

PROFESSIONAL BONDSMEN OF TEXAS

BYLAWS

Adopted by PBT General Membership: October 20, 2007

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ARTICLE ONE

NAME AND LOCATION

1.1 NAME

The name of the association is Professional Bondsmen of Texas (hereinafter PBT).

1.2 LOCATION

The principal office of PBT and location of PBT shall be at the office of the elected Secretary or as otherwise directed by the Board of Directors.

ARTICLE TWO

MEMBERSHIP QUALIFICATIONS AND ELIGIBILITY

2.1 FULL MEMBER

To be eligible to be a Full Member of PBT an individual must:

2.11 Be licensed in the State of Texas by their County Bail Bond Board to sign bail bonds as first surety; or,

2.12 In counties that do not have bail bond boards, be authorized by their county sheriff to sign bail bonds as first surety; or,

2.13 Must be authorized to sign bail bonds as an agent for an insurance company licensed or authorized to execute bail bonds in the State of Texas; or

2.14 Be affiliated either in a legal or managerial capacity with an insurance company described above; except that,

2.141 Not more than one (1) such person from each insurance company may be a Full Member at any one time; or,

2.15 Have been actively employed by a bonding company for at least three (3) years and be recommended by his or her employer who is a Full Member of PBT, except that,

2.151 This individual may vote as a Full Member but cannot hold elected office.

2.2 ASSOCIATE MEMBER

An Associate Member may be anyone who is not eligible to become a Full member of PBT.

2.21 The Associate Member cannot hold office or vote in membership meetings.

2.22 An Associate Member may attend all open meetings, and participate in discussions of questions before the meeting.

2.23 Associate Members may be appointed to any committee and can participate and vote on questions before the committee.

2.3 HONORARY LIFE MEMBER

2.31 Honorary Life membership may be bestowed upon an appropriate person.

2.311 Upon the recommendation of a 2/3rd vote of the Board of Directors present and voting; and,

2.312 By a 2/3rd vote of the general membership present and voting at the Annual Meeting.

2.32 Honorary Life Members have the rights of a Full Member.

2.33 Honorary Life Members are excused from the payment of dues and registration fees for all PBT meetings.

2.4 ADDITIONAL REQUIREMENTS FOR FULL OR ASSOCIATE MEMBERS

In addition to any other requirements, all applicants for Full or Associate membership shall:

2.41 Be recommended by one PBT Board Member and one PBT Full Member neither of whom may be related by blood or business to the applicant; and,

2.42 Tender their dues with their application.

2.5 DUES

2.51 Full and Associate membership in PBT is for the fiscal year of PBT.

2.52 Dues are due and payable on the first day of each fiscal year.

2.53 Annual dues will be set by the Board.

2.531 Shall not exceed \$600.

2.532 Associate Member dues shall be 50% of Full Member dues unless otherwise specified by the Board.

ARTICLE THREE
GOVERNING BODY

3.1 BOARD OF DIRECTORS

- 3.11 The Board of Directors of PBT will consist of five officers (the President, a Vice President, a Secretary, a Treasurer, a Parliamentarian) and fourteen Directors.
- 3.12 The direction and management of PBT and the control and disposition of the properties and funds shall be vested in the Board of Directors.
 - 3.121 The Board may, subject to the provisions of these bylaws, from time to time adopt such Policies and Procedures deemed necessary to fulfill its duties.
- 3.13 The Board has the authority to override any decision or suggested action of all committees and officers.

3.2 RESIGNATIONS AND ABSENCES OF OFFICER OR DIRECTOR

- 3.21 An officer or director may submit a written resignation to the Board. Upon receipt accepted by the Board that member will be replaced as specified herein.
- 3.22 Absences from three (3) consecutive meetings of the Board of Directors shall constitute a resignation unless the officer or director has been granted a leave of absence by the Board.
- 3.23 An officer or director may request a leave of absence for sufficient reason, such as illness. His/her request may be granted or denied at the sole discretion of the Board.
- 3.24 The Board shall notify the individual whose office has been vacated for absence and replace him or her as specified herein.

