

**BYLAWS
OF
CAMERON COUNTY BAR ASSOCIATION, INC.**

ARTICLE 1. PURPOSE STATEMENT

The purpose of the Cameron County Bar Association is to promote the interests of the legal profession in Cameron County by holding periodic meetings of the membership, presenting programs on topics of interest to the legal community at the meetings of the membership, promoting an understanding of the legal profession by the community, providing or facilitating continuing legal community and providing a forum for the discussion of such issues, encouraging the free exchange of information and ideas about the law and the legal profession among the membership, promoting and encouraging the highest level of honesty, professionalism, competence, and ethical conduct among the members of the Bar, cultivating good fellowship among the members, and facilitating the fair and efficient administration of justice.

ARTICLE 2. MEMBERSHIP

2.1 Members:

- (A) Any attorney licensed to practice law in the State of Texas and in good standing with the State Bar of Texas, who resides in Cameron County or if not residing in Cameron County maintains his or her principal office or place of business in Cameron County, and who pays the annual dues to the Association may be a Member of the Association.
- (B) Judges of the District Courts of Cameron County, County Courts at Law of Cameron County, and Judges of the Thirteenth Court of Appeals who maintain an office in or reside in Cameron County, any United States Judge resident in the Brownsville Division of the Southern District of Texas (including, but not limited to, District Judge, Bankruptcy Judge, Magistrate Judge, and Judge of the Fifth Circuit Court of Appeals), Justice of the Peace, and Municipal Judges that are licensed to practice law in Texas are members of the Association. Should a judge prefer not to be a member, the judge's name shall be removed from the membership list upon written request submitted to the Secretary of the Association.
- (C) A Member has the right to vote on all matters brought before the membership and to hold office in the Association.

2.2 Associates:

- (A) Any attorney licensed to practice law in the State of Texas and in good standing with the State Bar of Texas, who does not meet the qualification for a

paragraph 2.1 membership, and who pays the annual dues to the Association may be an Associate of the Association.

- (B) Any attorney licensed to practice law in any jurisdiction other than Texas and in good standing with the jurisdictions in which the attorney is licensed to practice, without regard to whether the attorney maintains an office or a residence in Cameron County, and who pays the annual dues to the Association may be an Associate of the Association.
- (C) Any person who is enrolled in a law school accredited by the American Bar Association (ABA) and whose permanent residence is in Cameron County may be an Associate of the Association.
- (D) Any person who has graduated from an accredited ABA law school who resides in Cameron County, but presently is not licensed to practice law in any jurisdiction, who does not meet the criteria of 2.2 (C), and who has not been disbarred in any jurisdiction, and who pays the annual dues to the Association may be an Associate of the Association.
- (E) Judges of the Thirteenth Court of Appeals, Judges of the Texas Supreme Court, and United States Judges, who were members of the Association when they became judges, who neither maintain an office or a residence in Cameron County are Associates of the Association. Should a judge prefer not to be a member, the judge's name shall be removed from the membership list upon written request submitted to the Secretary of the Association.
- (F) Associates shall have no right to vote, or hold office.

2.3 **Termination of Membership.** The disbarment or suspension from the practice of law of any member shall automatically terminate his or her membership in this Association during the term of such suspension or disbarment. Nonpayment of dues also terminates membership, as provided by paragraph 3.3, *infra*.

ARTICLE 3. DUES

- 3.1 The annual dues shall be determined by the Board of the Directors of the Association.
- 3.2 Dues shall be payable to the Treasurer of the Association on or before January 31 of each calendar year.
- 3.3 Any Member or Associate who shall fail to pay the annual dues by March 31 shall be removed from membership in or association with the Association for that year. A Member or an Associate in default in payment of dues may be reinstated by payment of the current year's dues plus a reinstatement fee of \$10.00.
- 3.4 Judges who are members pursuant to paragraphs 2.1(B) and 2.2(E) are exempt from the payment of dues.

- 3.5 Any attorney licensed to practice law in the State of Texas and who resides in Cameron County is exempt from the payment of dues for the period beginning on the date of licensing and ending on December 31 of the first full calendar year after which the attorney is licensed.
- 3.6 Payment of the annual dues shall be a condition for membership or association, except as otherwise provided. The annual dues shall be payable regardless of when the person becomes a member or associate; that is, dues shall not be prorated.

