

## BYLAWS OF F WARRIORS CLUB A WYOMING NONPROFIT CORPORATION

### ARTICLE ONE Corporation

#### Section 1.01: Name.

The name of the corporation shall be F Warriors Club. The corporation may by a majority vote of the Board of Directors change its name at any time.

#### Section 1.02: Principal Office and Registered Agent.

The principal place of business and principal office of the corporation shall be located at such places as the Board of Directors shall from time to time determine, and the corporation may have such other offices, either within or outside of the State of Wyoming, as the Board of Directors may designate or the affairs of the corporation may require from time to time. The location of the registered agent need not be the same as the principal place of business and principal office of the corporation, and the identity and/or address of the principal agent may be changed from time to time as appropriate by action of the Board of Directors, with proper notice of such change to be given in all cases to the Secretary of State of the State of Wyoming.

#### Section 1.03: Seal.

The seal of the corporation shall be suitable for impressing the same upon paper. The seal shall consist of two concentric circles, between which shall be the name of the corporation and a designation of the State of Wyoming, and in the center of which shall be the word "seal."

### ARTICLE TWO Purposes

The purposes for which the corporation is organized are to support educational programs and experiences for people's trial lawyers, including, without limitation, the programs offered by the Trial Lawyers College, a Wyoming nonprofit corporation; to perform any other lawful business; and to have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which nonprofit corporations may be organized under the Wyoming Nonprofit Corporations Act. This corporation shall seek to operate as a "public benefit corporation" pursuant to Wyo. Stat. §12-1804 (a), or the successor statute thereto, and as a corporation exempt from federal income taxes pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1986. The mission of the F-Warrior Club is to support, to empower and to connect the alumni by identifying their needs and to support ongoing education, training, assistance, and encouragement in using the TLC methods to expand the alumni's trial proficiency, as well as creating opportunities to participate at all levels in the ongoing work and mission of the Trial Lawyer's College, while recruiting for diversity and growing a culture of inclusion for all our unique individuals.

### ARTICLE THREE Shares and Members

The corporation shall not issue stock and shall have no members.

### ARTICLE FOUR Regional Alumni Groups

#### Section 4.01: Formation of Regional Alumni Groups.

Each graduate of the Trial Lawyers College shall be a member of one Regional Alumni

Group. Each Regional Alumni Group shall be defined by geographical boundaries rather than by any other criterion. Initially, ten Regional Alumni Groups are formed and the geographical boundaries shall be fixed by Resolution of the Board of Directors.

Section 4.02: Changes to Regional Alumni Groups.

In the future, alumni can (by a majority vote of the members within the affected Regional Alumni Group or Groups) recombine into different Regional Alumni Groups by giving notice to the Board of Directors of the new regional boundaries. Each Regional Alumni Group so formed must contain at least 50 alumni.

If a Regional Alumni Group contains more than 150 alumni, the region shall divide itself into two or more Regional Alumni Groups containing at least 50 alumni each.

If, within a year after the Regional Alumni Group first contains 150 alumni, the Regional Alumni Group has not divided itself, the Board of Directors shall divide the Regional Alumni Group into two or more Regional Alumni Groups.

ARTICLE FIVE Board of Directors

Section 5.01: Powers.

The Board of Directors shall have the control and management of the affairs and business of the corporation. The powers enumerated herein shall not be construed to limit other powers given the Board of Directors by any provision of these Bylaws, by the Articles of Incorporation, or by the laws of the State of Wyoming.

Bill Trine is Chair Emeritus who shall serve with the pleasure of the Board. The Board of Directors shall select the officers of the corporation provided for in the Bylaws from among the directors. The Board of Directors shall also have the power to appoint an auditor, attorney and any other officers who may or may not be directors of the corporation, to serve at the sole discretion of the Board of Directors and in such capacities as designated by the Board of Directors.

The President of the corporation by virtue of his or her office shall chair the Board of Directors.

Section 5.02: Number, Appointment, and Removal of Directors.

The number of directors shall be two times the number of Regional Alumni Groups in addition to the three most recently elected class representatives, the Past President, the liaison appointed by the Trial Lawyer's College Board, any directors elected as officers which term of office extends past that director's regular term of office, and one presidential appointment, if made. The Executive Director of the Trial Lawyers College shall participate as a nonvoting member. Only graduates of the Trial Lawyers College, a Wyoming non-profit corporation, shall serve as directors of the Corporation. The Chair Emeritus shall be a non-voting director.

Each regional Alumni Group shall elect two representatives and appoint them to the Board of Directors for a term of three years.

