BYLAWS OF THE
SAN ANTONIO CRIMINAL DEFENSE LAWYERS ASSOCIATION

(A NON-PROFIT CORPORATION)

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BYLAWS OF
THE SAN ANTONIO CRIMINAL DEFENSE LAWYERS ASSOCIATION
(A NON-PROFIT CORPORATION)

ARTICLE ONE — CORPORATE CHARTER AND OFFICES

1.1 NAME OF CORPORATION

The name of this non-profit corporation shall be the San Antonio Criminal Defense Lawyer's Association, hereinafter referred to in these Bylaws as the Corporation.

1.2 CORPORATION'S MISSION

The Corporation is organized to promote, assist, and educate its membership in the protection of individual rights guaranteed by the Texas and Federal Constitutions, the preservation of the citizenry's and court system's commitment to those rights, and the promotion of competent and ethical representation of persons accused of a crime.

1.3 CORPORATE CHARTER PROVISIONS

Each provision of the Corporation's Charter shall be observed until amended by Restated Articles of Amendment duly files with the Texas Secretary of State.

1.4 REGISTERED OFFICE AND AGENT - REQUIREMENT OF FILING CHANGES WITH THE SECRETARY OF STATE

The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose business office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered agent or office may be changed by filing a Statement of Change of Registered Agent of Office or Both with the Texas Secretary of State, and not otherwise. Such filing shall be made promptly with each change. Arrangements for each change in registered agent or office shall ensure that the Corporation is not exposed to the possibility of a default judgment. Each successive registered agent shall be of

reliable character and well informed of the necessity of immediately furnishing the papers of any lawsuit against the Corporation to its attorneys.

1.5 BUSINESS OFFICE

The principal business office of the Corporation shall be located in Bexar County, Texas. It may, but need not be, identical to the registered office of the Corporation. The Corporation may have additional business offices within the State of Texas, and where it may be duly qualified to do business outside the State of Texas, as Board of Directors may designate or the business of the Corporation may require.

1.6 AMENDMENT OF BYLAWS

The Board of Directors, by majority vote, may alter, amend, or repeal these Bylaws, and adopt new Bylaws. All such Bylaw changes shall take effect upon adoption by the Directors.

ARTICLE TWO — DIRECTORS AND DIRECTORS' MEETINGS

2.1 POWERS, MEMBERSHIP, AND TERMS

2.01(a) POWERS OF BOARD OF DIRECTORS

The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors, subject to the limitations imposed by law, the Articles of Incorporation, and these Bylaws.

2.01(b) MEMBERSHIP QUALIFICATIONS AND NUMBER OF BOARD OF DIRECTORS

The Corporation's Board of Directors shall consist of (a) members of the Corporation's Executive Committee, (b) twenty-five (25) elected Directors, (c) Participating Past Presidents, as defined below, (d) Ex-Officio Members, as defined below, (e) the Bexar County Chief Public Defender, unless the Bexar County Chief Public Defender provides written notice to the Board that he/ she chooses to not be a Director on the Board, (f) the Chief of the Bexar County

Managed Assigned Counsel, unless the Chief of the Bexar County Managed Assigned Counsel provides written notice to the Board that he/ she chooses to not be a Director on the Board, and (g) the President of the St. Mary's University School of Law Criminal Law Association. Each Director shall be a member of the Corporation as well as a member of the State Bar of Texas who is actively engaged in the defense of criminal cases in the State, County, or Municipal Courts in Bexar County and the surrounding contiguous Counties, or in the Federal Courts in the Western District of Texas, other than a person who holds an elected or full-time judicial or is an employee of a prosecutorial office, is eligible for membership in the Corporation.

Each Director shall be required to participate in the Corporation under terms set forth in these Bylaws, or by any resolution by the Board of Directors, at the Contributing Member level of membership or at level above a Contributing Membership level as defined by these Bylaws or any resolution of the Board of Directors, except that the President of the St. Mary's University School of Law Criminal Law Association shall be required to participate at the Student Member Level of Membership. The failure of any Director to so participate as a Contributing Member or higher shall be cause for removal under Section 2.03 of these Bylaws.

