

**BYLAWS**  
**OF**  
**SOUTHWEST ASSOCIATION OF PRELAW ADVISORS (SWAPLA)**

*As amended 2021*

**Article I- Offices**

**1. REGISTERED OFFICE AND AGENT**

The registered office and registered agent of the Corporation shall be set forth in the Corporation's Articles of incorporation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

**2. PRINCIPAL OFFICE**

The principal office of the Corporation shall be at Dallas Texas, provided that the Board of Directors shall have the power to change the location of the principal office.

**3. OTHER OFFICES**

The Corporation may also have other offices at such places, within or without the state of Texas, as the Board of Directors may designate, or as the business of the Corporation may require or as may be desirable.

**ARTICLE II- MEMBERS**

**1. CLASSES OF MEMBERS**

The Corporation shall have two classes of Members, Regular Members and Associate Members.

Regular Members must meet the following qualifications for membership: Said Members shall be pre-law advisors in colleges (both two and four year institutions) and universities, they shall apply for membership in the Corporation by meeting such qualifications, completing such forms, and paying such membership fee or fees as shall from time to time be designated by the Board of Directors. Regular Members may participate in all business and affairs of the Association, including voting at the annual meeting of the Members.

Associate Members must meet the following qualifications for membership: Said Members shall be representatives of Law School Admissions Services, the Law School Admissions Council, the American Association of Law Schools, the American Bar Association, and emeritus prelaw advisors. Associate Members may participate in all business and affairs of the Association except they shall not be entitled to vote at the annual meeting of the Members

2. **ELECTION OF MEMBERS** (No longer applicable as amended 2021)

3. **TERMINATION OF MEMBERSHIP**

The Board of Directors, by affirmative vote of fifty-one percent (51%) of the Board of Directors, may suspend or expel a member for cause after an appropriate hearing.

4. **RESIGNATION (No longer applicable as amended 2021)**

5. **REINSTATEMENT**

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by affirmative vote of fifty-one percent (51%) of the Board of Directors, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

6. **TRANSFER OF MEMBERSHIP**

Membership in this Corporation is not transferable or assignable.

7. **ANNUAL MEETING**

Members shall meet annually. The annual meeting of members shall be held at a time and place as decided upon by the Governing Council, in conjunction with the Board of Directors. Failure to hold the annual meeting at the designated time shall not work a dissolution of the Corporation, provided an alternative plan for an annual meeting time and place is recorded into the relative Governing Council and Board of Directors minutes. In the event the Board of Directors fails to call the annual meeting, any member may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the Corporation. If the annual meeting of members is not called within sixty (60) days following such demand, any member may compel the holding of such annual meeting by legal action directed against the Board of Directors, and all of the extraordinary writs of common law and of courts of equity shall be available to such member to compel the holding of such annual meeting.

8. **PLACE OF MEETING**

The Governing Council, in conjunction with the Board of Directors, may designate any place, either within or without the State of Texas as the place of meeting for any annual meeting of said members or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas but if all of the members shall meet at any time and place, either within or without the state of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

## **9. NOTICE OF MEMBER'S MEETING**

Notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, through any communication modality, or at the direction of the President or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address listed for the member in the records of the Corporation, with postage thereon paid. If transmitted by facsimile, notice is deemed to be delivered on successful transmission of the facsimile. If transmitted electronically, a copy of the e-mail with recipients and the date of transmission shall be retained by the sender.

## **10. SPECIAL MEMBERS' MEETINGS**

Special meetings of the members may be called by the President, the Board of Directors, by members having not less than one-tenth of the votes entitled to be cast at such meeting. Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the members. Any person or persons entitled hereunder to call a special meeting of members may do so only by written request sent by certified mail or delivered in person to the President. The President, within ten days from the day of receipt of the written request, shall cause notice of the meeting to be given in the manner provided by these Bylaws to all members entitled to vote at the meeting. If the President does not give notice of the meeting within ten days after the date of receipt of the written request, the person or persons calling the meeting may fix the time of meeting and give the notice in the manner provided in these Bylaws. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting of members called by action of the Board of Directors may be held.