Each class graduating from the Trial Lawyers College shall, upon graduation, elect one representative to the Board of Directors. These representatives will serve a single term of three years, so that there will be representatives from the three most recent TLC graduating classes on the Board of Directors at all times. Each director appointed by a graduating class shall serve an initial single three-year term, but then may serve an additional consecutive three-year term if elected to the Board of Directors by his or her regional Alumni Group.

The Board of Directors of the Trial Lawyers College, a Wyoming non-profit corporation, shall appoint one director with voting rights to serve as a liaison between the F Warriors Board of Directors and the Trial Lawyers College Board of Directors. Each director appointed by a regional Alumni Group or by the Trial Lawyers College board shall serve a term of three years and shall be limited to no more than two consecutive three-year terms.

If a director is elected as an officer of the board, he or she shall continue to serve as a director until his or her term as director expires, at which time the regional Alumni Group that elected him or her shall elect his or her successor as director. If a director is elected as an officer of the Board in his or her second term and such term as director expires before the term as officer expires, he or she shall continue to serve as a director until his or her term(s) of office expires. In addition to the Directors described above, the President may appoint one director to the board to serve for the length of the appointing President's term.

The immediate Past President of the Corporation shall serve on the Board of Directors as a Director, and he or she shall have the same voting rights as any other Director. The term of the immediate Past President shall be for the period running from the completion of his or her term as President until a successor immediate Past President is selected. Nothing herein shall prevent a person who is a Past President from completing any term he or she may have by virtue of election by the Board or appointment by the President, nor from being re-elected to the Board.

A director may be removed by a two-thirds vote of the Board of Directors.

Vacancies in the Board of Directors shall be filled for the Remaining term of office by appointment by the Board of Directors of a warrior from the region in which the vacancy arose.

#### Section 5.03: Meetings.

The annual meeting of this Corporation shall be held at the time of the annual Trial Lawyers College Advisory Committee Meeting, which is held at the time of the annual meeting of the Board of Directors of the Trial Lawyers College. Meetings of the Board of Directors shall be held regularly at the time of the annual meeting or at any other time designated by the Board or as provided herein, provided that the directors receive notice of such meeting whenever and in the manner required by Wyo. Stat. § 17-19-822 or the successor statute thereto. The Board of Directors shall meet monthly.

At the request of any member of the Board of Directors, the President shall cause a special meeting to be called but such request must be made at least three (3) days before the requested scheduled date of the special meeting. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Meetings may be held through personal attendance, by telephone conference, or by any other communications method approved by the Board of Directors before the meeting. The Board of Directors may make such additional rules and regulations governing its meetings as it may in its discretion determine necessary.

#### Section 5.04: Informal Action.

Any action required to be taken at a meeting of the Board of Directors, or which may be taken at a meeting of the Board of Directors, may be taken without a meeting

if a consent in writing, setting forth, the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter of the consent.

Section 5.05: Voting and Quorum.

Each director shall have one vote and may vote by proxy executed in writing or by email and filed with or sent to the Secretary or the President of the Board of Directors before the time of the meeting. A majority of the directors then serving on the Board of Directors or a committee of the Board of Directors shall constitute a quorum. Although a proxy can be voted, a proxy given does not count towards a quorum. A proxy given by a director alone does not excuse an absence from a Board Meeting. Unless specifically provided to the contrary herein, action may be taken by the Board of Directors or a committee by approval of a majority of those voting if a quorum is present.

Section 5.06: Director Compensation.

No director shall be entitled to receive any salary or compensation, either directly or indirectly, for performing duties as a director of the corporation.

Section 5.07: Director Conduct; Indemnification.

The directors shall meet all standards of conduct prescribed by applicable law and consistent with their legal duties to the corporation. The corporation shall indemnify directors to the extent required by law and may, in its discretion, indemnify directors to the maximum extent permitted by law.

Section 5.08: Removal of Director.

A director who misses three (3) consecutive meetings or one third of the meetings in a calendar year without excuse shall be removed from the Board. Except for emergencies, excuses shall be filed in writing or by e-mail with the Secretary or the President of the Board before the time for the meeting. Whether an absence is unexcused will be decided by the Board of Directors on a case by case basis after the director is given notice of such a vote. The President or the Secretary shall remove a director who violates this provision.

Section 5.09 Transition to Representative Board of Directors

As the terms of the current F Warrior Board members expire, or as vacancies occur, new Board members will be elected regionally by the alumni in each of the new nine Regional Alumni Groups, rotating between regions so that each of the ten regional groups have at least one but no more than two directors serving on the Board. The terms of both directors from a regional Alumni group shall not both expire at the same time and the Board of Directors may alter the term of office from three years to two years on a one time basis in order to accomplish this result.

