



**BYLAWS  
OF THE  
FEDERATION OF DEFENSE & CORPORATE COUNSEL  
FOUNDATION  
as of May 26, 2021**

**ARTICLE I**

**PURPOSE**

The purpose (mission) of the Federation of Defense & Corporate Counsel Foundation (sometimes hereinafter the "Foundation") is:

1. To promote civil justice;
2. To Improve the functioning of the civil justice system;
3. To Encourage and foster continuing education enhancing the defense of civil litigation;
4. To Sponsor programs, projects and other endeavors that enhance the quality of services in the area of the defense of civil litigation;
5. To publish and distribute learned articles and treatises on matters dealing with civil litigation; and
6. When appropriate, to sponsor and promote outreach projects which may enhance the stature of the civil justice system and the rule of law.

**ARTICLE II**

**REGISTERED OFFICE AND REGISTERED AGENT**

Section 1. The registered office of the Foundation shall be in the State of Texas. The registered agent of the Foundation shall be a member of the Foundation.

Section 2. The Foundation may have additional offices within or without the State of Texas as the Board of Directors may, from time to time, determine, or as the business of the Foundation may require.

## **ARTICLE III**

### **MEMBERS**

Section 1. Members. The membership of this Foundation shall consist of all members of the Federation of Defense & Corporate Counsel (sometimes hereinafter "FDCC"). Any member who ceases to be a member of the Federation of Defense & Corporate Counsel shall cease to be a member of the Foundation.

Section 2. Annual Meeting. An annual meeting of the members shall be held each year during the annual meeting of the FDCC, in the same location at which said meeting of the FDCC is held, for the purpose of electing Directors, and for the transaction of such other business as may come before the meeting. In the event that the annual meeting of the FDCC is held virtually, the annual meeting of the Foundation may also be held virtually.

Section 3. Semi-Annual Meeting. A semi-annual meeting of the members may be called either by the President, the Board of Directors, or ten percent (10%) or more of the members. Such meeting shall be held during the winter meeting of the FDCC. In the event that the winter meeting of the FDCC is held virtually, the semi-annual meeting of the Foundation may also be held virtually.

Section 4. Special Meeting. Special meetings of the members other than the annual meeting and semi-annual meeting may be called either by the President, the Board of Directors, or ten percent (10%) or more of the members. Only such business shall be transacted at a special meeting as may be stated or indicated in the notice of such meeting.

Section 5. Place of Special Meetings. The Board of Directors may from time to time designate any place, either within or without the State of Texas, as the place of meeting for any special meeting of members. The Board of Directors may also, from time to time, designate that a special meeting of members may be conducted virtually.

Section 6. Notice of Special Meetings. Written or printed notice stating the place or URL, day and hour, of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered, either personally or by mail or e-mail, to each member entitled to vote at such meeting, not less than five (5) nor more than seventy (70) days before the date of such meeting, by or at the direction of the president, or the secretary, or the persons calling the meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at the address as it appears on the records of the Foundation, with postage thereon prepaid or by e-mailing the notice to the e-mail address of the member as it appears in the current FDCC Roster. Any member may waive notice of such meeting. Notice of the annual and semi-annual meeting need not be given other than by this Bylaw.

Section 7. Quorum. Except as otherwise required by law, the Articles of

Incorporation, or by these Bylaws, ten percent (10%) of the members, present in person or by proxy, shall constitute a quorum at any meeting. The act of a majority of the members of the Foundation present, at any meeting at which a quorum is present, shall be the act of the membership unless the vote of the greater number is required by law, the Articles of Incorporation or these Bylaws. The members present at any meeting, though less than quorum, may adjourn the meeting and any business may be transacted at the adjournment if a quorum is present that could be transacted at the original meeting. No notice of adjournment, other than announcement at the meeting, need be given.

Section 8. Voting. At each meeting, members shall be entitled to one vote each and may vote in person or by proxy duly appointed. At every meeting of the membership, each member shall be entitled to one vote upon each matter submitted to a vote at the meeting. In the election of Directors, votes may not be cumulated.

Section 9. Proxies. A member may vote in person, or unless the Articles of Incorporation or these Bylaws otherwise provide, may vote by proxy executed in writing by the member or by the duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

Section 1. General Powers. The business and property of the Foundation shall be managed and controlled by the Board of Directors, and subject to the restrictions imposed by law, by the Articles of Incorporation or by these Bylaws, they may exercise all of the powers of the Foundation.

