

**TEXAS**  
**BYLAWS OF**  
**THE TEXAS CENTER FOR LEGAL ETHICS AND PROFESSIONALISM**

**PREAMBLE**

The Texas Center for Legal Ethics and Professionalism shall be governed and operated in accordance with the Articles of Incorporation and these Bylaws; however, the Bylaws are not intended to proscribe or prohibit activities which are consistent with the purposes stated in the Articles of Incorporation.

It is the intent of the Corporation to be organized and operated exclusively for educational purposes as a public foundation pursuant to Section 501(c)(3) of the Internal Revenue Code, as amended.

The Center recognized its origin and purpose as an affiliate of the Texas Bar Foundation and seeks to foster the highest aspirations of the legal professions in fulfilling its public trust and responsibility.

**ARTICLE I**  
**TRUSTEES AND EXECUTIVE BOARD**

**1. Board of Trustees:**

The activities and affairs of the Center shall be managed and conducted and its property controlled by its Trustees, or subject to their direction. The initial Board of Trustees shall consist of not more than twenty-one (21) persons, one third of whom shall be public members.

The initial board shall be nominated and elected by the Trustees of the Texas Bar Foundation, with their successors to be nominated and elected by the members of the Trustees then serving.

**2. The Executive Board:**

The Executive Board shall consist of the following together with at least three (3) members at large from the membership of the Board of Trustees: the Immediate Past Chair, the Chair, the Chair-elect, the Vice-Chair for Development, the Vice-Chair for Program Development, the Vice-Chair for Administration, the Secretary, the Treasurer and the Executive Director. The Immediate Past Chair and the Executive Director shall be ex-officio, non-voting members. The Trustees shall elect as such members of the Executive Board (except the Immediate Past Chair and Executive Director) at the annual meeting of the Center at any regular or special meeting called for that purpose.

The Executive Board shall have such powers as the Trustees shall delegate to it for specific actions and shall be entitled to take all actions for which the entire Board could

act during periods when the entire Board of Trustees is not in session or scheduled to meet.

### **3. Terms of the Trustees:**

The Trustees shall serve for a term of three years (next following and in addition to the "initial term") with one additional consecutive three (3) year term, if nominated and elected; except that, at the first election of the Trustees, one-third of those elected shall be elected for year one, one-third for two years, and one-third for three years (the "initial term") with the "initial term" to be selected by lot and with the first regular three year term to follow automatically without further election.

### **4. Terms of the Executive Board:**

The Executive Board shall serve for terms of one year each or until their successors are elected and qualify.

### **5. Meetings:**

The Board of Trustees shall meet at least annually within ninety days preceding the end of the fiscal year of the Center. Notice of its annual meeting shall be given in writing by any officer of the Center not less than ten days preceding the day of the meeting.

Special meetings of the Trustees may be called by any three officers or any five members of the Board upon not less than five days notice in writing or by telephone. Notice of any special meeting may be waived by writing executed by a majority of the Board.

The annual meeting and all special meetings shall be held at the Texas Law Center in Austin, Texas, or at such other place the Chair or Secretary shall designate within the State of Texas at the time of such notice.

### **6. Quorum:**

A quorum of the Trustees of the Center shall consist of one-half of the number of Trustees then serving. Trustees present by proxy may not be counted toward a quorum.

### **7. Committees:**

The Board of Trustees or the Executive Board shall be entitled to appoint such committees and subcommittee as they may deem necessary or appropriate to carry out their responsibilities, including such appointments from persons who are not members of the Board of Trustees of the Center.

### **8. Voting:**

A Trustee may vote in person or by proxy executed in writing by the Trustee. No proxy shall be valid after three months from the date of its execution. Each proxy shall be

revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

**9. Unanimous Written Consent:**

Any action required to be taken or which may be taken at a meeting of the Trustees or of any committee, including the Advisory Council, may be taken without a meeting if a consent in writing, setting forth action to be taken, shall be signed by all the Trustees, or all of the members of the committee entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

**ARTICLE II**  
**MEMBERSHIPS**

Purpose of membership in the Center is to offer a means of providing financial and personal support for the aims of the organization. The Board of Trustees shall be entitled to establish as many different categories of membership in the Center as it may deem necessary or appropriate to carry out the purposes of the Center. The requirements, terms, duties and benefits of membership in the Center shall be such as may be determined by Board of Trustees from time to time. Membership in the organization shall not be published or recognized as indicating any special competence or qualification in legal ethics.

