

**THIRD AMENDED AND RESTATED BY-LAWS
OF
SAN ANTONIO YOUNG LAWYERS ASSOCIATION**

ARTICLE I

Purpose

Section 1.01 Purpose. The purposes for which the SAN ANTONIO YOUNG LAWYERS ASSOCIATION (the “Association”) is organized are set forth in ARTICLE FOUR of the Articles of Incorporation.

ARTICLE II

Membership

Section 2.01 Regular Members. Any person, duly licensed to practice law in the State of Texas who resides in or has his or her principal office in Bexar County, Texas, or a surrounding county (Atascosa, Bandera, Comal, Guadalupe, Kendall, Medina, and Wilson) who is thirty-six (36) years of age and under on June 1st of any year or who has been licensed to practice law for 60 months or less on June 1st of any year, shall be eligible for regular membership in the Association for the fiscal year commencing on June 1st, upon payment of the dues prescribed by these By-Laws.

Section 2.02 Affiliate Members. Any member of the legal profession who has been admitted to the practice of law in any state or territory of the United States, or the District of Columbia, serving on active duty with the Armed Forces, or who has been admitted to the practice of law in a foreign country, who is thirty-six (36) years of age and under on June 1st of any year or who has been licensed to practice law for 60 months or less on June 1st of any year, shall be eligible for Affiliate Membership for the fiscal year beginning June 1st, upon payment of the dues prescribed by these By-Laws. Such Affiliate Membership shall include the right to vote, but not to hold office.

Section 2.03 Associate Members. Any person enrolled as a law student of a law school accredited or approved by the American Bar Association; any graduate of a law school accredited or approved by the American Bar Association who is preparing to take the next, or has taken the last, Texas Bar Examination administered by the Texas Board of Law Examiners; or any individual who would qualify as a regular or affiliate member of the Association except for the fact that such individual is over thirty-six (36) years of age on June 1st of any year, shall be eligible for Associate Membership upon payment of the dues prescribed by these By-Laws. Such Associate Membership shall not include the right to vote or hold office.

Section 2.04 Application for Membership. Application for membership in the Association shall be in such form and manner as prescribed by the Board of Directors and shall be accompanied by the full amount of the dues prescribed by these By-Laws or by resolution of

the Board of Directors.

Section 2.05 Regular Meetings. Regular Meetings of the membership of the Association shall be held at least six (6) times, during the fiscal year at such time, place, and day as the president or a majority of the Board of Directors shall direct. No notice of Regular meetings shall be required; provided that the President or Board of Directors may, in his or their discretion, direct that notice of any Regular Meeting be delivered to the members, either personally, by mail, by facsimile, or by electronic delivery (e-mail).

Section 2.06 Special Meetings. Special meetings of the membership of the Association may be called by the President, the Board of Directors or by agreement of one-tenth (1/10) of the members of the Association entitled to vote at any meeting. Written or printed notice of each special meeting, stating the date, place, time and purpose or purposes of the meeting shall be delivered to the membership not less than ten (10) nor more than fifty (50) days before the meeting, either personally, by mail, by facsimile, or by electronic delivery (e-mail).

Section 2.07 Voting. At all meetings of the membership of the Association, voting shall be by a majority vote of the voting members present. Unless otherwise provided by these By-Laws, the Articles of Incorporation or by resolution of the Board of Directors, no member shall be entitled to vote by proxy.

Section 2.08 Termination of Membership. The disbarment or suspension from the practice of law of any Regular, Affiliate or Associate Member or the disassociation of an Associate member from an accredited or approved law school, other than by graduation, shall *ipso facto* terminate his membership in the Association during the term of such suspension, disbarment, or disassociation.

Section 2.09 Attendance of Officers and Directors. Officers and Directors of the Association should use best efforts to attend all regular and special meetings of the membership of the Association.

ARTICLE III

Board of Directors

Section 3.01 Powers. The affairs of the Association shall be managed by a Board of Directors, composed of fifteen (15) regular members (“Officers and Directors”) who shall be the President, President-Elect, Vice President, Secretary, Treasurer, Treasurer-Elect, Immediate Past President (“Officers”) and eight (8) Directors duly elected by the membership of the Association, and the Ex-Officio Directors set forth in Article III, Section 3.12 of these By-Laws. The number of Officers and Directors may be increased or decreased from time to time by amendment of these By-Laws, provided that no decrease in number shall have the effect of shortening the term of any incumbent Officer or Director. The Board of Directors shall carry out the purposes of the Association and, subject only to the limitations imposed by law, the Articles of Incorporation and the By-laws, may exercise all the powers of the Association.