## **11. VOTING OF MEMBERS**

Each Regular Member shall be entitled to one (1) vote on each matter submitted to a vote of the members. A Regular Member may vote in person, electronically, or, unless the Articles of Incorporation or these Bylaws otherwise provide, may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for more than eleven (11) months. Elections of directors or officers may be conducted by mail, by facsimile transmission, by any combination of the two, or by electronic polling.

At each election for directors every member entitled to vote at such election shall have the right to vote, in person, electronically, or by proxy, for as many persons as there are directors to be elected and for whose election he has a right to vote. The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the members meeting, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Any vote may be taken by voice or show of hands unless a member entitled to vote, either in person or by proxy objects, in which case written ballots shall be used.

## **12. QUORUM OF MEMBERS**

Unless otherwise provided in the Articles of Incorporation or in these Bylaws, members holding one-tenth of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. Unless otherwise provided in the Articles of Incorporation or these Bylaws, once a quorum is present at a meeting of members, the members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting. Unless otherwise provided in the Articles of Incorporation or these Bylaws, the members represented in person or by proxy at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the majority of the members represented in person or by proxy at that meeting.

## **13. FIXING RECORD DATES FOR DETERMINING MEMBERS ENTITLED TO VOTE AND NOTICE**

The record date for determining the members entitled to notice of a members' meeting and for determining the members entitled to vote at a members' meeting shall be the close of business on the business day preceding the date on which notice is given, or if notice is waived, at the close of business on the business day preceding the date of the meeting. A determination of members entitled to notice of or to vote at a members' meeting effective for any adjournment of the meeting unless the Board of Directors fix a new date for determining the right to notice or the right to vote. The Board of Directors must fix a new date for determining the right to notice or the right to vote if the meeting is adjourned to a date more than ninety (90) days after the record date for determining members entitled to notice of the original meeting.

#### **14. VOTING LISTS**

After fixing a record date for the notice of a meeting, the President or their designee shall prepare a list of names and correlative addresses of all voting members who are entitled to notice of the meeting. The list must show the number of votes each voting member is entitled to cast at the meeting. The President or their designee shall maintain, through the time of the members' meeting a list of members who are entitled to vote at the meeting but are not entitled to notice of the meeting. This list shall be prepared on the same basis and be part of the list of voting members.

Not later than two (2) business days after the date notice is given of a meeting for which a list was prepared, as provided above, and continuing through the meeting, the list of voting members must be available for inspection by any member entitled to vote at the meeting for the purpose of communication with other members concerning the meeting at the Corporation's principal of office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A voting member or voting member's agent or attorney is entitled on written demand to inspect and to copy the list at a reasonable time and at the member's expense during the period it is available for inspection.

The President or their designee shall make the list of voting members available at the meeting and any voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

#### **15. ACTION BY MEMBERS WITHOUT MEETING (See Art. VII, Miscellaneous)**

#### **16. COMMITTEES OF THE MEMBERS**

The members, by resolution adopted by a majority of the members, may designate one or more committees, which, to the extent provided in such resolution, shall have and exercise the authority of the members in the management of the Corporation, except as limited by the Articles of Incorporation, these Bylaws or the Texas Non-Profit Corporation Act. Each such committee shall consist of two or more members. The President of the Corporation shall appoint a member of the Governing Council to serve as Chair of each committee. The designation of such committees and the delegation thereto of authority shall not operate to relieve the members, of any responsibility imposed upon it or him by law.

Each member of a committee shall continue as such until the next annual meeting of the Members of the Corporation, until their successor is appointed, unless the committee shall be sooner terminated or such member be removed from such committee, or unless such Member cease to qualify as a member thereof. Vacancies in the membership of any committee

may be filled by appointments made in the same manner as provided in the case of the original appointments. Unless otherwise provided in the resolution designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the members.

Committees of the Members may include, but are not limited to, ad hoc committees for Constitution and By-Law revisions, Nominating Committees, Budget, Conference or Special Event Planning committees and other committees as deemed appropriate by the Governing Council.

#### **17. COMPENSATION**

Committee members, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors and the Governing Council, a fixed sum and expenses of attendance may be allowed for attendance at any meeting of the Committees.