Section 2. Number, Term of Office and Qualifications. The number of Directors shall be twelve (12). They shall be elected as follows: At the annual meeting of the members, three (3) Directors shall be elected for a term of three (3) years. At least two (2) of the Directors for each term of office shall be selected from those members who have served on the Board of the FDCC, and not less than one of those shall have served as President of the FDCC. Each Director shall hold office until the third annual meeting of members or until the successor shall have been elected and qualified. A Director shall be eligible for election for six (6) consecutive years only except when elected to fill an unexpired term of a former Director.

The current officers of the Foundation shall also be voting members of the Board of Directors and shall be counted in determining a quorum at any meeting of the Board of Directors.

Except for the Immediate Past President (who is serving as an officer), the past Presidents of the Foundation, and the liaison officer designated by the FDCC, shall also be ex-officio, non-voting members of the Board of the Directors of the Foundation.

The FDCC liaison to the Foundation shall be appointed by the FDCC and shall serve a term of office designated by the FDCC. It shall be the function of the FDCC liaison to facilitate prompt, clear and concise communication of information between the FDCC and the Foundation.

Any Director who ceases to be a member of the Foundation shall cease being a Director of the Foundation. Any vacancy occurring in the Board of Directors by reason of resignation, death, termination of membership in the Foundation, or physical or mental disability, may be filled by the affirmative vote of the majority of the Directors then in office, though less than a quorum of Directors.

A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. When a Director with an unexpired term is elected an officer and that Director is a former President of the FDCC, then the Director elected to fill the unexpired term shall also be a former President of the Federation of Defense & Corporate Counsel.

Section 3. Regular Meetings. Regular annual and semi-annual meetings of the Board of Directors shall be held without other notice than by this Bylaw prior to or in conjunction with, and at the same place as the annual and semi-annual meetings of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, or three or more of the Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding such special meeting. Special meetings may be held by means of conference telephone.

The Secretary shall give notice of any special meeting of the Board of Directors at least three (3) days previous thereto by written notice delivered personally, or sent by mail, facsimile or e-mail to each Director at the address as shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile or e-mail, such notice shall be deemed to be delivered when an acknowledgment thereof is received by the sender. Any Director may waive notice of any meeting. The attendance of a Director at any meeting, including any meeting held by conference telephone, shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Board of Directors need be specified in the notice, or waiver of notice of such meeting, unless specifically required by law, or by these Bylaws.

Section 5. Action Without Meeting. Any action which may be taken at any regular or special meeting of the Board of Directors may be taken without a meeting of the Board if a consent in writing, setting forth the action to be taken, shall be signed by a majority of the Directors. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors on such matter and may be delivered by ordinary mail, facsimile or e-mail.

Section 6. Quorum. A majority of the Board of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than the majority of Directors are present at said meeting, a majority of the Directors present may adjourn the meetings from time-to-time without further notice.

The act of a majority of the Directors present at a meeting at which a quorum is in attendance, shall constitute the act of the Board of Directors, except as otherwise provided by law, the Articles of Incorporation or by these Bylaws.

Section 7. Order of Business. At meetings of the Board of Directors, business shall be transacted in such order as from time-to-time the Board may determine.

At all meetings of the Board of Directors, the President shall preside, and in the absence of the President, the President-Elect shall preside. In the absence of both the President and the President-Elect, the Secretary/Treasurer shall preside. If there are no Officers in attendance, a Chairperson shall be chosen by the Board from the Directors present.

The Secretary/Treasurer of the Foundation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary/Treasurer, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 8. Compensation. Directors as such shall not receive compensation for their services, but by resolution of the Board of Directors may be reimbursed for their expenses, including expenses of attendance at specially called meetings of the Board.

Section 9. Executive Committee. The Executive Committee shall consist of the current officers of the Corporation and shall be subject in all respects to the authority and discretion of the Board of Directors, and between its meetings such Committee, shall have and exercise all of the power and authority of the Board of Directors in the management of the Foundation except where action of the Board of Directors is specified by statute. The Executive Committee so designated shall keep regular minutes of the transactions of its meetings, and shall cause such minutes to be recorded in books kept for that purpose in the office of the Foundation, and shall report the same to the Board of Directors from time-to-time.

Section 10. Other Committees. Other committees not having or exercising the authority of the Board of Directors and the management of the Foundation may be designated by resolution adopted by a majority of the Directors at a meeting at which a quorum is present. Persons may be designated as committee members who are not members of the Foundation, or its Board of Directors.

## **ARTICLE V**

### **OFFICERS**

Section 1. Officers. The officers of the Foundation shall consist of a President, President-Elect, a Secretary/Treasurer, and the Immediate Past President of the Foundation, and such other officers and assistant officers as the Board of Directors may deem necessary.

Section 2. Qualification, Election and Term of Office. The officers of the Foundation shall be members of the Foundation, and shall be elected by the Board of Directors at its regular annual meeting. Each officer shall hold office for the term of one year or until a successor shall have been elected and qualified. No officer shall serve more than one year in that office.

