



**AUSTIN BLACK  
LAWYERS ASSOCIATION**

## **Official By-Laws**

**Adopted June 12, 2019**

**BY-LAWS**  
**OF**  
**THE AUSTIN BLACK LAWYERS ASSOCIATION**

**ARTICLE I**  
**NAME AND PURPOSE**

- 1.1 Name.** The name of the organization is the Austin Black Lawyers Association (“ABLA”).
- 1.2 Purpose.** ABLA is organized and shall be operated exclusively for charitable, educational and other non -profit purposes, including, but not limited to, supporting African American attorneys in Austin, addressing issues that are essential to their legal and professional development, and serving the general Austin community and surrounding areas.

**ARTICLE II**  
**MEMBERSHIP**

- 2.1 Regular Members.** Any lawyer who is in good standing before the Bar of any jurisdiction (that is, one who is not in default in payment of dues and not under suspension from the practice of law) may become a Regular Member of ABLA upon application and payment of dues.
- 2.2 Associate Members.** Any person who has graduated from a law school and who has demonstrated an interest in the principles and objectives of ABLA may become an Associate Member of ABLA upon application and payment of dues.
- 2.3 Student Member.** Any student currently enrolled at any accredited school of law may become a Student Member of ABLA upon application and payment of dues.
- 2.4 Application for Membership.** Application for membership in ABLA and payment of dues shall be in such form and manner as prescribed by the Executive Board.
- 2.5 Dues.** Annual dues for all members shall be determined by the Executive Board. Membership shall be on a twelve (12) -month rolling basis commencing on the date payment of annual dues is processed. Members are considered to be in good standing upon payment of annual dues.
- 2.6 Meeting of the Membership.** All meetings of the membership shall be held at such time and place as the President or a majority of the Executive Board shall designate by written or electronic notice of at least three (3) business days to the membership.
- 2.7 Quorum and Voting.** Only Regular Members in good standing may vote at meetings. At all meetings of the membership, at least seven Regular Members in good standing shall constitute a quorum for the transaction of business. The act of a majority of Regular Members in good standing present and voting at the meeting shall constitute the act of ABLA.

### ARTICLE III EXECUTIVE BOARD

- 3.1 Executive Board.** The Executive Board shall consist of the following officers: the President, Vice President, Corresponding Secretary, Financial Secretary, Treasurer, and Member at Large.
- 3.2 Number and Tenure.** The direction and management of the affairs of ABLA and the control and disposition of its properties and funds shall be vested in the Executive Board. All Executive Board members must Regular Members in good standing with ABLA and shall serve for a term of one year. Executive Board members may be re-elected to additional one- year terms at the Annual Meeting in June of each year.
- 3.3 Meetings.** Regular meetings of the Executive Board shall be held at such times and places as the President shall direct by written or electronic notice of at least three (3) business days. The President shall set the agenda for all regular meetings of the Executive Board. Special meetings of the Executive Board shall be held whenever called by the President or upon the request of any three (3) members of the Executive Board. The President or the three requesting members shall set the agenda for all Special Meetings. It is the duty of each officer to attend regular and special meetings of the Executive Board, as well as regular meetings of the membership.
- 3.4 Quorum for Meetings.** Any four members of the Executive Board, including the President or Vice President, shall constitute a quorum for the transaction of business of the Executive Board. The act of a majority of Executive Board members present and voting at the meeting shall constitute the act of the Executive Board.
- 3.5 Removal.** Upon a recommendation from the Executive Board, any Executive Board member may be removed by a majority vote of Regular Members at the next meeting of the membership.