A "Participating Past President" is defined as follows: A past president of the Corporation may elect to become a voting member of the Board of Directors as a Participating Past President by maintaining membership in the Corporation at the Contributing Member level as defined by these Bylaws or any resolution of the Board of Directors. Participating Past Presidents are entitled to vote as members of the Board, provided, however, that the number of Participating Past Presidents who are entitled to vote on any given matter will be governed by Section 2.04, below. The failure of any Participating Past President to maintain such Contributing Membership shall automatically revoke that Past President's privilege to sit as a voting member of the Board of Directors. No person who is removed from the office of President of the Corporation shall be eligible to become a Participating Past President.

An "Ex-Officio Members" is defined as follows: Each past president of the Corporation is eligible to be a member of the Board of Directors as an Ex-Officio Member, without the necessity of a vote of the Board of Directors. Ex-Officio Members are not required to pay dues. Ex-Officio Members of the Board of Directors shall not be entitled to vote, but are entitled to the

same notice of meeting as other Directors under the terms contained in the Bylaws and Articles of Incorporation. The Board of Directors may, by a majority vote, elect to include other persons as Ex-Officio members of the Board of Directors. By resolution, the Board has identified one specific class of Ex-Officio members as Directors Emeritus. A Director Emeritus is a lifetime designation unless removed in accordance with Section 2.03, below. An "Ex-Officio Member" and a Directors Emeritus must be a member of the Corporation as defined in 3.01 (a).

2.01 (c) TERMS AND ELECTIONS

Directors shall be elected for terms of three (3) years. Directors shall serve on staggered 3-year terms, with the goal that the term of approximately one-third of the number of Directors on any given year will expire. To the extent the current terms do not allow for such staggered 3-year terms, the Executive Council is authorized to stagger 3-year terms on a chronological basis according to the respective beginning date of each Director's term. Each position on the Board of Directors shall be filled by a majority vote of a quorum of Directors present at an annual meeting of the Board of Directors called for the purpose of electing Directors.

The President of the St. Mary's University School of Law Criminal Law Association shall be appointed for the term of (1) school-calendar year, or until a new President of their association is elected, whichever comes first.

2.2 VACANCIES

Vacancies on the Board of Directors shall exist upon: (a) the failure of the Board of Directors to elect the full authorized number of Directors to be voted at any Directors' meeting at which any Director is to be elected; (b) a declaration of vacancy under Section 2.02(a) of these Bylaws; (c) an increase in the authorized number of Directors; or (d) the death, resignation, or removal of any Director.

2.02 (a) DECLARATION OF A VACANCY

The President of the Corporation may unilaterally declare a vacancy under the following circumstances: (1) a Director has voluntarily resigned his/ her position as a Director; (2) upon the

death of a Director; (3) a Director becomes a full-time employee of a prosecutorial office, a full-time judge or magistrate; or, (4) upon the Disbarment of a Director.

A majority of Directors present and voting at a dully-called Board meeting may declare the office of a Director vacant under the following circumstances: (1) a Director is removed from the Board by the two-thirds vote procedure in Section 2.03, below; or (2) fails to accept the office Director (accepting such office by either a letter of acceptance or by attending the first meeting of the Board of Directors after notice of election).

2.02 (b) FILLING VACANCIES

Any vacancy on the Board of Directors shall be filled by a majority vote of a quorum of the remaining Directors present and voting at a meeting called in accordance with Sections 2.4 and 2.5, below. If such vacancy occurs before the expiration of the outgoing Director's 3-year term, the newly-elected Director shall serve only for the balance of the 3-year term that was vacated by the outgoing Director. At the conclusion of such term, the Director position will again become vacant, requiring a new election to be conducted according to this section.