3.3 VACANCIES OF A DIRECTOR

In the event a board seat other than that of an officer, for any reason becomes vacant, an election will be held at a meeting of the Board of Directors following the vacation of that seat.

- 3.31 The President will accept nominations from the Board Members and conduct an election to fill the vacant seat.
- 3.32 Only Board Members may vote in this election.
- 3.33 The newly elected Director shall complete the term of the Director replaced.

ARTICLE FOUR

DUTIES AND VACANCIES OF OFFICERS

4.1 PRESIDENT

4.11 The President shall:

4.111 Preside at all meetings of the Board of Directors and of the general membership.

4.112 Serve as the chief executive officer of the PBT and, subject to the control of the Board, have general charge and supervision of the administration of the affairs and business of the PBT.

4.113 Ensure that all orders and resolutions of the Board are carried into effect.

4.114 Sign and execute all legal documents and instruments in the name of the PBT when authorized to do so by the Board and perform such duties as may be assigned from time to time by the Board.

4.115 Submit to the Board plans and suggestions for the work of the PBT, direct its general correspondence, and present his/her recommendations in each case to the Board for decision.

4.116 Submit a report of the activities and business affairs of PBT at each Annual Meeting and at other Meetings of the general membership and at other times when called upon to do so by the Board.

4.12 Within thirty (30) days of relinquishing the office, it shall be the duty of the past President to complete any uncompleted business and ensure that all property, records, accounts, and assets of PBT are safely and accurately transferred to his/her successor. The past President shall assist the new President as needed to ensure a smooth transition.

4.2 VICE-PRESIDENT

4.21 The Vice-President shall:

4.211 Discharge the duties of the President in the event of his/her absence or disability.

4.212 Perform such additional duties as may be prescribed from time to time by the Board or the President.

- 4.22 In the event the office of the President is vacated for any reason, the Vice President will fill the office of President for the unexpired term and the office of Vice President will be declared vacant.

4.3 SECRETARY

- 4.31 The Secretary shall:
- 4.311 Be responsible for the records and correspondence of the PBT under the direction of the President.
 - 4.312 Ensure that notice is given and attend all meetings of the Board.
 - 4.313 Discharge such other duties as shall be assigned by the President or the Board.
 - 4.314 Submit at each meeting typed minutes from the previous meeting of both the Board of Directors and the General Membership and of any special or emergency meeting of either body.
 - 4.315 Maintain and have available to PBT members, in a format approved by the Board a record of Policies and Procedures adopted by the Board.
- 4.32 In case of the absence or disability of the Secretary, the President with the approval of a majority of the Board, may appoint an acting Secretary to perform the duties of the Secretary during such absence or disability.
- 4.33 Within thirty (30) days of relinquishing the office, it shall be the duty of the past Secretary to complete any uncompleted minutes or other business and ensure that all records are safely and accurately transferred to his/her successor.

4.4 TREASURER

- 4.41 The Treasurer shall:
- 4.411 Maintain an accurate account of all monies, credits, and property of the PBT which shall come into his/her hands, and keep an accurate account of all monies received and disbursed.
 - 4.412 Be custodian of all funds and securities of the Association and shall deposit the same in such banks or depositories as the Board shall designate unless otherwise ordered by the Board.
 - 4.413 Maintain proper books of account and other books showing at all times the amount of the funds and other property belonging to the PBT, all of which

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shall be open at all times to the inspection by the Board or to any other Full Member in good standing.

4.414 Submit a report of the accounts and financial condition of the PBT at all meetings of the general membership and of the Board of Directors and any other time directed by the Board.

4.415 Disburse, under the direction of the Board, all monies and sign all checks and other instruments drawn on or payable out of the funds of the PBT, which checks, however, may also be required by the Board to be signed by the President, Vice President, or such member of the Board as the Board shall designate.

4.416 Execute such transfers and alterations in the securities of the PBT as may be ordered by the Board.

4.42 In general, the Treasurer shall perform all the duties which are incident to the office of Treasurer, subject to the directions of the Board, and shall perform such additional duties as may be prescribed from time to time by the Board or the President.

