c) **Directors:** Six (6) Directors are to be elected annually. If no more than ten (10) Members are nominated at the Annual Meeting for Directors, they shall be the nominees for Directors. If more than ten (10) are nominated at the Annual Meeting, the number shall be reduced to ten (10) by the Members present and voting by written ballot for ten (10) nominees. The ten (10) nominees receiving the highest number of votes, on a plurality basis, shall be the nominees for Directors.

(d) **Written Secret Ballot:** If there are more than six (6) nominees for Directors, then within ten (10) days from the date of such nominations for Officers and Directors, a printed ballot containing the names of such nominees shall be mailed (which may be by electronic mail) to all Members of the Association entitled to vote and whose dues for the preceding year have been paid, with notice to such Members of the Association that they may vote for one (1) of the persons nominated as an Officer for each respective office and that they shall vote for exactly six (6) of the persons nominated as Directors and that ballots reflecting votes by Members for more than six (6) persons nominated as Directors will not be counted in such election of Directors. In the case of Directors, the six (6) nominees receiving the highest number of votes on a plurality basis shall be the Directors chosen. The written ballot mailed to the Members and the manner of its return shall be designed to preserve secrecy of the ballot. Said notice shall require that the ballots so mailed shall be returned to the office of the Association by 5:00 p.m. on the tenth day following the date of mailing of such notice.

Section 2. **Special Meetings:** A Special Meeting of the Members may be called at any time by the President or Vice President, or by a majority of the Board of Directors, or by one-tenth (1/10) of the Members petitioning for such a meeting. Each such call shall be in writing and shall state the time, place and purpose of such meeting, and no business shall be transacted at a Special Meeting other than as stated in the purpose of the call.

Section 3. **Notice of Meetings:** Notice of each Annual or Special Meeting of the Members shall be mailed to each Member of the Association at the Member's address as it shall appear upon the books of the Association. Such notice shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by facsimile transmission, or by mail (which may be by electronic mail), by or at the direction of the President, the Secretary, or the Officers or persons calling the meeting, to each Member entitled to vote at such meeting. Any such notice shall state the time, place and purpose of the meeting to which it relates.

Section 4. **Quorum:** Twenty (20) Members in good standing entitled to vote shall constitute a quorum at any meeting of the Members of the Association; provided that if a quorum is not present at any meeting, a majority of the Members present may adjourn the meeting from time to time without further notice.

Section 5. **Clinic Meetings:** The Board of Directors may provide for stated meetings, or Clinics, of the Members for the benefit of the Members by entering a resolution on the minutes of its meeting to that effect and shall prescribe rules and regulations governing the proceedings of such meetings.

Section 6. **Voting:** Each Member (except for law students) shall be entitled to one (1) vote; provided, however, that (i) no Member may vote by proxy either at any Annual or Special Meeting of the Members or on any ballot, and (ii) no Member shall be entitled to vote if at the time of voting such Member's dues for the preceding calendar year shall not have been paid in full.

Section 8. **Consent in Lieu of Meeting:** Anything hereinabove contained to the contrary notwithstanding, any action which could be taken by the Members of the Association, the Board of Directors, or any Committee or Section, at a meeting called in accordance with the provisions hereof, may be taken without a meeting provided that such action is consented to in writing by not less than the minimum number of Members, Directors, or Committee or Section Members, respectively, sufficient to take such action if voting in person at a properly called meeting, provided that: (i) notice of such proposed action shall have been given to all persons entitled to vote thereon prior to taking same; (ii) all signed consents must be dated, and the earliest and latest date may not be more than sixty (60) days apart; (iii) prompt notice of the action taken shall be given to those entitled to vote thereon who did not consent to such action; and, (iv) any documents filed with the Secretary of State as a result of such action must contain a statement that written consent to the action was obtained in accordance with the aforesaid provisions of Article 1396-9.10.C of the Texas Non-Profit Corporation Act, and notice was given to the Members, Directors, or Committee or Section Members who did not consent. Such notice or written consent may be transmitted by electronic mail, facsimile, or similar means as well as by mail or courier or in person.

ARTICLE XII SEAL

The Seal of the Association shall contain these words: HAYS COUNTY BAR ASSOCIATION; said Seal to be in circular form with a star in the center.

ARTICLE XIII AMENDMENT OF THE BYLAWS

Section 1. **Amendment:** The Bylaws may be amended in such one of the following methods as shall be prescribed by the Board of Directors for particular proposed amendment or amendments:

(a) At any Annual Meeting of the Members by the favorable vote of a majority of the Members present at such meeting and entitled to vote, and no notice of the proposed amendment or amendments need be given other than a statement that amendment or amendments to the Bylaws will be considered at such meeting;

(b) At any Special Meeting of the Members by the favorable vote of a majority of the Members present at such meeting and entitled to vote, provided that the notice of such meeting shall set out the proposed amendment or amendments, or a summary thereof;

(c) By the favorable vote of a majority of the written votes duly and timely cast by Members entitled to vote, by a ballot that is mailed (which may be by electronic mail) to each such Member at such Member's address as shown by the books of the Association, provided that there shall be enclosed with such ballot the proposed amendment or amendments, or a summary thereof. The Directors shall determine the manner in which the amendment or amendments shall be submitted on the ballot and the time for return of the ballot.