ARTICLE 4. MEMBER MEETINGS

- 4.1 **Annual Meeting.** The annual meeting of the Association shall be held at the time and place designated by the Board of Directors and written notice shall be given to all Members and Associates as provided in paragraph 4.4. The annual meeting may be rescheduled by the action of the Board of Directors. Commencing in 1999, the annual meeting shall be held in the month of May, as such time and place within the Cameron County selected by the Board of Directors. At the meeting, the Members shall elect officers and directors, install the officers and directors so elected, and transact such other business as may be properly brought before the meeting.
- 4.2 **Regular Meetings.** Regular meetings of the Association shall be held at such times and places to be selected by the Board of Directors.
- 4.3 **Special Meetings.** Special meetings of the Association may be called by the President for any purpose or purposes, or shall be called by the President on the written request of ten Members and shall be held at such places and times as the President may determine.
- 4.4 **Notices.** Notice of any meeting of the Association shall be transmitted to members at his or her last known address at least three days prior to the date of the meeting.
- 4.5 **Procedure.** The deliberations of this Association shall be governed by parliamentary usage as contained in *Roberts Rules of Order*.
- 4.6 **Quorum.** The Members present shall constitute a quorum.
- 4.7 **Majority Vote.** The vote of a majority of the Members present shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the statutes or of the articles of incorporation or of these bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

- 4.8 **Method of Voting.** Each Member shall be entitled to one vote on each matter submitted to a vote at a meeting of the Association. Voting must be in person and voting by proxy is not allowed.

ARTICLE 5. OFFICERS

- 5.1 **Designation.** The Association shall have a President, a President-Elect, a Vice President, a Secretary, a Treasurer and an Immediate Past President. No two or more offices may be held by the same person nor may an officer also be a director at large.
- 5.2 **Qualification.** Officers shall be Members of the Association.
- 5.3 **Election.** All officers, except the President and Immediate Past President, shall be elected at the annual meeting in accordance with Article 8.
- 5.4 **Term.** Officers shall be inaugurated at the annual meeting and serve until the next annual meeting or, if earlier, his or her death, resignation, or removal. No person shall serve in the same office for more than two successive terms.
- 5.5 **Removal.** Any officer, except the Immediate Past-President, who misses three consecutive regular Board of Directors meetings after receiving the notice required by paragraph 6.3 shall be considered to have resigned the office. Such officer may be reinstated by majority vote of the Board of Directors upon a showing of good cause made, provided the request to be reinstated is submitted in writing to the President before the vacancy is filled.
- 5.6 **Vacancies by death, resignation, or otherwise.**
- (A) If the office of the President becomes vacant, the Vice President shall automatically become President for the remainder of such term.
 - (B) If the office of the President-Elect becomes vacant, the Vice President shall automatically become President-Elect for the remainder of such term, at the expiration of which he or she shall become President of the Association.
 - (C) Any vacancy in the office of the Vice President, Treasurer, or Secretary, shall be filled by the Board of Directors.
- 5.7 **Authority:** Officers shall have such authority and perform such duties in the management of the Association as are provided in these bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these bylaws.
- 5.8 **Compensation.** No compensation shall be paid to any officer.

- 5.9 **President.** The President shall be the chief executive officer of the Association, and, subject to the provisions of these bylaws, shall have general supervision of the affairs of the Association and shall have general and active control of all its business. The President shall preside when present at meetings of the Association and the Board of Directors, and shall have the power to call special meetings of the Board of Directors for any purpose or purpose, and shall have the power to call special meetings of the Association as provided in paragraph in 4.3. The President shall put into operation the business policies of the Association as determined by the Board of Directors. In carrying out such business policies, the President shall, subject to the supervision of the Board of Directors, have general management and control of the day to day business operations of the Association. Subject to the supervision, approval and review of his or her actions by the Board of Directors, the President shall have authority to: make and sign bonds, deeds, contracts and agreements in the name of and on behalf of the Association and to affix the corporate seal thereto; and in general the President shall have the authority to exercise all the powers usually appertaining to the office of President of an association, except as otherwise provided by the statute, the articles of incorporation, or these bylaws. The President shall be subject only to the authority of the Board of Directors in carrying out his or her duties. Upon the expiration of the President's term of office, he or she shall automatically become Immediate Past President for a term of one year, provided he or she is a member of the Association in good standing.
- 5.10 **President Elect.** The President Elect shall have the primary responsibility of securing the programs for the regular meetings of the Association. The President-Elect shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate. The President-Elect shall be an ex-officio member of all standing and special committees and shall have responsibility for coordinating the work of the various committees. Upon the expiration of the President's term of office, the President-Elect shall automatically become President. In the absence of the President and Vice President at any meeting, the President Elect shall preside.
- 5.11 **Vice President.** In the absence of the President from any meeting, the Vice President shall perform the functions that would otherwise be performed by the President.
- 5.12 **Treasurer.** The Treasurer shall receive and account for all dues and monies belonging to the Association from whatever source and shall pay out the same in order of the President or the Board of Directors. The Treasurer shall keep full and accurate accounts of receipts and disbursements and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors.