4.43 In case of absence or disability of the Treasurer, the President, with the approval of a majority of the Board, may appoint an acting Treasurer to perform the duties of the Treasurer during such absence or disability.

4.44 Within thirty (30) days of relinquishing the office, it shall be the duty of the past Treasurer to complete any uncompleted business and ensure that all records, accounts, and assets of PBT are safely and accurately transferred to his/her successor. The past Treasurer shall assist the new Treasurer as needed to ensure a smooth transition.

4.5 PARLIAMENTARIAN

4.51 The Parliamentarian shall:

4.511 Render a judgment in the event of a dispute or question concerning parliamentary procedure or interpretation of PBT Bylaws or Policies.

4.52 PBT will be governed by Robert's Rules of Order and the Parliamentarian shall refer to them for the resolution of any question not addressed by the Bylaws or Policies.

4.53 Any judgment or ruling of the Parliamentarian may be immediately appealed to the Board of Directors and may be overruled by a 2/3rd vote of Board members present at that meeting.

4.531 The judgment or ruling of the Board is final and not subject to appeal.

4.6 VACANCIES OF OFFICERS

In the event of a permanent vacancy of the office of any officer except that of President, an election will be held at a meeting of the Board of Directors following the vacation of that office.

4.61 The President will accept nominations from Board Members and conduct an election to fill the vacant office.

4.62 Only Board members may vote in this election.

4.63 The newly elected officer shall complete the term of the officer replaced.

4.7 REMOVAL OF AN OFFICER

Any officer or director of PBT may be removed from office with or without cause upon an affirmative vote of at least 13 members of the Board at any regular or special meeting of the Board.

4.71 Notice of this proposed vote must be given in accordance with these Bylaws.

4.72 Upon a notice of a proposed vote to remove the President, the President shall relinquish the chair and the Vice President shall preside.

4.73 The Board will convene in Executive Session to consider the removal of an officer or director.

4.74 The method of voting will be by secret ballot.

4.75 Upon removal of an officer or director that office will be declared vacant.

ARTICLE FIVE

YEARS OF ELECTION AND TERMS OF OFFICERS AND DIRECTORS

5.1 OFFICERS

5.11 The officers of PBT will be elected by the general membership at each Annual Meeting held in odd numbered years.

5.12 Each officer will be elected to serve a two-year term.

5.13 Officer's terms of office will begin immediately upon the conclusion of the Annual Meeting at which he/she was elected.

5.2 DIRECTORS

5.21 The fourteen (14) Directors will be elected for two-year terms, or until their successors are elected.

5.22 Their terms will begin at the conclusion of the Annual Meeting at which they were elected.

5.23 Each Director's seat will be numbered one (1) through fourteen (14).

5.24 Directors' terms will be staggered by holding elections for seats one (1) through seven (7) at the Annual Meeting in odd numbered years and holding elections for seats eight (8) through fourteen (14) at the Annual Meeting in even numbered years.

ARTICLE SIX

VOTING REQUIREMENTS AND CONDUCT OF ELECTIONS

6.1 WHO MAY VOTE

Full Members may vote in all elections and on any other matters providing that:

6.11 They are physically present at the meeting or election; and,

6.12 Their current year dues are paid in full; except that,

6.121 In order to vote at the Annual Meeting, dues must be paid in full by the first day of the last 6 months of that fiscal year.

6.2 METHODS OF VOTING BY GENERAL MEMBERSHIP

6.21 All elections for officers and directors will be held by secret ballot.

6.22 Amendments to the Bylaws which will be voted on by secret ballot.

6.23 All other matters and questions which may be brought before the general membership for a vote may be by voice vote, show of hands or secret ballot at the discretion of the President.

6.3 NOMINATIONS AND ELECTION OF OFFICERS

6.31 A nominating committee consisting of the seven (7) Directors, whose term does not end in the current year, will be appointed as a Special Committee by the President.

6.311 Any member of this committee who wishes to run for office must resign from the committee and no replacement can be appointed.

