

BYLAWS OF THE J. L. TURNER LEGAL ASSOCIATION FOUNDATION
(as amended, October 1, 2013)

ARTICLE I

NAME AND PURPOSES

Section 1.01. Name. The J. L. Turner Legal Association Foundation may be hereafter referred to as the "Foundation".

Section 1.02. Purposes. The Foundation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision or provisions of any subsequent United States revenue law (the "Code"). Within the scope of the foregoing purposes, and not by way of limitation thereof, the Foundation shall administer educational and scholarship programs. Within the scope of the foregoing purposes, and not by way of limitation thereof, the Foundation shall (i) administer educational and scholarship programs aimed at ensuring a continued pipeline of law students and lawyers of color in Dallas County and surrounding communities in North Texas; (ii) support the work, history and mission of the J. L. Turner Legal Association; and (iii) support initiatives, activities or efforts involving issues impacting the African-American community in Dallas County and surrounding communities in North Texas which require the use of legal services.

ARTICLE II

FOUNDATION OFFICES

Section 2.01. Principal Offices. The principal office of the Foundation in the State of Texas shall be located at P. O. Box 130987, Dallas, Texas 75313. The Foundation may have such other offices, within the State of Texas, as the Board of Directors may determine or as the affairs of the Foundation may require from time to time.

Section 2.02. Registered Offices. The Foundation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Foundation Act. The registered office may be, but need not be, identical with the principal office of the Foundation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

Section 3.01. General Powers. The corporate business, affairs and property of the Foundation shall be managed, exercised and controlled by the Board of Directors, who may exercise all such powers of the Foundation and do all such lawful acts and things as are permitted by statute, by the Articles of Incorporation or by these Bylaws. Directors need not be residents of Texas.

Section 3.02. Number and Qualifications. The Board of Directors shall consist of a total of nine (9) Directors which shall include the following persons: The Immediate Past Chair of the Foundation; the sitting President of the J.L. Turner Legal Association (“JLTLA”); the President-Elect of the JLTLA; the Chair of JLTLA Scholarship and Awards Gala Committee; and five elected Directors elected to stagger terms. Specifically, no more than two (2) Directorships shall be open for election in any given year, unless additional Director positions become available through resignation or removal. At no time shall more than four (4) members of the JLTLA Board simultaneously serve as Directors of the JLTLA Foundation Board.

Section 3.03. Tenure. The Immediate Past Chair of the Foundation, and the President and President-Elect of JLTLA shall each serve a term of one (1) year, unless subsequently elected to a term as an elected Director. The elected Directors shall be elected by the members of the J. L. Turner Legal Association at the conclusion of its regular meeting in October or November. Elected Directors shall serve a three-year term beginning January 1 following their election and ending December 31 of the third year.

Each of the Directors so elected shall hold office until their successors are elected and qualified. .

Section 3.04. Removal of Directors. Any Director may make a motion to remove another Director from office for cause. The Director against whom the motion is made shall receive at least 15 days’ notice of the meeting at which the motion to remove for cause shall be presented. The motion to remove must be voted upon at a properly convened meeting of the Foundation and must pass by 3/4 vote of those Directors present and voting.

Section 3.05. Resignation. Any Director may resign at any time by delivering written notice to the Board of Directors or to the Chair of the Foundation. The resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

Section 3.06. Filling of Vacancies. Any vacancy occurring on the Board of Directors resulting from the death, resignation, retirement, disqualification or removal from office of any Director shall be filled by the affirmative vote of a majority of the remaining Directors at any meeting thereof. Any Director elected or appointed to fill a vacancy shall hold office until the expiration of the term of the vacating Director.

Section 3.07. The Board shall include a Chair, a Vice-Chair, a Secretary, and a Treasurer, together with any other administrative officers that the Directors may see fit in their

discretion to provide for by resolution entered upon its minutes.

Section 3.08. Meetings. The Board of Directors shall meet regularly, at least quarterly, at such times and places as the Chair, or in his/her absence the Vice-Chair, of the Board of Directors shall designate. Special meetings of the Board of Directors may be called by or at the request of the Chair or any three (3) Directors.

Section 3.09. Meetings By Telephone or Other Remote Communications Technology. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by such Board may, unless otherwise restricted by statute, by the Article of Incorporation or by these Bylaws, participate in and hold a meeting by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or by using any other suitable electronic communications system, including video conferencing technology or the Internet (but only if, in the case of such other suitable communications system, each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant). Participation in a meeting pursuant to this Section 3.09 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Section 3.10. Notice. Notice of all meetings of the Board of Directors shall be given to each Director at least three (3) days prior to the time of each meeting. Whenever, under the provisions of any statute, the Article of Incorporation or these Bylaws, notice is required to be given to any Director or committee member of the Foundation, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission, by electronic transmission, by registered courier service, or by mail, postage prepaid, addressed to such director or committee member at such person's address as it appears on the records of the Foundation. Any notice required or permitted to be given by mail shall be deemed to be delivered two business days after the same shall be thus deposited in the United States mails, as aforesaid. Any notice required or permitted to be given by facsimile or electronic transmission shall be deemed to be delivered upon successful transmission of such facsimile or electronic message.

