

**AMENDED AND RESTATED BY-LAWS OF THE
FRANCHISE LAW AND DISTRIBUTION SECTION**

2016

DALLAS BAR ASSOCIATION

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ARTICLE I - NAME AND JURISDICTION

1.01 NAME. The name of this section shall be the Franchise Law and Distribution Section (“Section”).

1.02 PURPOSE. The purpose of this Section shall be to promote the objectives of the Dallas Bar Association within the field of franchise and distribution law practice, not assigned by the Board of Directors thereof to any other section or to a committee.

1.03 ONLINE PRESENCE. This Section shall maintain and update various websites and social media platforms to uphold the purpose of this Section, including but not limited to:

1.03.1 Dallas Bar Association. This Section shall maintain and update a sub-page on the Dallas Bar Association website, located at: “<http://www.dallasbar.org/content/franchise-law-distribution-section>”

1.03.2 Website. This Section shall maintain and update an independent website, funded by the Section, located at: “<http://dallasfranchiselaw.com/>”

1.03.3 Social Media. This Section shall maintain and update its LinkedIn page, Twitter account, and any other social media platform that represents this Section.

ARTICLE II - MEMBERSHIP

2.01 QUALIFICATIONS AND ENROLLMENT. Any member of the Dallas Bar Association upon request to the Secretary of this Section, and upon payment of the dues for the current year, shall be enrolled as a member of this Section. Persons so enrolled shall constitute the membership of the Section (individually referred to as a “Member”).

2.02 DUES. Each Member shall pay annual Section dues in an amount determined by a vote of the majority of the Board of Directors at their discretion not to exceed fifty dollars (\$50.00). Any amount in excess of this limit will be put to an open and advertised vote of the Members of the Section and a simple majority of voters. No quorum is required. Payment of dues shall be made no later than January of each year or upon enrollment as a new Member of the Section.

ARTICLE III - OFFICERS

3.01 OFFICERS. The officers of this Section shall be a Chairman, Vice-Chairmen, Secretary, and Treasurer (collectively referred to as “Officers”). No salary or compensation shall be paid to any Officer.

3.02 CHAIRMAN. The Chairman shall preside at all meetings of the Section and of the Council (defined in Section IV below), shall perform such other duties and acts as usually pertain to such office, and when called upon to do so, shall represent the Section before the Board of Directors of the Dallas Bar Association. The Chairman shall approve all bills incurred by the Section before payment by the Treasurer.

3.03 VICE-CHAIRMAN. Upon the death, resignation, or during the absence or disability of the Chairman, the Vice-Chairman shall perform all duties of the Chairman, and when so acting shall have all of the powers of the Chairman. The Vice-Chairman shall have such other powers and perform such other duties as from time to time may be prescribed or delegated by the Chairman or the Council. The Vice-Chairman shall also work with the webmaster to update and maintain all content on the Section’s Website, per Section 1.03.2.

3.04 SECRETARY. The Secretary shall be the custodian of all books, papers, documents, and other property of the Section. The Secretary shall attend all meetings of the Section and the Council and record in a book kept for that purpose all of the proceedings of such meetings at which business is transacted; however, minutes of the Section meetings in which the sole activities are continuing legal education and regular announcements need not be recorded in the minutes. The Secretary shall also give, or cause to be given, notice of all meetings of the Section or the Council, and shall perform all of the duties incident to that office those that may be delegated by the Chairman.

3.05 TREASURER. The Treasurer, in conjunction with the Chairman, shall attend generally to the business of the Section and, as Treasurer, shall keep an accurate record of all monies appropriated to, and expended for, the use of the Section, and when called to do so, shall report the financial condition of the Section to the Board of Directors of the Dallas Bar Association. The Treasurer shall update and maintain the Dallas Bar Association's subpage, as described in Section 1.03.1, and all Section social media platforms, as described in Section 1.03.3.

ARTICLE IV - COUNCIL

4.01 COUNCIL. The Section shall have a council consisting of six Members, which shall include the current Officers, the immediate past Chairman, and one other Member who has previously served as an Officer ("**Council**"). Other than the immediate past Chairman, all former Chairmen of the Section shall be members *ex-officio* of the Council, who may attend and participate at any meeting, but may not vote on any matters to be decided by the Section's current Officers. No salary or compensation shall be paid to any Council member.

4.02 ADVICE TO OFFICERS. The Council shall have general supervision and control of the affairs of the Section, subject to the provisions of the Articles of Incorporation and By-Laws of the Dallas Bar Association and the By-Laws of this Section. It shall meet and advise the officers, from time to time, as may be appropriate, on matters that may be pertinent to its duties and to the Section and shall perform such other appropriate functions as the Chairman may request in furtherance of the purposes and activities of the Section.

4.03 MEETINGS. Meetings of the Council may be called by the Chairman or by a majority of the Council. A majority of the Council shall constitute a quorum, and a majority of those present and voting shall constitute binding action of the Council.

4.04 COMMITTEES. The Chairman will appoint committees, or authorize the Council to appoint committees, from among its members or Section members or both to perform such duties and exercise such powers as the Chairman or Council may direct, subject to the limitations in these By-Laws and the By-Laws of the Dallas Bar Association. The Vice-Chairman shall serve as Chairman of the Program Committee and the Treasurer shall serve as Chairman of the Membership Committee.