Vacancies may be filled, or new offices created and filled, at any meeting of the Board of Directors.

Section 3. Powers and Duties of the President. The President shall be the chief executive officer of the Foundation and, subject to the Board of Directors, shall be in general charge of the properties and affairs of the Foundation. The President shall preside at all meetings of the membership and of the Board of Directors.

Section 4. President-Elect. The President-Elect shall automatically become President upon the expiration of the President's term of office, and shall have such powers and duties as may be assigned by the Board of Directors and shall exercise the powers of the President during that officer's absence or inability to act. Any action taken by a President-Elect in the performance of the duties of the President shall be conclusive evidence of the absence or inability of the President to act at the time such action was taken.

Section 5. Secretary/Treasurer. The Secretary/Treasurer shall function both as Secretary and Treasurer of the Foundation, and shall perform all duties incident to both offices. The Secretary/Treasurer shall automatically become President-Elect upon the expiration of the President-Elect's term of office.

1. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the membership in books provided for

that purpose; shall attend to the giving and serving of all notices; shall have charge of the corporate books, records, documents and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the inspection of any Director upon application at the office of the Foundation during business hours, and shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

2. Treasurer. The Treasurer shall have custody of all the funds and securities of the Foundation. When necessary or proper, the Treasurer may endorse, on behalf of the Foundation, for collection, checks, notes, and other obligations and shall deposit the same to the credit of the Foundation in such bank or banks or depositories as shall be designated and in the manner prescribed by the Board of Directors; the Treasurer may designate the retained financial manager, under contract with the Foundation, to handle the receipt, depositing or transfer of the funds of the Foundation as designated by the Board. In addition, the Treasurer is authorized to sign the Foundation's US Tax Returns, after they have been prepared by the accountant or CPA retained by the Foundation and reviewed by the officers of the Foundation; the Treasurer may sign all receipts and vouchers for payments made to the Foundation, either alone or jointly with such other officers as may be designated by the Board of Directors, whenever required by the Board of Directors, the Treasurer shall render a statement of all cash accounts; shall enter or cause to be entered regularly in the books of the Foundation to be kept for that purpose full and accurate accounts of all monies received and paid out on account of the Foundation; shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; and shall, if required by the Board of Directors, give such bond for the faithful discharge of said duties in such form as may be required.

Section 6. Immediate Past President. The Immediate Past President shall provide advice and counsel to the other officers as appropriate and upon request, and assist with other matters as assigned by the President.

Section 7. Compensation of Officers. Officers as such shall not receive any salary or compensation for their services, but by resolution of the Board of Directors may be reimbursed for their expenses, including expenses of attendance at specially called meetings of the Board.

## **ARTICLE VI**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors may authorize any officer or officers,

agent or agents of the Foundation to enter into any contract, or to execute and deliver any instrument in the name of, and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by such person or persons as the Board of Directors may from time to time designate.

Section 3. Deposits. All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose of the Foundation.

## **ARTICLE VII**

### **MISCELLANEOUS PROVISION**

Section 1. Dues. No dues shall be paid by members of the Foundation, other than the dues required for maintaining their membership in the Federation of Defense & Corporate Counsel.

Section 2. Fiscal Year. The fiscal year of the Foundation shall be as determined by the Board of Directors.

Section 3. Seal. The seal of the Foundation shall be in such form as may be determined and approved by the Board of Directors.

Section 4. Notice and Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of these Bylaws, said notice shall be deemed to be sufficient if given by (i) facsimile or email to the facsimile number or email address as they appear on the books of the Foundation; (ii) by depositing the same in a post office box in a sealed postage paid envelope addressed to the person entitled thereto at the post office or street address, as they appear on the books of the Foundation. Any such notice shall be deemed to have been given on the day of such facsimile or email was sent or on the day of such mailing. A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 5. Resignations. Any Director or officer or member may resign at any time. Such resignations shall be made in writing directed to the President or Secretary of the Foundation and shall take effect at the time specified therein, or, if no time be specified,



at the time of its receipt by the President or Secretary/Treasurer. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 6. 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 membership, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members. All books and records of the Foundation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE VIII**

### **AMENDMENTS**

These Bylaws may be altered, amended or repealed by an affirmative vote of two-thirds (2/3) of the Board of Directors at any regular meeting, or at any special meeting if notice of the proposed amendment is contained in the notice of said special meeting except that any proposed amendment to the Bylaws which would have the effect of amending Article IV, Section 2. or of altering the classes, number, terms, qualifications or manner of election of Directors must be passed by unanimous vote of the Board of Directors.