

**SECOND AMENDED AND RESTATED BYLAWS  
OF BEXAR COUNTY WOMEN'S BAR  
FOUNDATION**

**Effective: January 21, 2023**

**ARTICLE I  
REGISTERED OFFICE AND AGENT**

**Section 1.01 Registered Office and Registered Agent.** The registered office and the registered agent of Bexar County Women's Bar Foundation (the "Corporation") will remain located in the State of Texas. The address of the registered office and the identity of the registered agent may be changed from time to time by the Board of Directors.

**ARTICLE II  
PURPOSE**

**Section 2.01** The purpose or purposes for which the Corporation is organized are to solicit, receive, and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations set forth in the Articles of Incorporation and the Bylaws, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable or educational purposes.

**ARTICLE III  
MEMBERS**

**Section 3.01 Classes of Members.** Each Member of the Bexar County Women's Bar Association ("Association") is a Member of the Corporation. The Corporation has two (2) classes of Members. The designation of such classes and the qualifications and rights of the Members of such classes are as follows:

(a) **Voting Members:** Any dues-paying attorney who is licensed to practice law by any state of the United States of America, and who is in good standing with the state, agency, or entity that issued the license to practice law (an "Attorney Member") or any dues-paying practicing paralegal or legal assistant (an "Associate Member") is a "Voting Member" of the Corporation.

(b) **Nonvoting Members:** Any student attending an accredited law school and any dues-paying inactive attorney (as defined by the State Bar of Texas) does not have voting rights.

**Section 3.02 Voting Rights.** Each Voting Member is entitled to one vote on each matter submitted to a vote of the Members. A Voting Member may vote in person, by mail, or by Electronic Ballot, as determined by the Board of Directors. No Voting Member may vote by proxy.

**ARTICLE IV**  
**MEETINGS OF MEMBERS**

**Section 4.01 Regular Meetings.** Regular meetings of the Members will be held, for any purpose or purposes whatsoever, at such times as may be designated from time to time by the Board of Directors.

**Section 4.02 Special Meetings.** Special meetings of the Members may be called by the President, or, in the President's absence, by the President Elect, or by a majority of the Board of Directors, or by not less than one-tenth of the Voting Members.

**Section 4.03 Place of Meetings.** The Board of Directors may designate any place within Bexar County, Texas, as the place of meeting for any regular meeting. The Officer, Board of Directors, or Voting Members who call a special meeting may designate any place within Bexar County, Texas, as the place of meeting for such special meeting. If no designation is made, the place of meeting is the registered office of the Corporation; but if all of the Members meet at any time and place within Bexar County, Texas, and consent to the holding of a meeting, such meeting is valid without call or notice, and at such meeting, any corporate action may be taken.

**Section 4.04 Notice of Meetings.** Written or printed notice stating the place, day, and hour of any meeting of Members must be delivered, either personally, by mail, or by another form of written communication (including electronic mail or facsimile) to each Member, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, the Secretary, or the Officer or persons calling the meeting. In the case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called must be stated in the notice. If mailed, the notice of a meeting is deemed to be delivered when deposited in the United States mail addressed to the Member at her or his address as it appears on the records of the Corporation, with postage thereon prepaid. If sent by electronic mail or facsimile, the notice of a meeting is deemed to be delivered when the same is transmitted to the recipient's email address or facsimile number as it appears on the records of the Corporation.

**Section 4.05 Quorum.** Unless otherwise provided by statute, the Articles of Incorporation, or these Bylaws, at all meetings of the Members, one-tenth of the Voting Members constitutes a quorum for the transaction of business by the Members. If a quorum is not present at a meeting of the Members, the Voting Members present at such meeting have the power to adjourn the meeting until a quorum is present. At the reconvened meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified.

**Section 4.06 Majority Vote; Withdrawal of Quorum.** When a quorum is present at any meeting, the vote of the majority of the Voting Members present at such meeting decides any question brought before the Voting Members at such meeting, unless the vote of a greater number is required by statute, the Articles of Incorporation, or these Bylaws. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

**Section 4.07 Voting.** Where Directors or Officers are to be elected by Voting Members, such election may be conducted by mail or by Electronic Ballot, pursuant to Section 7.03, in such manner as determined by the Board of Directors.

