

**AMENDED BYLAWS OF  
THE PUBLIC INVESTORS ADVOCATE BAR ASSOCIATION, INC.,  
*a Texas nonprofit corporation***

**ARTICLE I  
NAME**

The name of this corporation is the Public Investors Advocate Bar Association, Inc., a nonprofit corporation formed under the laws of the state of Texas, which is also known by its acronym (“PIABA”) and shall be hereinafter referred to as “PIABA.”

**ARTICLE II  
CORPORATE OFFICES**

The corporate offices of PIABA shall be located at 1300 McGee Drive, Ste. 112, Norman, Oklahoma 73072, or at such other location as from time to time the Board of Directors (“Board”) may designate.

**ARTICLE III  
PURPOSES AND OBJECTIVES**

The purposes and objectives of PIABA are as set forth in the Articles of Incorporation and as follows:

- (a) To promote fairness in the rules governing dispute resolution for investor claims against securities and commodities brokerage firms, registered investment advisory firms, financial institutions and their associated representatives as well as others who sell investments or investment advice to the public;
- (b) To seek to create, improve upon and promote the enforcement of statutes, rules, regulations, laws and policies designed to promote investor rights and prevent misconduct by those who sell investments and investment advice to the public; and
- (c) To seek to provide education to investors and the investing public regarding their rights and the misconduct by those who sell investments and investment advice to the public.

**ARTICLE IV  
MEMBERSHIP**

**Section 1. Individual Members.**

There shall be seven classes of paid Membership: (1) Regular Member; (2) Regulatory Member; (3) Retiree Member; (4) Paralegal Member; (5) Law Student Member; (6) Young Member; and (7) Associate Member (collectively referred to herein as “Members,” subject to the respective limitations for each Membership class).

## **Section 2. Dues and Contributions.**

The Board will establish Membership dues from time to time, by resolution.

## **Section 3. Eligibility.**

(a) A person shall be eligible for Regular Membership upon satisfaction of all of the following criteria:

(1) Demonstration of their status as an attorney at law and a member in good standing of the bar of any state or U.S. territory; and

(2) At least 80 percent of their legal and professional work as an attorney or as an expert witness involving securities industry/customer disputes is performed on behalf of customers, and at least 80 percent of their law firm's legal and professional work as an attorney or as an expert witness involving securities industry/customer disputes is performed on behalf of customers. For purposes of determining whether a person meets this requirement:

a. "Securities industry/customer disputes" shall mean disputes between investors, on the one hand, and any one or more of the following, on the other: securities and commodities industry participants (licensed or unlicensed), securities issuers, financial counselors, and persons alleged to have liability for the acts or omissions of any of the foregoing.

b. The percentage of the Regular Member's or prospective Regular Member's work and the percentage of their law firm's work in securities industry/customer disputes shall be the percentage of hours spent rather than the percentage of revenues generated or any other measure; and the relevant time period for determining that percentage shall run from the date twelve months preceding the date on which the determination is made to the date on which the determination is made, inclusive.

If the prospective Member is an employee of or partner with a Regular Member in good standing, the time period for determining the percentage shall run from the date of hire or entry into partnership, so long as at least six months have passed between that date and the date of application. The prospective Member's work performed before joining the existing Member's firm will not be taken into consideration when determining the existing Member's continued eligibility during the first six months of the prospective Member's employment by or partnership with the existing Member. The prospective Member's work performed while employed by or partnered with the existing Member shall be taken into consideration in determining the existing Member's continued eligibility.

(b) Subject to approval by the Board, a person who does not represent investors in the United States shall be eligible for Regular Membership if that person is a Member in good standing of the legal profession in a nation outside of the United States and meets the requirements of Section 3(a)(2) above.

(c) If, at the time of application for membership, an attorney does not represent any customers in securities industry/customer disputes, the attorney shall be eligible for Regular

Membership, provided that neither the attorney nor the attorney's law firm, at the time of application for membership, or in the 12 months prior to application, is performing or performed any legal or professional work, including work as an attorney or as an expert witness, in a securities industry/customer dispute against a customer. Further, if admitted pursuant to this paragraph, upon the Attorney's acceptance any legal and professional work, including work as an attorney and as an expert witness, in a securities industry/customer dispute, the Attorney shall certify compliance with Section 3(a)(2).

(d) The eligibility requirements for the five other classes of Membership are set forth in Article IV, Sections 5 through 9.

#### **Section 4. Rights and Privileges of Regular Members.**

(a) All Regular Members who comply with the provisions of these Bylaws and such resolutions, policy statements, and list-serve guidelines as may from time to time be adopted by the Board shall have the privilege of full participation in all the activities of PIABA, and may qualify for such considerations, privileges and awards as may be established by PIABA, keeping in mind that the primary objective and purpose of PIABA is the benefit of the public investor, as set forth in Article III.

(b) All Regular Members in good standing shall be permitted to attend and be heard at all official Member meetings and shall be permitted to attend all meetings of any standing or special committee of PIABA, except during executive sessions thereof.

(c) All Regular Members in good standing, as shown in PIABA's Membership records, shall be entitled to one vote in accordance with and subject to the conditions imposed by Article VI hereof. In order for any Regular Member to be eligible to cast a vote, a properly completed, fully paid Membership application and current Annual Affirmation must have been received and accepted by the Executive Director of PIABA on or before the 30th day prior to the beginning date of the election. A vote by a renewing Member whose Membership dues and/or Annual Affirmation are more than 60 days past due on the date of any vote shall not be counted.

(c) All Regular Members in good standing, as shown in PIABA's Membership records, shall be entitled to one vote in accordance with and subject to the conditions imposed by Article VI hereof. In order for any Regular Member to be eligible to cast a vote, a properly completed, fully paid Membership application and affirmation must have been received and accepted by the Executive Director of PIABA on or before the 30th day prior to the beginning date of the election. A vote by a renewing Member whose Membership dues and/or signed affirmation are more than 60 days past due on the date of any vote shall not be counted.