## ARTICLE SIX Officers

Section 6.01: Officers.

The officers of the corporation shall be members of the Board of Directors, shall be appointed and may be removed by the Board of Directors in its sole discretion, with or without cause. The President, President-Elect and Past President shall serve for two-year terms. The Secretary and any other officer shall serve for one-year term. An officer may serve only one consecutive term as an officer of the corporation. Appointment of an officer in itself shall create no contract rights. The corporation

shall have the following officers:

- President
- President-Elect
- Secretary
- Any other officers designated by the Board of Directors

Section 6.02: Powers and Duties of the President.

The President shall, by virtue of the office, chair and preside at all meetings of the Board of Directors. The President shall present at each annual meeting of the corporation an annual report of the work of the corporation. The President shall, in conjunction with the Secretary, see that all books, reports and certificates, as required by law, are properly kept or filed. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any corporation. The President shall prepare an Agenda to be circulated too the board one week before the next scheduled meeting with a final agenda to be circulated seventy-two (72) hours before the meeting. The powers and duties listed herein may be abridged, altered or amended at any time by the action of the Board of Directors.

Section 6.03: Powers and Duties of the President-Elect.

The President-Elect shall, in the event of the absence or inability of the President to exercise the authority of that office, become Acting President of the corporation with all the rights, privileges and powers as of the duly elected President. The President-Elect shall assist the President in carrying out the duties of that office. The powers and duties listed herein may be abridged, altered or amended at any time by action of the Board of Directors.

Section 6.04: Powers and Duties of the Secretary.

The Secretary shall keep the minutes and records of the corporation in appropriate books. The Secretary shall see that all books, reports, certificates, as required by law, are properly kept or filed. The Secretary shall give and serve all required notices to members of the Board of Directors of the corporation. The Secretary shall be the official custodian of the records and seal of this Corporation, and shall have the authority to authenticate records of the corporation. The Secretary shall prepare and circulate minutes of the meeting no later than ten (10) days following a meeting. Once the minutes of a meeting have been approved, the Secretary shall e-mail the approved minutes to the Executive Director of the Trial Lawyer's College to be posted on the Trial Lawyers College Website. The Secretary shall attend to all correspondence of the corporation on behalf of and in consultation with the Board of Directors and shall exercise all duties incident to the office of Secretary. The powers and duties listed herein may be abridged, altered or amended at any time by action of the Board of Directors.

Section 6.05: Officer Compensation.

No officer shall be entitled to receive any salary or compensation, either directly or indirectly, for performing duties as an officer of the corporation, unless specifically provided to the contrary by action of the Board of Directors.

Section 6.06: Standards of Conduct: Indemnification of Officers.

The officers shall meet all standards of conduct prescribed by applicable law and consistent with their legal duties to the corporation. The corporation shall indemnify officers to the extent required by law and may, in its discretion, indemnify officers to the maximum extent permitted by law.

#### ARTICLE SEVEN Committees of the Board of Directors

Committees of the Board of Directors of the corporation may be authorized by resolution of the Board of Directors. The members of such committees shall be appointed and may be removed by the Board of Directors in its sole discretion. Each committee shall have at least two members. Not less than one member of each committee shall be a member of the Board of Directors. Committees may consist of graduates of the Trial Lawyers College in addition to designated members of the Board of Directors. The terms of office for committee members shall be for a period to be determined by the Board of Directors. Each committee shall act with the full authority of the Board of Directors, except as limited by the resolution of the Board of Directors or by applicable law, including but not limited to Wyo. Stat. § 17-19-825 or the successor statute thereto.

#### ARTICLE EIGHT Amendments

These Bylaws and the Articles of Incorporation may be altered, amended, repealed or added to by any affirmative vote of not less than two-thirds (2/3) of the directors, provided that the notice requirements of Wyo. Stat. §§ 17-19-822(c), 17-19-1002(b) and 17-19-1020, as applicable, or the successor statutes thereto, are met.

#### ARTICLE NINE Miscellaneous

Section 9.01: Articles of Incorporation. The Articles of Incorporation of the corporation are hereby made a part of these Bylaws. All Bylaw provisions shall be construed in connection with the Articles of Incorporation, and no Bylaw provision shall be adopted to conflict with or be in contravention of any provision of the Articles of Incorporation.

Section 9.02: Fiscal Year. The fiscal year shall be as determined by the Board of Directors by appropriate resolution.

DATED this \_\_\_\_ day of \_\_\_\_\_, 2006 and approved by the unanimous consent of the undersigned directors of the Corporation.