### **ARTICLE III —DIRECTORS**

#### **1. BOARD OF DIRECTORS**

To the extent not limited or prohibited by law, the Articles of Incorporation or these Bylaws, the powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation. Directors need not be residents of the State of Texas or members of the Corporation unless the Articles of Incorporation or these Bylaws so require. The Board of Directors serves as the policy making and managerial body for the Corporation.

The Board of Directors shall consist of the current President and President-Elect, the Immediate Past-President and two appointed At-Large members. Former Presidents, up to two (2), shall also serve on the Board of Directors for a maximum of two years. The President and President - Elect serve the time of their office and have voting privileges. The Immediate Past-President will serve a maximum of two years, and act as historian and liaison between the Board of Directors and the Governing Council. The Immediate Past-President has voting privileges. The two At-Large members are appointed by the Immediate Past-President to serve a one-year term, which may extend to a maximum of two years, and have voting privileges. Former Presidents do not vote.

#### **2. NUMBER OF DIRECTORS**

The number of directors shall be number five (5), excluding former Presidents, provided that the number may be increased or decreased from time to time by an amendment to these Bylaws or resolution adopted by the Board of Directors, provided that the number of directors may not be decreased to fewer than three (3).

No decrease in the number of directors shall have the effect of shortening the term of any incumbent director member. A director shall hold office as specified in the Corporation By-Laws and until a successor shall have been elected, appointed, or designated and qualified.

### **3. REMOVAL**

A director may be removed from office, with or without cause, by the persons entitled to elect, designate, or appoint the director. Removal requires an affirmative vote equal to the vote necessary to elect the director.

### **4. RESIGNATION**

A director may resign by providing written notice of such resignation to the Corporation. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

### **5. VACANCIES AND INCREASE IN NUMBER OF DIRECTORS**

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship vacancy to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

### **6. ANNUAL MEETING OF DIRECTORS**

Immediately following each annual meeting of members, the Board of Directors elected or appointed at such a meeting shall hold an annual meeting to transact business as shall come before the meeting. The time and place of the annual meeting of the Board of Directors may be changed by resolution of the Board of Directors, and may be conducted virtually or in-person at the discretion of the Board of Directors. Meetings of the Board of Directors may be no fewer than the annual member meeting.

### **7. REGULAR MEETING OF DIRECTORS**

Regular meetings of the Board of Directors may be held with or without notice at such time and place as may be from time to time determined by the Board of Directors

### **8. SPECIAL MEETINGS OF DIRECTORS**

A special meeting of the Board of Directors may be called whenever requested to do so by the President or by three (3) or more directors. Such special meeting shall be held at the date and time specified in the notice of meeting.

Notice of any special meeting of the Board of Directors shall be given at least two days prior by written or electronic notice delivered personally, by mail, or by electronic transmission to each Director at their contact address as shown by the records of the Corporation. If mailed, such notice

shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage prepaid. If by electronic transmission, the sender shall keep a copy of the e-mail with recipients and the date of transmission. (Sec. 10 (Notice) on 2010 version)

#### **9. LOCATION OF DIRECTOR MEETINGS**

All meetings of the Board of Directors shall be held either at the principal office of the Corporation or at such other place, either within or without the State of Texas, as shall be specified in the notice of meeting or executed waiver of notice.

#### **10. NOTICE AND WAIVER OF NOTICE OF DIRECTORS' MEETINGS**

Notice for the Annual Board of Director's meeting is intrinsic to the Corporation members' meeting notice, therefore no separate notice is required. Notice for regular or special Director meetings are according to By-Laws of the Corporation.

Any director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transaction at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

#### **11. QUORUM AND VOTING OF DIRECTORS**

A quorum for the transaction of business by the Board of Directors shall be a majority of the number of directors fixed by these Bylaws. Directors present by proxy may not be counted towards a quorum. The act of the majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the Articles of Incorporation.

A director may vote in person or by proxy executed in writing by the director. 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.

#### **12. COMPENSATION**

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors and the Governing Council, a fixed sum and expenses of attendance may be allowed for attendance at any meeting of the Board of Directors. A director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for such services.

Committee members may be allowed similar compensation and reimbursement of expenses for attending committee meetings. Corporation members may be allowed similar compensation and reimbursement of expenses for attending annual meetings and other Corporation events upon resolution of the Board of the Board and Governing Council.