#### **Section 5. Regulatory Membership.**

Membership shall be open to any legal professional employed by a federal or state securities regulatory agency or securities-related self-regulatory organization and such Members shall be designated "Regulatory Members". The Board may, in its discretion, adjust Membership and event fees for Regulatory Members. This Membership shall not include list-serve or voting

privileges, and Regulatory Members are not eligible to serve on the Board or as an officer of PIABA.

#### **Section 6. Retiree Membership.**

Membership shall be open to any retired PIABA Member who shall be designated as a “Retiree Member.” Any Member seeking the designation of “Retiree Member,” shall be required to execute a certification of their retired status and/or to otherwise provide documentation which evidences that the individual has retired or that the individual's license to engage in the practice of law is inactive. The Board may, in its discretion, adjust Membership and event fees for Retiree Members. This Membership shall not include listing in the PIABA referral database or voting privileges. It shall include access to the PIABA Members area of its website, subscription to the PIABA Member list-serve, attendance to closed sessions at the annual meeting, and subscription to the *PIABA Bar Journal*. By invitation, Retiree Members may serve on PIABA committees. Retiree Members are not eligible to serve on the Board or as an officer of PIABA.

#### **Section 7. Paralegal/Legal Assistant Membership.**

Membership shall be open to any paralegal or legal assistant actively working with an attorney that is a Member of PIABA, who shall be designated “Paralegal/Legal Assistant Members”. The Board may, in its discretion, adjust Membership and event fees for Paralegal/Legal Assistant Members.

Paralegal/Legal Assistant Members may participate on the PIABA Member list-serve and/or PIABA committees and shall have access to the PIABA Members area of the website. This Membership shall not include voting privileges and Paralegal/Legal Assistant Members are not eligible to serve on the Board or as an officer of PIABA.

#### **Section 8. Law Student Membership.**

Membership shall be open to any law student enrolled in an accredited law school arbitration clinic program or actively working with or interning with an attorney that is a Regular or Regulatory Member of PIABA, who shall be designated “Law Student Member”. The Board of Directors may, in its discretion, adjust Membership and event fees for Law Student Members. This Membership shall not include PIABA Member list-serve services or voting privileges but shall include access to the PIABA Bar Journal archives, awards database, research database, bulletin boards and publications, a law school student list-serve and other Membership privileges as approved by the Board. Law Student Members may serve on PIABA committees but may not serve as a chairperson. Law Student Members are not eligible to serve on the Board or as an officer of PIABA.

#### **Section 9. Young Membership.**

An attorney at law who is a member in good standing of the bar of any state or U.S. territory, who is either under the age of 35 and/or has been licensed to practice law for less than five (5) years and who meets the criteria of Eligibility in Section 3 above shall be entitled to the

same Membership provisions as a Regular Member. The Board may, in its discretion, adjust Membership and event fees for Young Members.

#### **Section 10. Associate Membership.**

Associate membership shall be open to professionals who are involved in securities industry and/or customer disputes but are not otherwise eligible for PIABA membership under any other PIABA membership category, so long as said professionals are in compliance with Article 4, Section 3, part (A)(2) (the 80/20 rule). For purposes of determining eligibility to join as an Associate Member, a court-appointed Receiver's work as Receiver, and a bankruptcy Trustee's work as Trustee, will not be counted in the 80/20 calculation.

Such Members shall be designated "Associate Members." The Board, in its discretion, may set and adjust Membership and event fees for Associate Members. Associate Membership shall not include list-serve access or voting privileges. Associate Members are not eligible to serve on the Board or as officers of PIABA. Associate Members may attend closed sessions of PIABA meetings and/or participate in PIABA committees only with the Board's approval, which can be withheld for any reason or no reason.

#### **Section 11. Duties of Members.**

It is the duty of each Member to assist in promoting the Purposes and Objectives of PIABA as set forth in Article III hereof, and to act at all times in a manner befitting an attorney promoting the Purposes and Objectives of PIABA.

#### **Section 12. Meetings of Members.**

(a) Annual Meeting of Members. PIABA shall hold an annual meeting of Members at such time and place as shall be determined by the Board to receive such reports as the officers and directors may give, to receive the report of the election of new directors, and to transact such other business as may properly come before the meeting. Notice of the time and place of such meeting shall be provided to all Members no less than thirty (30) days prior to the meeting date.

(b) Presentation of Awards. No award shall be presented during any meeting of Members without the approval of the Board.

#### **Section 13. Members Holding Office.**

Membership in good standing in PIABA shall be a prerequisite to holding any office, including but not limited to Directors and officers on the Board, committee chairs, or Membership on any committee.

#### **Section 14. Voluntary Termination of Membership.**

Any individual Member may terminate their Membership at any time by submitting a letter

of resignation either personally, or by sending it by first class mail, or by electronic mail to the President,

Secretary, or Executive Director of PIABA; however, a resigning Member will not be entitled to any refund of dues or any contributions paid prior to resignation.

## **Section 15. Default, Censure, Involuntary Suspension or Termination of Membership.**

(a) Default and Termination of Membership for Nonpayment of Dues and Delinquent Affirmations.

A Member is considered in default if their annual dues and/or submission of an Annual Affirmation are more than 60 days past due. Any Member in default shall lose all Member privileges with the exception of Membership discounts on registrations for meetings and webinars and shall remain an active Member on PIABA's Membership records but shall not be reflected as a Member in good standing in PIABA's Membership records.

A Member whose annual dues and/or submission of an Annual Affirmation become more than 120 days past due shall be terminated from Membership and from all privileges of Membership.

(b) Censure, Suspension or Termination. PIABA is a voluntary organization. Membership is a privilege and not a right. The Board has the unlimited power to censure, suspend, terminate, or decline to renew the Membership of any Member for any reason. Any Member whose Membership is terminated by the Board pursuant to this section or pursuant to Article IV, Section 16, will be entitled to a pro-rata refund of dues or contributions already paid.