6.312 This committee will nominate one (1) person for each office.

6.32 Nominations may be made by Full Members from the floor.

6.33 The President will be elected first. Then the Vice President, Secretary, Treasurer, and Parliamentarian will be elected in that order.

6.34 In the event that no candidate receives a majority of the vote on the first ballot, a runoff election will be held between the two candidates who received the most votes.

6.4 NOMINATIONS AND ELECTION OF DIRECTORS

6.41 The Nominating Committee will recommend one (1) person for each of the seven (7) Director seats which are up for election.

6.42 Nominations may be made by Full Members from the floor.

6.43 When nominations have ceased, one (1) vote will be taken, using a secret ballot which will provide one (1) space for each of the seven (7) Director seats being voted on.

6.44 Each voting member will mark his or her ballot by writing in one (1) name from the list of nominees for each of the seven (7) seats.

6.441 In the event more than seven names have been placed in nomination, the seven (7) names receiving the most votes will be the elected.

6.442 In the event of a tie, there will be a runoff between those individuals.

ARTICLE SEVEN

MEETINGS

7.1 ANNUAL MEETING

The Annual Meeting of PBT shall be held in the fourth quarter of each calendar year.

7.11 The place and time shall be determined by the President.

7.12 The Secretary of PBT shall ensure that at least ten (10) days notice of such meeting and the Agenda to be considered is given by posting on the PBT website or as directed by the Board.

7.2 ADDITIONAL MEMBERSHIP MEETINGS

In addition to the Annual Meeting, there will be three (3) meetings of the general membership, one in each quarter of the year.

7.21 The place and time shall be determined by the President.

7.22 Notice shall be given as specified for the Annual Meeting.

7.3 BOARD OF DIRECTORS MEETINGS

The regular meetings of the Board of Directors will be held four (4) times a year, one in each quarter of the year.

7.31 The place and time shall be determined by the President.

7.32 Notice shall be given as specified for the Annual Meeting.

7.33 Regular meetings of the Board may be open to members of PBT as well as invited guests subject to Policies and Procedures adopted by the Board.

7.34 The Board may meet in Executive Session to consider personnel and litigation matters upon a majority vote of the Board unless otherwise specified herein provided further that all votes by the Board shall be in open session.

7.4 PRESIDENT'S DISCRETION

The President may, at his/her discretion, set a quarterly-meeting, the Annual Meeting, or a regular meeting of the Board of Directors thirty (30) days prior to or thirty (30) days after the quarter in which the meeting is designated to be held.

7.5 AGENDAS

The President will prepare an agenda for each meeting of the general membership including the Annual Meeting and for each regular meeting of the Board of Directors.

7.51 Items for consideration by the Board of Directors shall be placed on the agenda of any Board meeting by any Board Member if it is submitted to the President at least fourteen (14) days prior to the meeting.

7.52 Items to be added to the agenda of any meeting of the general membership must be submitted to the President for his/her approval at least fourteen (14) days prior to the meeting.

7.521 The President shall notify the individual submitting the agenda item and the Secretary within twenty-four (24) hours of submission if he/she rejects an item that has been submitted.

7.522 The individual submitting the agenda item may appeal the President's decision and if he can secure the approval of three (3) members of the Board, the President's disapproval shall be overridden and the item will be placed on the agenda.

7.6 SPECIAL MEETINGS OF THE BOARD

7.61 Special meetings of the Board of Directors will be held at the call of the President or upon written request of any two (2) members of the Board.

7.611 Such requests shall specify the purpose of the meeting and shall be directed to the President.

7.62 Special Board meetings may be held by conference call or other such means as approved by the Board.

7.63 All Board members shall be notified of the purpose of the meeting and time and place (or call-in information if by conference call) not less than twenty-four (24) hours prior to the meeting by phone, fax, or email.

7.64 The Board may meet in Executive Session to consider personnel and litigation matters upon a majority vote of the Board unless otherwise specified herein provided further that all votes by the Board shall be in open session.

7.7 SPECIAL MEETINGS OF THE GENERAL MEMBERSHIP

7.71 Special meetings of the general membership may be called only by a 2/3 vote of the Board of Directors.

7.72 Notice of special meetings of the general membership shall be given as specified for the Annual Meeting.

7.8 QUORUMS

7.81 The quorum for a meeting of the general membership shall be those Full Members who are in attendance and qualified to vote.