The Treasurer shall render a complete written report of all monies received and disbursed at least monthly, which report shall be audited by the Board of Directors. The Treasurer shall prepare and keep a list of the Members and Associates of the Association in good standing, and shall provide this list to the Secretary.

The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate. In the absence of the President, Vice President, President Elect, and Secretary at any meeting, the **Secretary** shall preside.

5.13 **Secretary.**

- (A) The Secretary shall attend the meetings of the Board of Directors and the meetings of the Association, and record all votes and the minutes of all proceedings in a book to be kept for that purpose.
- (B) The Secretary shall be the custodian of all records belonging to the Association including its Articles of Incorporation and bylaws, and the seal of the Association. When authorized by the Board of Directors, the Secretary shall affix the seal to any instrument requiring it and when so affixed, it shall be attested by his or her signature or by the signature of the Treasurer.
- (C) The Secretary shall be under the supervision of the President and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.
- (D) In the absence of the President, Vice President, and President Elect at any meeting, the **Treasurer** shall preside.
- (E) The Secretary shall prepare and maintain a list of Members and a separate list of Associate Members of the Association.

5.13 **Immediate Past President.** The Immediate Past President shall perform such duties and have such authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

ARTICLE 6. MANAGEMENT

- 6.1 **Management of the Association.** The affairs of the Association shall be managed by a Board of Directors which shall consist of:
- (1) the President
 - (2) the President Elect
 - (3) the Vice President
 - (4) the Treasurer
 - (5) the Secretary
 - (6) Eight Directors at large
 - (7) the Immediate Past President
- 6.2 **First Meeting.** The first meeting of each newly elected board shall be held no later than 30 days after the annual meeting and shall be called by the President on no less than 7 days notice to each director, either personally or by mail or by fax. The schedule of regular meeting of the Association (paragraph 4.2) and regular meetings of the Board of Directors (paragraph 6.3) shall be appointed at the first meeting.
- 6.3 **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and places as the President or the Board of Directors may appoint at the first meeting of the Board of Directors. As soon as practicable after the first meeting, the President shall send a notice to each director of the Board of Directors confirming the schedule of regular meetings of the Board. Such notice shall be given by mail or by fax or by e-mail. For the purpose of paragraphs 5.5 and 7.4, no further notice of a regular meeting need be given.
- 6.4 **Special Meetings.** Special meetings of the Board of Directors may be called by the President on three days' notice to each director, either personally or by mail or by fax. Special meetings of the Board shall be called by the President or Secretary in like manner and on like notice on the written request of three directors. Except as otherwise expressly provided by statute, or by the articles of incorporation, or by these bylaws, the business to be transacted need not be specified in the notice of such meeting.

- 6.5 **Quorum.** Five members of the Board of Directors shall constitute a quorum for any meeting. Once a quorum has been established at a meeting, any member of the Board of Directors that is absent from such meeting may vote by proxy given to another member of the Board of Directors present at such meeting.
- 6.6 **Action Without Meeting.** Any action required or permitted by law to be taken at a meeting of Board of Directors may be taken without a meeting if consent in writing via fax or email, setting forth the action so taken, is signed by a majority of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote at a duly called meeting of the directors.
- 6.7 **Telephone Meetings.** Subject to the provisions for notice of meetings, the directors may participate in and hold a meeting of directors by conference telephone or similar communications equipment by means of which all person participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting, except where a person participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
- 6.8 In the absence of all officers of the Association at any meeting, the directors present at such meeting shall select a presiding officer.

ARTICLE 7. DIRECTORS AT LARGE

- 7.1 **Composition and Term.** The eight directors at large shall be divided into two classes of four each, and nominated and elected in alternate years according to class as provided in Article 8. Each director at large shall be elected for a term of two years. No person shall serve as a director at large for more than three successive terms. Completion of an unexpired term of less than one year shall not be a “term” for the purpose of determining whether the director has served successive terms; conversely, completion of an unexpired term of one year or more shall be considered a “term” for the purpose of determining whether the director has served successive terms.
- 7.2 **Election.** A class of directors shall be elected at the annual meeting in accordance with Article 8.
- 7.3 **Qualifications of Directors.** Directors shall be Members of the Association in good standing.
- 7.4 **Removal.** A director at large who misses three consecutive regular meetings of the Board of Directors after receiving the notice required by paragraph 6.3 shall be considered to have resigned the office.