Members of the Center shall be invited to offer their suggestions and recommendations for conducting the affairs of the Center. There shall be no meeting and no voting rights attached to membership in the Center.

The Trustees may provide publications, videos, and other work products of the Center among the benefits of membership in the organization.

**ARTICLE III**  
**OFFICERS**

**1. Title of Officers:**

The officers of the Center shall be the following: Chair, Chair-elect, Vice-Chair for Development, Vice-Chair for Program Development, Vice-Chair for Administration, Secretary, Treasurer, Immediate Past Chair and Executive Director, together with such assistant secretaries and treasurers as the Board of Trustees shall appoint.

**2. Election:**

The officers of the Center shall be elected at the annual meeting of the Board of Trustees.

**3. Term of Office:**

The officers of the Center shall serve for terms of one year each or until their successors are elected. The Immediate Past Chair shall serve until his successor replaces him, which shall be when a newly elected Chair is elected.

#### **4. Duties of Chair:**

The Chair shall be the Chief Executive Officer of the Center. He or she shall preside at all meetings of the Trustees, be an ex officio and voting member of all standing committees, have general and active management of the conduct and activities of the Center, and see that all orders and conveyances and other written instruments affecting the affairs of the Center, except in those instances required or permitted by law to be otherwise signed and the execution of which shall have been expressly delegated by the Trustees to some other officer or agent of the Center.

#### **5. Duties of Chair-elect:**

The Chair-elect shall be deemed the successor to immediately follow the Chair at the next election called for election of a Chair. The Chair-elect shall, in the absence of the chair, perform the duties and exercise the powers of the chair and shall perform such other duties as the Board of Trustees shall prescribe.

#### **6. Duties of Vice-Chairs:**

The Vice-Chair for Administration shall, in the absence of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as the Trustees shall prescribe. In the absence of the Vice-Chair for Administration, either the Vice-Chair for Development or the Vice-Chair for Program Development shall perform the duties and exercise the powers of the Chair and shall perform such other duties as the Trustees shall prescribe.

The Vice-Chair for Administration shall oversee administrative, budget and financial matters and shall perform such other related duties as the Trustees shall prescribe.

The Vice-Chair for Development shall develop and oversee fund raising efforts and shall perform such other related duties as the Trustees shall prescribe.

The Vice-Chair for Program Development shall initiate and coordinate new and ongoing programs of the Center to accomplish its purposes, and shall perform such other related duties as the Trustee shall prescribe.

#### **7. Duties of Secretary:**

It shall be the duty of the Secretary to attend all sessions of the Trustees, record all minutes of all proceedings in a book to be kept for that purpose, and perform all like duties for the standing committees when required. He or she shall give or cause to be given notice of all meetings of the Trustees for the Chair. He or she shall keep and maintain the corporate records of the Center and shall be empowered to attest to all actions of the Chair and other officers of the Center.

## **8. Duties of Treasurer:**

The Treasurer shall be responsible for maintenance of the financial records of the Center. He or she shall be responsible for making regular financial reports to the Trustees of the financial affairs of the Center and shall prepare or see to the preparation of the required statements and forms to the Internal Revenue Service and to the State of Texas, where appropriate.

## **9. Duties of Immediate Past Chair:**

The Immediate Past Chair shall serve as an advisor to the officers and Trustees.

## **10. Duties of Executive Director:**

The Executive Director shall be the Chief Operating Officer of the Center and shall be empowered to act for and on behalf of the Center in planning and executing the executive functions of the Center.

The Executive Director of the Center shall be an officer ex officio with vote, but whose responsibility shall be to see that the day-to-day administrative, ministerial, and clerical functions of the Center are executed, under such direction and guidance as the Chair and the Trustees, or in the Chair's absence, and Vice-Chair acting on the Chair's behalf; and Trustees shall give, in accordance with the Articles of Incorporation, the Bylaws and such resolutions as the Board of Trustees shall from time-to-time adopt.

It shall not be the duty of the Executive Director to determine the propriety or impropriety of any instructions coming to him from the Chair of the Board of Trustees, the Vice-Chair of the Board of Trustees or resolution of the Board of Trustees; but if the Executive Director be concerned at any time about the propriety of any such assignment or instruction, it will be the Executive Director's duty to communicate such concerns to an officer other than the one giving such instruction. The appointment and employment of the Executive Director shall be continuous, for a term of one year, subject to recurrent annual appointment or resolution of the Board of Trustees; but the terms of employment may be amended from time-to-time as the Trustees deem appropriate.