7.82 The quorum for a meeting of the Board of Directors shall be a majority of the members of the Board, which is ten.

7.821 At any meeting of the Board of Directors at which a quorum is not present, no business may be transacted by the Board until a quorum is attained.

ARTICLE EIGHT
COMMITTEES

8.1 STANDING COMMITTEES

The Standing Committees of PBT shall be authorized by the Board of Directors or as specified herein and may include but not limited to:

Budget
Continuing Education
Legal and Grievance
Legislative
Membership
Publication
Program and Speaker
Website

- 8.11 Each Standing committee shall consist of a minimum of three (3) members.
- 8.12 The President will appoint the chair and members of all Standing committees with approval of a majority of the Board unless otherwise specified herein.
- 8.13 The Legislative Committee shall include all past Presidents of PBT who have remained continuously active members of PBT.
- 8.14 The Treasurer of PBT shall be a member and Chair of the Budget Committee.
- 8.15 The chairs and members of all Standing committees shall serve at the pleasure of the President unless otherwise specified herein, except that,
 - 8.151 All appointments to Standing committees expire upon expiration of the term of the President making the appointment.

8.2 SPECIAL COMMITTEES

The President may, with the approval of a majority of the Board, appoint such Special committees and their chair as he/she deems necessary.

- 8.21 Special committee appointments and the life of the Special committee shall be for the duration of time set forth in the appointment, or until the task or objective for which the Special committee was appointed is accomplished.
- 8.22 The chairs and members of all Special committees shall serve at the pleasure of the President.

8.3 POWERS AND DUTIES OF COMMITTEE CHAIRS

- 8.31 Committee chairs shall report their activities to the Board as directed by the President.
- 8.32 The committee chair shall:
- 8.321 Have authority to call such committee meetings and by such means as he/she deems appropriate.
- 8.322 Determine who, in addition to committee members, may attend and/or participate in committee meetings.

ARTICLE NINE

FISCAL YEAR

- 9.1** The fiscal year of PBT shall begin on the first day of January and end on the thirty-first day of December of each calendar year.

ARTICLE TEN

AMENDMENTS TO THE BYLAWS

- 10.1** Amendments to the By Laws may be made as follows:
- 10.11 Upon a recommendation of the Board of Directors which has been approved by a 2/3 vote of the Board; and,
- 10.12 Upon ratification by a 2/3 vote of the voting members present at any meeting of the general membership.
- 10.2** The Secretary shall ensure that notice of a vote on a proposed amendment and information on where the proposed amendment may be viewed is sent to each Board Member by mail, email, or facsimile transmission at least thirty (30) days prior to the Board Meeting at which the vote is to occur.
- 10.3** The Secretary shall ensure that notice of a vote on a proposed amendment and information on where the proposed amendment may be viewed is sent to each Full Member by mail, email, or facsimile transmission at least thirty (30) days prior to the general membership meeting at which the vote is to occur.

- 10.4** Proposed Amendments to the Bylaws must be posted on the website at least thirty (30) days prior to the meeting at which the Amendment will be voted on by the general membership.

ARTICLE ELEVEN

DISSOLUTION

- 11.1** Notice of a motion to dissolve shall be the same as for amendments to the By-Laws.
- 11.2** A motion to dissolve PBT shall be submitted to the Board prior to the required Notice to be submitted.
- 11.3** A motion to dissolve shall be voted on by the general membership at a meeting of the general membership.
- 11.4** A motion to dissolve requires a 70% vote of the full members present to vote at the meeting of the general membership.
- 11.5** Assets held by PBT after a vote to dissolve PBT has been approved shall be distributed consistent with applicable Federal law for tax-exempt entities at the time of the dissolution.
- 11.51 If a 501(c) Texas State Bondsmen Organization exists, the fund shall go to it. If one does not, then to a tax-exempt national bondsmen organization which qualifies under Federal law, if none exist to another 501(c) organization in Texas.