

TAFDA BYLAWS

Article 1—Name and Status

The name of this organization shall be the Texas Association of Family Defense Attorneys (“the Association”). It shall be an unincorporated nonprofit association organized under the laws of the State of Texas. The Association was formed on February 22, 2020.

Article II—Purposes

The purpose of the Association shall be: To preserve and advocate for the right to family integrity which is guaranteed by the Texas and United States Constitutions, by educating and training attorneys, who represent parents and children in parental termination/child protection cases in which the State is involved, to defend families; by equipping those attorneys with the information, skills, and tools necessary to be successful in the Courtroom, and by participating in the Legislative process to effect changes in the law that are beneficial to families. Through this cooperation, education, and assistance, the Association will strengthen families through zealous advocacy.

Article III—Membership

Sec. 1. Regular Membership.

An attorney who is actively engaged in the representation of parents and children in child protection/parental termination cases, is eligible for membership in the Association. Upon ceasing active engagement in the representation of parents and children in child protection/parental termination cases, the membership is revoked, except for those who retire from the practice of law. Additionally, members must agree with the Purpose and goals of the Association, which is to actively advocate for the preservation of the family whenever it is feasibly possible. Further, upon renewal of membership, members must submit proof of the completion of at least 6 hours of Continuing Legal Education annually, regarding the representation of parents and children in child protection/parental termination cases.

Sec. 2. Charter Membership.

The charter members of the Association shall consist of members who, prior to April 1, 2020, signified their intention to join the Association as charter members and whose membership applications were subsequently approved by the Board of Directors.

Sec. 3. Founders.

The Founders of the Association consist of the initial Board of Directors, Julia Hatcher, Danna Mayhall, Chris Branson, Lori Moore, Jolei Shipley, and Dennis Slate. The Founders shall remain on the Board of Directors indefinitely, unless a resignation is submitted in writing to the President. This provision shall not be amended.

Sec. 4. Honorary Membership.

A person who has made an outstanding contribution to the protection of the family, and has aided the achievement of the goals of this Association, may be elected an honorary member of the Association. An affirmative vote of a majority of the Board of Directors is required to elect any honorary members. Honorary membership shall extend for an indefinite period.

Sec. 5. Student Membership.

A person who is enrolled in a school of law in this state, is eligible for student membership in the Association.

Sec. 6. Affiliate Membership.

A person active in a field which contributes regularly to the defense of parents and/or the protection of the family, and the goals of the Association, is eligible for affiliate membership in the Association. Examples include full-time professors of law or child welfare, family advocates, legal assistants and other support staff persons working for regular members, investigators, therapists, psychologists, and other experts who routinely assist in child protection litigation, as well as out-of-state lawyers and other persons approved by the Board of Directors.

Sec. 7. Public Defender Membership.

A full-time member of a federal, state or local public defender organization actively engaged in the defense of parental termination/child protection cases is eligible for public defender membership in the Association.

Sec. 8. Application for Membership.

(a) Each application for membership must be endorsed by one member of the Association.

(b) All applications shall be subject to approval by the president or executive director acting for the Board of Directors.

(c) At the discretion of the Board of Directors, an attorney who does not meet the requisites of Article III, Section 1, may be admitted as a regular member if he or she is otherwise qualified. Any such decision of the Board of Directors shall be final and not appealable to the general membership.

Sec. 9. Voting.

All members except honorary, affiliate, and student members are entitled to vote as provided in Article VI, Section 6.

Sec. 10. Revocation of Membership.

A membership may be revoked for cause, by vote calling for such revocation, by three-quarters vote of the total members of the Board of Directors, after notice and hearing.

Article IV—Finances

Sec. 1. Annual Dues.

All dues shall be payable annually by March 31st. Any member, excluding those who are exempt from dues, whose annual dues are more than three months in arrears shall cease to be a member of the Association in good standing.

Sec. 2. Dues Schedule. It shall be the duty of the Board of Directors to set membership dues. The Founders of the Association- Julia Hatcher, Danna Mayhall, Chris Branson, Lori Moore, Jolei Shipley, and Dennis Slate, shall be exempt from dues indefinitely, and this provision shall not be modified by the Board. Otherwise, until modified by the Board, the dues schedule is as follows:

- a. Honorary Member: no dues required
- b. Student Member: \$25

- c. Affiliate Member (non-lawyers such as family advocates, investigators, paralegals, experts and law professors) \$75
- d. Public Defender Member (employee of a public defender office) \$50
- e. Charter member, or member licensed less than two years: \$50
- f. Regular Member: \$150
- g. Officer and Directors: No dues required
- h. Past Presidents and Members over 70 years of age: No dues required

Sec. 3. Budget.