Section 3.02 Terms of Office.

(a) Each duly elected Officer shall take and hold office for one year commencing June 1st of each year in the manner set forth in these By-Laws.

(b) Each duly elected Director shall take and hold office for two (2) years commencing June 1st of the year in which elected in the manner set forth in these By-Laws.

Section 3.03 Regular Meetings. Regular meetings of the Board of Directors shall be held no less than six (6) times during its term of office. Meetings shall be held at such time, place, and day as the President shall direct by reasonable notice of at least one week to each Officer and Director. Any member of the Association may be present at a meeting of the Board of Directors.

Section 3.04 Special Meetings. Special meetings of the Board of Directors may be called by the President upon reasonable notice to the Board members, or by any three (3) Board members upon reasonable notice to the Board members, or by three (3) Board members upon reasonable notice to the President, and may be held at such time and place as stated in the notice thereof.

Section 3.05 Waiver of Notice. Attendance of an Officer or Director at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except where an Officer or Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 3.06 Agenda for Meetings. The President shall be notified, not less than one (1) day before any meeting of the Board, of any matters that are to be brought before the Board so that such matters may be placed on the agenda.

Section 3.07 Quorum. A majority of the number of Officers and Directors shall constitute a quorum for any meeting. Ex-Officio Directors shall not be counted in determining whether a quorum is present at any meeting.

Section 3.08 Voting. Each Officer and Director shall be entitled to one (1) vote. The vote of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by the Articles of Incorporation, the laws of the State of Texas, or these By-Laws.

Section 3.09 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the Board.

Section 3.10 Meetings by Conference Telephone. Members of the Board of Directors may participate in and hold a meeting by means of conference telephone or similar

communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to such transaction of such meeting. Minutes shall be kept and such minutes shall be submitted at the next regular meeting of the Board of Directors.

Section 3.11 Attendance at Meetings; Removal.

(a) It is the duty of each Officer and Director to attend the regular and special meetings of the Board of Directors and/or membership. Any Officer or Director who fails to attend three (3) regular Board meetings during his or her term of office is presumed unable to carry out the duties of office and may be removed by a majority vote of the remaining officers and directors. The Executive Committee may excuse any absence and such absence shall not count against the excused board member pursuant to this Section. The Secretary shall notify the Board in the published minutes following the third absence of any Officer or Director.

(b) An Officer or Director may be removed from office upon the showing of cause and a 2/3 vote of the Board of Directors at a meeting called for such purpose.

(c) Any vacancy shall be filled in accordance with Article III, Section 3.13 of these By-Laws.

Section 3.12 Ex-Officio Directors. In addition to the fifteen (15) Officers and Directors elected by the membership of the Association, there shall be the following non-voting Ex-officio directors:

- (a) The directors and officers of the Texas Young Lawyers Association who are also members of this Association;
- (b) The directors and officers of the American Bar Association/Young Lawyers Division who are also members of this Association; and
- (c) The President of the St. Mary's University School of Law Student Bar Association or representative duly appointed by its President.

Section 3.13 Vacancies. In the event of a vacancy in any office, other than President, President-Elect, or Immediate Past President, for any reason, the vacancy shall be selected from among the membership by majority vote of the Board of Directors. A vacancy in the office of President shall be filled by the Vice President. A vacancy in the office of President-Elect shall be filled by a special election of the membership following the general procedures of Article VI of these By-Laws. A vacancy in the office of Immediate Past President shall remain vacant.

Section 3.14 Specific Vacancies. Notwithstanding Section 3.13, if a vacancy in the office of director occurs because of the election of a director as an officer of the Association, the vacancy shall be filled by the nominee who received the fifth highest number of votes for the office of director in the election that the vacating director is elected an officer. If the nominee

who received the fifth highest number of votes declines the position, then the Board shall appoint the nominee with the next highest number of votes, and so on until the vacancy is filled. The person filling this vacancy shall serve the unexpired term of the vacating director. If no person meets the above criteria then the board shall appoint a person from the Membership to serve the unexpired term of the vacating director.

A director who is elected an officer of the Association while serving on the board in a term that does not expire in the year of the election as an officer is considered to have resigned as director upon taking office as an officer of the Association.

ARTICLE IV

Duties of Officers and Directors

Section 4.01 President. The President shall be the chief executive officer of the Association, and shall preside over all meetings of the Association and all meetings of the Board of Directors, and shall perform all duties ordinarily incident to this office and consistent with the Articles of Incorporation and these By-Laws.