### ARTICLE IV ELECTION OF OFFICERS

- 4.1 Nominations.** The nomination committee shall propose a slate of officers for election. Any member of ABLA may nominate candidates for office. The Corresponding Secretary or designated officer shall announce the proposed slate of officers by written or electronic notice of at least three (3) business days to the membership before the meeting for which elections are held.
- 4.2 Notice of Elections.** The membership shall receive notice of the elections of officers by announcement as prescribed by the Executive Board, not later than one week prior to the meeting for which elections are held.
- 4.3 Elections.** Voting will take place at the Annual Meeting in June. All members elected, through the slate or otherwise, may address the membership prior to the commencement of voting.
- 4.4 Voting.** Each member shall vote for no more than one nominee for each office. The voting procedure may occur as prescribed by the Executive Board which can include balloting.

**4.5 Run-Off Elections.** In the event there is a tie between the nominees receiving the highest numbers of votes, there shall be a run-off election between such nominees. Each nominee shall have an additional opportunity to address the membership and respond to questions and another vote shall be cast.

**4.6 Vacancies.** Each officer shall serve for his or her term of office, which shall run until from July 1st through June 30th. Officer terms are one year. If the office of President becomes vacant, the Vice President shall become President for the unexpired term. If any other elective office becomes vacant, the President shall appoint an eligible Regular Member to fill the office for the unexpired term, which must be confirmed by a majority vote of Regular Members at the next regular meeting of the membership.

## **ARTICLE V GENERAL OFFICES**

**5.1 Number, Qualifications.** The elected officers of ABLA shall be as follows: President, Vice President, Corresponding Secretary, Financial Secretary, Treasurer, and Officer At Large. Each officer must be a Regular Member in good standing of ABLA, must have been a member for at least one year, and must have attended at least six (6) meetings during the preceding year.

**5.2 Duties.** The principal duties of the several officers are as follows:

**PRESIDENT.** The President shall preside at all meetings of the Executive Board and of the membership. The President shall be the chief executive officer of ABLA, and subject to the control of Executive Board, shall have general charge and supervision of the administration of the affairs and business of ABLA. Specific duties of the President include seeing that all orders and resolutions of the Executive Board are carried into effect, signing and executing all legal documents and instruments in the name of ABLA when authorized to do so by the Executive Board, submitting to the Executive Board plans and suggestions for the work of ABLA, directing its general correspondence, presenting his or her recommendations considering the work of ABLA to the Executive Board for decision, submitting a report of the activities and business affairs of ABLA at other times when called upon to do so by the Executive Board, and performing such other duties as the Executive Board may assign from time to time.

**VICE PRESIDENT.** The Vice President shall discharge the duties of the President in the event of his or her absence or disability for any cause whatsoever and shall perform such other duties as the Executive Board may assign from time to time. The Vice President shall succeed automatically to the office of President upon vacancy for the office of President prior to the regular end of the President's term.

**CORRESPONDING SECRETARY.** The Corresponding Secretary shall have charge of the records and correspondence of ABLA subject to the discretion of the President and excluding duties exclusively designated to the Financial Secretary. Further duties of the Corresponding Secretary include taking and keeping true minutes of all meetings of the membership and of the Executive Board and discharging such other duties as the President or the Executive Board may assign.

**FINANCIAL SECRETARY.** The Financial Secretary shall have charge of the membership records, exclusively being the receipt of dues payments. The Financial Secretary shall keep track that only dues

paying Regular Members have their vote counted at regular meetings and that all officers are in good standing. The Financial Secretary shall make a membership and dues report at each regular meeting to advise the membership of the current number of dues paying members or any other matters pertinent to this position.