Section 2. Approval by Board of Directors: No proposed amendment or amendments may be submitted to the Members unless and until such proposed amendment or amendments shall have been approved by the Board of Directors.

ARTICLE XIV INDEMNITY AND INSURANCE

The Association shall indemnify any person who is or was a Director, Officer, agent or employee of the Association, and any person who serves or served at the Association's request as a director, officer, agent, employee, partner or trustee of another association, partnership, joint venture, trust or other enterprise as follows:

1. In the case of a suit or claim based on acts or omissions within the course and scope of activities of the Association against the person named hereinabove by reason of the person's holding a position set forth above, the Association shall indemnify such person to the fullest extent permitted by law and the Texas Non-Profit Corporation Act against expenses (including attorney's fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person is successful on the merits or otherwise, or if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been finally adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Association, unless (and only to the extent that) the Court in which the suit was brought shall determine, upon application, that, despite the adjudication but in view of all the circumstances, such person is fairly and reasonably entitled to indemnity for such expenses as the Court shall deem proper.

2. In the case of a threatened, pending or completed suit, action or proceeding (whether civil, criminal, administrative or investigative), other than a suit by or in the right of the Association, together hereafter referred to as a non-derivative suit, against the person named hereinabove by reason of the person's holding a position set forth above, the Association shall indemnify the person against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the defense or settlement of such action, suit or proceeding if the person is successful on the merits or otherwise or if the person acted in good faith in the transaction which is the subject of the non-derivative suit to the best interest of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe that person's conduct was unlawful. The termination of a non-derivative suit by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that person's conduct was unlawful.

3. Indemnification provided under Paragraphs 1 and 2 above shall be by the Association (except as provided in Paragraph 1 hereof) only upon a determination in the specific case that indemnification of the Director or Officer is proper under the circumstances because the person has met the applicable standard of conduct set forth in Paragraph 2 hereof. Such determination shall be made (1) by the Board of Directors by majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by vote of the Members and may be prorated so as to indemnify each person as to some matters but not others.

4. The Association may pay in advance any expenses (including attorney's fees) which may become subject to indemnification hereunder if (1) the Board of Directors authorizes the specific payment and (2) the person receiving the payment undertakes in writing to repay unless it is ultimately determined that the person is entitled to indemnification by the Association under this Article.

5. To obtain indemnification or an expense advance, the indemnitee shall submit to the Association a dated, written request by certified mail with such information as is reasonably available to such indemnitee. If the expense advance is to be paid prior to final disposition of the proceeding, there shall be included a written statement of such indemnitee's good faith belief that such indemnitee has met the necessary standard of good conduct under the Texas Non-Profit Corporation Act and under this Article XV commits to repay any amount paid if it is ultimately determined that those conduct requirements were not met. Upon receipt of the request, the Association shall determine (whether made by special counsel or otherwise) the indemnitee's entitlement to indemnification or an expense advance. If the request is rejected, the Association shall notify the indemnitee in writing by certified mail of the reason therefor. If within sixty (60) days of the Association's receipt of the request, the request for payment is rejected or not acted on, the indemnitee shall have the right to an adjudication in any court of competent jurisdiction of such indemnitee's entitlement to such indemnification or expense advance.

6. The indemnification provided herein shall not be exclusive of any of the rights to which a person may be entitled by law, the Bylaws of the Association, agreement, vote of Members or disinterested Directors or otherwise, shall continue as to the person who has ceased to hold such position and shall inure to that person's heirs, executors and administrators.

7. The Association may purchase and maintain insurance on behalf of any person who holds or who has held any position named hereinabove against any liability asserted against the person and incurred by the person in any such position, or arising out of the person's status as such, whether or not the Association would have authority to indemnify that person against such liability under the provisions of this Article XV or otherwise. The Association shall notify any person who holds or who has held any position named herein above that the Association intends to discontinue or has discontinued any insurance maintained herein.

ARTICLE XV ELECTRONIC VOTING & DELIVERY OF NOTICE

Electronic and other means of casting votes may be permitted in accordance with rules and verification procedures established from time to time by the Hays County Bar Association Board of Directors and delineated on the ballot. Similarly, any notice to be provided by the Association to the Members, under these Bylaws or otherwise, may be provided by electronic means, using the most current electronic addresses on file with the Association.