Section 4.02 President-Elect. The President-Elect shall serve on the Board of Directors during the year preceding his or her term of office as President and shall succeed the President upon expiration of the President's term of office. The President-Elect shall perform such duties as the President or Board of Directors may from time to time direct.

Section 4.03 Vice President. The Vice President shall act in the place and stead of the President in the event of the absence, vacancy or disqualification of the President, shall be Chair of the Law Day Committee and shall perform such duties as the President or Board of Directors may from time to time direct.

Section 4.04 Secretary. The Secretary shall prepare and keep the minutes of all meetings of this Association and meetings of the Board of Directors, shall maintain a current and complete roster of the members of the Association, and shall perform such other duties as the President or Board of Directors may from time to time direct.

Section 4.05 Treasurer. The Treasurer shall keep financial records of the Association, shall collect, care for, and upon approval of the President or Board of Directors, disburse all funds of the Association, shall render an annual report of the financial affairs and status of the Association, and shall perform such other duties as the President or Board of Directors may from time to time direct.

Section 4.06 Treasurer-Elect. The Treasurer-Elect shall serve on the Board of Directors during the year preceding his or her term of office as Treasurer and shall succeed the Treasurer upon expiration of the Treasurer's term of office. The Treasurer-Elect shall perform such other duties as the President or the Board of Directors may from time to time direct.

Section 4.07. Immediate Past President. The Immediate Past President shall serve as an advisor to the Board and shall perform such other duties as the President or Board of Directors may from time to time direct.

Section 4.08 Directors. Each Director shall perform such duties as the President or Board of Directors may from time to time direct.

ARTICLE V

Committees

Section 5.01 Appointment. The President shall, with the advice of the Board of Directors, appoint such committees, chairs, and members as the President shall deem necessary to carry out the purposes of the Association or to assist the Board in the orderly management of the affairs of the Association, consistent with the Articles of Incorporation and these By-Laws.

Section 5.02 Committee Liaison. A member of the Board of Directors designated by the President shall consult and advise with each committee and periodically report its activities to the Board.

Section 5.03 Qualifications. All committee members must be members of the Association in good standing.

Section 5.04 Term and Vacancies. Except as may be otherwise provided in these By-Laws, committee members shall serve during the term of the President who appointed them, and until their successors have been appointed. Vacancies on committees shall be filled in the same manner as original appointments.

Section 5.05 Number of Committee Members. Except as may be otherwise provided in these By-Laws, the President shall determine the number of members for each committee.

Section 5.06 Committee Procedures and Reports. Except as may be otherwise provided in these By-Laws, each committee shall determine its own methods of procedure and shall submit to the Association such reports as the President or the Board of Directors may from time to time require.

Section 5.07 Executive Committee. The Officers shall serve as the members of the Executive Committee, with the President as chair. Except for the power to amend the Articles of Incorporation and the Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors. None of this Article V shall apply to this committee except Section 5.03.

ARTICLE VI

Election of Officers and Directors

Section 6.01 Elections Committee. The Elections Committee shall be composed of not less than five (5) members who shall be the President as Chair, the President-Elect, the Immediate Past President, and at least two (2) other members of the Association appointed by the President, at least one (1) of whom shall be appointed from the general membership, none of whom may be candidates. The Elections Committee has the sole discretion to select the balloting procedures under Section 6.05 or Section 6.06.

Section 6.02 Duties. The candidates for President-Elect, Vice President, Secretary and Treasurer-Elect, and the four (4) additional Directors of the Association shall be nominated by the Elections Committee or by the members of the Association pursuant to Section 6.03.

Section 6.03 Nominating Procedure.

(a) The Elections Committee or the General Membership shall nominate regular members of the Association for each office to be filled, and a total of at least four (4) members of the Association for the four (4) additional Directors' offices to be elected each year.

(b) Nominations shall be announced to the membership at the last regular meeting in April of each year.

(c) Nominations may be made by any voting member upon written request, including electronic delivery (e-mail), to the President prior to 5:00 p.m. on the day preceding the last regular meeting in April of each year, or by two (2) voting members upon nomination and second from the floor at said meeting.

Section 6.04 Notice of Elections. Notice of the annual election shall be delivered to the membership of the Association by announcement at the meeting immediately preceding the meeting at which nominations will be announced or made as in 6.03 above.

Section 6.05 Balloting Procedure.

(a) Ballots shall be in such form as the Elections Committee shall decide.