### **13. ACTION BY DIRECTORS WITHOUT MEETING (See Art. VII, Miscellaneous)**

### **14. COMMITTEES OF THE BOARD OF DIRECTORS**

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint committees, each of which shall consist of at least one member of the Governing Council and other Corporation members in good standing, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repeated by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by the law.

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

Except as otherwise provided in such resolution, members of each committee shall be members of the Corporation, and the President of the Corporation shall appoint the Chair of the committee. The committee Chair shall also serve as an Executive Officer on the Governing Council.

Members of the committee are members of the Corporation in good standing, and may volunteer or be appointed by the Committee Chair, to serve during the term of the Chair. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

Any member thereof may be removed by the person or persons authorized to appoint such member, with approval of the Governing Council, when in their judgment the best interests of the Corporation shall be served by such removal.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the

members present at a meeting at which a quorum is present shall be the act of the committee.

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

#### **ARTICLE IV – EXECUTIVE OFFICERS AND GOVERNING COUNCIL**

##### **1. GOVERNING COUNCIL**

To the extent not limited or prohibited by law, the Articles of Incorporation or these Bylaws, the powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation, and the operating activities of the Corporation shall be overseen by the Governing Council. Council members need not be residents of the State of Texas or members of the Corporation unless the Articles of Incorporation or these Bylaws so require. The Governing Council serves as the day-to-day operative body for the Corporation.

##### **2. NUMBER OF EXECUTIVE OFFICERS AND GOVERNING COUNCIL**

The Governing Council shall consist of seven (7) Executive Officers including the President of the Corporation, the President-Elect, Secretary, Treasurer, Communications and Social Media Manager, Law Fair Director, and Professional Development and Event Planning Coordinator.

Other associated members of the Governing Council shall consist of a minimum of two (2) At-Large members; Committee Chairs (aside from Chairs also serving on the Governing Council) and Law School Associates.

The officers of the Corporation shall consist of the Executive Officers and such other officers as may be deemed necessary. New offices may be created and filled at any meeting of the Governing Council in consultation with the Executive Officers and the Board of Directors. Any two or more offices may be held by the same person, except the office of president. A committee chair duly designated may perform the functions of any officer until such time as the officer may be duly replaced.

##### **3. ELECTION OF OFFICERS AND TERM OF OFFICE**

All officers shall be elected or appointed at the regular annual meeting of the general membership for such terms not exceeding three (3) years.

Unless otherwise stated in the By-Laws of the Corporation, the President of the Corporation and the President-Elect are elected for one year terms; the Secretary and the Treasurer are elected for two year terms of office. The Communications and Social Media Manager, the Law Fair Director and the Professional Development and Event Planning Coordinator are appointed positions; appointment is made after consultation with the Board of Directors by the President of the Corporation for two years terms or as deemed appropriate.

The President and President-Elect shall also each serve concurrent terms representing the Corporation on PLANC unless another Executive Officer is designated by the President as a PLANC designee during the second year of such term.

#### **4. REMOVAL OF OFFICERS, RESIGNATIONS AND VACANCIES**

Any officer or other member of the Governing Council, whether elected or appointed, may be removed by the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

An officer or member of the Governing Council may resign by providing written notice of such resignation to the Corporation. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors in coordination with the Governing Council for the unexpired portion of the term. Any vacancy to be filled by reason of an increase in the number of Officers or Council members shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

#### **5. ANNUAL MEETING OF GOVERNING COUNCIL**

Immediately following each annual meeting of members, the Governing Council elected or appointed at such a meeting shall hold an annual meeting to transact business as shall come before the meeting. The time and place of the annual meeting of the Governing Council may be changed by resolution of the Council, and may be conducted virtually or in-person at the discretion of the Council. Meetings of the Governing Council may be no fewer than the annual member meeting. Executive Officers of the Governing Council may meet without the full Council and conduct business

#### **6. REGULAR MEETING OF GOVERNING COUNCIL**

Regular meetings of the Governing Council or its Executive Officers may be held with or without notice at such time and place as may be from time to time determined by the Council or its Officers.

#### **7. SPECIAL MEETINGS OF GOVERNING COUNCIL**

A special meeting of the Governing Council may be called whenever requested to do so by the President or by four (4) or more officers. Such special meeting shall be held at the date and time specified in the notice of meeting.