## **ARTICLE IV** **ADVISORY COUNCIL**

### **1. Purpose:**

The Advisory Council shall provide guidance and consultative assistance in recommending (a) the most effective individuals and resource materials for the enhancement of the educational programs of the Center; (b) suggested strategies for encouraging the teaching and study of legal ethics and professionalism; (c) suggested techniques for integrating the study of legal ethics with the implementation of the knowledge in private and public practice; (d) the evaluation of the programs for the Center with recommendations for their improvement; and (e) such other

recommendations as the Council may choose for the accomplishment of the goals and purposes of the Center.

**2. Number and Selection:**

The Advisory Council shall be composed of not more than twenty-one (21) persons, one-third of whom shall be public members to be selected by the Board of Trustees. The Trustees of the Texas Bar Foundation shall be invited annually to nominate members to the Advisory Council. The president of the State Bar of Texas and Chairman of the Texas Bar Foundation shall annually be invited as ex officio members of the Advisory Council.

**3. Term:**

The Advisory Council shall be elected for terms of three years with the initial terms to be selected by lot for one year, two year, and three years, respectively, and with each Council member entitled to two consecutive terms of three years each following the initial term.

**4. Meetings:**

The Advisory Council shall not be required to hold annual meetings except that they shall be entitled to attend all meetings of the Board of Trustees and shall be requested to meet in panels not less than bi-annually. Failure to meet shall not terminate the Advisory Council.

Special meetings of the Advisory Council shall be called by the Chair of the Board of Trustees or by the Chair for the Advisory Council upon ten days written notice.

**5. Officers of the Advisory Council:**

Such officers shall consist of a Chair, a Vice-Chair, and a Secretary. The Chair shall seek to encourage participation and advice from the Council and to preside at all meetings with the Council.

The initial officers shall be elected by the Trustees and they shall serve until their successors are elected. In the event of a vacancy, their successors may be appointed by the Board of Trustees unless elected by the Advisory Council at a meeting called for that purpose.

**ARTICLE V  
FISCAL AFFAIRS**

**1. Funds:**

All money of the Center shall be deposited in its name in such bank or banks as may be designated by the Trustees, and funds shall be withdrawn therefrom only as authorized by the Trustees. The Executive Board may authorize the change of depository and the signatures required for the execution of any financial transaction.

**2. Audit:**

The books of the Center shall be audited annually by an independent firm of accountant, and report of such audit shall be made to the Board of Trustees annually. The books and records of the Center shall be kept current and open for inspection by any officer or any Trustee of the Foundation at all reasonable times, on reasonable notice.

**3. Borrowing of Funds:**

No funds shall be borrowed for the account of the Center, except on resolution of the Board of Trustees, certified by the Chair or the Secretary, except that short term borrowing of funds may be authorized by the Executive Board in an amount not more than \$10,000.00 and for a term not to exceed one year.

**4. Signatures on Checks:**

Checks and other orders for payment of Center funds shall not be valid unless same bear at least two signatures, as the Trustees may specify from time-to-time.

**5. Corporate Seal:**

The Center shall not maintain a corporate seal except on specific resolution and order of the Board of Trustees.

**6. Trustee Expenses:**

No Trustee or officer of the Center except the Executive Director as such shall receive any salary or remuneration of any kind for his or her services, but by resolution of the Trustees the actual expenses of any officer or Trustee may be reimbursed from the Center's funds.

**7. Employees:**

The employees of the Center, the respective offices, salaries, titles, duties, and terms of office shall be such as may be determined by the Trustees from time-to-time.

**8. Fiscal Year:**

The fiscal year of the Center shall be June 1 through May 31 until such fiscal year may be changed by action of the Board of Trustees.

**ARTICLE VI**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Corporation shall indemnify any officer or members of the Board of Trustees who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a Trustee only if it is determined in accordance with Article 1396-2.22A that the person (1) conducted himself in good faith; (2) had reason to

believe: (a) in the case of conduct in his official capacity as a director of the Corporation, that his conduct was in the Corporation's best interest; and (b) in all other cases, that his conduct was at least not opposed to the Corporation's best interest; and (3) in the case of any criminal proceeding, had no reasonable cause to believe that his conduct was unlawful.