(c) Discipline for Discriminatory or Derogatory Speech or Conduct. PIABA is committed to respecting, encouraging, and promoting civility, professionalism, diversity, equity, and inclusion among its Membership, its leadership, and its committees. In furtherance of those values, PIABA does not tolerate speech or conduct by any Member that is discriminatory, derogatory, or harassing to another Member or person on the basis of race, color, national origin, ethnicity, sex, gender identity, marital status, age, religion, disability, sexual orientation, or socioeconomic status, or any other grounds. PIABA prohibits verbal, sexual, or physical harassment of any kind by any Member. Such speech or conduct may result in disciplinary action ranging from private censure up to and including public censure, suspension, or termination of Membership. The Board has the unlimited power to censure, suspend, terminate, or decline to renew the Membership of any Member for any reason.

## **Section 16. Temporary Suspension of Access to Sensitive Information Sources**

(a) The Board is authorized to establish, change from time to time, and publish on the PIABA website a Restricted Representation List. Such list may include broker-dealers and other securities industry participants; including, but not limited to, persons or entities currently or formerly associated with such broker-dealers or other securities industry participants. (Collectively, the "Restricted Securities Industry Participants"). The legal representation of any

Restricted Securities Industry Participants will subject any Member to the following restrictions, or such other restrictions as may be approved by the Board, from time to time.

(b) In the event that a Member or another attorney in that Member's law firm provides legal representation on behalf of person or entity then appearing on the Restricted Representation List in connection with a securities industry/customer dispute, PIABA will suspend that Member's access to:

(1) the PIABA main list-serve and such additional sub-lists and other lists as the Board may designate from time to time;

(2) such portions of the Members-only area of the PIABA web site as the Board may designate from time to time; and,

(3) such other Membership benefits or privileges as the Board may designate from time to time. That suspension shall remain in effect until the expiration of two calendar months following the conclusion of that legal representation, at which time all access shall be reinstated automatically, unless the Membership Committee finds by majority vote that the Member failed to timely and voluntarily make disclosure of the representation of the person or entity on the Restricted Representation List, in which case the suspension shall continue for six calendar months following the conclusion of that legal representation, as opposed to two.

(c) This Section is not intended to apply to cases in which the Member or another attorney in the Member's firm is representing an associated person:

(1) in an employment dispute;

(2) as a customer in a customer case against an entity on the Restricted Representation List; or

(3) when the associated person's employment with an entity on the Restricted Representation List was terminated 8 years or longer before the action was filed.

## **Section 17. Application for Temporary Exception from Eligibility Requirements.**

(a) Procedure. Members in good standing may apply in writing to the Membership Committee for a one-time exception to the requirements of Section 3(a)(2) of this Article. In the event of such an application, as soon as practicable thereafter, the Membership Committee shall review and investigate the application and make a written report to the Board, with a recommendation of whether to grant or deny the application. After receipt of the Membership Committee report, the Board shall consider the application no later than the next regularly scheduled meeting of the Board.

(b) Criteria. The application for exception must demonstrate exceptional and temporary circumstances, and not reflect a change, other than a short-term change, in the nature of the Member's practice. The application may be granted only if at least 75% of the entire Board votes

in favor. The Board shall consider each of the following criteria in determining whether to grant an exception:

(1) The best interests of PIABA, including the potential harm to PIABA and its Membership in granting the exception;

(2) The nature of the applicant's securities practice;

(3) The applicant's contributions to PIABA and demonstrated commitment to PIABA's Purposes and Objectives; and,

(4) Any other factors the Board deems relevant to the application.

(c) Scope and Duration of Exception. The Board shall have the authority to grant an application for exception conditioned upon the acceptance by the Member of restrictions on their Membership privileges. If no restrictions are imposed, a Member granted an exception shall retain full Membership privileges. If an exception is granted, it shall expire at the end of 12 months following approval of the application for exception and shall not be renewable.

## **Section 18. Summary Authority to Reject or Suspend Membership.**

(a) Executive Committee. The PIABA Executive Committee shall have summary authority to reject the Membership application of any prospective PIABA Member or suspend the Membership privileges of any existing PIABA Member. If the suspension of the Membership privileges of an existing Member is at issue, the Executive Committee may summarily suspend a Member's PIABA privileges including, without limitation, their Membership listing, access to PIABA's main list-serve and any other such other list-serves, and access to such portions of the Members-only area of the PIABA website, as the Executive Committee deems appropriate.

(b) Board of Directors. The Board shall have unlimited authority to censure, suspend, or terminate the Membership of an existing Member, or to permit continued Membership with some or all Membership privileges being suspended or restricted, or reinstate a Members' Membership privileges in full, in its sole and absolute discretion.

(c) Executive Director. The Executive Director shall have authority to suspend the Membership privileges of any existing PIABA Member. The Executive Director shall immediately notify the Executive Committee of their decision in writing and the Executive Committee shall, within a reasonable time, but no later than seven (7) days after notice, vote to affirm or deny the Executive Director's determination regarding the suspended Member.

(d) If a Member's suspension is not completed within one (1) year, the Board shall review the suspension and decide whether: (1) the Member be removed from PIABA; (2) the suspension should be extended; or (3) the suspended Member should have their rights reinstated.

## **Section 19. Investigation and Disclosure.**

In order to protect the interests and goals of PIABA, and to maintain the highest standards



and expectations described in these Bylaws, the PIABA Membership Committee may, at any time, request disclosure of the information and data related to the past or present legal representation by a Member or a prospective Member or a Member's or a prospective Member's law firm of broker-dealers or other securities industry participants, or information and data related to a complaint or concern about a Member's speech or conduct, for the purposes of determining compliance or non-compliance with the provisions of Article IV, Section 3; whether a Member should be censured or a Member's privileges should be suspended or restricted under Article IV, Section 14 or 15; or whether a Member's Membership should be terminated or suspended pursuant to Article IV, Sections 13 or 16. Information and data requested may include, without limitation, the names of the persons or entities represented, case names and case numbers, case forums, names of opposing counsel, number of hours expended or expected to be expended, and such other information as is necessary to make a fair and complete determination concerning a Member's or prospective Member's Membership status, eligibility, or whether a Member may be in violation of any of PIABA's adopted policies or Bylaws. The Membership Committee, the Executive Committee and the Board may draw inferences from the information provided pursuant to this section and/or from the failure of a Member or prospective Member to provide any requested information.