Notice of any special meeting of the Governing Council or its officers shall be given at least two days prior by written or electronic notice delivered personally, by mail or by electronic transmission to each officer at his or her their contact address as shown by the records of the Corporation. If mailed,

such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage prepaid. If by electronic transmission, the sender shall keep a copy of the e-mail with recipients and the date of transmission. (Moved this from section 10 (Notice) on 2010 version)

#### **8. NOTICE AND WAIVER OF NOTICE OF GOVERNING COUNCIL MEETINGS**

Notice for the Annual Board of Director's meeting is intrinsic to the Corporation members' meeting notice, therefore no separate notice is required. Notice for regular or special Council or officer meetings are according to By-Laws of the Corporation.

Any Council member may waive notice of any meeting. The attendance of a Council member at any meeting shall constitute a waiver of notice of such meeting, except where a Council member attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transaction at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

#### **9. QUORUM AND VOTING OF GOVERNING COUNCIL**

A quorum for the transaction of business by the Governing Council shall be a majority of the number of voting members fixed by these Bylaws. Voting members present by proxy may not be counted towards a quorum. The act of the majority of the Council present in person or by proxy at a meeting at which a quorum is present shall be the act of the Governing Council, unless the act of a greater number is required by law or the Articles of Incorporation.

A Council member may vote in person or by proxy executed in writing by the member. 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.

Voting members of the Governing Council include all Executive Officers, At-Large members and Committee Chairs. Non-voting members of the Governing Council include all Law School associates.

#### **10. COMPENSATION**

Members of the Governing Council, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors and the Governing Council, a fixed sum and expenses of attendance may be allowed for attendance at any meeting of the Council, officers, or committee meetings, whether annual, regular or special meetings. Members of the Governing Council shall not be precluded from serving the Corporation in any other capacity and receiving compensation for such services.

Committee members not on the Council or Board of Directors may be allowed similar compensation and reimbursement of expenses for attending committee meetings. Corporation members may be

allowed similar compensation and reimbursement of expenses for attending annual meetings and other Corporation events upon resolution of the Board of Directors and Governing Council.

#### **11. ACTION BY DIRECTORS WITHOUT MEETING (See Art. VII, Miscellaneous)**

#### **12. COMMITTEES OF THE GOVERNING COUNCIL**

The Governing Council, by resolution adopted by a majority of the voting members, may designate and appoint committees, each of which shall consist of at least one member of the Governing Council and other Corporation members, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Committees conducting the business of the Corporation as the Governing Council deems appropriate. It is the responsibility of the President of the Corporation to coordinate committee designations, actions and goals between the Governing Council and the Committee Chair, and the Governing Council and Board of Directors.

Except as otherwise provided in such resolution, members of each committee shall be members of the Corporation, and the President of the Corporation shall appoint the Chair of the committee. The committee Chair shall also serve as an Executive Officer on the Governing Council. Members of the committee are members of the Corporation in good standing, and may volunteer or be appointed by the Committee Chair, to serve during the term of the Chair. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

Any member thereof may be removed by the person or persons authorized to appoint such member, with approval of the Governing Council, when in their judgment the best interests of the Corporation shall be served by such removal.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Unless otherwise provided in the resolution of the Governing Council designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors or Governing Council.

Committees conducting the business of the Corporation include Communications, Conferences and Professional Development; temporary or ad hoc committees may include Budget, Diversity, Equity and Inclusion; Community College Relations and others as the Governing Council deems appropriate.

#### **13. POWERS OF OFFICERS**

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors and Governing Council shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Governing Council.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an officer of a Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by: (1) one or more other officers or employees of the Corporation, including members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

#### **14. PRESIDENT**

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of all directors and members. Such officer shall see that all orders and resolutions of the board and Council are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute exclusively conferred on the President, to any other officers of the Corporation.

The President is an elected position, chosen by the general membership by ballot at the annual conference or special called meeting, for a term of one year and no longer than three years. The President shall serve as an Immediate-Past President on the Board of Directors in a liaison, historian, and advisor capacity for a maximum two year term following the cessation of their elected term as President of the Corporation, with voting privileges. The President may remain on the Board of Directors for another two years in the capacity of Former President for said purposes, either immediately subsequent or at a later date with the approval of the Board of Directors. Former Presidents do not have voting privileges. The President in any of these stations is entitled to appropriate reimbursement for attendance to all meetings and Corporation events.

