

Harris County Democratic Lawyers Association



Organizational By-Laws

Amendments Effective April 28, 2017

ARTICLE I - NAME AND TITLE OF ORGANIZATION

1. **Name.** The name of the organization is Harris County Democratic Lawyers' Association ("HCDLA").

ARTICLE II - PURPOSE

1. **Mission Statement.** The mission of HCDLA is to promote and recruit qualified local Democrats in seeking positions of public office, to educate the Democratic Bar in ways in which it can promote Democratic ideas and candidates, to assist the Harris County Democratic Party in all ways consistent with Democratic values, and to perform any other actions permitted by law.
2. **Donations.** Except as listed below, HCDLA is precluded from making any donations to any political candidate, political action committee, political party, political organization, or other person or entity.
 - a. At the decision of the Board of Directors, HCDLA may sponsor one or more tables at the annual Johnson/Rayburn/Richards Dinner of the Harris County Democratic Party, or may sponsor a table or booth to promote HCDLA at any appropriate political or charitable function.
 - b. At the decision of the President, HCDLA may purchase one or more tickets

for the President or other HCDLA representative to attend a political event, if the President should determine that the presence of a representative of HCDLA at that event would further the mission of HCDLA. In no event can any single ticket purchase for such an event exceed \$250.

ARTICLE III - MEMBERSHIP

1. **Active Members.** All persons who support the principles of the Democratic Party and who apply to become members and pay the required dues established by HCDLA are entitled to active membership.
2. **Law Student Members.** A law student is eligible for membership if currently enrolled in an accredited law school. Law students are entitled to all privileges of Active Members except the right to vote or hold office.
3. **Honorary Lifetime Members.** Individuals who have contributed outstanding service to HCDLA, or who have made a significant contribution to the legal community, may be selected for honorary membership by a two-thirds vote of the active membership present at HCDLA's Annual Membership Meeting. An Honorary Lifetime Member is entitled to all privileges of an Active Member except the right to hold office.
4. **Membership Fees.** The following annual membership fees will be due

and payable on or before the date of HCDLA's September member meeting.

- a. Active Members - Individuals- \$75.00
- b. Law Student Members- \$0.00
- c. Active Members in first 3 years of licensed law practice- \$25.00
- d. Honorary Lifetime Members- \$0.00
- e. Membership fees are subject to change by the Board of Directors.

5. **Voting Rights.** Voting Members are Active Members whose membership fees are current and all Honorary Lifetime Members.

- a. If HCDLA chooses to endorse political candidates in any election, membership in HCDLA must be established at least 180 days before any endorsement vote for any member to participate.
- b. In all other respects, any qualified person may become an Active Member at any time before a vote.

6. **Vote Counting.** Members then and there attending will be entitled to one vote on each matter submitted to a vote at any meeting of the members.

- a. No form of proxy or absentee voting will be recognized or counted.

b. There will be no cumulative voting.

7. **Termination of Membership.** The Board of Directors, by simple majority vote of members in attendance, at a regular meeting or special meeting of the Board called for that purpose, may expel a member with or without cause.

8. **Fiscal Year.** HCDLA's fiscal year is January 1 to December 31. Anyone applying for membership after February 28 will pay half of the applicable dues. However, payment of full dues will entitle that person to membership for the remaining portion of the year and all of the subsequent fiscal year.

ARTICLE IV - OFFICERS AND BOARD OF DIRECTORS

1. **Officers.** HCDLA will be represented by the Officers as listed below:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer
- e. At its discretion, the Board may elect one or more additional Vice-Presidents.
- f. At its discretion, the Board also may elect other Officers, such as one or more Assistant Secretaries and one or more Assistant Treasurers. Such Officers will have the authority to perform the duties

prescribed by the Board of Directors.

- g. The same person may hold two or more offices.

2. **Regular Directors.** The business and affairs of HCDLA will be managed by its Board of Directors.

- a. The number of Directors of HCDLA will be not less than five nor more than forty-two, plus the Immediate Past President.
- b. Directors' terms will be staggered so approximately one-half the Board will be elected each year.
- c. Each Director will hold office for a two (2) year term or until his or her successor is elected and qualified.
- d. Directors must be Active Members of HCDLA, current on dues obligations when elected or serving.
- e. Any Director may be re-elected for successive terms.
- f. Any Director may at any time be removed, with or without cause, by a vote of the majority of the Active Members.

3. **Advisory Directors.** The Board may elect any number of Advisory Directors.

- a. Advisory Directors must be Active Members, current on

dues obligations when elected or serving.

- b. Advisory Directors will be allowed to attend and participate in Board meetings, but will not have a vote at any Board meeting.