2.3 REMOVAL OF DIRECTORS AND PARTICIPATING PAST PRESIDENTS

Any Director or Participating Past President may be removed from the Board for "good" cause by a vote calling for such removal by two-thirds of a quorum of members of the Directors present and voting at a meeting called in accordance with Sections 2.4 and 2.5, below, after notice and hearing. "Good Cause" could consist of, but not limited to, any one of the following events: (1) adjudged mentally incompetent by a court order; (2) convicted or placed on deferred adjudication for any misdemeanor crime of moral turpitude or any felony offense; (3) a decision by the Texas State Bar suspending such Director from the practice of law, (4) failure to main status as a "Contributing Member", as required by Section 2.01(b), above; (5) a violation of an approved conflict of interest policy governing each Director: (6) failure to attend two (2) meetings of the Board of Directors within a six-month time span, without good cause, as determined in accordance with Section 2.05(a), below; (7) becomes ineligible for membership in the Organization; or (8) any misconduct deemed detrimental to the mission of the Organization.

Any Director or Participating Past President removed for cause shall be ineligible to subsequently serve as an officer, Director or Participating Past Present of the Corporation.

2.4 QUORUM AND VOTING

2.04 (a) DEFINITION OF QUORUM

A quorum of the Board of Directors shall be required for the transaction of business by the Board of Directors, unless otherwise specified in these Bylaws or the Articles of Incorporation. A quorum for the purposes of transacting the business of this Corporation is defined as a minimum of thirteen members of the Board of Directors among those present as (a) Directors who are members in good standing and/ or (2) Participating Past Presidents, as defined in Section 2.01 (b), above. Directors or Participating Past Presidents present by proxy shall not be counted toward a quorum.

2.04 (b) VOTING

(1) The transaction of business of each Director's Meeting shall be by majority votes of (a) Directors, (b) the Corporations's President, Vice President, Secretary, and Treasurer, (c) the President of the St. Mary's University School of Law Criminal Association, and (d) Participating Past Presidents in good standing who are present and voting, unless otherwise specified in these Bylaws or the Articles of Incorporation, provided, however, that the number of Participating Past Presidents that shall be permitted to vote on any given matter shall be limited to no more than twenty-five percent (25%) of voting members present at the meeting, and if the number of Participating Past Presidents are present at the meeting exceed twenty-five percent of the voting members present, the Participating Past Presidents who shall be permitted to vote shall consist of those chronologically closet to the expiration of their term of presidency (i.e. if 15 Participating Past Presidents are present, but only 12 can vote due to the 25% limitation, the 12 "newest" Participating Past Presidents shall be the voting Participating Past Presidents for such meeting).

(2) A majority of the Executive Committee may decide that it is appropriate to present an issue to the Board of Directors for consideration and vote via electronic email communication prior to the next scheduled Board meeting. In such instance, the Executive Committee shall send

by email a description of the issue, the specific action to be taken, and a call for an electronic email vote. The restrictions of Sections 2.04 (a) and 2.04 (b)(1) shall apply to electronic email voting. Voting by electronic email must be given personally by the voting Director or voting Participating Past President, and not by proxy.

2.04 (c) PROXIES

A Director, the Corporation's President, Vice President, Secretary, or Treasurer, or a Participating Past President may only vote in person or by proxy, provided, however, that a vote pertaining to the removal of a Director, Officer or Member, pursuant to Section 2.3, 3.4, or 5.4 of these Bylaws, must be made in person and may not be given by proxy. A proxy must be specifically designated in writing (electronic or paper) and tendered to the meeting's presiding officer prior to the initiation of the meeting, and must expressly describe the specific issue(s) for which the proxy is being given. If the specific issue is not designated in the proxy, no vote via proxy may be made. A proxy shall only be valid for the one specific meeting identified in the written proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable.

Use of a Participating Past President's proxy is subject to the voting restrictions of Section 2.04 (b)(1), above; that is, use of such proxy assumes that the particular Participating Past President is eligible to vote per Section 2.04 (b)(1).

2.5 MEETINGS OF BOARD OF DIRECTORS

2.05 (a) REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held as the Board of Directors may designate, and there must be at least one Directors' meeting each fiscal year. Meetings shall be held in January, March, May, July, September, and November.