**Section 4.08 Voting List.** At least ten (10) days before each meeting of Members, a complete list of Members entitled to vote at the meeting, with the address of each, must be prepared by the Officer or Director having charge of the membership rolls. The list, for a period of ten (10) days prior to the meeting, must be kept on file at the office of the Officer or Director having charge of the membership rolls and is subject to inspection by any Member at any time during usual business hours.

**Section 4.09 Record Date; Closing Membership Rolls.**

(a) The Board of Directors may fix in advance a record date for the purposes of determining the Members entitled to notice of or to vote at a meeting of the Members or entitled to receive a ballot for an election pursuant to Section 7.03. The record date must be not less than ten (10) days nor more than sixty (60) days prior to the meeting or the distribution of the ballots.

(b) The Board of Directors may close the membership rolls of the Corporation for such purpose for a period of not less than ten (10) days nor more than sixty (60) days prior to such meeting or prior to distributing the ballots.

(c) In the absence of any action by the Board of Directors, the date upon which the notice of the meeting or the date upon which the ballots are distributed is the record date.

**Section 4.10 Waiver of Notice.** Any notice required by law or these Bylaws may be waived by the Member entitled to such notice by the execution of a written waiver of such notice or by appearing at any meeting of Members and orally waiving such notice.

**Section 4.11 Conduct of Meeting.** At every meeting of the Members, the President, or, in her absence, the President Elect, or, in her absence, an Officer or Director designated by the President chairs the meeting.

## ARTICLE V DIRECTORS

**Section 5.01 Management.** The affairs of the Corporation are managed by the Board of Directors, which may exercise all powers of the Corporation and do all acts that are allowed by statute, the Articles of Incorporation, or these Bylaws.

**Section 5.02 Number; Qualification.** The Board of Directors consists of nineteen (19) Directors, seven (7) of whom are Officers. The nineteen (19) Director positions are comprised of one (1) Officer filled by the LEAD Academy Director, (1) Director filled by the current President of St. Mary's University Women's Law Association or her designee and seventeen (17) Directors filled by election of the Voting Members. The seventeen (17) elected Directors must all be Voting Members. The Director who is the current President of St. Mary's University Women's Law Association or her designee is a Nonvoting Member of the Corporation and the Board of Directors. The President, at her discretion, may appoint one (1) additional Director who must be a Voting Member, to serve a one-year term, meaning that the Board of Directors would at that point would consist of twenty (20) total Directors. Each Director who serves on the Board of Directors of the Corporation is also a Director who serves on the Board of Directors of the Association.

**Section 5.03 Advisory Directors.** Any Voting Member of the Corporation serving in Bexar County as a federal judge or magistrate, as a judge of a state appellate court, as a judge or master of a state district court, or as a judge of a county court-at-law may be invited to serve as an Advisory Director of the Corporation. The Advisory Directors do not have voting rights as Directors unless elected to the Board of Directors as provided in these Bylaws.

**Section 5.04 Change in Number.** The number of Directors may be increased or decreased from time to time by amendments to the Bylaws, but no decrease may have the effect of shortening the term of any incumbent Director. Any Director position to be filled by reason of any increase in the number of Directors must be filled by election at a regular or special meeting of Members called for that purpose. In no event may the Board of Directors consist of less than three (3) Directors.

**Section 5.05 Election and Term of Office.** Directors, other than Officers, elected by the Voting Members are divided into two classes, each class serving two-year terms with one class being elected annually by the Voting Members as provided in Article VII. Five (5) of these Directors are Class I Directors and begin to serve their two-year term on January 1 of odd years. Six (6) of these Directors are Class II Directors and begin to serve their two-year term on January 1 of even years. Each Director holds office until her respective successor is elected, or until her death, resignation, or removal.

### **Section 5.06 Removal.**

(a) **Absence.** A Director who is absent from four (4) regularly scheduled meetings of the Board of Directors in a calendar year shall forfeit her position for the next calendar year, and, in the case of such forfeiture, a new Director will be appointed pursuant to Section 5.07 to serve until the next regular election for Directors, as provided in Article VII. Attendance of Officers at regularly scheduled meetings of the Board of Directors is governed by Section 6.03, rather than this Section 5.06.

(b) **With or Without Cause.** Any Director may be removed either with or without cause at any special or regular meeting of Members, by the affirmative vote of a majority of Voting Members present at such meeting; provided that notice of such removal question must have been given in the notice calling such meeting.

