Form **990-EZ**

Department of the Treasury
Internal Revenue Service

Short Form
Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than $500,000 and total assets less than $1,250,000 at the end of the year may use this form

► *The organization may have to use a copy of this return to satisfy state reporting requirements*

OMB No 1545 1150

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning 7/01 **, 2009, and ending** 6/30 **, 2010**

B Check if applicable: [ ] Address change [ ] Name change [ ] Initial return [ ] Termination [ ] Amended return [ ] Application pending

Please use IRS label or print or type. See Specific Instructions.

C SMITH COUNTY BAR FOUNDATION
100 NORTH BROADWAY AVENUE 21B
TYLER, TX 75702-7201

D Employer identification number: 81-0585550

E Telephone number: 903/526-2700

F Group Exemption Number ►

• *Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).*

G Accounting method: [X] Cash [ ] Accrual Other (specify) ►

H Check ► [ ] if the organization is **not** required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I **Website:** ► WWW.SMITHCOUNTYBAR.COM

J Tax-exempt status (check only one) — [X] 501(c) (3) ◄ (insert no.) [ ] 4947(a)(1) or [ ] 527

K Check ► [ ] if the organization is not a section 509(a)(3) supporting organization **and** its gross receipts are normally **not** more than $25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if $500,000 or more, file Form 990 instead of Form 990-EZ ► $ 114,722.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

SCANNED JAN 26 2011

REVENUE	1	Contributions, gifts, grants, and similar amounts received			1	98,826.
	2	Program service revenue including government fees and contracts			2	11,473.
	3	Membership dues and assessments			3	
	4	Investment income			4	1,273.
	5a	Gross amount from sale of assets other than inventory	5a			
	b	Less. cost or other basis and sales expenses	5b			
	c	Gain or (loss) from sale of assets other than inventory (Subtract ln 5b from ln 5a)			5c	
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ► [ ]				
	a	Gross revenue (not including $ ______ of contributions reported on line 1)	6a	3,150.		
	b	Less. direct expenses other than fundraising expenses	6b	6,585.		
	c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)			6c	-3,435.
	7a	Gross sales of inventory, less returns and allowances	7a			
	b	Less. cost of goods sold	7b			
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)			7c	
	8	Other revenue (describe ►)			8	
	9	**Total revenue.** Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8 ►			9	108,137.
EXPENSES	10	Grants and similar amounts paid (attach schedule) SEE STATEMENT 1			10	5,000.
	11	Benefits paid to or for members			11	
	12	Salaries, other compensation, and employee benefits			12	
	13	Professional fees and other payments to independent contractors			13	
	14	Occupancy, rent, utilities, and maintenance			14	
	15	Printing, publications, postage, and shipping			15	
	16	Other expenses (describe ► SEE STATEMENT 2)			16	50,454.
	17	**Total expenses.** Add lines 10 through 16 ►			17	55,454.
NET ASSETS	18	Excess or (deficit) for the year (Subtract line 17 from line 9)			18	52,683.
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)			19	196,783.
	20	Other changes in net assets or fund balances (attach explanation)			20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20 ►			21	249,466.

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Part II Balance Sheets. If Total assets on line 25, column (B) are $1,250,000 or more, file Form 990 instead of Form 990-EZ.

	(See the instructions for Part II.)	(A) Beginning of year		(B) End of year
22	Cash, savings, and investments	196,890.	22	249,466.
23	Land and buildings		23	
24	Other assets (describe ►)		24	
25	**Total assets**	196,890.	25	249,466.
26	**Total liabilities** (describe ► SEE STATEMENT 3)	107.	26	0.
27	**Net assets or fund balances** (line 27 of column (B) **must** agree with line 21)	196,783.	27	249,466.

2 69

Part III Statement of Program Service Accomplishments (See the instructions.)

What is the organization's primary exempt purpose? SEE STATEMENT 4

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title.