Notice of any regular meeting can be given to each member of the Board of Directors by the designation of the date and time of the meeting at a prior meeting of the Board of Directors or in writing, by telephone, by facsimile, or by e-mail in such a manner that is calculated to give each Board Member at least three (3) days notice of the meeting. Attendance of a Board Member at a meeting shall constitute a waiver of notice of such meeting, except where a Board

Member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that at the meeting is not lawfully called or convened. Attendance by Directors, Officers, and Participating Past Presidents at all meetings is mandatory except upon good cause, which shall be determined by majority vote of those present at the meeting who are in good standing and eligible to vote.

2.05 (b) SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose may be called at any time by the President of the Corporation or by written request of at least one-third of the members of the Board of Directors.

Notice of special meetings shall be given in the same manner as that required for regular meetings.

2.05 (b)(i) SPECIAL ELECTION MEETINGS

The March meeting shall be a Special Meeting. At said meeting, the annual election or appointment of officers shall take place. In addition, the Board of Directors will vote on nominations for the SACDLA annual awards.

2.05 (b)(ii) ANNUAL AWARDS AND INAUGURATION

Each year, at the March meeting, the Board of Directors will elect recipients for the following awards: (1) Defender of the Year, (2) Young Lawyer of the Year, and (3) Bar-Study Scholarship.

The Awards Committee shall submit a slate of nominees to the Board of Directors prior to the March meeting for its consideration. The annual awards shall be presented to award winners at the Spring Fiesta Seminar. Inauguration of Executive Committee and Officers shall also take place at the Spring Fiesta Seminar.

2.05 (c) NOTICE OF AGENDA AND PURPOSES OF MEETINGS

Neither the business to be transacted at, the agenda of, nor the purposes of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless otherwise required in the Bylaws.

2.05 (d) WAIVER OF NOTICE

Whenever any notice is required to be given to any member or Director of Corporation under the provisions of the Articles of Incorporation or the 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.

2.05 (e) PLACE OF MEETINGS

Meetings of the Board of Directors shall be held at any place within the State of Texas as may be designated by the Board of Directors.

2.05 (f) CONDUCT OF MEETINGS

The President shall chair all meetings of the Board of Directors. In the President's absence, the Vice-President or a Chairperson chosen by a majority of the Board of Directors shall preside. The Secretary of the Corporation shall act as Secretary of the Board of Directors' meetings. When the Secretary is absent from any meeting, the Chairperson may appoint any person to act as Secretary of that meeting.

2.05 (g) TELEPHONE MEETINGS

Subject to the notice provisions required by these Bylaws and the Texas Non-Profit Corporation Act, Directors may participate in and hold any meetings by means of conference telephone or similar communication equipment by which all persons participating can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

2.05 (h) FAILURE TO HOLD ANNUAL MEETINGS

If within any thirteen (13) month period, no meeting of the Board of Directors has been held, any Board Member may demand, by certified mail, return receipt requested, addressed to any officer of the Corporation at its principal office address, that a Directors' meeting be held within a reasonable time. If a Directors' meeting is not held within sixty (60) days of the demand, any Board Member may compel the meeting by legal action against the Board of Directors.

2.6 COMPENSATION

Directors as such shall not receive compensation for their services. This policy does not preclude any Director from serving the Corporation in any other capacity and receiving compensation for such additional service.

2.7 INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify all officers, Directors, employees, and agents to the extent required by law. The Board of Directors may, by separate resolution, provide for additional indemnifications as allowed by law.

2.8 INSURING DIRECTORS, OFFICERS, AND EMPLOYEES

The Corporation may purchase and maintain insurance, or make any other arrangement, on behalf of any person as permitted by Article 2.22A(R) of the Texas Non-Profit Corporation Act, whether or not the Corporation has the power to indemnify that person against liability for any acts.