## **ARTICLE V BOARD OF DIRECTORS**

### **Section 1. Composition.**

(a) The Board of Directors shall consist of no more than fifteen (15) persons who are elected in accordance with Article VI.

(b) No more than four (4) directors from any state, province or territory, and no more than one (1) director from any one law firm or association of attorneys shall serve on the Board at the same time.

(c) Directors shall be elected for a three-year term. A term shall commence at the conclusion of the annual meeting in the year a director is elected and continue through the annual meeting three years after the director is elected. To the extent possible, the terms of directors shall be arranged so that approximately one-third (1/3) or five (5) directors' terms expire each year.

(d) If a director will begin their term of office as President of PIABA at the annual meeting in which their term as a director will expire, that director's term as a director shall be extended as necessary for that director to complete their term as President of PIABA and immediate Past President thereafter. If a director is elected Executive Vice President in the year that their term as a director is ending or their term as a director ends in the following year, that director's term as a director shall be extended as necessary for that director to complete their term as President of PIABA and immediate Past President thereafter. If a director is elected Vice President in the year that their term as a director is ending or their term as a Director ends in either of the following three years, that director's term as a director shall be extended as necessary for that director to complete their term as both Executive Vice President, and, thereafter, President of PIABA, and immediate Past President thereafter. Except as set forth in this Paragraph (d), terms of directors shall not be extended.

(e) Except as permitted under Paragraph (d) of this Section, no member or director shall serve more than two consecutive three-year terms as a director. No member or director, after serving two consecutive three-year terms, may serve on the Board until they have not served as a director for at least one (1) full year. If a director vacancy is filled pursuant to ARTICLE V, Section 2(b), the appointed director's initial appointed duration of service shall not be counted as a "term" and such appointed duration of service shall not be included in the calculation of the term limitations set forth this Paragraph (e). This limitation on the number of terms of consecutive service shall apply to all terms of all directors presently on the Board as of October 26, 2021, and all future directors beginning on or after October 26, 2021.

## **Section 2. Powers, Duties, and Conflicts of Interest.**

(a) The Board shall formulate the policies, manage, and have general charge of the affairs and property of PIABA, in accordance with applicable law and these Bylaws. The Board shall elect from the Members of the Board, a Chief Executive Officer (also referred to as the "President"), an Executive Vice-President/President-Elect, Vice President, a Secretary and a Chief Financial Officer (also referred to as the "Treasurer"). No person shall serve as an officer unless such person is a Member of the Board. The Board may also appoint an Executive Director, an administrator, a general counsel, legal counsel, auditors, accountants, and such other staff and professional assistance as in its discretion is necessary or appropriate.

(b) All vacancies on the Board that occur prior to the next annual meeting, shall be appointed by a vote of the remaining Members on the Board as soon as possible following the vacancy. The appointed Director shall serve until the next annual meeting at which time an election shall be held to fill the vacant seat in accordance with these Bylaws. The Board may, in its sole discretion, decide not to fill vacant seats.

(c) Directors must discharge their duties in good faith, recognizing at all times their fiduciary duties to PIABA. Directors must exercise good faith and avoid participating in any activity of the Board where there exists an actual or perceived conflict of interest. Such conflicts may exist, for example, where a Director has a past or present relationship with another individual or entity that has particular financial or personal interest in the subject being voted on by the Board, or where a Director has fiduciary duties to another entity that may be in conflict with their duties to PIABA. With respect to Board decisions, Directors who become aware of circumstances that pose an actual or potential conflict of interest must recuse themselves from the decision-making process and take no part in the discussion or the vote on the particular issue. Any Director who becomes aware of circumstances that they believe pose a conflict of interest for another Director should bring the matter to the attention of the President who will decide whether a conflict of interest exists and whether such conflicted Director must abstain from voting on a particular issue.

## **Section 3. Meetings.**

(a) Regular Meetings. There shall be at least one regular meeting of the Board during each PIABA fiscal year, called at the discretion of the Board or the President. The meeting or meetings of the Board, unless specifically set by the Board itself, shall be called at the discretion of the

President, with reasonable notice given to each Board Member. At the first meeting of the Board immediately after PIABA's annual meeting, committee assignments will be made by the President, plans, programs and budgets for the ensuing PIABA year may be approved, and such other necessary business will be conducted as may come before the Board at the meeting.

(b) Special Meetings. A special meeting of the Board may be held at any time at the request of the President or by direction of the Board. Notice of the purpose, time and place of the meeting shall be faxed, e-mailed, or mailed to each director at least 20 days before the date of any such meeting, or as agreed upon by all the directors.

(c) Telephone and Video Conferences. In the interest of conserving funds and reducing expenditures, or to expedite discussion, obtain approval, or adopt important measures, and otherwise conduct the business affairs of PIABA, telephone and/or video conference calls of the Board may be scheduled by the President, if at least 72 hours advance notice of the purpose and time of the conference call is given to all Board Members, and regular business may be transacted, so long as a quorum is present through participation in the conference.