	Description	Line	Expenses (Required for section 501(c)(3) and (4) organizations and section 4947(a)(1) trusts; optional for others.)
28	SEE STATEMENT 5 (Grants $) If this amount includes foreign grants, check here ☐	28a	29,587.
29	SEE STATEMENT 6 (Grants $) If this amount includes foreign grants, check here ☐	29a	11,313.
30	SEE STATEMENT 7 (Grants $) If this amount includes foreign grants, check here ☐	30a	9,000.
31	Other program services (attach schedule) SEE STATEMENT 8 (Grants $ 5,000.) If this amount includes foreign grants, check here ☐	31a	44.
32	**Total program service expenses** (add lines 28a through 31a)	32	49,944.

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (See the instrs.)

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-.)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account and other allowances
SEE STATEMENT 9		0.	0.	0.

Part V **Other Information** (Note the statement requirements in the instrs for Part V.) SEE STATEMENT 10

		Line	Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' attach a detailed description of each activity	33		X
34	Were any changes made to the organizing or governing documents? If 'Yes,' attach a conformed copy of the changes	34	X	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T SEE STATEMENT 11			
a	Did the organization have unrelated business gross income of $1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	35b		
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If 'Yes,' complete applicable parts of Schedule N	36		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions ► 37a 0.			
b	Did the organization file **Form 1120-POL** for this year?	37b		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38a		X
b	If 'Yes,' complete Schedule L, Part II and enter the total amount involved 38b N/A			
39	Section 501(c)(7) organizations. Enter:			
a	Initiation fees and capital contributions included on line 9 39a N/A			
b	Gross receipts, included on line 9, for public use of club facilities 39b N/A			
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ► 0. ; section 4912 ► 0. ; section 4955 ► 0.			
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part I	40b		X
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ► 0.			
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ► 0.			
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If 'Yes,' complete Form 8886-T	40e		X

41 List the states with which a copy of this return is filed ► NONE

42a The organization's books are in care of ► CRISTY KEUL Telephone no. ► 903/526-2700
Located at ► 100 NORTH BROADWAY AVENUE 21B TYLER TX ZIP + 4 ► 75702-7201

		Line	Yes	No
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If 'Yes,' enter the name of the foreign country: ► See the instructions for exceptions and filing requirements for **Form TD F 90-22.1, Report of a Foreign Bank and Financial Accounts.**	42b		X
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.? If 'Yes,' enter the name of the foreign country: ►	42c		X

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of **Form 1041** – Check here ► ☐ N/A
and enter the amount of tax-exempt interest received or accrued during the tax year ► 43 N/A

		Line	Yes	No
44	Did the organization maintain any donor advised funds? If 'Yes,' Form 990 must be completed instead of Form 990-EZ	44		X
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If 'Yes,' Form 990 must be completed instead of Form 990-EZ	45		X

Part VI **Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

		Yes	No
46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I	**46**		X
47 Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II	**47**		X
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E	**48**		X
49 a Did the organization make any transfers to an exempt non-charitable related organization?	**49 a**		X
b If 'Yes,' was the related organization a section 527 organization?	**49 b**		

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than $100,000 of compensation from the organization. If there is none, enter 'None.'

(a) Name and address of each employee paid more than $100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over $100,000 . ►

51 Complete this table for the organization's five highest compensated independent contractors who each received more than $100,000 of compensation from the organization. If there is none, enter 'None.'

(a) Name and address of each independent contractor paid more than $100,000	(b) Type of service	(c) Compensation
NONE		

d Total number of other independent contractors each receiving over $100,000 ►

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

► Harris Michael Gross | 1-10-2011

Signature of officer | Date

► Harris Michael Gross

Type or print name and title

Paid Preparer's Use Only

Preparer's signature ► John M. Davis, CPA	Date 12/15/10	Check if self employed ► ☐	Preparer's Identifying Number (See instructions) P00322140
Firm's name (or yours if self employed), address, and ZIP + 4 ► BRYANT & WELBORN, LLP, CPAS 601 CHASE DR. TYLER, TX 75701		EIN ► 75-1448534	
		Phone no ► (903) 561-4041	