**Section 5.07 Vacancies.** Any vacancy occurring on the Board of Directors (by death, resignation, forfeiture, removal, or otherwise) must be filled by an appointment made by a majority of the remaining Directors. A Director selected to fill a vacancy will serve until the next regular election for Directors provided in Article VII. At the next regular election, a Director elected to fill a vacancy will serve for the unexpired term of her predecessor and until she or her successor is elected. In the event of a Director who is also an Officer, Section 6.04 governs, rather than this Section 5.07.

**Section 5.08 Place of Meeting.** All meetings of the Board of Directors may be held at such place within Bexar County, Texas, or at such other place as may be designated from time to time by the President or Directors calling such meeting.

**Section 5.09 Regular Meetings.** Regular meetings of the Board of Directors may be held upon forty-eight (48) hours' notice and at such times and places as may from time to time be determined by the Board of Directors.

**Section 5.10 Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President or by any two (2) Directors on three (3) days' written notice to each Director, either personally, or sent by mail or by another form of written communication (including electronic mail or facsimile). The purpose or purposes for which the meeting is called must be stated in the notice.

**Section 5.11 Quorum; Majority Vote.** At all meetings of the Board of Directors, a majority of the number of voting Directors fixed by Section 5.02 constitutes a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which a quorum is present is the act of the Board of Directors, except as otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws. If a quorum is not present at a meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

**Section 5.12 Compensation.** Directors must serve without compensation, but any Director may be reimbursed for amounts advanced on the Corporation's behalf.

**Section 5.13 Conduct of Meetings.** The Board of Directors must keep regular minutes of its proceedings. The President or, in her absence, the President Elect or any Director selected by the President presides at meetings of the Board of Directors. The Secretary of the Corporation or, in her absence, any Director selected by the Secretary or Director presiding over the meeting acts as Secretary at meetings of the Board of Directors. The minutes must be placed in the minute book of the Corporation.

**Section 5.14 Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if (i) a telephone, electronic mail, or other form of poll is conducted by the President, the President Elect, or any Director designated by the President of all of the members of the Board of Directors at their respective contact information as it appears on the records of the Corporation or (ii) a consent in writing, setting forth the action so taken, is signed by a sufficient number of the members of the Board of Directors as would be necessary to take that action at a meeting at which all of the members of the Board of Directors were present and voted. The signed consent, or a signed copy, must be placed in the minute book. In the event of a telephone, electronic mail, or other form of poll, the Officer or Director conducting such poll must provide written notice of the results of such poll to all members of the Board of Directors within a reasonable period after the poll is conducted, and the Secretary must include the results of such poll in the minutes of the next regularly scheduled meeting of the Board of Directors.

## **ARTICLE VI OFFICERS**

**Section 6.01 Number and Qualification.** The Corporation must have a President, a President-Elect, a Secretary, a Treasurer, a Treasurer-Elect, a LEAD Academy Director, an Immediate Past President, and such other Officers. Each Officer must be an Attorney Member and must serve on the Board of Directors as the Board of Directors may from time to time deem necessary. Each Officer of the Corporation holds the same officer position in the Association.

**Section 6.02 Election and Term of Office.** Officers serve one-year terms, beginning January 1, and, except for President, Treasurer, and Immediate Past President, Officers are elected annually by the Voting Members. Each Officer holds office until her respective successor is elected, or until her death, resignation, forfeiture, or removal.

**Section 6.03 Attendance.** An Officer who is absent from four (4) regularly scheduled meetings of the Board of Directors in a calendar year may be removed from office and from the Board of Directors.

**Section 6.04 Vacancies.** If any office becomes vacant by reason of death, resignation, removal, or otherwise, a successor must be elected as prescribed in Section 7.07. An Officer elected to fill a vacancy holds office for the unexpired term of her predecessor in office and until she or her successor is elected. The President may appoint a qualified Director to fill the vacancy until such time as a special election may be completed.

**Section 6.05 Authority.** Officers have such authority and perform such duties in the management of the Corporation as are generally ascribed to the respective offices provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

**Section 6.06 Compensation.** Officers must serve without compensation, but any Officer may be reimbursed for amounts advanced on the Corporation's behalf.

**Section 6.07 President.** The President is the Chief Executive Officer of the Corporation and, subject to the control of the Board of Directors, has general supervision, direction, and control of the business and Officers of the Corporation, and has the general powers and duties of management usually vested in the office of President of a corporation, and has such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. She may designate such special committees as she or the Board of Directors deems necessary and appoint the chairs of all standing and special committees. The President serves as Immediate Past President upon the completion of her one-year term as President.