(d) E-Mail and Video Votes. In the interest of conserving funds and reducing expenditures, to expedite discussion, obtain approval, or adopt important measures, and otherwise conduct the business affairs of PIABA, e-mail or video votes of the Board may take place provided that: (1) all Board Members are provided a minimum of 48 hours to vote from the time of the sending of the email presenting the issue or issues on which votes are to be cast, unless a shorter time is required at the discretion of any member of the Executive Committee; (2) a quorum is present through participation in the e-mail or video vote; and (3) the vote is not being taken during an in-person Board meeting. For any issue presented for e-mail or video vote to be decided, a numerical majority of the directors must cast votes in favor of or against the issue. Except for the two exceptions below, Board members are required to be present in person to vote at all in-person Board meetings. The exceptions to this in-person requirement are: (1) voting for officers as set out in VII(1)(d); and (2) any Board member who cannot attend an in-person Board meeting may make a written petition prior to the meeting to the Executive Committee for good cause to request leave to vote by e-mail or video during the in-person meeting. The Executive Committee will have discretion to grant or deny leave to vote by email or video at an in-person Board meeting, and if the Board member who is making the request is on the Executive Committee, they will not be involved in the deliberations, voting, or decision regarding the request.

(e) Quorum. At any regular meeting, special meeting, or conference call of the Board, a majority of the directors shall constitute a quorum.

(f) Roll Call Vote. Upon the request of two or more directors at a meeting of the Board, a roll call vote shall be taken and recorded on any specified question.

(g) Informal Action by Directors. Any action required by the Texas Nonprofit Corporation Act to be taken at a meeting of the Board, or of a committee of directors, may be taken without a meeting if all the directors consent in writing thereto.

(h) Waiver of Notice. Whenever any notice is required to be given to any Member or director of PIABA under the provisions of the Texas Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, either before or after the time stated for giving such notice, shall be equivalent to the giving of such notice.

## **ARTICLE VI NOMINATION AND ELECTION OF BOARD OF DIRECTORS**

### **Section 1. Requirements for Nomination to Board of Directors**

In order to be nominated for election to the PIABA Board, a prospective nominee must meet the following conditions:

(a) The prospective nominee must have been a Regular Member of PIABA in good standing for no less than the three (3) years immediately preceding the election in which the prospective nominee seeks to stand for election; and,

(b) The prospective nominee must have attended one (1) of the three (3) PIABA annual meetings immediately preceding the meeting at which the election for which the prospective nominee seeks to be a candidate will be held; and,

(c) The prospective nominee must have manifested, by their previous actions, a commitment to the interests of public investors and a commitment of time, talent, energy and resources to further the Purposes and Objectives of PIABA, and active participation in PIABA functions and other activities. In addition, the prospective nominee must acknowledge that service as a Board Member shall have a high priority in all their endeavors and must meet any further qualifications determined by the nominating committee to be in the best interest of PIABA.

### **Section 2. Methods of Nomination**

Assuming a Member meets all the criteria set forth in Article VI, Section 1, above, they may be nominated to stand for election to the PIABA Board in one of the following two ways:

(a) Nomination by Nominating Committee.

(1) The PIABA nominating committee shall consist of the Members of the PIABA Board.

(2) A Regular Member may be nominated to stand for election to the PIABA Board by submitting their name for consideration to the nominating committee together with responses to a questionnaire created, approved and propounded by the nominating committee no later than thirty-five (35) days prior to the subject election. The questionnaire may also include questions about the candidate Member's criminal, civil, and professional disciplinary history, as well as require disclosure of potential conflicts of interest. If, after consideration of the Member and the responses submitted by the Member to aforesaid questionnaire, the nominating committee agrees that the Member meets the qualifications to stand for election to the Board, and the Board in its sole

discretion approves the nominating committee's recommendation, the nominating committee may slate the prospective nominee as a candidate for the Board on the ballot for the immediately succeeding election. The Executive Director shall notify the PIABA Membership of that Member's candidacy and shall publish to the PIABA Membership the Member's responses to the aforesaid questionnaire.

(b) Nomination By "Write-In." In addition to those candidates nominated by the nominating committee, additional nominees may be offered and placed on the ballot by submitting to the PIABA office no later than thirty-five (35) days prior to the subject election:

(1) Responses to the same questionnaire propounded to prospective nominees under the terms of Article VI, Section 2(a)(2), above; and,

(2) the written requests of fifteen (15) Regular Members in good standing from 15 different law firms/practices. Said written requests shall affirmatively state that the requesting Member has reviewed the prospective nominee's response to the questionnaire required to be submitted under Article VI, Section 2(b)(1), prior to requesting the "write-in" nominee's placement on the ballot.

(3) As soon as possible after the deadline for receipt of requests for write-in candidates, the Executive Director of PIABA shall publish to the PIABA Membership the names of all Members qualifying as "write-in" candidates under the terms set forth above, and the responses of the Members to the aforesaid questionnaire.

### **Section 3. Elections and Voting**

(a) Elections. An election shall be conducted at the annual business meeting held during the PIABA annual meeting. Only Regular Members in good standing and in attendance, virtually or in-person, at any annual business meeting may vote (hereinafter "Eligible Voter"). Votes shall be cast in accordance with Article XIV. There shall be no votes cast by or permitted by proxy.

(b) Voting. Each Eligible Voter shall be provided with one ballot containing the names of all candidates nominated to stand for election under the provisions of Article VI, Section 2, above, on which each Eligible Voter must clearly mark their choice of candidates standing for election. There shall be no cumulative voting. Any ballot containing more votes than seats to be filled or cumulative votes shall be void.

(c) Tabulation of Votes. The President shall authorize person(s) to tabulate all valid ballots for the purpose of determining the election results. All such vote tabulations shall be final and deemed conclusive and shall not be subject to review or appeal. All candidates receiving votes shall be ranked according to the number of votes received. Subject to the restrictions set forth in Article V, Section 1(b), those candidates receiving the greatest number of votes will fill the open director seats for which the election was held. In the event that any of the vacant director seats open for election are for differing term lengths, those director seats will be filled in descending order corresponding to the number of votes that the candidates receive, with the candidates receiving the largest numbers of votes filling the director seats with the longest available terms

and the candidate(s) receiving the fewest votes filling the director seat(s) with the shortest available terms.