The President or President-Elect shall execute bonds and other instruments in the name of the Corporation.

The President shall be ex-officio a member of all committees. The President represents the Corporation (SWAPLA) at all related events; at PLANC Board meetings, serves on PLANC committees, prepares annual reports on the status and operations of the Corporation for PLANC and PLANC partners, including LSAC, Law School Partners and other APLAs nationwide as needed.

The President calls for, prepares the agenda for, and presides over all Executive Officer, Governing Council, and Board of Director meetings and the annual general business meeting and Conference proceedings as deemed appropriate. The President appoints Committee Chairs; at times committee membership; may select designees for Corporation representation when appropriate; approves budget expenditures beyond ordinary expenditures along with the Treasurer; maintains a working knowledge of the Corporation's pecuniary status; monitors and coordinates policy goals of the Board of Directors and the Corporation.

The President shall submit a report of the operations of the Corporation for the year to the Governing Council, Executive Officers and to the members at their annual meeting.

The President oversees all elections of the Corporation.

#### **15. President-Elect**

The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and they shall perform such other duties as the Board of Directors shall prescribe.

The President- Elect is an elected position, chosen by the general membership by ballot at the annual conference or special called meeting, for a term of one year and no longer than three years. The President-Elect shall self-nominate for the office of the President at the cessation of their President-Elect term.

The President-Elect represents the Corporation (SWAPLA) at PLANC Board meetings and on PLANC committees, unless specified otherwise by the President. The President-Elect oversees Professional Development and Event Planning, including conference planning.

#### **16. THE SECRETARY**

The Secretary shall record, report on and maintain appropriate storage of all Corporation meetings conducting the business of the Corporation, and maintain membership rolls and records for all members of the Corporation.

The Secretary is an elected position, chosen by the general membership by ballot at the annual or special called meeting, for a term of two years.

The Secretary shall attend all meetings of the Board of Directors and all meetings of the members record all votes and the minutes of all proceedings.

The Secretary shall give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors.

The Secretary will submit minutes for approval at each meeting; maintain membership Rolls; organize meeting logistics at the request of the President or President-Elect; act as Chair of the Membership Committee, make relevant Corporation records available for public access and serve as a liaison between members and the Executive Officers when relevant.

The secretary will assist the President by making the list of voting members available at the annual meeting as any voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

In the absence of the Secretary the minutes of all meetings be recorded by such person as shall be designated by the President, Secretary or President-Elect.

## **17. THE TREASURER**

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors and Governing Counsel, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the Corporation's books of account and shall render to the President and directors, Executive Officers, Associate members and Regular (general) members an account of all transactions as Treasurer and of the financial condition of the Corporation and exhibit the books, records and accounts to the President or directors at any time. The Treasurer shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President, and present to the President for his or her-attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of-Directors for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the incumbent's possession or under the incumbent's control belonging to the Corporation.

The Treasurer is an elected position, chosen by the general membership by ballot at the annual conference or special called meeting, for a term of two years.



The Treasurer will ensure shared access to all funds and banking information at all times, with the President or President-Elect.

The Treasurer is responsible for filing timely tax reports, state filings, tax exempt status documentation as required under federal guidelines and the Texas Non-Profit Corporation Act. The Treasurer prepares invoices, refunds, generates receipts for membership and a correlative accounting for the Membership Committee and Secretary; maintains public access to current tax year filings; prepares and presents biannual Treasury Reports and serves as Chair of the Budget Committee if active.

#### **18. LAW FAIR DIRECTOR**

The Law Fair Director shall coordinate potential law fair sites, general logistics and plans for annual law fair events, in conjunction with the Executive Officers of the Governing Council. The Law Fair Director shall make every effort to coordinate potential site information to said Council for consideration in a timely manner.

The Law Fair Director facilitates Law Fair registration, coordination between Site Supervisors and attendees, including vendors if permitted; law school partner communication; refunds or other communication with Treasurer; advertising, break-out sessions, swag/special events if relevant; assist site hosts with table planning, meal selection and signage, parking/transportation information, scheduling and vendor/law school materials storage as needed; final reports and improvement plan if relevant.