Any officer or director may be indemnified under the provisions of Article 1396-2.22A under Section B of said Article against judgments, penalties (including excise or similar taxes), fines, settlements, reasonable expenses actually incurred by the person in connection with the proceeding; but if the person is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the person, the indemnification (1) is limited to reasonable expenses actually incurred by the person in connection with the proceeding, and (2) shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his duties to the Corporation.

## **ARTICLE VII**

### **AFFILIATION WITH THE TEXAS BAR FOUNDATION**

The Center recognizes and affirms its affiliation with the Texas Bar Foundation as a source of its initial existence and of the work of the Task Force on Professionalism which preceded its incorporation. The Center shall seek to cooperate and maintain close working relationships with the Trustees and officers of the Texas Bar Foundation, to be mutually supportive and alert to means for the mutual benefit and achievement of their respective goals and purposes.

## **ARTICLE VIII**

### **AMENDMENT OR REPEAL**

These Bylaws may be amended or repealed at any meeting of the Trustees by the affirmative vote of two-thirds of all Trustees present, provided that, in a written notice mailed at least ten days in advance of the meeting, a statement of the actual wording of the proposed change shall be made.

## **ARTICLE IX**

### **DISSOLUTION**

The Center may be dissolved upon resolution of the Board of Trustees, adopted by at least two-thirds of the members of the Board of Trustees present and voting at a meeting called for the purpose of voting upon the dissolution thereof; written notice having been given to all the Trustees at least thirty (30) days in advance, and provided that all assets of the Center shall be transferred and dedicated to one or more tax exempt organizations qualified as public foundations under Section 501 (c)(3) of the Internal Revenue Code, and related sections, as amended. No substantial part of the activities of the Center shall consist of engaging in activities tending to influence legislation or to intervene in any way in political campaigns. All of the activities of the Center shall be nondiscriminatory as to race, sex, religion, or previous national origin, and students, teachers or other persons related to the educational program of the Center shall have equal access to the

resources of the Center without regard to any reference to race, gender, religion, or national origin.

Adopted January 17, 1990  
Amended June 7, 1990  
Amended January 24, 1992  
Amended June 24, 1992  
Amended February 24, 1994  
Amended April 7, 1995  
Amended September 22, 1995  
Amended September 19, 1997

THE STATE OF TEXAS

June 30, 1995

ANTONIO ALVARADO  
1414 COLORADO  
AUSTIN, TX 78701-1627

RE: THE TEXAS CENTER FOR LEGAL ETHICS AND PROFESSIONALISM  
CHAPTER NUMBER 01134638-01

THIS IS TO ADVISE YOU THAT THE ABOVE REFERENCED CORPORATION'S REPORT REQUIRED BY ARTICLE 1396-9.01, TEXAS NON-PROFIT CORPORATION ACT, HAS BEEN FILED IN THIS OFFICE, AND YOUR REMITTANCE OF \$5.00 HAS BEEN APPLIED AS THE FILING FEE FOR SAME.

AS THE LAW DOES NOT PROVIDE FOR THE FURNISHING OF A CERTIFICATE OF FILING, THIS LETTER MAY BE USED AS EVIDENCE OF SUCH FILING.

SINCERELY,

CORPORATIONS SECTION STATUTORY FILINGS DIVISION  
Antonio O. Garza, Jr., Secretary of State

ARTICLES OF INCORPORATION

ARTICLE ONE

The name of the corporation is: THE TEXAS CENTER FOR LEGAL ETHICS AND PROFESSIONALISM.

ARTICLE TWO

The corporation is a nonprofit corporation.

### ARTICLE THREE

The period of its duration is perpetual.

### ARTICLE FOUR

The purpose or purposes for which the corporation is organized are:

1. The corporation is organized and it shall be operated exclusively for charitable and educational purposes as defined in Sec. 501(c) (3) of the Internal Revenue Code, as amended.
2. The purposes of the Foundation shall include the following:
  - a. To provide a permanent center for the enhancement of legal ethics and professionalism in the legal profession to the end that justice and the public interest shall be served
  - b. To provide a comprehensive educational and research program for the investigation and dissemination of ethical and professional values exemplifying the highest and best examples of those attributes in the legal profession;
  - c. To provide a continuing review of the legal, moral and ethical standards of the legal profession;
  - d. To provide research and investigation in and to the system of professional responsibility for the legal profession at the national and state levels among the various jurisdictions;
  - e. To provide a bibliography of resource materials for the public and the profession in addressing the ethical, moral and public responsibility of lawyers;
  - f. To provide seminars, symposia, institutes, and forums for consideration of the issues and concerns of the ethical standards of the legal profession;
  - g. To provide publications, journals, audio and video materials for dissemination to the profession and to the public concerning the issues of legal ethics and professionalism for the legal profession;
  - h. To provide a forum for the public in addressing concerns affecting the public interest in legal ethics and professionalism; and
  - i. To make grants to individuals and institutions for scholarly research and publication in the area of professional ethics and professionalism.

j. To carry on such other educational and charitable activities as the Trustees may deem appropriate to enhance and perpetuate the highest ethical, moral and professional standards of lawyers and judges.