4.05 DECLARATION OF VACANCY FOR NON-ATTENDANCE. If any elected member of the Council shall fail to attend four successive meetings of the Council, the Council may, in its discretion, consider the office held by such member to be vacated, and the Council may fill the vacancy for the unexpired term.

ARTICLE V - NOMINATION AND ELECTION OF OFFICERS

5.01 ANNUAL SELECTION OF OFFICERS. No later than August 1 of each year, the Officers shall advertise and issue an open invitation to all Members for nominations for Officers for the following year. Any Member in good standing may serve as an Officer and may submit himself or herself or any

other Member to serve. All nominations must be submitted by September 1 of each year for service as an Officer for the following year. The Chairman shall inform all nominees that they have been nominated to serve as an Officer through e-mail by September 5 of each year, and seek approval from each nominee to be placed on the nomination ballot. To those who provide approval of their nomination, the Chairman shall request that each nominee submit a maximum of a 6-sentence paragraph as to why he or she is interested in serving as an Officer (“**Summary**”) by September 15 of each year. No nominee is eligible for to be a “**Submitting Nominee**” if he or she does not submit a Summary. The Secretary shall compile each Summary and a photograph, if one is available, of each Submitting Nominee and e-mail the nomination compilation to all Members no later than October 1. The foregoing deadlines for officer nominations may be altered to accommodate exigent circumstances or to ensure an adequate pool of candidates is available for voting.

5.02 VOTING. At the October meeting of each year, all Submitting Nominees shall be entitled to make a short presentation and to introduce their candidacy to the Members in an open forum. Following the presentation, a vote of the entire membership of the Section shall be taken as directed by the Officers, so long as all members have an opportunity to vote and are given advanced notice of such vote and are afforded at least five (5) business days to cast their vote. Each Member shall be afforded four (4) noncumulative votes and may place only one vote for each Officer’s position (*i.e.*, Chairman, Vice-Chairman, Secretary, and Treasurer). Upon the collective review and counting of the votes by the Officers, the Chairman shall certify that all votes have been counted and that the top 4 nominees shall be named as the following years’ Officers. The new officers may then designate between themselves who will serve in each Officer position. The new Officers shall be introduced to the Members in the last meeting of each year. In the unlikely event there is an insufficient number of Submitting Nominees to conduct a vote, the current Officer’s may solicit nominations and, where necessary, upon majority approval by the current Officers, appoint new Officers in lieu of an election.

5.03 FILLING VACANCIES. During the interim between annual elections, the Officers may fill vacancies in its own membership by selecting, in its sole discretion, any Member of the Section who is in good standing. The office held by such process may only be filled for the unexpired term of the existing Board.

5.04 REMOVAL OF AN OFFICER. Any Officer may be removed, with or without cause, by the affirmative vote of three Officers.

5.05 COMPENSATION. The Officers shall not receive any stated compensation or salaries for their services, but by resolution of the Board, actual out-of-pocket expenses incurred on behalf of any reasonable Section business or activity may be reimbursed.

5.06 TERM. The Officers shall be elected for one calendar-year term.

ARTICLE VI - MEETINGS OF MEMBERS

6.01 ANNUAL MEETING. Except as provided herein with respect to the initial organization of the Section, during the last three (3) months of each calendar year or within the month of January thereafter, an annual meeting of the Section shall be held on such date and at such time as the Chairman designates. The annual meeting shall be held at Dallas, Texas, with such program and order of business as may be arranged by the Chairman.

6.02 REGULAR MEETINGS. Regular meetings shall be held approximately once every other month, or at more frequent intervals, at the headquarters of the Dallas Bar Association on such date and at such time or at such other place as may, from time to time, be selected by the Chairman.

6.03 SPECIAL MEETINGS. Special meetings of the Section may be called by the Chairman at such time and place as he may determine.

ARTICLE VII - GENERAL PROVISIONS

7.01 FISCAL YEAR. The fiscal year of the Section shall be the same as that of the Dallas Bar Association.

7.02 APPROVAL OF THE OFFICERS REQUIRED. Any action or resolution of this Section that could be interpreted as the action or resolution of the Dallas Bar Association must be approved by the Board of Directors of the Dallas Bar Association before being effectuated. Any resolution adopted or action taken by this Section may on request of the Section, be reported by the Chairman of the Section to any meeting of the Board of Directors of the Dallas Bar Association.

7.03 SEVERABILITY. If any part of these By-Laws shall be invalid or inoperative for any reason, then the remaining parts, so far as possible and reasonable, shall be valid and operative.

7.04 CAPTIONS, GENDER, AND PLURALITY. The headings used in these By-Laws have been inserted for convenience only and do not constitute matter for interpretation. Whenever the context so requires, the masculine gender shall include the feminine gender and neuter, singular case shall include the plural and conversely.

7.05 EFFECTIVE DATE. These By-Laws may be altered or amended by the affirmative vote of the majority of the Council.

SIGNATURE OF AUTHORIZATION

The above and foregoing Amended and Restated By-Laws are hereby authenticated as the By-Laws of the Franchise Law and Distribution Section, approved by the Officers on the 1st day of August, 2016.

Kelly Davis

Secretary, Franchise Law and Distribution Section