The Board of Directors shall approve a budget annually.

Sec. 4. Checking Account

The Association shall maintain a Bank Account at a financial institution that offers free checking or waives service charges, if possible. The President and the Treasurer shall be co-signers on the Account.

Article V—Meetings

Sec. 1. Annual Meeting.

An annual meeting of the Association shall be held at a time and place fixed by the Board of Directors.

Sec. 2. Quarterly Meetings.

The Board of Directors shall hold regular quarterly meetings, at such time and place as designated by the President with the approval of a majority of the Board.

Sec. 3. Special Board Meeting.

The Board of Directors shall hold such special meetings as may be called by the President or upon written request by at least five (5) members of the Board of Directors. This shall include Internet Votes.

Sec. 4. Special Membership Meetings.

Special meetings of the members of the Association may be held as the Board of Directors deems necessary.

Sec. 5. Notice of Meetings.

(a) Written notice of the annual meeting shall be given to each member at least seventy-five (75) days in advance of the meeting.

(b) Written notice of each quarterly and any special meeting shall be given to each member at least seven (7) days in advance of the meeting, including a proposed agenda for any special meeting. The agenda for a special meeting may be enlarged by approval of two thirds of those present and voting at the special meeting.

(c) Written notice here and elsewhere in these bylaws is accomplished by email or electronic message within the deadlines stated.

Sec. 6. Voting.

(a) The transaction of business at each quarterly meeting or special board meeting shall be by a majority of a quorum of the members of the Board of Directors, including past presidents, who are physically present and voting. A minimum of one half of the Board of Director Members, including past presidents, physically present at the roll call of the meeting shall be required to reach a quorum. Once a quorum is reached, there is a deemed quorum until the meeting is adjourned.

(b) The transaction of business at each annual meeting shall be by a majority vote of the members in good standing who are present and voting, except as to the election of officers, and directors which is governed by Article VIII.

Sec. 7. Commencement of Meetings.

Each meeting shall be commenced by the president calling the meeting to order and immediately thereafter shall cause the roll to be called to determine whether there is a quorum present.

Sec. 8. Rules of Meetings

All Membership and Board of Directors meetings shall be conducted in accordance with Robert's Rules of Order, unless otherwise provided therein. All Executive Committee and other committee meetings may be conducted in accordance with Robert's Rules of Order, upon proper motion. Electronic voting via the Internet for the Board of Directors shall not be in accordance with Robert's Rules of Order, but shall be conducted as provided herein.

Article VI—Board of Directors

Sec. 1. Powers, Membership, and Terms.

(a) The business and affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall consist of the elected officers of the Association, the past presidents of the Association, and at least four directors, with a maximum of twenty (20). Each past president of the Association is a member of the Board of Directors, provided said past president is a member in good standing. Directors shall be elected for terms of three (3) years.

(b) No director may be elected to serve for more than two (2) full consecutive terms, not to include any term or terms served as an associate director. The executive committee shall have the responsibility for establishing rules to ensure the orderly election of the board of directors.

Sec. 2. Executive Committee.

The Executive Committee shall consist of the officers of the Association, and two members of the board of directors appointed by the President. The Executive Committee shall have such powers and duties as are provided in these bylaws and as may be prescribed by the Board of Directors.

Sec. 3. Organization.

The President of the Association shall serve as chair of meetings of the Board of Directors. In absence of the president, the Vice President, shall serve as chair.

Sec. 4. Procedures.

The Board of Directors may act by telephone, email, or any other method approved by the Executive Committee.

Sec. 5. Vacancies.

A vacancy occurring in the Board of Directors caused by the death, resignation, or removal of the person elected or appointed thereto may be filled by appointment of any eligible member by the President, subject to confirmation by the Board of Directors. Confirmation shall be secured at the option of the President either by a majority vote of a quorum of the directors or by a poll of the directors. The failure of any director to send in his or her vote within ten days after the date the poll is placed in the mail to him or her shall be counted as a vote for confirmation. Under this section the appointee's term ends when the term of the director replaced by death, resignation, or removal would end.

Sec. 6. Removal and Absences.