2.9 BOARD COMMITTEES - AUTHORITY TO APPOINT

The Board of Directors may designate one or more committees to conduct the business and affairs of the Corporation to the extent authorized. Each Board committee shall contain at least two (2) members, a majority of whom must be Directors. The Board shall have the power

to change the powers and membership of, fill in vacancies in, and dissolve any committee at any time. The designation of any committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. The Board may also elect or appoint Members' committees, but these committees shall not conduct the business of the Corporation.

2.9 (a) SPECIAL COMMITTEE

Each year, there shall be a special committee entitled the "Awards Committee." Said committee will be responsible for ensuring that nominations are collected and voted on for the annual awards as defined in Section 2.05 (b)(ii). The Awards Committee will also be responsible for having the awards created and will plan for their presentation at the Spring SACDLA Seminar.

ARTICLE THREE — MEMBERSHIP

3.1 CLASSES OF MEMBERSHIP

3.01 (a) REGULAR MEMBERHIP

A member of any State bar who is actively engaged in the defense of criminal cases other than a person who holds an elected or full-time judicial or is an employee of a prosecutorial office, is eligible for membership in the Corporation.

3.01 (b) CONTRIBUTING MEMBERSHIP

A regular member is eligible for contributing membership by payment of such dues as are set for such membership by the Board of Directors.

3.01 (c) STUDENT MEMBERSHIPS

There shall be two classes of Student Membership. The first class shall be known as Special Student Member and be open to a person who is regularly enrolled at St. Mary's University School of law and who is a member in good standing of the St. Mary's Criminal Law Association. Such membership shall be verified by the current President of that Association. Such members will not be obligated to pay annual dues but will be obligated to provide 5 (five) hours of administrative support per year to the Corporation under the direction of the SACDLA Executive Director.

The second class of Student Membership shall be known as Regular Student Member, and be open to a person who is regularly enrolled in a school of law located in Bexar County. Regular Student Members are eligible for student membership at the rate established in Section 4.02, or as otherwise established by the Board of Directors.

3.2 APPLICATION FOR MEMBERSHIP

Application for membership shall be made on a form prescribed by the Board of Directors. All applicants shall be subject to approval by the Board of Directors or the President or Executive Director acting for the Board of Directors.

At the discretion of the Board of Directors. Upon majority vote of those Directors and Participating Past Presidents in good standing, present and eligible to vote, a person who does not meet the requisites for membership under Section 3.1 may be admitted as a regular member if the person is otherwise qualified. Membership is not transferable or assignable.

3.3 VOTING

No members have the right to vote.

3.4 TERMINATION OF MEMBERSHIP

The President of the Organization may unilaterally terminate the membership of any Member under the following circumstances: (1) the President received written notice that a Member has voluntarily resigned from the Organization; (2) upon the death of the Member; (3) a

Member becomes a full-time employee of a prosecutorial office, a full-time judge, or a full-time Magistrate; or (4) upon disbarment of a Member.

Any Member may be suspended or expelled for "good" cause by a vote calling for such action by two-thirds of a quorum of members of the Board of Directors present and voting, after notice and hearing allowed for such Member. "Good Cause" could consist of, but not limited to, any one of the following events: (1) adjudged mentally incompetent by a court order; (2) convicted or placed on deferred adjudication for any misdemeanor crime of moral turpitude or any felony offense; (3) a decision by the State Bar of Texas suspending such Member from the practice of law; (4) failure to maintain status as a "Contributing Member", as required by Section 2.01 (b), above; (5) a violation of an approved conflict of interest policy governing each Member; or (6) any misconduct deemed detrimental to the mission of the Organization.

Any Member may be suspended or expelled by a vote calling for such action by a majority of a quorum of members of the Board of Directors present and voting, after notice and hearing allowed for such Member, for being in default in the payment of dues as required by Section 4.1, below.

3.5 REINSTATEMENT

Upon written request signed by a former Member and filed with the Secretary, the Board of Directors may, by two-thirds affirmative vote, reinstate such former Member on such terms as the Board of Directors may deem appropriate.

3.6 RESIGNATION

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

ARTICLE FOUR — FINANCES

4.1 ANNUAL DUES

All dues shall be payable annually. Any member whose dues are more than three months in arrears shall cease to be a member of the Corporation in good standing.