**Section 6.08 President-Elect.** The President-Elect, in the absence or disability of the President, performs the duties and has the authority and exercises the powers of the President. She performs such other duties and has 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 serves as President upon the completion of her one-year term as President-Elect.

**Section 6.09 Immediate Past President.** Immediate Past President performs the duties and has the authority and powers as the President may from time to time delegate or the Board of Directors may from time to time prescribe.

**Section 6.10 Secretary.** The Secretary:

(a) Records the minutes of all proceedings and all votes of the Board of Directors and records all votes of the membership in the minute book of the Corporation.

(b) Gives, or cause to be given, notice of special meetings of the Members or the Board of Directors.

(c) Maintains attendance records for regularly scheduled meetings of the Board of Directors and notifies the President if any Director or Officer is absent from four (4) regularly scheduled meetings of the Board of Directors in a calendar year, or notifies the President Elect in the event the President is absent from four (4) regularly scheduled meetings of the Board of Directors in a calendar year.

(d) Performs such other duties and has 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.

**Section 6.11 Treasurer.** The Treasurer:

(a) Has custody of the funds of the Corporation and keeps a full and accurate account of receipts and disbursements of the Corporation and deposits all monies of the Corporation.

(b) Disburses the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and renders to the President and Directors, at the regular meetings of the Board, or whenever they may require it, a written account of all her transactions as Treasurer and of the financial condition of the Corporation.

(c) Performs such other duties and has 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.

**Section 6.12 Treasurer-Elect.** The Treasurer-Elect, in the absence or disability of the Treasurer, performs the duties and has the authority to exercise the powers of the Treasurer. She performs such other duties and has such other authority and powers as the Board of Directors may from time to time prescribe or as the Treasurer may from time to time delegate. The Treasurer-Elect serves as Treasurer upon the completion of her one-year term as Treasurer-Elect.

**Section 6.13 LEAD Academy Director.** The LEAD Academy Director acts as liaison between the Board of Directors and the LEAD Academy to ensure the mission of both BCWB and the LEAD Academy are met and work together to schedule events and utilize resources.

**ARTICLE VII  
ELECTIONS**

**Section 7.01 Nominating Committee.** The President-Elect chairs the Nominating Committee, which is composed of six (6) Voting Members. At the regularly scheduled meeting of the Board of Directors in September, the President-Elect must appoint to the Nominating Committee five Voting Members, at least two of whom are not Officers or Directors.

**Section 7.02 Nominations.** At the regularly scheduled meeting of the Board of Directors in October, the Nominating Committee must present to the Board of Directors the names of one or more candidates for each office and a separate list of candidates for each board



position to be filled in the election. The Board of Directors may make additional nominations for Officers and Directors at the meeting. The slate of candidates for Officers and Directors must be presented to the Members at the next general membership gathering, at which time Members may make additional nominations for Officers and Directors, and after which, nominations must cease. A Director who is serving a two-year term is not required to resign in order to be a candidate for an Officer position. A member of the Nominating Committee may resign in order to be a candidate for an Officer or Director position, such that no candidate will be a member of the Nominating Committee.

**Section 7.03 Election Procedure.** The Chair of the Nominating Committee must prepare or cause to be prepared an official ballot for the election. The ballot must include the names of all properly nominated candidates for Officers and Directors. Ballots must be provided on a date fixed by the Board of Directors to the Voting Members entitled to vote in the election as of the record date, if any, fixed by the Board of Directors pursuant to Section 4.09. The ballots must be provided to the Voting Members by either Mail or Electronic Ballot.

(a) **Mail.** If ballots are sent by mail, then each Voting Member must be sent an official ballot and two (2) envelopes in which to return the ballot, with instructions for marking the ballot and returning the ballot to the Nominating Committee not later than the close of the voting period as set by the Nominating Committee.

(b) **Electronic Ballot.** An “Electronic Ballot” means a ballot: (i) given by electronic mail or facsimile or posting on an Internet website or any other electronic medium; (ii) for which the identity of the Member submitting the ballot can be confirmed but the content of the ballot cannot be traced to the Member; and (iii) for which the Member must receive a confirmation of the electronic transmission. If an Electronic Ballot is given by electronic mail or facsimile, the Electronic Ballot must be sent to each Voting Member with instructions for marking and submitting the Electronic Ballot. If an Electronic Ballot is posted on an Internet website, a notice of the posting must be sent to each Voting Member with instructions on obtaining access to the posting on the website. Each Voting Member must be instructed to submit the ballot not later than the close of the voting period as set by the Nominating Committee.