(d) Runoff in the Event of a Tie. In the event two (2) or more candidates receive the same number of votes in an election and they receive the fewest votes to qualify for election to an available seat on the PIABA Board, a runoff election shall immediately be held as to such candidates under the same terms and conditions as those set forth in this Section.

## **ARTICLE VII OFFICERS**

### **Section 1. Number and Election.**

(a) The officers shall be elected annually at a meeting of the Board, prior to the annual meeting of PIABA, in accordance with the procedures set forth in Section 1(d) herein. The officers shall serve a one-year term commencing on the last day of the ensuing annual meeting until the conclusion of the following annual meeting, after their successors have been elected and sworn into office.

(b) The President may not serve more than one consecutive one-year term except as otherwise permitted under these Bylaws.

(c) The officers of PIABA shall include a President, an Executive Vice-President/President-Elect, Vice President, a Secretary, and a Treasurer. The election of officers shall be conducted in accordance with the procedures set forth in Section 1(d) herein. The Executive Vice-President/President-Elect, however, shall automatically succeed to the office of President upon the expiration of the President's term of office, unless removed from that position pursuant to Article VII, Section 3 hereof. The Vice President, however, shall automatically succeed to the office of Executive Vice President upon the expiration of the Executive Vice President's term of office, unless removed from that position pursuant to Article VII, Section 3 hereof.

(d) The election of officers shall be conducted by a vote of the Board. In the event of an inability to vote in-person, or by email, or telephone, or video conference, a director shall delegate their proxy to a Board Member of their choice. In the event of a tie, the Board shall keep voting until the tie is broken, and the meeting during which the vote is taken shall not conclude or adjourn until the tie is broken. Notwithstanding any other provision in these Bylaws to the contrary, a vote by the Board as to the election of officers shall be the only instance whereby proxy voting is permitted hereby. Said proxy shall expire upon the conclusion of the corresponding officer election.

### **Section 2. Duties of Officers.**

(a) President. The President shall be the Chief Executive Officer of PIABA and shall exercise general supervision and control of the business and affairs of PIABA, subject to the powers of the Board to formulate the policies and manage the affairs and property of PIABA. The President shall preside at all meetings of the PIABA Membership and of the Board and Executive

Committee. The President shall appoint the chairpersons and Members of all standing committees, may establish special or temporary committees as from time to time are required or deemed necessary, and shall appoint the chairpersons and Members of all such committees. The standing committees shall include the:

- 1) Membership Committee
- 2) By-Laws Committee
- 3) Annual Meeting Committee
- 4) Mid-Year Meeting Committee
- 5) PIABA Bar Journal Committee
- 6) SRO Committee

The chairpersons and members of all standing, special and temporary committees shall serve: (1) at the pleasure of the President; (2) until the adjournment of the next annual meeting of the Board; or (3) until successors have been duly appointed, whichever first occurs. The President shall be an *ex officio* member of all committees, with corresponding committee voting rights.

The President may, with the Secretary or any other duly authorized officer of PIABA, sign legal instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of some other officer or agent, or is otherwise required by law.

The President is authorized to make executive decisions on routine and emergency matters, as situations and exigencies arise, without prior approval of the Board, so long as such decisions are within the broad framework of overall policy and law and are in the best interests of PIABA. The President shall have the responsibility for counseling and working with the Executive Vice-President/President-Elect and Vice President; and, when acting on behalf PIABA, shall invite the Executive Vice-President/President-Elect and Vice President to all scheduled meetings and telephonic/video conferences with legislators, interest groups and similar third parties. The President shall regularly report to the Board.

(b) The Executive Vice President/President-Elect. The Executive Vice President/President-Elect shall assist the President and shall perform such duties as may be assigned by the President or the Board. The Executive Vice President/President-Elect shall be an *ex officio* member of all committees, with corresponding committee voting rights.

In the event of the death, resignation, suspension, removal or permanent disability of the President, the Executive Vice President/President-Elect shall assume the office of the President for the remainder of the unexpired term. In such event, the Executive Vice President/President-Elect shall remain eligible to serve as President for the year following the end of the unexpired term of the previous President.

(c) The Vice President. The Vice President shall assist the President and Executive Vice President/President-Elect and shall perform such duties as may be assigned by the President or the Board. The Vice President shall be an *ex officio* member of all committees, with corresponding committee voting rights.

In the event of the death, resignation, suspension, removal or permanent disability of the Executive Vice-President, the Vice President shall assume the office of the Executive Vice President/President-Elect for the remainder of the unexpired term. In such event, the Vice President shall be eligible to serve as President in the year following the end of the unexpired term of the previous Executive Vice President.

In the event of the death, resignation, suspension, removal or permanent disability of the President and the Executive Vice President, the Vice President shall assume the office of the President for the remainder of the unexpired term. In such event, the Vice President shall remain eligible to serve as President for the year following the end of the unexpired term of the previous President.

(d) Secretary. The Secretary shall be custodian of the archives and corporate records of PIABA, shall attend to the proper publication of official notices and reports, attest to the signature of the President on official contracts and other documents authorized by the Board, keep minutes of official meetings of the Members and of the Board or its Executive Committee and shall perform such other duties as usually pertain to the office or as may be assigned by the President or the Board.

Whenever the terms of these Bylaws require that a document be delivered, received, or transmitted to the Secretary, it shall be delivered, received, or transmitted to the international headquarters of PIABA at 1300 McGee Drive, Ste. 112, Norman, Oklahoma 73072, Attn: Corporate Secretary.

(e) Treasurer. The Treasurer shall be the Chief Financial Officer of PIABA and be in charge of the books of account of PIABA. They may assist a firm of certified public accountants selected by the Board to make an annual audit or compilation of PIABA's books of account and prepare a statement of financial condition at the close of each fiscal year (as may be established by the Board), and shall furnish a copy of such statement, together with a copy of any certificate of audit, or accounting report to each Member of the Board.