4.2 DUES SCHEDULE

Until modified by the Board of Directors, the dues schedule is as follows:

- Special Student Member - $0.00 (but must commit to five (5) hours of administrative support per year under the direction of the Executive Director)
- Regular Student Member - $30.00/ year
- Regular Member - $100.00/ year
- Contributing Member - $150.00/ year

4.3 FISCAL MEMBERSHIP YEAR

The fiscal membership year for the Association is from January 1st to December 31st.

4.4 BUDGET

The Board of Directors shall appoint a standing budget committee for each fiscal year consisting of the Treasurer as the chairperson of the committee, the Vice-President, and three other members of the Board of Directors. The Executive Director shall be an ex-officio member of this committee. The Treasurer shall conduct the committee meetings as appropriate and prepare a budget for the upcoming fiscal year. The Board of Directors shall approve a budget during any Directors' meeting held during the last quarter of the year preceding the budgetary fiscal year.

ARTICLE FIVE — EXECUTIVE COMMITTEE & OFFICERS

5.1 TITLE, APPOINTMENT, AND TERM

The "Executive Committee" of the Corporation shall consist of the President, the Vice-President, Secretary, and Treasurer. The "Officers" of the Corporation shall be the President, Vice-President, Secretary, Treasurer, Executive Director, Editor of The San Antonio DEFENDER, and such other officers as the Board of Directors may designate. All officers hold office at the pleasure of the Board of Directors, subject to removal as specified in Section 5.4. The Board of Directors may delegate this power to appoint officers to any officer or committee, and such officer or committee shall have full authority over the officers they appoint, subject to the power of the Board as a whole. The Board of Directors may appoint a committee and establish rules for the nomination of persons seeing election as an officer or may delegate this power to any officer of the Corporation. The term of each office shall be for one (1) year. An election or appointment of officers shall be held annually. The election or appointment or an officer shall not of itself create contractual rights.

5.2 QUALIFICATIONS

All officers must be members in good standing. An officer must have served at least one (1) full term as a Director prior to taking office, except in the case of the initial officers of the Corporation. In addition, the office of Executive Director may be held by any person deemed qualified by the Board of Directors without regard to membership, service as a director, or status as a licensed attorney.

5.3 ASSUMPTION OF OFFICE

5.03 (a) PRESIDENT

The Vice-President shall assume the office of President upon the expiration of the term of the preceding President. In the event of the death, resignation or removal of the President, or in any event the office of President becomes vacant, the Vice-President shall accede to the office of President, holding said office for the remainder for said term, and for the full succeeding term.

5.03 (b) VICE-PRESIDENT

The Secretary shall assume the office of Vice-President upon the expiration of the term of the preceding Vice-President. In the event of the death, resignation or removal of the Vice-President, or in any event the office of Vice-President becomes vacant, the Secretary shall accede to the office of Vice-President, holding said office for the remainder for said term, and for the full succeeding term.

5.03 (c) SECRETARY

The Treasurer shall assume the office of Secretary upon the expiration of the term of the preceding Secretary. In the event of the death, resignation or removal of the Secretary, or in any event the office of Secretary becomes vacant, the Treasurer shall accede to the office of Secretary, holding said office for the remainder for said term, and for the full succeeding term.

5.03 (d) TREASURER

The Treasurer shall be elected by a majority of eligible and present voting members of the Board of Directors at an annually scheduled meeting of the Board of Directors. Voting will be in accordance with Section 2.04 (b), except that voting by proxy is not permitted.

5.4 REMOVAL AND RESIGNATION

Any officer may be removed, with or without cause, by vote of a majority of the Directors at any meeting of the Board of Directors, after notice and hearing allowed for such officer. Such removal shall be without prejudice to the contract rights, if any, of the person removed. Any officer may resign at any time giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any resignation shall take effect upon the receipt or any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.5 DUTIES OF THE PRESIDENT

The President shall:

A. Be the chief executive officer of the Corporation, subject to the control of the Board of Directors.

B. Have general supervision, direction, and control of the business and officers of the Corporation.

C. Have the general powers and duties of management usually vested in the office of President of a corporation and such other powers and duties as may be prescribed by the Board of Directors, by the Bylaws, or by law.