Section 3.11. Waiver of Notice. Whenever any notice is required to be given to any Director or committee member of the Foundation under the provisions of any statute, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 3.12. Quorum. At all meetings of the Board of Directors, the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum to transact business; and the action of a majority of the Directors present at any meeting at which there is a

quorum shall be the action of the Board of Directors except as may be specifically provided otherwise by statute or by the Articles of Incorporation or by these By-Laws.

Section 3.13. Actions of Board. The act of a majority of the Directors attending 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 by these By-Laws.

Section 3.14. Financial Reports. The Board of Directors shall cause to be prepared and shall approve at each regular Annual Meeting of Directors a report of the financial activity of the Foundation for the preceding year, which report shall conform to generally accepted accounting standards and shall include a statement of support, revenue and expenses and changes in fund balance and balance sheet for all funds.

Section 3.15. Compensation. No Directors or Officer as such shall receive any salaries or compensation for their services; however, Directors or Officers may receive reimbursement for expenses incurred on behalf of the Foundation.

ARTICLE IV

POWERS OF DIRECTORS

The Directors shall have the power:

1. To conduct, manage and control the affairs and business of the Foundation; and to make rules and regulations for the guidance of the officers and management of its affairs; and
2. To appoint and remove, at its pleasure, all agents and employees, if any, of the Foundation, prescribe their duties, fix their compensation and require from them, if advisable; and
3. To select one or more banks to act as depository of the funds of the Foundation, and to determine the manner of receiving, depositing and disbursing the same: and, form of checks and person or persons by whom same shall be signed, with the power to change such banks, or person or persons signing such checks, and terms thereof, at will; and
4. To approve or reject all purchases and/or leases of personal and real property consistent with the approved budget and directives of the Board.

ARTICLE V

DUTIES OF DIRECTORS

It shall be the duty of the Board of Directors:

1. To keep a complete record of all its acts, and of the proceedings of its meetings showing in detail the condition of the affairs of the Foundation.
2. To supervise all agents and employees, if any, and see that their duties are properly performed.
3. To establish rules and procedures with respect to carrying out the purposes for which the Foundation is formed as provided in its Articles of Incorporation.
4. To ensure that correct books of account of the activities and transactions of the Foundation shall be kept at the office of the Foundation. These shall include a minute book, which shall contain a copy of the Article of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE VI

ELECTED OFFICERS POWERS AND DUTIES

Section 6.01. Elected Officers. The officers of the Foundation shall be chosen by and from the Directors for such terms as the Directors shall designate and shall be a Chair, a Vice-Chair, a Secretary, a Treasurer and such other officers as the Directors may designate,.

Section 6.02. Term of Office; Removal; Filling Vacancies. The Each elected officers shall hold office for a one-year term and until their successors are chosen and qualified. An officer shall be eligible for election to a succeeding term following the conclusion of any given term, except Chair and Vice-Chair. The Vice-Chair shall automatically succeed to the office of Chair upon completion of the Chair's one (1) year term or otherwise specified in these Bylaws. Any officer elected or appointed by the Directors may be removed at any time by the affirmative vote of a majority of all the Directors. If any office becomes vacant for any reason, the vacancy shall be filled by the Directors.

Section 6.03. Chair. The Chair shall be the chief executive officer of the Foundation. The Chair shall preside at all meetings of the Directors, be ex-officio a member of all standing committees, have general and active management of the business of the Foundation, and see that all orders and resolutions of the Directors are carried into effect; and the Chair shall execute all contracts, agreements, conveyances and other written instruments affecting the affairs of the Foundation, except in those instances required or permitted by law to be otherwise signed and executed, and except in those instances in which signing and execution thereof shall be expressly delegated by the Directors to some other officer or agent of the Foundation.

Section 6.04. Vice-Chair. The Vice-Chair shall preside at meetings of the Board of Directors, in the absence of the Chair. In addition, the Vice-Chair shall generally assist the Chair and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Chair or the Board of Directors.