#### ARTICLE FIVE

The street address of the initial registered office of the corporation is: 1414 Colorado, Austin, Texas; and the name of the registered agent at such address is: Larry K. Montgomery.

#### ARTICLE SIX

The number of Trustees constituting the initial Board of Trustees is twelve, and the names and addresses of the persons who are to serve as the initial Trustees are:

##### Name and Address

Mr. F. W. Baker  
106 S. St. Mary's St., Suite 800  
San Antonio, Texas 78205

Mr. James L. Branton  
737 Travis Park Plaza  
711 Navarro  
San Antonio, Texas 78205

Mr. Ed Coultas  
100 Congress, Suite 1100  
Austin, Texas 78701

Ms. Berry Crowley  
100 Congress, Suite 1100  
Austin, Texas 78701

Mr. Franklin B. Davis  
4200 Texas Commerce Tower  
Houston, Texas 77002

Mr. William R. Edwards  
P. O. Box 480  
Corpus Christi, Texas 78403

Mr. William B. Hilgers  
P. O. Box 2063  
Austin, Texas 78768

Mr. Phil Jenkins  
5425 West Oak Street  
Palestine, Texas 75801

Mr. Franklin Jones, Jr.  
P. O. Drawer 1249  
Marshall, Texas 75670

Mr. Robert L. Meyers, III  
2001 Ross Avenue, Suite 2300  
Dallas, Texas 75201

Dean Frank Newton  
School of Law  
Texas Tech University  
Lubbock, Texas 79409

Mr. Harlow Sprouse  
P. O. Box 9158  
Amarillo, Texas 79105

## ARTICLE SEVEN

The name and street address of each incorporator is:

### Name and Address

Robert W. Calvert  
1300 Capitol Center  
Austin, Texas 78701

Joe R. Greenhill  
Suite 1600, 98 San Jacinto Blvd.  
Austin, Texas 78701

Jack Pope  
2803 Stratford  
Austin, Texas 78746

ARTICLE EIGHT

No part of the net earnings of this corporation shall ever inure to the benefit of any private individual or business corporation, and no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE NINE

None of the activities, programs, publications, courses, seminars, or grants shall ever discriminate or exclude participation on the grounds of race, sex or religion.

ARTICLE TEN

In the event of the dissolution of the corporation, either voluntary or involuntary, the net assets, if any, shall be distributed as determined by the Board of Trustees of the corporation, but only to one or more educational or charitable organizations or governments or governmental agencies to which gifts and devises are deductible for all gift, estate, inheritance and income taxes, if any, imposed by the State or Federal government.

Robert W. Calvert  
Joe R. Greenhill  
Jack Pope

THE STATE OF TEXAS §  
COUNTY OF TRAVIS §

BEFORE ME, the undersigned authority, on this day personally appeared ROBERT W. CALVERT, known to me to be the person whose name is subscribed to the foregoing instrument, and being by me first duly sworn, severally declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 30<sup>th</sup> day of November, 1989.

JOSE M. RIVAS, NOTARY PUBLIC  
State of Texas

THE STATE OF TEXAS §  
COUNTY OF TRAVIS §

BEFORE ME, the undersigned authority, on this day personally appeared JOE R. GREENHILL, known to me to be the person whose name is subscribed to the foregoing instrument, and being by me first duly sworn, severally declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 30th day of November 1989.

JOSE M. RIVAS, NOTARY PUBLIC  
State of Texas

THE STATE OF TEXAS §  
COUNTY OF TRAVIS §

BEFORE ME, the undersigned authority, on this day personally appeared JACK POPE, known to me to be the person whose name is subscribed to the foregoing instrument, and being by me first duly sworn, severally declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 30th day of November 1989.

JOSE M. RIVAS, NOTARY PUBLIC  
STATE OF TEXAS