Such director may be reinstated by majority vote of the Board of Directors upon showing of good cause made, provided the request to be reinstated is submitted in writing to the President before the vacancy is filled.

- 7.5 **Director Vacancies.** A vacancy occurring in the office of director at large shall be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

ARTICLE 8. ELECTIONS

- 8.1 **Annual Election:** the President-Elect, Vice President, Treasurer, Secretary, and four Directors at Large shall be elected at the annual meeting of the Association.
- 8.2 **Election Procedure.** At the annual meeting, the Nominations Committee shall submit nominations for the offices to be filled. The floor shall then be opened for other nominations for the offices to be filled. The officers and directors at large shall be elected by open vote. A majority vote of the Members present at that meeting shall be required to elect officers and directors at large. Each Member may cast only one vote for each officer position to be filled. For the election of directors each member may cast one vote for as many persons as there are directors to be elected and shall not be allowed to cumulate or distribute votes. Voting shall be in person and voting by proxy is not allowed.
- 8.3 **Nominations Committee.** The Nominations Committee shall be composed of the last four immediate past presidents of the Association who are still Members, and the President. The Committee shall not be appointed as the case of other standing committees. The Committee shall meet, no sooner than April 15 and no later than five days before the annual meeting, to select the Members to be nominated for election to each respective office to be filled. Members considered by the Committee shall include, but not be restricted to, the Members who expressed an interest in serving pursuant to paragraph 8.4.
- 8.4 **Request for Candidates.** Beginning in January, the membership shall be advised that the election of officers and directors at large will be held at the annual meeting to be held in May, and that all Members who desire to serve as an officer or director at large of the Association are invited to notify the President or any other member of the Board of Directors, or the Nominations Committee of their interest no later than April 15. This announcement shall be made at the regular meetings of the Association held, and in any newsletters published, between January 1 and April 15. Officers and Directors who are not members of the Nominations Committee shall be obligated to advise the President by April 15 of the names of all the Members who approached them about serving as an officer or director at large.

ARTICLE 9. COMMITTEES.

9.1 Standing Committees.

(A) Within thirty days after assuming office, the President shall appoint the members of the following Standing Committees:

- (1) Awards and Scholarship
- (2) Law Library
- (3) Continuing Legal Education
- (4) Programs and Entertainment
- (5) Judicial Committee
- (6) Member Services – Community Service
 - a. Public Relations and Law Day
 - b. Settlement Week
 - c. Pro Bono Services
- (7) Membership

(B) The President shall designate the Chairman of each Committee.

9.2 **Special Committees.** The President may appoint such Special Committees as may be necessary to conduct the affairs of the Association.

9.3 **Qualification.** All committee members shall be Members of the Association in good standing.

9.4 **Term and Vacancies.** Except as may be otherwise provided in these bylaws, committee members shall serve during the term of the President who appointed them, or until their successors have been appointed. Vacancies on committees shall be filled in the same manner as original appointments.

9.5 **Number of Committee Members.** Except as may be otherwise provided in these bylaws, the President shall determine the number of members of each committee, provided that each committee shall consist of not less than three members.

9.6 **Committee Procedure and Reports.** Except as may be otherwise provided in these bylaws, each committee shall determine its own methods of procedure and shall submit to the Board and membership such reports as the President or the Board of Directors may require from time to time.

ARTICLE 10. JUDICIAL COMMITTEE

10.1 Composition.

- (A) The Judicial Committee shall be comprised of no less than five members, three of whom must be Directors including the Secretary and the remaining two must be non-Board members. At least two of the members shall have been practicing law in Cameron County no less than fifteen (15) years. The Committee members shall serve until the next annual meeting, or thereafter until their successors shall be appointed.
- (B) Any vacancy shall be filled as it occurs, in the same manner as the original appointments.

10.2 Judicial Evaluation Poll.

The Judicial Committee shall poll the membership of the Association, electronically and by paper ballot, inquiring into the performance of the Judges sitting and regularly holding court in Cameron County as to the administration of the judicial business of their respective courts. The purpose of the Judicial Evaluation Poll is to provide constructive information to the Judiciary serving South Texas. In addition to Article 10 of these By-Laws, the poll shall be conducted pursuant to the Cameron County Bar Association's Procedures for Conducting Poll and Elections.