(b) On or before the 30th day of April of each year, the Elections Committee shall cause to be sent by United States Mail, to each eligible member of the Association, a true copy of the ballot containing the names of the nominees for Officers and Directors, together with a return envelope addressed to the Executive Director, San Antonio Bar Association, 5th Floor, Bexar County Courthouse, San Antonio, Texas 78205. To be eligible to vote, a person must be a paid regular or affiliate member of the Association as defined herein by the first day of April of that year.

(c) Each voting member may vote for one nominee for each office listed on the

ballot. Each member may vote for up to four (4) Directors as listed on the ballot. Cumulative voting is not permitted.

(d) After having voted for the nominees of their choice, members shall return the ballots in the addressed envelopes to the Executive Director who shall preserve the return envelopes unopened and deliver them to the Elections Committee of the Association at the time and place called by the President. Ballots shall be postmarked or received by the Executive Director not later than the 15th day of May of each year, or the next business day thereafter if May 15th is not a business day.

(e) On or after the second business day after the return date specified in Section 6.05(d) above, at least three (3) members of the Elections Committee shall open, count, and tally all votes cast, however, ballots postmarked subsequent to the date established by the Board of Directors shall not be counted. In the event of reballoting for any reason, the preceding voting guidelines shall be used to effectuate said reballoting. All deadlines and dates shall be tolled pending reballoting.

(f) Within ten (10) days after reballoting is approved by a majority of the Board, new ballots shall be mailed as per 6.05(b). Within ten (10) additional days after mailing, all ballots must be received by the Executive Director. Within twelve (12) days after mailing, all ballots received shall be counted as in 6.05(e).

(g) A majority of the Board shall have the authority to determine whether an error exists in the election process and whether or not such error, if any, should be sufficient reason to reballot the election. Upon its own motion or upon written formal complaint by any voting member of the Association, the Board shall, within five (5) days, call a special meeting of the Board at which time the issue of the error shall be finally determined. Any member who has formally complained shall be notified of his right to be heard at said meeting.

(h) The nominee receiving the majority of votes cast for an office shall be declared elected to that office. The four (4) nominees for Director receiving the highest number of votes shall be certified as the duly elected Directors.

(i) The Elections Committee shall certify by their signatures the results of the election, and shall notify each candidate by phone or facsimile within 24 hours of the determination of the results as well as promptly publish the results to the membership of the Association.

(j) In the event that no nominee for an office other than Director receives a majority of the votes cast for that particular office, there shall be a run-off election between the two (2) nominees receiving the highest number of votes.

(k) If two (2) or more nominees for the four (4) Directors' offices receive the fourth highest vote total, there shall be a run-off election between those two (2) or more nominees.

(1) The mailing and counting of ballots and certification of results in a run-off

election shall follow the procedures for conducting reballoting as provided for in 6.05(1).

Section 6.06 Electronic Balloting Procedure. If the Elections Committee selects electronic voting as a method of balloting, then the Elections Committee shall adopt balloting procedures designed to ensure the integrity of the election, to include a run-off election, if any.

Section 6.07 Record of Election Returns. A copy of returns from the election of Officers and Directors, showing the total number of votes received by each nominee for each office, shall be kept in the records of the Association by the Secretary until the Officers and Directors elected for the next fiscal year have taken office.

ARTICLE VII

Dues

Section 7.01 Annual Dues. Each member of the Association shall pay dues in such amounts and at such time as the Board of Directors shall by resolution provide. The amount of dues payable by each member may vary according to time of membership, class of membership, length of practice, or other reasonable standards of classification.

Section 7.02 Annual Notice. The Board of Directors, or a committee designated by the Board, shall give reasonable written or published notice, each year, to each member at the member's last known address, of the amount of dues payable for the next fiscal year, and the due date for payment of the dues, after which date the unpaid dues shall be considered delinquent.

Section 7.03 Termination or Suspension of Membership. The membership of any person who has failed to pay his dues on or before the due date may be terminated or suspended as provided by such rules and regulations as may be adopted by the Board of Directors from time to time; provided, however, that no membership may be terminated or suspended under this Section 7.03 unless such dues are delinquent for at least sixty (60) days nor without prior written or printed notice of such proposed action mailed, including electronic mail, to such delinquent member at this last known address as shown by the records of the Association.

Section 7.04 Reinstatement. Any person whose membership in the Association has been terminated for non-payment may be reinstated upon payment of the delinquent amount; provided, however, that the person meets all the requirements for membership in the class of membership for which he seeks reinstatement.