**Section 7.04 Tabulation of Ballots.** The ballots must be tabulated by the Nominating Committee not later than the Friday following the first Monday in December as follows:

(a) The votes for Officers must be tabulated, and the candidate receiving a plurality of the votes for each office is declared elected.

(b) The votes for Directors must be tabulated, and the candidates receiving the most votes are declared elected to fill in the following order (i) the positions for two-year terms on the Board of Directors; (ii) any unexpired term on the Board of Directors to be filled as provided in Section 5.07; (iii) any vacancy on the Board of Directors created by the election of Officers.

**Section 7.05 Run-off Elections.** In the event of a tie vote for any Officer or Director, a run-off election must be conducted in the same manner in which the regular election was conducted.

**Section 7.06 Election Results.** The Chair of the Nominating Committee must provide oral or written notice of the results of the regular election or any run-off election to each Officer and Director and to each candidate listed on the ballot in such election within five (5) business days after the votes are tabulated. The results must also be published in the next newsletter distributed to the Members and announced at the next general membership gathering.

**Section 7.07 Special Elections.** If any Officer dies, resigns, is removed, or otherwise ceases to serve, a successor must be elected at a special election called for that purpose. The Nominating Committee appointed the preceding September must present to the Board of Directors at its next regularly scheduled meeting the names of two or more candidates for the office to be filled. The Board of Directors may make additional nominations, and the list of candidates must be presented to the Members at the next general membership gathering, at which time Members may make additional nominations. A special election must be conducted in the same manner in which regular elections are conducted. Any Officer elected in a special election holds office for the unexpired term of her predecessor in office and until she is re-elected or her successor is elected.

## ARTICLE VIII NOTICE

**Section 8.01 Method.** Whenever a statute, the Articles of Incorporation, or these Bylaws require that notice be given to a Director, and no provision is made as to how the notice must be given, it will not be construed to mean personal notice, but any such notice may be given (i) in writing, by mail, postage prepaid, addressed to the Director at the address appearing on the books of the Corporation, or (ii) in any other method permitted by law. If mailed, the notice of a meeting is deemed to be delivered when deposited in the United States mail addressed to the Member at her or his address as it appears on the records of the Corporation, with postage thereon prepaid. If sent by electronic mail or facsimile, the notice of a meeting is deemed to be delivered when the same is transmitted to the recipient's email address or facsimile number as it appears on the records of the Corporation.

**Section 8.02 Waiver.** Whenever a statute, the Articles of Incorporation, or these Bylaws require that notice be given to a Director, a written waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, is equivalent to the giving of such notice. Attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except when a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**ARTICLE IX**  
**EXECUTION OF INSTRUMENTS**

**Section 9.01 Instruments.** The Board of Directors may, in its discretion, determine the method and designate the signatory Officer or Officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature is binding upon the Corporation.

**ARTICLE X**  
**INDEMNIFICATION**

**Section 10.01 Indemnification Generally.** The Corporation must indemnify any person who (i) is or was an Officer or Director of the Corporation, and (ii) was, is, or is threatened to be made a named defendant or respondent in any “proceeding” (as that term is defined in § 8.001 of the Texas Business Organizations Code, as amended (“TBOC”)); PROVIDED, HOWEVER, that any such indemnification may be made only if it is determined in accordance with Section 10.02 that the Officer or Director: (i) conducted herself in good faith; (ii) in the case of conduct in an “official capacity” (as that term is defined in § 8.001 of the TBOC), reasonably believed that her conduct was in the best interests of the Corporation; (iii) in all other cases, reasonably believed that her conduct was at least not opposed to the Corporation’s best interest, and (iv) in the case of any criminal proceeding, had no reasonable cause to believe her conduct was unlawful. The above notwithstanding, an Officer or Director may not be indemnified by the Corporation under this Section of any obligations resulting from a proceeding in which the Officer or Director is found liable (i) on the basis of improperly receiving personal benefit, whether or not the benefit resulted from an action taken in the Officer’s or Director’s official capacity; or (ii) to the Corporation for any reason. The termination of a proceeding by judgment, order, settlement, or conviction, or on a plea of nolo contendere or its equivalent is not of itself determinative that the Officer or Director did not meet the requirements set forth above. Any such indemnification under this Section includes all judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by an Officer or Director in connection with the proceeding (the “Authorized Expenses”); PROVIDED, HOWEVER, in the case the proceeding is brought by the Corporation, the indemnification is limited to reasonable expenses actually incurred in connection with the proceeding.