D. Be ex-officio member of all standing committees, including the executive committee, if any.

E. Preside at all meetings of the Board of Directors.

F. Appoint the members of each committee and designate the respective chairs thereto, unless the Board of Directors, these Bylaws, or the Articles of Incorporation provide otherwise.

G. Have the power of appointment and removal of the Executive Director and editor of The San Antonio DEFENDER. The President's decision to appoint or remove the Corporation's Executive Director or The San Antonio DEFENDER Editor may be rejected by a majority vote of the Board of Directors.

H. Appoint such other persons to perform functions necessary to carry out the purposes of the Corporation, subject to the rejection of the Board of Directors.

I. Have authority to make, or authorize another officer, Director, or Member to make such expenditures as are necessary to carry out the functions of the Corporation without prior authorization by the Board of Directors, except that such expenditures shall not exceed $1,000.00 in any thirty-day period, and provided that the President provide written notice to the Board of such expenditures at the first meeting of the Board of Directors following such expenditures.

5.6 DUTIES OF THE VICE-PRESIDENT

The Vice-President shall:

A. Assist the President and perform such other duties as may be prescribed by the Board of Directors, by the Bylaws, or by law.

B. Serve on the Budget Committee.

C. In case of the absence of the President, act as chief executive officer of the Corporation, and assume all duties and limitations as are set forth in Section 5.05, above.

5.7 DUTIES OF THE SECRETARY

The Secretary shall:

A. See that all notices are duly given as required by law, the Articles of Incorporation, or the Bylaws. In case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to act, notice may be given, and served by the President, Vice-President, Board of Directors, or any person so designated by act by the Board of Directors.

B. Attend and keep minutes of the Corporation's meetings including Directors' meetings. At least three (3) days before the Directors' meeting, the Secretary shall send the minutes of the prior Directors' meeting to the Directors for review and approval at the Directors' meeting in accordance to Section 6.1 of these Bylaws.

C. Maintain any seal which the Corporation may adopt. When the Corporation exercises its right to use a seal, the Secretary shall see that the seal is embossed upon all documents authorized to the executed under seal in accordance with these Bylaws.

D. Maintain, in the Corporate Record Book, a record of all Members of the Corporation, including their membership status and current mailing address.

E. In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be required in Article Six of the Bylaws, by these Bylaws generally, by the President, by the Board of Directors, or by law.

F. In the absence of the Treasurer, act as Treasurer and Secretary.

5.8 DUTIES OF THE TREASURER

The Treasurer shall:

A. Collect all money due the Corporation, depositing all funds in the name of the Corporation in those banks, trust companies, or other depositories as the Board of Directors select, keeping adequate records of such deposits so as to allow the Secretary of the Corporation to determine which members have paid dues.

B. Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for those disbursements.

C. Prepare a financial record similar to the record described in Section 6.2 of these Bylaws of all financial transactions of the Corporation from the date in the last financial record. This financial record shall be given in the Treasurer's report at the Directors' meeting. At least three (3) days before the Directors' meeting, the Treasurer shall send the financial record to the Directors for review.

D. Ensure that required reporting, filing, and corporate tax payments are timely completed in accordance with the law of the State of Texas governing corporations and the laws of the United States, as applicable.

E. Serve as Chairperson of the Budget Committee.

F. In general, perform all duties incident to the office of the Treasurer, and such other duties as from time to time may be assigned to the Treasurer by Article Six of these Bylaws, by these Bylaws generally, by the President, by the Board of Directors, or by law.

5.9 DUTIES OF THE EXECUTIVE DIRECTOR

The Executive Director shall:

A. Act as recording secretary of the Corporation and shall be the custodian of the Corporate Records Book and any other records of the Corporation.