The Treasurer shall have the ongoing responsibility of ensuring that PIABA funds are protected with a guaranteed maturity or principal value, unless a contrary policy is authorized by the Board. The Treasurer shall have such other duties as may be assigned to them from time to time by the President or Board.

If required by the Board, the Treasurer shall furnish a bond for the faithful discharge of their duties in such amount and with surety or sureties as determined by the Board. PIABA shall pay all expenses associated with the Treasurer obtaining such a bond. To facilitate an orderly transition in the business affairs of PIABA, and to safeguard the investment of PIABA funds, the outgoing Treasurer shall provide the incoming or successor Treasurer with a cash flow projection for the first six-month period of the following fiscal year of PIABA.

(f) Assistant Secretary and Assistant Treasurer. One or more Assistant Secretaries or Assistant Treasurers may be appointed at the discretion of the Board and shall perform such duties as may be assigned to them by the Secretary or the Treasurer respectively, or by the President or



the Board. If required by the Board, an Assistant Treasurer shall be required to provide bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board shall determine. PIABA shall pay all expenses associated with an Assistant Treasurer obtaining such a bond.

### **Section 3. Suspension or Removal.**

Any officer or director of PIABA may be suspended or removed from their office and/or from the Board, with or without cause, by a vote of two-thirds (2/3) of the Board. Members concerned about a Director's actual or perceived conflict of interest, or actual or perceived breach of fiduciary duties to PIABA, are encouraged to bring their concerns to the attention of the Executive Committee and the Executive Director.

### **Section 4. Vacancies.**

In the event of the death, resignation, suspension, removal or permanent disability of any officer, the vacancy may be filled by a vote of the Board at its next regular meeting, or at a special meeting called for that purpose, or by a telephone and/or video conference call of the full Board.

### **Section 5. Compensation.**

No officer or director shall receive a salary or emolument unless specifically authorized in writing pursuant to a resolution of the Board. A permanent record of any such resolution shall be kept in PIABA's records. Notwithstanding any other provision to the contrary, Board Members shall be entitled to reimbursement for reasonable expenses incurred on behalf of PIABA, subject to the approval of the Board.

## **ARTICLE VIII COMMITTEES OF PIABA**

### **Section 1. Special Committees.**

The President or the Board may establish such committees of PIABA as may be deemed necessary from time to time to assisting in achieving the objectives of PIABA. Each committee will report at such time and place as may be specified by the President or the Board.

### **Section 2. Responsibilities of Committees.**

The President or the Board shall assign responsibilities to the committees relating to the administration, conduct, regulation, or oversight of particular activities or special areas or endeavors of PIABA; except that no corporate authority may be delegated to any committee unless all Members of such committee are Members of the Board, and unless such committee has been delegated such authority by a resolution adopted by the Board.

### **Section 3. The Executive Committee.**

(a) The Executive Committee of the Board shall be charged with the following duties and responsibilities, while the Board is not in session:

(1) to deal with any urgent matters which arise between Board meetings that cannot be deferred for consideration by the entire Board (the Executive Committee shall determine which matters are to be considered urgent);

(2) to transact routine, administrative Board matters that need not be considered by the Board or decided by e-mail vote or telephone and/or video conference call;

(3) to negotiate and approve any contract or agreement initiated at the direction of the Board, and approved by the Board;

(4) to review and provide counsel regarding material issues prior to Board submission;

(5) to provide oversight of management;

(6) to evaluate management on an annual basis and make recommendations concerning hiring, firing, compensation and like activities;

(7) other duties as may be approved by the Board by resolution; and,

(8) to regularly report to the Board.

(b) The Executive Committee shall consist of the President, Executive Vice-President/President Elect, Vice President, immediate past President and one Member of the Board appointed by the President.

## **ARTICLE IX PROHIBITION ON USE OF PIABA NAME AND LOGOTYPE**

### **Section 1. Prohibition of Use of PIABA Name and Logotype.**

(a) No Member or other person acting on behalf of a Member may use the mark “Public Investors Advocate Bar Association” or “PIABA” in any commercial context unless (1) that use or reference is related to PIABA business or (2) that use or reference is for the sole purpose of truthfully identifying the individual Member as a Member, officer, or director of PIABA or truthfully describing the individual Member’s volunteer efforts on behalf of PIABA.

(b) Except as allowed in 1(a) above, neither the name “Public Investors Advocate Bar Association,” “PIABA,” nor any logotype or trademark used by or associated with PIABA may be used as part of any website, print advertisement, or other advertising material of any Member or of any person acting on behalf of a Member. Under no circumstances may “Public Investors Advocate Bar Association,” “PIABA,” or any logotype or trademark used by or associated with

PIABA be displayed or used as part of the stationary or business cards of any Member or of any person acting on behalf of a Member.

(c) Neither “Public Investors Advocate Bar Association,” “PIABA,” nor any logotype or trademark used by or associated with PIABA may be used as a device to direct traffic to the website of a Member or any person acting on behalf of a Member. This prohibition includes the use of “Public Investors Advocate Bar Association” or “PIABA” as a “metatag” or in connection with achieving preferred status among search results rendered by an internet “search engine,” “spider,” “bot,” “Google Adword,” or any other technology utilized for searching or indexing the internet.

(d) Neither “Public Investors Advocate Bar Association” nor “PIABA” may be used as part of the domain name or e-mail address of any Member or of any person acting on behalf of a Member except when the Member or the person acting on behalf of a Member maintains an e-mail address with the “piaba.org” e-mailbox; e.g., “JoeMember@piaba.org.”

(e) Any Member found to be in violation of this Article, whether directly or acting through another person, shall be notified by letter or e-mail of their violation and shall be given ten (10) business days from the date of transmission by the sender of that notification to cure the violation. If the violation is not cured by the violating Member within ten (10) business days of transmission by the sender of that notification, the violating Member’s Membership in PIABA shall be suspended until such time as the violation is cured. Repeated violations of this Article by a Member or any person acting on behalf of a Member shall be grounds for expulsion from PIABA.