10.3 Judicial Preference Poll.

The Judicial Committee shall poll the membership of the Association, electronically and by paper ballot, where a judgeship or place is contested in any primary, general or special election. The purpose of the Judicial Preference Poll is to show the membership's preferences for individual judicial candidates, and is not to be construed as an endorsement by the Cameron County Bar Association. In addition to Article 10 of these By-Laws the Poll shall be conducted pursuant to the Cameron County Bar Association's Procedures for Conducting Poll and Elections.

10.4 Poll Structure and Participation.

(A) Poll Structure.

The Judicial Evaluation Poll and Judicial Preference Poll will be conducted both online and by paper ballot.

(B) Voter Eligibility.

Any member of the Cameron County Bar Association who is a paid-up member at least thirty (30) days prior to the date of said time to conduct the poll is eligible to vote in the Judicial Evaluation Poll and the Judicial Preference Poll.

(C) Time to Conduct Judicial Evaluation Poll.

The Judicial Evaluation Poll shall be conducted on the first Monday of October of each year in which there will be a general election, or as soon thereafter as practicable. The completed poll shall be returned within fifteen (15) days from the date of distribution by the Association.

(D) Time to Conduct Judicial Preference Poll.

As soon as practicable after the list of Candidates for an election (whether primary, general or special) is determined the Judicial Committee shall cause to be prepared and transmitted to each Member of the Association the Judicial Preference Poll ballot. The ballots shall be returned at least four (4) weeks prior to the election involved. No ballots received after the date of return shall be considered.

10.5 Judicial Evaluation Poll Questions.

(A) Judges to Be Evaluated.

Subject to Section 10.5(B), the Judicial Evaluation Poll shall include an evaluation of the judges sitting and regularly holding court in Cameron County.

(B) Minimum Time on Bench.

Only judges who have been sitting on their current benches for a period of one or more years (not necessarily immediately prior to said poll) in a judicial office as to which admission to the Bar is a statutory prerequisite shall be evaluated.

(C) Form of Poll.

The form of the Judicial Evaluation Poll shall contain an admonition to the effect that the evaluation is the Member's own and that in anticipating in the evaluation poll the member should be guided by the member's own judgment and experiences.

(D) Specific Evaluation Questions.

Each judge evaluated in the Judicial Evaluation Poll will be evaluated, at the minimum, based on the voting members' level of agreement with the following statements and any other statements that the Judicial Committee shall deem appropriate:

- Courtesy toward counsel, litigants and witnesses
- Punctuality in opening court and keeping appointments
- Attention to testimony of witnesses and argument of counsel
- Knowledge and application of rules of procedure
- Understanding of substantive law and the study of authorities submitted by counsel
- Promptness in rendering decisions
- Proper judicial temperament and demeanor
- Impartiality to all lawyers and litigants
- Allows sufficient time for counsel to develop case
- Courtesy and professionalism of court personnel toward counsel, litigants and witnesses

For each statement, the member will provide one of the following responses: (1) Outstanding, (2) Acceptable or (3) Poor.

(E) Overall Performance Question.

Each judge evaluated in the Judicial Evaluation Poll will be evaluated based on the voting members' responses to the following questions:

- Judge's Overall Performance

The voter will choose among the following answers to this questions (1) Outstanding, (2) Acceptable and (3) Poor.

(F) Not Rated.

The ballot shall contain a "Not Rated" category should a member not have personal experience with a judge and/or choose not to rate a judge.

(G) Open-ended Comments.

The Judicial Evaluation Poll shall not include a section for open-ended comments.

10.6 Judicial Preference Poll Questions.

(A) Form of Preference Poll.

Subject to Section 10.6(B), the ballot shall contain the names of candidates for each contested office.

(B) Judges to be Evaluated.

The Association Membership shall be polled where a judgeship or place is contested in any primary, general or special election for:

1. the Supreme Court of Texas;
2. the Court of Appeals for the Thirteenth Supreme Judicial District;
3. a District Court of Cameron County; and
4. a County Court at Law of Cameron County.

10.7. Poll Publicity for Judicial Evaluation Poll and Judicial Preference Poll.

(A) Advance Notice of the Poll.

The Cameron County Bar Newsletter shall run a story notifying the membership of the upcoming poll in advance of the deployment of a poll. The story shall include, at a minimum, information about who will be able to participate in the poll, the nature of the poll, the duration of the poll, and the ability to vote online or by paper ballot. The Cameron County Bar Newsletter story should also encourage members to update their e-mail addresses and to ensure that their firm's spam-blocking software will permit e-mails from BallotBox.