An elected officer, or director, other than a Founder, may be removed for cause by a vote calling for such removal by a majority of all the Board of Directors present at such meeting, after notice and an opportunity to be heard. Removal may result from failure to attend two consecutive meetings of the Board of Directors without good cause. The President shall receive and approve written requests for excused absences for good cause. In the case of the absence of the President, the Vice President shall receive the written requests for excused absences, which shall be approved by the Board of Directors for good cause.

Sec. 7. Qualifications

All Members of the Association who are authorized to vote are eligible to become members of the Board of Directors by election or appointment.

Article VII—Officers

Sec. 1. Officers.

The officers of the Association shall consist of a President, Vice President, Treasurer, and Secretary. The offices of Treasurer and Secretary can be combined.

Sec. 2. Qualifications.

- (a) All members of the Board of Directors shall be voting members in good standing.
- (b) Excluding the founding Officers and Directors of the Association, prior to taking office, an officer, must have served at least one (1) full term as a director.

Sec. 3. Assumption of Office.

(a) **Assumption of Office.** In the event of the death, resignation or removal from office of any officer, other than the President, each officer below the office which is thus vacated shall immediately accede to the office immediately above the office held by that officer. The President shall appoint, with the approval of a majority of the remaining officers, a replacement who will serve as Secretary for the remainder of the regular term of office in which the vacancy occurs. If there is a period between the vacation of an office and the appointment of the new secretary, the officer assuming the office of Treasurer shall fulfill the duties of Secretary until a replacement is appointed. The hierarchy of office in descending order is: President, Vice President, Treasurer, and Secretary.

Sec. 4. Duties of the President.

The President is the chief executive officer of the Association, and shall supervise and coordinate the activities of the Association and preside at its meetings. The President shall appoint the members of each committee and designate the respective chairs thereto.

Sec. 5. Duties of Vice President.

The Vice President shall assist the President and perform such other duties as may be prescribed by the Board of Directors. In case of the absence of the President, the Vice President shall act as chief executive officer of the Association.

Sec. 6. Duties of Treasurer.

The Treasurer shall serve as chair of the Budget Committee, and oversee the financial affairs of the Association and the preparation of an annual budget to be approved by the Board of Directors.

Sec. 7. Duties of Secretary.

The Secretary of the Association shall attend and assure that minutes of all meetings of the Association are kept and shall assist the Treasurer and shall also perform such other duties as may be prescribed by the Board of Directors. In the absence of the Treasurer, the Secretary also shall act as Treasurer and Secretary. The Secretary is also the custodian of records for the Association.

Article VIII —Elections

Sec. 1. Elections.

At each annual meeting the Association shall elect all officers, and elect directors to replace each director whose term is expiring and to fill any vacancy. Officers shall serve for one (3) year term, or until their successors take office. Directors shall serve for three (3) years or until their successors take office, unless appointed to complete a term for which another was elected. All elected officers and directors shall take office upon adjournment of the annual meeting.

Sec. 2. Nominations Committee.

Prior to January 31st of each year, the President shall appoint a Nominations Committee. Past-presidents may be appointed to the committee but shall be non-voting members. The chair of the Nominations Committee shall be designated by the President. The Nominations Committee shall meet, and the members present shall select its nominee(s) for those positions in the Association which are open for election or reelection. The chair of the Nominations Committee shall report in writing on or before 90 days prior to the next annual meeting all said nominee(s) for each such position to the President, Vice President, Treasurer, Secretary, and the Board of Directors. Association members shall be given notice in writing of the nominee(s) for each such elective position on or before 75 days prior to the next annual meeting. Such notice may be by publication on the TAFDA website and shall also advise the membership that any qualified member in good standing may seek election for the position as an officer or director.

Sec. 3. Nominations.

(a) A voting member may nominate a qualified member for an office or for director from the floor only if the Nominations Committee nominee is deceased, withdraws, or is otherwise disqualified.

(b) A qualified member who desires election as an officer or director of the Association may file a petition to that effect. Such petition shall set forth the office sought and shall have attached to it the signed statements of twenty (20) members, or 25% of the current membership, whichever is less, who believe the petitioner is qualified for such office or directorship and will perform the duties imposed by the office

sought. Petitions for President shall also contain the statements of at least ten (10) officers and/or directors in support thereof. Such petition shall not be required of those nominated by the committee under Section 2 of this article. Petitions for election to an office, directorship, or associate directorship must be delivered to the President at the main office of the Texas Association of Family Defense Attorneys 50 days prior to the annual meeting.

Sec. 4. Voting Procedure.