ARTICLE VIII

Interested Officer or Director

Any contract or other transaction between the Association and one or more of its Officers or Directors, or between the Association and any firm of whom one or more of its Officers or Directors are members or employees, or in which they are interested, or between the Association and any corporation or association of which one or more of its Officers or Directors are

shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the interested Officer or Director at the meeting of the Board of Directors of the Association that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or otherwise known to the Board of Directors and the Board of Directors shall nevertheless authorize or ratify the contract or transaction, the interested Officer or Director to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification; and no Officer or Director shall be liable to account to the Association for any profits realized by, from, or through any such contract or other transaction by reason of interest therein when such contract or other transaction has been authorized or ratified in accordance with the foregoing. This Article VIII shall not be construed to invalidate any contract or transaction which would otherwise be valid in the absence of this provision.

ARTICLE IX

Indemnification

Section 9.01 Authorization to Indemnify. The Association may indemnify to the fullest extent allowed under Article 1396-2.22A of the Texas Non-Profit Corporation Act (the “TNCA”), as may be amended from time to time, any person who was, is now, or is threatened to be named as a defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitrative, or investigative, because said person named is or was an officer, director, employee, agent, or similar functionary of the Association at the time the asserted liability arose or accrued.

If the TNCA or the Texas Miscellaneous Corporation Laws Act (the “TMCLA”) hereafter is amended to authorize further limitation of the liability of officers, directors, employees, agents, or similar functionaries, then the liability of such persons, in addition to the limitation on the personal liability provided herein, shall be limited to the fullest extent permitted by the TNCA, as amended, and the TMCLA, as amended. Any repeal or modification of this Section 9.01 shall be prospective only, and shall not adversely affect any limitation on the personal liability of an officer, director, employee, agent, or similar functionary of the Association at the time of such repeal or modification.

Section 9.02 Insurance. The Association may purchase and maintain insurance on behalf of the Association or any person who is or was a director, officer, employee, or agent of the Association, against any liability which may be asserted against them or incurred by such officer, director, employee, or agent, whether or not the Association would have the power to indemnify said person against that liability under the laws of the State of Texas.

Section 9.03 Indemnification Not Exclusive. The rights of indemnification provided for in this Article shall not be deemed exclusive of any other rights to which such officer, director, employee, or agent may be entitled under any by-laws, agreement, vote of members, or as a matter of law, or otherwise.

ARTICLE X

General Provisions

Section 10.01 Rules of Procedure. Except as otherwise required by the Articles of Incorporation, these By-Laws, or the laws of the State of Texas, the procedures set by the Board of Directors from time to time shall govern all meetings of the membership of the Association and the Board of Directors.

Section 10.02 Fiscal Year. The fiscal year of the Association shall be the twelve (12) month period ending May 31 of each year unless otherwise determined and fixed by resolution of the Board of Directors.

Section 10.03 Seal. The seal of the Association, if there shall be one, may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. Only the President and Vice President shall have the authority to affix the seal to any document requiring it.

Section 10.04 Books and Records. The Association shall maintain correct and complete records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors. A record of the names and addresses of members entitled to vote shall be kept by the Secretary of the Association.

Section 10.05 Resignation. Any Director or Officer may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein or, if no date be specified, on the date of its receipt.

ARTICLE XI

By-Laws

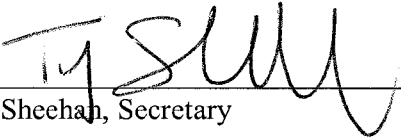
Section 11.01 Amendment. The power to alter, amend, or repeal these By-Laws or to adopt new By-Laws has been delegated by the members to the Board of Directors. In addition, these By-Laws may be amended by a majority vote of the voting members present at the regular meeting of the members next following a regular meeting of the members at which such proposed amendment shall have been read and discussed. As a condition precedent to a vote on any amendment to these By-Laws by the members, the Secretary of the Association shall give written or printed notice of such proposed amendment and such meeting to all members at least ten (10) days prior to the date of the meeting at which a vote on any such amendment will take place.

Section 11.02 When By-Laws are Silent. It is expressly recognized that when the By-Laws are silent as to the manner of performing any function of the Association, the provisions of the Texas Non-Profit Corporation Act shall control.

CERTIFICATION

We, the Officers of the San Antonio Young Lawyers Association, certify that we are the current Officers of the San Antonio Young Lawyers Association, and as such Officers, we are the official custodians of its records. We further certify that the foregoing By-Laws are the By-Laws of the Association and that all of them are lawfully in force and effect.

In TESTIMONY WHEREOF, I hereunto affix my official signature in the City of San Antonio, on this 13 day of May, 2011.



Ty Sheehan, Secretary