**Section 10.02 Method of Determination.** A determination of indemnification and authorization for the Corporation to indemnify Authorized Expenses must be made: (i) by a majority vote of a quorum (the “Qualifying Quorum”) consisting of Directors who at the time of the vote are not named defendants or respondents in the proceeding; (ii) if such a Qualifying Quorum cannot be obtained, by a majority vote of a committee (the “Qualifying Committee”) of the Board of Directors, designated to act in the matter by a majority vote of all Directors, such

Qualifying Committee to consist solely of two (2) or more Directors who at the time of the vote are not named defendants or respondents in the proceeding; (iii) by special legal counsel selected by the Qualifying Quorum or Qualifying Committee, or if such a Qualifying Quorum cannot be obtained and such a Qualifying Committee cannot be established, by a majority vote of all Directors; or (iv) by the Voting Members in a vote in which the Officers or Directors named as defendants or respondents in the proceedings do not participate.

**Section 10.03 Advances for Indemnified Expenses.** The Corporation must pay or reimburse to an Officer or Director, in advance of a final disposition of a proceeding, any Authorized Expenses which may become subject to indemnification, if:

(a) The Corporation receives a written affirmation from such Officer or Director that she has met the standards of conduct necessary for indemnification under this Article, and a written undertaking by or on behalf of the Officer or Director to repay the amount advanced on her behalf in the event it is ultimately determined that Officer or Director has not met such standards. Such written undertaking must be an unlimited general obligation but need not be secured and may be accepted without reference to the financial ability of such Officer or Director to make repayment; and

(b) A determination that the facts then known to those making the determination of indemnification would not preclude indemnification under this Article X when rights to indemnification arise. The Corporation's obligation to indemnify and to prepay expenses under this Article arise, and all rights granted to Officers or Directors hereunder vest, at the time of the occurrence of the transaction or event to which such proceeding relates, or at the time that the action or conduct to which such proceeding relates was first taken or engaged in or omitted to be taken or engaged in, regardless of when such proceeding is first threatened, commenced, or completed.

**Section 10.04 Insurance.** The Corporation may purchase, procure, establish, or maintain insurance or another arrangement to indemnify or hold harmless any person who is or was a Director or Officer of the Corporation against any liability asserted against her and incurred by her in such a capacity or arising out of her status as such a person, whether or not the Corporation would have the power to indemnify her against that liability under the TBOC.

**Section 10.05 Notice to Members.** Any indemnification or advance of expenses to a Director or Officer of the Corporation in accordance with this Article X must be reported in writing to the Members of the Corporation with or before the notice or waiver of notice to the next Members' meeting or with or before the next submission to Members of a consent to action without a meeting pursuant to the TBOC and, in any case, within the twelve (12) month period immediately following the date of the indemnification or advance.

**Section 10.06 Validity.** Any provision included within this Article X that would be invalid under the TBOC or any successor statute thereto, is of no force or effect.

**ARTICLE XI**  
**COMMUNICATIONS TO MEMBERSHIP**

**Section 11.01 Newsletter.** The Equal Times is the official newsletter of the Corporation. All notices required by these Bylaws must be included in the newsletter. The subject of all notice and announcement requests submitted by Members and non-members must be law related and not for personal or pecuniary gain. Any request that does not follow the above parameters must be addressed to the editor as a paid advertisement, with the exception of information provided for inclusion under the BCWB Lites section of the newsletter, if one is included.

**Section 11.02 Electronic Mail.** It is the policy of the Corporation to not sell or distribute our electronic mail address list. The Corporation will communicate notices and announcements to the membership through electronic mail as well as the newsletter. The following applies to requests for distribution of information via electronic mail:

- (a) All requests for distribution must:
  - (i) be law related;
  - (ii) not be for personal gain;
  - (iii) not advocate a particular political position; and
  - (iv) not be for commercial purposes.

(b) Distribution: The communications chair will be responsible for the distribution of electronic mail and will have the authority to accept or deny any requests for distribution to Members. The communications chair has the discretion to consult the President and/or the Board of Directors on whether to distribute any information requested to be distributed via electronic mail.