B. Serve as an ex-officio member of the Budget Committee.

C. In general, perform all duties incident to the office of Executive Director, and such other duties as from time to time may be assigned to the Executive Director by these Bylaws, by the President, by the Board of Directors, or by Law.

5.10 DUTIES OF THE EDITOR OF THE SAN ANTONIO DEFENDER

The Editor of The San Antonio DEFENDER shall be responsible for overseeing the content and publication of The San Antonio DEFENDER, including securing materials for publication and performing technical editing of the published materials. The Editor may appoint, subject to the approval of the Board of Directors, one (1) or more associate editors who shall assist in the performance of these responsibilities.

5.11 VACANCIES

Should any vacancy occur in any office due to the death, resignation, or removal of any officer, and the assumption of office as provided by these Bylaws creates a vacancy in one or more offices, or a vacancy occurs for any other reason, the Board of Directors may elect a successor to each vacant office for the unexpired term of that office. The Board of Directors may delegate this power to any remaining officer or to any committee subject to the approval of the Board of Directors.

5.12 COMPENSATION

The compensation of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving a salary by reason of the fact that the officer is also a Member or a Director of the Corporation, or both.

ARTICLE SIX — CORPORATE RECORDS AND ADMINISTRATION

6.1 MINUTES OF DIRECTORS' MEETINGS

The Corporation shall keep at the principal office, or such other place as the Board of Directors may order, a Corporate Record Book containing minutes of all meetings of the Board

of Directors and committees. The minutes shall show the time and place of each meeting, whether the meeting was regular or special, a copy of the notice given or written waiver thereof, and, if it is a special meeting, how the meeting was authorized. The minutes of all meetings shall further show the proceedings and names of those present.

6.2 BOOKS OF ACCOUNT AND ANNUAL REPORTS

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions, including all income and expenditures, in accordance with generally accepted accounting practices. Based on these records, the Board of Directors shall annually approve a report of the Corporation's financial activity for the preceding year. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, expenses, and changes in fund balances, a statement of functional expenses, and balance sheets for all funds. All records, books, and annual reports of the financial activity of the Corporation shall be kept at its principal office 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 may charge for the reasonable expense of preparing a copy of a record or report.

6.3 MEMBERSHIP REGISTER

The Corporation shall keep, at the principal office, a membership register showing the names of the members, their addresses, the date they became a Member, and the date any former Member's membership terminated. The above-specified information may be kept on an information storage device, such as electronic data processing equipment, provided that the equipment is capable of reproducing the information in clearly legible form for the purposes of inspection by any Member, Director, Officer, or agent of the Corporation during regular business hours.

6.4 CORPORATE SEAL

The Board of Directors may at any time adopt, prescribe the use of, or discontinue the use of, such corporate seal as it deems desirable, and the appropriate officers shall cause such seal to be affixed to such documents as the Board of Directors may direct.

6.5 FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Board of Directors and approved by the Internal Revenue Service. The Treasurer shall forthwith seek advice to determine whether the Corporation is to have a fiscal year other than a calendar year. If so, the Treasurer shall file an election with the Internal Revenue Service as early as possible, and all correspondence with the IRS, including the application for the Corporation's Employer Identification Number, shall reflect such non-calendar year election.

6.6 MANAGEMENT OF FUNDS

All institutional and endowment funds shall be handled pursuant to the Uniform Management of Institutional Funds Act (Texas Property Code, § § 163.001, et. Seq.).

6.7 LOANS TO OFFICERS AND DIRECTORS

The Corporation shall not loan money to any of its Directors. Loans to officers may be made if the loans can reasonably be expected to benefit the Corporation, directly or indirectly, and are made to finance the officer's principal residence or do not exceed 50% of the officer's annual salary (100% if the loan is to be made during the officer's first year of employment).

ARTICLE SEVEN — ADOPTION OF BYLAWS

The foregoing Bylaws were amended by the SACDLA Board of Directors on November 13, 2026.

Attested to and certified by:

CORPORATE

SEAL



President, SACDLA
Andrew Froelich