**TREASURER.** In general, the Treasurer shall perform all the duties incidental to the office of Treasurer, subject to the Executive Board, and shall perform such additional duties as the Executive Board may prescribe from time to time. More specifically, the Treasurer shall keep account of all moneys, credits and property of ABLA which shall come into his or her hands and shall keep an accurate account of all moneys received and discharged. Except as otherwise ordered by the Executive Board, the Treasurer shall have the custody of all the funds and securities of ABLA and shall deposit them in such banks or depositories as the Executive Board shall designate. The Treasurer shall keep proper records of accounts and other records showing at all times the amount of the funds and other property belonging to ABLA, all of which records shall be open at all times to the inspection of the membership; shall submit a report of the accounts and Financial condition of ABLA at each meeting of the Executive Board; and shall make such transfers and alterations in the securities of ABLA as the Executive Board may order. The Treasurer shall also, under the direction of the Executive Board, disburse moneys and sign all checks and other instruments drawn on or payable out of the funds of ABLA; however, the Executive Board may require these checks and other instruments to be signed by the President, or in case of their absence or disability, by such member of the Executive Board as the Executive Board shall designate. In case of the absence or disability of the Treasurer, the Executive Board may appoint an assistant Treasurer to perform the duties of the Treasurer during such absence or disability.

**OFFICER AT LARGE.** The officer at-large shall perform such duties as the Executive Board may assign from time to time.

## ARTICLE VI

### APPOINTIVE AGENTS, AFFILIATIONS, FOUNDATION, AND ENDORSEMENTS

- 6.1 **Appointive Agents.** The President may appoint such agents, as may be deemed necessary, who shall have such authority and perform such duties as the President shall prescribe from time to time upon notice to the Executive Board. If any objection to an appointment is received by the President from any Executive Board member, then such appointment shall not proceed. All appointive agents shall hold their respective positions at the pleasure of the President and may be discharged at any time with or without cause by the President or by majority vote of the Executive Board; provided that removal without cause shall not prejudice the contract rights, if any, of such agents.
- 6.2 **Association Affiliations.** ABLA shall be an affiliate of the National Bar Association (NBA) and the Austin Bar Association. The Executive Board shall appoint members in good standing to represent ABLA for any affiliate functions.
- 6.3 **Foundation.** ABLA may take actions necessary, upon approval of the Executive Board and the general membership, for the creation of a foundation. Any foundation created by ABLA shall operate under its own, separately established, by-laws.

**6.4 ABLA Endorsements.** ABLA may take actions necessary, upon approval of the Executive Board, to make endorsements of political candidates. Any endorsements by ABLA shall proceed under separately established Endorsement Rules.

**ARTICLE VII  
COMMITTEES**

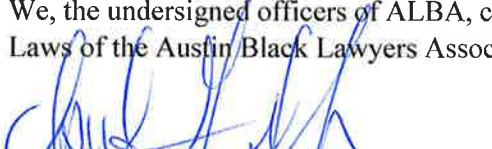
**7.1** The President, with the advice of the Executive Board, shall appoint such committees, chairperson, and members as are deemed necessary to carry out the purposes of ABLA or to assist the Executive Board in the orderly management of the affairs of ABLA, consistent with the Constitution and these By-laws. A member of the Executive Board, designated by the President, shall consult with and advise each committee and periodically report its activities to the Executive Board.


**ARTICLE VIII  
AMENDMENTS**


**8.1** These bylaws may be amended during any regularly scheduled meeting by two-thirds vote, provided that a quorum is present of Regular Members in good standing. All proposed amendments to the by-laws shall be submitted to the Executive Board at least forty-five (45) calendar days prior to the regularly scheduled meeting in which the proposed amended by-laws will be presented to the ABLA membership. The Corresponding Secretary shall send all proposed amendments to each Regular Member in good standing of ABLA at least sixty (60) calendar days prior to the regularly scheduled Membership Meeting in which the proposed amended by-laws will be presented to the ABLA membership.

**ADOPTION OF BY-LAWS**


We, the undersigned officers of ALBA, consent to, and hereby do, adopt the foregoing by-laws, as the By-Laws of the Austin Black Lawyers Association on June 12, 2019.

  
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April Griffin, President

  
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Johnathan Stone, Vice President

  
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Sylvia Hardman-Dingle, Treasurer 8-14-19

  
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Ayeola Williams, Corresponding Secretary

  
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Aden Allen, Member at Large