May the IRS discuss this return with the preparer shown above? See instructions ► [X] Yes [ ] No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► **Attach to Form 990 or Form 990-EZ.** ► **See separate instructions.**

OMB No. 1545 0047

2009

Open to Public Inspection

Name of the organization: SMITH COUNTY BAR FOUNDATION

Employer identification number: 81-0585550

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 [ ] A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i).**

2 [ ] A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 [ ] A hospital or cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 [ ] A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state. ____________

5 [ ] An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 [ ] A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 [ ] An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 [ ] A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 [X] An organization that normally receives: (1) more than 33-1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 [ ] An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 [ ] An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a [ ] Type I **b** [ ] Type II **c** [ ] Type III – Functionally integrated **d** [ ] Type III– Other

e [ ] By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box [ ]

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	**11 g (i)**		
(ii) a family member of a person described in (i) above?	**11 g (ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above?	**11 g (iii)**		

h Provide the following information about the supported organizations.

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1 9 above or IRC section **(see instructions)**)	(iv) Is the organization in col (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the U S.? Yes	(vi) No	(vii) Amount of Support
Total									

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

TEEA0401L 02/05/10

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants.')						
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						
3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income form similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc. (see instructions) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f) 14 %

15 Public support percentage from 2008 Schedule A, Part II, line 14 15 %

16a **33-1/3 support test — 2009.** If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

b **33-1/3 support test — 2008.** If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

17a **10%-facts-and-circumstances test — 2009** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ► ☐

b **10%-facts-and-circumstances test — 2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ► ☐

18 **Private foundation.** If the organization did not check a box on line, 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► ☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants.')	16,204.	11,723.	40,775.	150,872.	98,826.	318,400.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose	11,960.	12,423.	10,680.	10,720.	11,473.	57,256.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0.
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						0.
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
6 **Total.** Add lines 1 through 5	28,164.	24,146.	51,455.	161,592.	110,299.	375,656.
7a Amounts included on lines 1, 2, 3 received from disqualified persons	1,000.	2,200.	2,800.	8,101.	0.	14,101.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the amount on line 13 for the year	0.	0.	0.	0.	0.	0.
c Add lines 7a and 7b	1,000.	2,200.	2,800.	8,101.	0.	14,101.
8 **Public support** (Subtract line 7c from line 6.)						361,555.

Section B. Total Support

Calendar year (or fiscal yr beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6.	28,164.	24,146.	51,455.	161,592.	110,299.	375,656.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income form similar sources	1,506.	1,932.	2,087.	1,997.	1,273.	8,795.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0.
c Add lines 10a and 10b	1,506.	1,932.	2,087.	1,997.	1,273.	8,795.
11 Net income from unrelated business activities not included inline 10b, whether or not the business is regularly carried on						0.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
13 **Total support.** (add lns 9, 10c, 11, and 12.)						384,451.

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	94.0 %
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	93.0 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2009** (line 10c, column (f) divided by line 13, column (f))	17	2.3 %
18 Investment income percentage from **2008** Schedule A, Part III, line 17.	18	2.0 %

19a **33-1/3 support tests – 2009.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► [X]

b **33-1/3 support tests – 2008.** If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

STATEMENT 1
FORM 990-EZ, PART I, LINE 10
GRANTS AND SIMILAR AMOUNTS PAID

CLASS OF ACTIVITY:	DONATION	
DONEE'S NAME:	SMITH COUNTY LAW LIBRARY	
DONEE'S ADDRESS:	100 N. BROADWAY TYLER, TX 75702	
CASH AMOUNT GIVEN:		$ 5,000.

STATEMENT 2
FORM 990-EZ, PART I, LINE 16
OTHER EXPENSES

BANK FEES	$ 51.
INDIGENT CRIMINAL DEF. INTERN	9,000.
LAW DAY	11,313.
MEETING EXPENSES	459.
REFERENCE ATTORNEY PROGRAM	29,587.
SETTLEMENT WEEK	44.
TOTAL	$ 50,454.