- c. Advisory Directors elected by the Board will be subject to approval by the membership at the next scheduled meeting.

4. **Duties of Officers.** Officers will perform the duties as custom and parliamentary procedure require.

- a. **President.** The President will be the Chief Executive Officer and will, in general, supervise and control all of HCDLA's business and affairs. He/she will preside at all Board of Director and membership meetings, perform all duties typically incident to the office of a president or chief executive officer of an organization, and perform such other duties as may be prescribed by the Board or membership.

- b. **Vice-President(s).** All Vice-Presidents will perform such duties as may be assigned to him or her by the President or the Board. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (or in the event there is more than one Vice-President, the Vice-

Presidents in the order of their election), will perform the duties of the President. When so acting, the Vice President will have the powers of and be subject to all the restrictions on the President.

- c. **Treasurer.** The Treasurer will have charge and custody of and be responsible for all funds; receive and give receipts for money due and payable to HCDLA from any source, and deposit all monies to the credit of HCDLA PAC in such banks or other depositories as may be approved by the Board; keep an accurate record of current membership and lapsed membership which will be provided to the Secretary; report the financial status to the Board at the annual and all regular meetings; and in general perform all duties customary to a treasurer of a non-profit organization or as may be assigned by the President or the Board. Further, the Treasurer is responsible for the organization's PAC, Political Action Committee, by keeping it in compliance with the law, including preparing and making all required filings in a proper and timely manner, in compliance with the requirements of the Democratic Party and the State of Texas. The Treasurer will

also be responsible for timely filing all election reports with the Texas Ethics Commission.

- d. **Secretary.** The Secretary will keep the minutes of all meetings of the members and the Board in one or more books for the purpose of documentation of meetings and a record of all voting; keep a register of the address and contact information of each member (which will be furnished on request to the President, the Treasurer, or any Board member); and in general perform all duties incident to the office of Secretary and such other duties as assigned by the President or the Board. The Secretary also will be the custodian of records for HCDLA.

ARTICLE V - QUALIFICATION AND ELECTION OF OFFICERS

1. **Nominations.** At the January and/or February meeting of each year, the attending Active Members, as well as all members of the Board of Directors, will be advised of the upcoming Officer and Director elections and invited to submit self-nominations or nominations of others for every position to be filled. Nominating forms, including qualifications, will also be posted on the organization's official website and the President will send email notice of their availability to all

members. Nominations will close on March 15.

2. **Nominating Committee.** The Nominating Committee will meet in March, after nominations are closed, and will make recommendations to the Board of Directors for officers by no later than April 1.

3. **Election of Officers.** Officers will be elected by the Board at the April meeting of the Board of Directors, by simple majority vote. The Board of Directors may also receive and consider new nominations by Board members for any Officer position at this meeting. The Secretary must certify the eligibility of any nominee at this meeting.

4. **Qualifications for President.**

a. **Prior Service.** The President and each Vice-President must have been an Officer, Director, or Committee Chair for one calendar year prior to the time of election to qualify to stand for election as President or Vice-President.

b. **Prior Attendance.** Any nominee for President must have attended at least 50% of the monthly meetings in the calendar year prior to his or her election.

c. **No Qualifying Candidates.** If there are no candidates for President or Vice-President who meet these qualifications, or if the only candidates meeting the section 4(a)-(b)

qualifications are deemed unsuitable by the Nominating Committee or the Board, the Board has the authority to waive these qualifications.

5. **Term.**

a. The term of office for each Officer will begin on August 15.

b. Each Officer term will be for one (1) year.

c. The President can serve no more than three consecutive terms.

d. Any other Officer can be re-elected for unlimited successive terms.

6. **Election of Directors.** The Directors will be elected at the May Annual Meeting of Members where a quorum been established as provided in Article VII below. Nominations will be from the Nominating Committee Report and from the floor. The term of office of each Director elected at a May Annual Meeting of Members will begin on August 15 of the year in which the Director was so elected.

7. **Vacancies.**

a. **Officers.** If for any reason timely elections of new Officers are not held, the Officers currently holding the positions will continue to serve until the positions are otherwise filled in accordance with these By-Laws. The

unexpired portion of an office that has become vacant by death, resignation, removal, or other cause may be filled by the Board.

- b. **Board of Directors.** Any vacancy occurring in the Board of Directors may be filled by the President. A Director appointed to fill a vacancy will serve for the unexpired term of his predecessor in office. Any directorship to be filled by reason of any increase in the number of Directors will be filled by election at an Annual Board of Directors' Meeting or at a special meeting of members called for that purpose. If less than 20 directors have been elected by the membership by the beginning of September of each year, the President can appoint the required number of directors to reach 20 directorships, subject to approval of the duly-elected Board of Directors.