**ARTICLE XII**  
**COMMITTEES**

**Section 12.01 Standing Committees.** Standing Committees may include, but are not limited to the following:

- (a) Judicial Liaison – maintain contact with the Bexar County judiciary;
- (b) Annual Retreat – organize the annual retreat for members, including planning and obtaining continuing legal education credit from the State Bar of Texas;
- (c) Autumn Affair – coordinate the signature annual fundraising event for a local beneficiary;
- (d) Luncheons – organize monthly luncheon meetings for members, including making arrangements, planning programs and obtaining continuing legal education credit from the State Bar of Texas when appropriate;

(e) Mentor/Mentee – arrange events fostering mentorship within the legal community;

(f) Community Service & Projects – organize community service events and projects for Members to benefit the community.

**Section 12.02 Special Committees.** The Board of Directors, by resolution adopted by a majority of the Directors in office, or the President, at her discretion, may designate any special committee in addition to the standing committees to meet the needs of the Corporation and the Board of Directors. The Board may charge each committee with its responsibilities, and each committee may adopt its own operating procedures to fulfill those responsibilities as long as they are consistent with these Bylaws, the Articles of Incorporation, and the policies adopted by the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority does not relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or her by law.

**Section 12.03 Chairs and Members.** The President may appoint the chairs of all standing and special committees, except as otherwise expressly provided herein, but in no event may the President chair any standing or special committee. The committee chair may appoint the members of her committee, unless otherwise expressly provided herein.

### ARTICLE XIII

#### DUES

**Section 13.01 Membership to Foundation.** Upon the payment of dues to the Association, a Member of the Association is also a Member of the Corporation.

**Section 13.02 Default and Termination of Membership.** When any Member of any class of membership is in default in the payment of dues to the Association for a period of three (3) months from the beginning of the fiscal year or period for which such dues become payable, her membership automatically terminates.

### ARTICLE XIV

#### GENERAL PROVISIONS

**Section 14.01 Books and Records.** The Corporation must keep correct and complete books and records of account and minutes of the proceedings of its Board of Directors, and the Corporation must keep, at its registered office, a record of its Members, giving the names and addresses of all Members.

**Section 14.02 Resignation.** Any Director or Officer may resign by giving written notice to the Board of Directors or the President. The resignation is effective at the time specified

therein, or immediately upon receipt if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation is not necessary to make it effective.

**Section 14.03 Amendment of Bylaws.** These Bylaws may be altered, amended, or repealed at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of a majority of the Directors present at such meeting, provided notice of the proposed alteration, amendment, or repeal is included in the notice of such meeting.

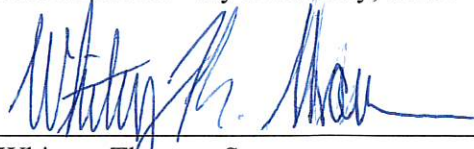
**Section 14.04 Attendance.** Members of the Board of Directors or Members of a committee designated by the Board of Directors may participate in or hold a meeting by means of telephone conference or similar remote communications technology as long as all persons participating in the meeting can hear each other. Such Member's participation in a meeting constitutes presence in person and that Member counts towards a quorum, except where a Member participates in a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**Section 14.05 Investment Policy.** The Board of Directors, in investing the assets of the Corporation, must exercise the judgment and care under the circumstances then prevailing that persons of ordinary prudence, discretion, and intelligence exercise in the management of their own affairs, not in regard to speculation but in regard to the permanent disposition of their funds, considering the probable income from as well as the probable increase in value and safety of their capital. In determining whether an investment decision is prudent, such determination must be made taking into consideration the investment of all of the assets of the Corporation over which the Board of Directors exercises management and control, rather than a consideration as to the prudence of the single investment.

**Section 14.06 Administrative Services.** The Corporation may from time to time engage the Association for administrative and other services in order to promote the common interest of their Members.

#### **CERTIFICATE OF SECRETARY**

The undersigned does hereby certify that (i) the undersigned is the duly elected and qualified Secretary of Bexar County Women's Bar Foundation, a Texas non-profit corporation (the "Corporation"), and (ii) the foregoing is a true and correct copy of the Bylaws of the Corporation adopted by the Board of Directors effective the 21<sup>st</sup> day of January, 2023.

  
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Whitney Thomas, Secretary