STATEMENT 3
FORM 990-EZ, PART II, LINE 26
TOTAL LIABILITIES

	BEGINNING	ENDING
CREDIT CARD PAYABLE	$ 107.	$ 0.
TOTAL	$ 107.	$ 0.

STATEMENT 4
FORM 990-EZ, PART III
ORGANIZATION'S PRIMARY EXEMPT PURPOSE

TO OPERATE EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, INCLUDING EXEMPT PURPOSES WHICH SUPPORT, PROMOTE, AND ENCOURAGE ACTIVITIES FOR THE FURTHERANCE OF JUSTICE AND LEGAL RESEARCH AND THE ESTABLISHMENT OF SCHOLARSHIPS; THE INSTITUTION AND MAINTENANCE OF LEGAL AID FACILITIES FOR THE INDIGENT OR WORKING POOR; THE ACCEPTANCE OF AID AND GRANTS FROM GOVERNMENTAL AND PRIVATE SOURCES, PROMOTE EDUCATION AMONG MEMBERS OF THE GENERAL PUBLIC AS TO THEIR LEGAL RIGHTS AND RESPONSIBILITIES, AND ANY OTHER EXEMPT ACTIVITY WHICH WILL PROMOTE AND AID AN IMPROVED SYSTEM FOR THE ADMINISTRATION OF JUSTICE AND THE IMPROVEMENT OF THE BENCH AND BAR IN SMITH COUNTY, TEXAS, AND ELSEWHERE.

STATEMENT 5
FORM 990-EZ, PART III, LINE 28
STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

REFERENCE ATTORNEY PROGRAM - A CONTRACT POSITION WITH A LICENSED ATTORNEY WHO PROVIDES INFORMATION AND PROPER FORMS TO SELF-REPRESENTED LITIGANTS IN THE AREA OF FAMILY LAW. POSITION IS ALSO RESPONSIBLE FOR RECRUITING VOLUNTEER ATTORNEYS, REFERRING AND TRACKING OF PRO BONO CASES.

STATEMENT 6
FORM 990-EZ, PART III, LINE 29
STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

LAW DAY CELEBRATION IS HELD TO EDUCATE THE PUBLIC OF THEIR RIGHTS AND RESPONSIBILITIES. ACTIVITIES INCLUDE PUBLIC LUNCHEON FOR 300, SECOND GRADE POSTER CONTEST, HIGH SCHOOL ESSAY CONTEST, COURTHOUSE TOURS, AND MOCK TRIALS. HONORED AT THE LUNCHEON ARE ESSAY AND POSTER WINNERS.

STATEMENT 7
FORM 990-EZ, PART III, LINE 30
STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

FOUNDATION PROVIDED A GRANT FOR A 3RD YEAR LAW STUDENT TO DO RESEARCH FOR THE NINE CONTRACT ATTORNEYS WHO REPRESENT CITIZENS ACCUSED OF CRIMES IN SMITH COUNTY. UNDER THE SUPERVISION OF AN ATTORNEY, THE STUDENT RESEARCHED BASIC LEGAL ISSUES, WROTE LEGAL MEMOS, DRAFTED BRIEFS AND OTHER TASKS AS REQUESTED.

STATEMENT 8
FORM 990-EZ, PART III, LINE 31
STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

DESCRIPTION	GRANTS	PROGRAM SERVICE EXPENSES
SETTLEMENT WEEK INCLUDES FOREIGN GRANTS: NO		44.
THE FOUNDATION GRANTS THE SMITH COUNTY LAW LIBRARY FUNDS TO SUPPORT THE LOCAL ACCESS TO JUSTICE, LEGAL RESEARCH AND EDUCATION PROGRAMS OF THE LAW LIBRARY. INCLUDES FOREIGN GRANTS: NO	5,000.	
TOTAL	$ 5,000.	$ 44.