The Law Fair Director is an appointed position, chosen by the President and President-Elect with approval of the Board of Directors. The Law Fair Director shall give notice of resignation no later than sixty (60) days subsequent to a Law Fair event.

#### **19. AT-LARGE MEMBERS**

At-Large Members shall advise and serve as liaison between the Board of Directors, Governing Council and the membership of the Corporation. At-Large Members shall at times serve as Committee Chairs, reporting to the Governing Council with respect to committee activities.

All Committee Chairs not otherwise members of Governing Council or elected officers are At-Large members of the Governing Council. All Corporation members appointed to serve on the Board of Directors are At-Large members of the Board of Directors.

There are two (2) At-Large Members serving on the Board of Directors. The number of At-Large Members on the Governing Council varies with committee occurrence. All At-Large Members are entitled to reimbursement for meeting attendance costs.

At-Large Members are appointed for one to two year terms by the President of the Corporation. At-Large Members have voting privileges on the Board of Directors if appointed to the Board; and the Governing Council, if appointed to the Council, but at no time can At-Large Members vote in such a

way as to cancel their own vote if they serve on both the Board of Directors and the Governing Council.

## **20. LAW SCHOOL ASSOCIATES**

Law School Associates advise the Corporation of trends in law school admissions, provide expertise regarding law school admissions and the state of legal education in general.

Law School Associates optimally represent all geographic distributions of the Corporation; member numbers are determined by the President of the Corporation but no less than three (3) members. Law School Associates serve no less than one year, and are entitled to reimbursement for meeting attendance costs.

Law School Associates are considered members of the Governing Council but do not have voting privileges.

## **ARTICLE VI – INDEMNIFICATION AND INSURANCE**

### **1. INDEMNIFICATION**

The Corporation shall have the full power to indemnify and advance expenses pursuant to the provisions of the Texas Non-Profit to any person entitled to indemnification under the provisions of the Texas Non-Profit Corporation Act.

### **2. INSURANCE**

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venture, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the Corporation. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or any other arrangement may be procured, maintained, or established within the Corporation or with any

insurer or other person deemed appropriate by the Board of regardless of whether all or part of the stock or other securities of the insurer or other persons are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangements and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

## **ARTICLE VII – MISCELLANEOUS**

### **1. WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or director of the Corporation under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

### **2. MEETINGS BY TELEPHONE CONFERENCE OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY.**

Subject to the provisions required or permitted by the Texas Non-Profit Corporation Act and these Bylaws for notice of meetings, members of the Corporation, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such members, board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provide access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the 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.

### **3. CONTRACTS**

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

### **4. CHECKS, DRAFTS, ETC.**

All authorized or transmitted payments of the Corporation shall be executed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.

**5. DEPOSITS**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**6. GIFTS**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**7. BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

**8. FINANCIAL RECORDS AND ANNUAL REPORTS**

The Corporation shall maintain current and true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation charge for the reasonable expense of preparing a copy of a record or report.

**9. FISCAL YEAR**

The fiscal year of the Corporation shall be as determined by the Board of Directors.

10. Any actions without a meeting of the membership, Governing Council or Board of Directors must be performed in accordance with the Texas Non-Profit Corporation Act.

**ARTICLE VIII – CONSTRUCTION**

**1. PRONOUNS AND HEADINGS**

All personal pronouns used in these Bylaws shall include the other gender whether use in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may

be appropriate. All headings herein are for the parties' convenience only and neither limit nor amplify the provisions of this Agreement.

**2. INVALID PROVISIONS**

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

**ARTICLE IX – AMENDMENT OF BYLAWS**

The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, unless the Articles of Incorporation or the Texas Non-Profit Corporation Act limit such powers. Unless the Articles of Incorporation or a bylaw adopted by the members provides otherwise as to all or some portion of these Bylaws, the members may amend or repeal these Bylaws or adopt new Bylaws even though the Bylaws may also be amended, repealed, or adopted by the Board of Directors.

Adopted by the Board of Directors on \_\_\_\_\_.

\_\_\_\_\_ Secretary

ATTESTED:

\_\_\_\_\_  
President