(B) Notice to Members Without E-mail Addresses.

Two weeks in advance of launching the poll, Bar staff shall mail post cards to members without e-mail addresses on file with the Bar notifying them of the opportunity to vote by paper ballot and encouraging them to provide the Bar with an e-mail address of they have one.

(C) Post Poll Publicity.

The results of the Judicial Evaluation Poll and the Judicial Preference Poll shall be communicated to Members of the Association and the news media. The results of the Judicial Evaluation Poll shall not be released unless the polls have been received from at least 40% of the Members of the Association.

ARTICLE 11. GENERAL PROVISIONS

- 11.1 **Fiscal year.** The fiscal year of the Association shall be fixed by resolution of the Board of Directors. In the absence of a resolution, the fiscal year shall be the calendar year.
- 11.2 **Not for Profit Status.** Organized for non-profit purposes pursuant to the Texas Non-Profit Corporation Act, the Association does not contemplate pecuniary gain or profit, in whole or in part, to the benefit of the members there of or of any private individual, and no part of the net earnings of the corporation shall endure the benefit of any private member or individuals. The Association shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue or distribute profit or permit the realization of private gain. The Association shall not have the power to take any action prohibited by the Texas Non-Profit Corporation Act, or inconsistent with the requirements of tax exemption under the Internal Revenue Code and regulations, rulings, and procedure. Regardless of any other provision in these bylaws, the Articles of Incorporation, or state law, the Association shall have no power to:
- (A) Engage in any activities or use its assets in a manner or in manners that are not in furtherance of one or more exempt purposes, as set forth above in defined by the Internal Revenue Code and related regulations, rulings, and procedures except to an insubstantial degree.
 - (B) Serve a private interest other than one that is clearly incidental to an overriding public interest.
 - (C) Devote more than an insubstantial part of its activity to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
 - (D) Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distribution of statements or other direct or indirect campaign activities.

- (E) Have objectives that characterize it as an “action organization” as defined in the Internal Revenue Code and related regulations, related rulings, and procedures.
- (F) Distribute its assets in dissolution other than for one or more exempt purposes.
- (G) Permit any part of the net earnings of the corporation to inure to the benefit of any private member of the Association or any private individual.
- (H) Carry on an unrelated trade or business except as a secondary purpose related to the Association’s primary, exempt, purpose.

11.3 **Limitation.** Any other provisions of these Bylaws notwithstanding, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Association, and shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under 501(c)(6) of the Internal Revenue Code and its Regulations, as they may now exist or as they may be hereafter amended.

11.4 **Resignation.** Any officer or director at large may resign by giving written notice to the President or the Secretary. The resignation shall take effect at the time specified therein, or immediately if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

11.5 **Construction.** Whenever the context so requires, the masculine shall include the feminine and neuter and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then so as is reasonable and possible (a) the remainder of these bylaws shall be considered valid and operative, and (b) effect shall be given to the intent manifested by the portion held invalid or inoperative.

11.6 The bylaws of the Association adopted on March 8, 1984 (and amendments thereof), are hereby amended and wholly restated by these bylaws, and these bylaws shall become effective upon adoption. The officers elected at the annual meeting held in 1998, shall hold office until the annual meeting to be held in May, 1999 (pursuant to paragraph 4.1). The directors at large (called additional directors in the prior bylaws) elected at the annual meeting held in 1997, shall hold office until the annual meeting held in 1999. The directors at large (additional directors) elected at the annual meeting held in 1998, shall hold office until the annual meeting in 2000.

Last saved by Rhonda Loop Terms of office held under prior bylaws shall be considered in determining whether an officer or director at large is eligible for re-election pursuant to paragraphs 5.4 and 7.1 which provide that an office may be held of no more than two successive terms.

ARTICLE 12. AMENDMENTS OF BYLAWS

These bylaws may be amended at any regular meeting of the Members, or at a special meeting called for the purpose by a majority vote of the Members present, provided that notice shall be transmitted to Members of the Association at least ten days in advance of such meeting, stating that an amendment to the Bylaws will be proposed at such meeting, and further provided that a copy of the proposed amendment shall have been on file in the Secretary's office, and available for inspection for at least ten (10) days prior to such meeting.

I hereby certify that these bylaws were duly adopted at the meeting of Members held on May 27, 2004.

Secretary