(f) Any Board Member who identifies themselves as a PIABA Board Member, current or former officer, or who otherwise references PIABA in an article, report, bar journal, op-ed or a similar writing that contains editorial or opinion material, and expresses any opinions or views in that written material that have not been adopted by the PIABA Board of Directors or Executive Committee, must include the following disclosure: “Statements and opinions expressed herein reflect the views of the contributor, and do not necessarily reflect those of the Public Investors Advocate Association (PIABA).” Excluded from this rule are simple references to PIABA Membership in attorney listings, bios, attorney websites and similar biographical references.

(g) Nothing in this Article shall be construed to prohibit the President, or, with the approval of the President, Executive Committee, or Board, any other elected officer or director of PIABA or its Executive Director from speaking publicly on behalf of PIABA on matters relating to the business of PIABA.

## **ARTICLE X**

### **PIABA REPORTS**

From time to time, and at the direction of the President, PIABA issues reports on topics that further PIABA’s general mission (“PIABA Reports”). The Board shall approve the general topics of PIABA Reports and the Executive Committee shall approve the PIABA Reports before the reports are publicly issued. All PIABA Reports will be provided to the Board before the release to the public, unless the Executive Committee determines release to the Board before publication is not feasible or practical. In such an event, PIABA Reports shall be released to the Board

contemporaneously with the Report's publication.

## **ARTICLE XI ORDER OF BUSINESS**

The following shall be the regular order of business at all meetings of the Members, and all formal meetings of the Board.

1. Roll call.
2. Approve minutes of previous meeting.
3. Fill vacancies and conduct prescribed elections.
4. Reports of officers.
5. Reports of committees and committee resolutions.
6. Special orders.
7. Unfinished business and general orders.
8. New business.
9. Resolutions.
10. Recess or adjournment.

## **ARTICLE XII PARLIAMENTARY AUTHORITY AND PARLIAMENTARIAN**

### **Section 1. Parliamentary Authority.**

Robert's Rules of Order Newly Revised shall govern the deliberations of all meetings of the Members, and all formal meetings of the Board. Robert's Rules shall not govern the conduct of official meetings of the Board conducted as telephone and/or video conference calls.

### **Section 2. Parliamentarian.**

The President may appoint an official Parliamentarian of PIABA, who may or may not be a Member of PIABA, and who shall serve at the pleasure of the President.

## **ARTICLE XIII CORPORATE SEAL**

PIABA may have a seal in the form that the Board may from time to time determine. Documents otherwise properly executed on behalf of the corporation shall be valid and binding on the corporation without a seal, whether or not one is in fact designated by the Board.

## **ARTICLE XIV PROHIBITION OF PROXY VOTING**

At all meetings of Members, each Eligible Voter shall have a right to cast one vote on each question presented, which vote shall be cast personally and not by proxy. At all meetings of the Board, each person entitled to vote shall have a right to cast one vote in person, or in accordance

with the conditions of Article V, Section 3(c) and (d), on each question presented, which vote shall be cast personally and not by proxy, except in the limited instance of officer elections, as set forth in Article VII, Section 1(d) hereof. At all meetings of committees of PIABA, each person entitled to vote shall have a right to cast one vote on each question presented, which vote shall be cast personally and not by proxy, in the manner prescribed by the Committee chair.

## **ARTICLE XV PROHIBITION CONCERNING POLITICAL CONTRIBUTIONS**

Neither PIABA, nor its officers, directors, employees, agents or representatives, while acting in such capacity, shall make any contribution to any political campaign or candidate.

## **ARTICLE XVI AMENDMENTS TO THE BYLAWS**

These Bylaws may be amended by a two-thirds vote of the full Board (a) at any special meeting of the Board held for that purpose or (b) at any regular meeting of the Board, provided that, not less than thirty (30) days before that special or regular meeting, the amendment (1) has been submitted to the Board in writing and/or (2) has been sent in writing by mail and/or e-mail to every Board Member at each Board Member's mailing and/or email address in PIABA's records at the time the notice was sent.

To qualify under this Article, and to be considered for adoption, the proposed amendment must be (1) signed by at least two Members of the Board, (2) recommended in writing by the Bylaws Committee, or (3) signed by 25 or more PIABA Members entitled to vote at the time the notice was sent.

Notwithstanding the foregoing, during (a) any special meeting of the Board called for purpose(s) that include consideration of any amendment(s) to these Bylaws or (b) any regular meeting of the Board, the Board shall be permitted, without any requirement for an additional thirty (30) days' written notice to the Board or to the Board Members, to adopt ministerial and/or grammatical corrections and/or modifications to any proposed amendment that already has been properly submitted and noticed to the Board and is before the Board at any such meeting.

## **ARTICLE XVII DISSOLUTION OF THE CORPORATION**

Upon the dissolution, or abandonment of PIABA, all of the property and net assets of PIABA shall be transferred or conveyed by way of gift to one or more domestic or foreign corporations, foundations, associations, societies, or organizations exempt from federal and state income and property taxation and engaged in activities substantially similar to those of PIABA, all in accordance with the laws of the State of Texas relating to the liquidation, dissolution, or abandonment of the corporation. In no event shall any properties or assets of PIABA be conveyed or transferred to any individual upon the liquidation, dissolution, or abandonment of the corporation, except for good and valuable consideration at fair market value, and upon competitive bid.

## **CERTIFICATE OF ADOPTION**

The foregoing amended Bylaws of PIABA have been duly adopted this 15th day of May, 2024, by action of the Board of Directors of PIABA pursuant to the laws of the state of Texas and authority set forth in Article XV of the previously enacted Bylaws and are effective as of the date hereof. It is further resolved that these amended Bylaws shall supersede and replace any Bylaws previously adopted by PIABA.

In testimony thereof, witness the hand of the undersigned as Secretary of PIABA on such date.

//Courtney M. Werning//  
Secretary