ARTICLE VI - COMMITTEES

1. **Standing Committees.** Within ten (10) days after assuming office, the President will appoint chairs and members of the following standing committees and make the information available on the HCDLA website:
 - a. Clarence Darrow Award Committee

- b. Nominating Committee
- c. By-Laws Committee
- d. Membership Committee
- e. Website/Public Relations Committee
- f. Continuing Legal Education Committee
- g. Other Committees as designated by the President or Board.

2. **Committee Chairs:** Unless otherwise appointed by the President:

- a. The President will serve as chair of the Clarence Darrow Award Committee.
- b. The Secretary will serve as chair of the By-Laws Committee.
- c. The first-elected Vice-President will serve as chair of the Website/Public Relations Committee.

ARTICLE VII - MEETINGS OF THE MEMBERSHIP

1. **Regular Meetings.** Regular meetings of the members will be held on a monthly basis, at the date, time, and place determined by the President and approved by the Board. The purposes of the regular meetings are to promote Democratic ideals, increase the Democratic vote, discuss politics and policies, meet and greet old and new friends, conduct CLE activities, and transact such business as may arise.

2. **Annual Meeting.** HCDLA's Annual Meeting of Members will be held in May of each year.
 - a. At the annual meeting members will elect the Board of Directors and transact such other business as may arise.
 - b. If the election of Directors is not held on the day designated for any annual meeting or at any adjournment thereof, Directors will be elected at the next scheduled meeting or at a special meeting of the members called for that purpose.
3. **Special Meetings.** Special meetings of the membership may be called by the President, or will be called by the President at the request of not less than ten (10) Members.
4. **Notice of Meetings.** Notice of any regular or special meeting will be given at least three (3) business days previous thereto by email to each Active Member. Notice will be deemed to be delivered when the email is sent.
5. **Quorum.** The number of Active Members present at a meeting will constitute a quorum at the meeting.
6. **Procedures.** HCDLA's meetings will be governed by parliamentary procedure as governed in the most current version of "Robert's Rules of Order."

**ARTICLE VIII - MEETINGS OF THE
BOARD OF DIRECTORS**

1. **Regular Meetings.** Regular meetings of the Board of Directors will take place no less frequently than once per calendar quarter.
2. **Special Meetings.** The President, or any five Board Members, may call a special meeting of the Board of Directors.
 - a. These meetings must provide no less than 14 days notice to all Directors.
 - b. The matters to be considered at each such special meeting must be conspicuously and clearly disclosed in the notice.
 - c. Notice must be given in a manner designed to ensure timely delivery.
3. **Action without Formal Meetings.** The Board of Directors or any Committee may conduct the business of HCDLA by electronic means, without a formal meeting. Approval of any action requested of the Board by the President will be established by a majority of Directors responding affirmatively, and a record of electronic approvals will be made and/or filed by or with the Secretary or President. Participation by such means constitutes presence at such meetings.

**ARTICLE IX - CONTRACTS, CHECKS,
DEPOSITS & FUNDS**

1. **Contracts and Spending Limits.**
 - a. No Director is authorized to enter into any contract or

agreement on behalf of HCDLA.

- b. The Board may authorize any Officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of HCDLA. Such authority may be general in nature or specific in purpose. Unless the action of such Officer creates an account payable for \$3,000.00 or more, no other action of the Board is required.
- c. All actions of any Officer that create an account payable in excess of \$3,000.00 require specific authorization or ratification by the vote of a majority of the Board.
- d. The President can expend up to \$4,000.00 for reasonable and necessary HCDLA business without additional action of the Board of Directors. However, this authorization is limited to regular and usual operating expenses of HCDLA, not for extraordinary expenditures, all of which must be approved by the Board.

- 2. **Deposits.** All HCDLA funds will be deposited, within one month of receipt, to the credit of HCDLA in such banks or other depositories as approved by the Board.

ARTICLE X - AMENDMENTS TO THE BYLAWS

- 1. These By-Laws may be amended at any Regular Meeting or Special meeting called for that purpose, by a two-thirds (2/3) vote of the Board of Directors present and voting, provided that written notice has been sent to all Directors as provided in Article VIII. The notice will include the date, time, and place of the meeting and a copy of the proposed amendment(s).

ARTICLE XI - MISCELLANEOUS

- 1. **Seal.** The Board hereby approves the seal at the conclusion of these By-Laws as HCDLA's official seal, which may be changed from time to time.
- 2. **Public Disclosure.** These By-Laws, as they exist now or as they may be amended in the future, must be posted for public disclosure on the official website of HCDLA.