Section 6.05. The Treasurer. The Treasurer shall have the care and custody of all monies, funds and securities of the Foundation; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board; shall advise upon all terms of credit granted by the Foundation; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the Foundation. The Treasurer shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Foundation, and to give proper receipts or discharges for all payments to the Foundation. The Treasurer shall generally perform all duties usually appertaining to the office of treasurer of a Foundation.

Section 6.06. The Secretary. The Secretary shall see that notice is given of all annual and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board. The Secretary shall have charge of the corporate seal (if any) and shall have authority to attest any and all instruments of writing to which the same may be affixed. The Secretary shall keep and account for all books, documents, papers and records of the Foundation, except those for which some other officer or agent is properly accountable. The Secretary shall generally perform all duties usually appertaining to the office of secretary of a Foundation.

Section 6.07. Paid Staff. The Board of Directors may hire such paid staff, as they deem proper and necessary for the operations of the business of the Foundation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

ARTICLE VII

ACTIONS WITHOUT MEETINGS

Section 7.01. [Reserved].

Section 7.02. Action Without a Meeting. Any action required or permitted to be taken at any meeting of Directors or committee members may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed (including electronically) by a sufficient number of Directors or committee members, as the case may be, as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by Directors or committee members without a meeting by less than unanimous written consent shall be given to those Directors or committee members who did not consent in writing to the action. .

ARTICLE VIII

COMMITTEES

The Board may designate one or more standing or ad hoc committees, including but not limited to, the following:

1. Bylaws Committee;
2. Gala Committee; and
3. Grant Committee.

ARTICLE IX

COMMITTEE DUTIES AND RESPONSIBILITIES

Section 9.01. Bylaws Committee. The Bylaws Committee shall receive and make recommendations for amendments and/or revisions to the Bylaws and shall assure that the Bylaws are not in conflict with the Articles of Incorporation.

Section 9.02. Gala Committee. The Gala Committee shall coordinate funding and presentation of proposed budget for annual Gala with J.L. Turner Legal Association. The Committee shall propose annual budget to fund annual scholarships, which will be presented at the Gala. The Chair of the Foundation Board shall appoint the Chair of the Gala Committee each year. The President of JLTLA may appoint a Vice-Chair of the Gala Committee.

Section 9.03. Grants Committee. The Grants Committee shall oversee the assessment and evaluation of grant applications as submitted or recommended to J.L. Turner Legal Association Foundation. The Committee shall ensure compliance with grant policies to ensure fair and equitable distribution of available grant funds. The Committee shall review, update and formulate policies regarding the grants process to ensure alignment with stated organization objectives.

ARTICLE X

INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Foundation may be indemnified by the Foundation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Foundation, or any settlement thereof, unless adjudged therein to be

liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Foundation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights, which such member of the Board, officer or employee is entitled.

ARTICLE XI

GENERAL PROVISIONS

Section 11.01. Books and Records. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of Directors and committees having any of the authority of the Board of Directors. Provided proper notice is given, all books and records of the Foundation may be inspected by any director or his agent or attorney for any proper purpose.

Section 11.02. Fiscal Year. The fiscal year of the Foundation shall begin on the first day of January and end on last day in December of each year.

Section 11.03. Seal. The corporate seal shall have inscribed around the periphery the name of the Foundation "J. L. TURNER LEGAL ASSOCIATION FOUNDATION".

Section 11.04. [Reserved]

Section 11.05. Investments. The funds of the Foundation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, as long as such investments are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 11.06. Gender. Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 11.07. Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 11.08. Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

Section 11.09. Annual Audit. The financial statements of the Foundation shall be audited annually by an independent accounting firm organized and doing business in the United States.)

Section 11.10. Parliamentary Procedure. The latest edition of Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws, policies or any special rules of order adopted by the Foundation.

ARTICLE XII

AMENDMENTS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted only by a 2/3 vote of the Board of Directors of the Foundation.

No amendments may be adopted, however, if such adoption would (a) invalidate the Foundation's status as a Foundation exempt from Federal Income taxation as described in section 501(c)(3) of the Internal Revenue Code, or a successor provision, or (b) invalidate contributions which are deductible from taxable income under section 170(2) of the Internal Revenue Code, or a successor provision.

ARTICLE XIII

DISSOLUTION OF THE FOUNDATION

Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Foundation, distribute all of the assets of the Foundation to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time have purposes similar to those of the Foundation and which qualify (i) as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, and (ii) as educational, religious or charitable organizations in this State that are qualified for an exemption from Texas ad valorem taxation under the Texas Property Tax Code, as the Board of Directors shall determine.

CERTIFICATE OF SECRETARY

The undersigned, being the duly elected and qualifying Secretary of the Foundation, hereby certifies that the foregoing Bylaws of the Foundation were duly adopted by the Board of Directors of the Foundation effective _____.

Secretary