Written ballots shall be mailed to members in good standing no later than 30 days prior to the annual meeting. To be valid, ballots must be returned by the member and received by the President no later than ten days before the annual meeting. Each member in good standing shall be entitled to one vote for each contested race. The results of the voting shall be announced at the annual meeting.

Article IX—Policies of the Association

Sec. 1. Pronouncement or Declaration of Policy.

No member of the Association shall officially make any pronouncement or declaration on a question of policy until it has been authorized by the Board of Directors except as provided in Section 2.

Sec. 2. Special Circumstances.

As a matter of discretion, when the President determines it necessary to make a pronouncement or declaration of policy, and where circumstances do not reasonably permit a meeting or poll of the Board of Directors, then after obtaining the consent of a majority of the Executive Committee he or she may make said pronouncement or declaration.

Article X—Committees

There shall be an Executive, Budget, Nominations and such other special or study committees as deemed necessary by the President or the Board of Directors.

Article XI—Procedure for Voting

(a) All business transacted by the Executive Committee, the Board of Directors, and committees shall be by majority vote of the quorum present. A quorum for the transaction of business of each respective committee is a majority of the members. A quorum for the transaction of business of the Board of Directors is one half of the current voting membership, including past presidents.

(b) Internet Voting

(1) If there is business that a majority of the Executive Committee deems necessary to determine before the next scheduled quarterly meeting, Special Board Meeting, or annual meeting, the matter can be determined by discussion and vote over the Internet.

(2) A quorum for an Internet Vote shall be at least one half of the Board of Directors Members, including past presidents. All business transacted by the Internet voting shall be by a majority of the quorum voting.

(3) The business matter under consideration shall be presented by the President, or Executive Committee, as a motion by email to the email address that each member of the Board of Directors has provided to the Association, or through Facebook Messenger to the Association's Group chat. A second to the motion shall not be necessary. No amendment of the executive committee motion is permitted.

(4) Excluding emergency matters, there shall be a period of discussion no less than three (3) full business days. A business day shall be considered 8 a.m. to 5 p.m. Central Time.

(5) After the period of discussion, a vote shall be held. The period of voting shall be determined by the Executive Committee, but shall be no less than twenty-four (24) hours beginning at 9:00 a.m. the first business day after the discussion period has ended. One Motion to Table is allowed, but must be made during the discussion period. If there is a Motion to Table and a second to the motion, which must be made during the discussion period then after the discussion period, there will be a voting period of not

less than twenty-four (24) hours to vote on the Motion to Table beginning at 9 a.m. on the first business day after the discussion period has ended. If the Motion to Table passes by a majority of those voting on the Motion to Table, then the business matter subject to the vote will be placed on the agenda for the next regularly scheduled quarterly or annual meeting. If the Motion to Table does not pass, there will be an additional voting period of not less than twenty-four (24) hours beginning at 9 a.m. on the first business day after the vote on the motion to table expires to vote on the matter under consideration.

(6) Members shall vote according to the instructions included in the email/message with the proposed business matter. Once a vote is cast, the vote cannot be changed. The votes shall be counted by the Executive Director and published to the Board of Directors by email and to the membership of the organization by the regular procedures for such business matters. There shall be no secret ballots. The Executive Director shall ensure that the ballot cast by each person is visible to the other voters as the ballots are cast.

(7) At the next regularly scheduled quarterly or annual meeting, the Executive Committee Motion and resulting vote of any business conducted by Internet voting under this section will be included on the Agenda for the meeting and reported to the Board of Directors. At this time, a motion to reconsider the matter may be made by a member of the Board of Directors. A Motion to Reconsider shall require a majority of the quorum present at the beginning of the regularly called meeting to be approved. There shall be no discussion on the Motion to Reconsider. If the Motion to Reconsider is approved, the matter will be placed on the agenda under "Old Business." Discussion and voting will be as any other business item on the agenda.

Article XII—Amendment

These bylaws, save the provisions regarding the Founders, may be amended by majority vote of the members present and voting at any annual or special meeting of the membership.

Article XIV—Dissolution

Upon the dissolution of the Association, the Board of Directors of the Texas Association of Family Defense Attorneys shall, after making provisions for the payment of all liabilities of the Association, dispose of the assets of the Association exclusively for the purpose of the Association in such a manner, or to such organization or organizations organized and operated exclusively for the charitable, education, religious or scientific purposes as shall at the time qualify to exempt said organization or organizations under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine.

Approved and Adopted, as Amended, this 8th day of March, 2020 by the Board of Directors:

Affirmed By: _____
Julia C. Hatcher, President

Chris Branson, Treasurer/Secretary