STATEMENT 9
FORM 990-EZ, PART IV
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JOHN BUFE, POTTER MINTON P.O. BOX 359 TYLER, TX 75710	PRESIDENT 5.00	$ 0.	$ 0.	$ 0.
MICHAEL J. MCNALLY 100 E. FERGUSON, STE 400 TYLER, TX 75702	VICE PRESIDENT 5.00	0.	0.	0.
THOMAS M. ALLEMAN 100 E. FERGUSON, STE 901 TYLER, TX 75702	SECRETARY 5.00	0.	0.	0.
MICHAEL GROSS P.O. BOX 697 TYLER, TX 75710	TREASURER 5.00	0.	0.	0.
CRISTY KEUL 100 N. BROADWAY AVE 21B TYLER, TX 75702	EXECUTIVE DIREC 15.00	0.	0.	0.
TINA BRUMBELOW P.O. BOX 7677 TYLER, TX 75711	DIRECTOR 3.00	0.	0.	0.
BRENT RATEKIN 100 E. FERGUSON, STE 1018 TYLER, TX 75702	DIRECTOR 3.00	0.	0.	0.
VALITA WAITS P.O. BOX 329 TYLER, TX 75710	DIRECTOR 3.00	0.	0.	0.
TAB BEALL P.O. BOX 2007 TYLER, TX 75710	DIRECTOR 3.00	0.	0.	0.
DANA BIAS P.O. BOX 631070 NACOGDOCHES, TX 75963	DIRECTOR 3.00	0.	0.	0.
RON VICKERY P.O. BOX 7028 TYLER, TX 75711	DIRECTOR 3.00	0.	0.	0.
HON. JAMES T. WORTHEN 1517 W. FRONT, STE 354 TYLER, TX 75702	DIRECTOR 3.00	0.	0.	0.

STATEMENT 9 (CONTINUED)
FORM 990-EZ, PART IV
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
RICK ALLEN 4710 KINSEY DRIVE TYLER, TX 75703	DIRECTOR 3.00	$ 0.	$ 0.	$ 0.
MICHAEL C. COKER 4540 KINSEY DRIVE TYLER, TX 75703	DIRECTOR 3.00	0.	0.	0.
KELLY IRELAND 1510 WOODLANDS DRIVE TYLER, TX 75703	DIRECTOR 3.00	0.	0.	0.
	TOTAL	$ 0.	$ 0.	$ 0.

STATEMENT 10
FORM 990-EZ, PART V
REGARDING TRANSFERS ASSOCIATED WITH PERSONAL BENEFIT CONTRACTS

(A) DID THE ORGANIZATION, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT? NO

(B) DID THE ORGANIZATION, DURING THE YEAR, PAY PREMIUMS, DIRECTLY OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT? NO

STATEMENT 11
FORM 990-EZ , PART V, LINE 35
REASON FOR INCOME NOT REPORTED ON FORM 990-T

THE SPECIAL EVENT REVENUE(REPORTED ON PART 1, LINE 6(A) AND THE RELATED COSTS (REPORTED ON PART 1, LINE 6(B) ARE NOT REPORTED ON FORM 990-T BECAUSE THEY ARE NOT CONDUCTED ON AN ONGOING, REGULAR BASIS (IRC SECTION 512(A)(10))AND ALL OF THE WORK INVOLVED WITH THESE ACTIVITIES IS DONE BY VOLUNTEERS WHO RECEIVE NO COMPENSATION FROM THE ORGANIZATION (IRC SECTION 513(A)(1)).

BYLAWS
OF THE
<u>SMITH COUNTY BAR FOUNDATION</u>

ARTICLE I
<u>NAME, LOCATION & OFFICES</u>

1.01 **<u>Name</u>**. The name of this Corporation is **SMITH COUNTY BAR FOUNDATION**.

1.02 **<u>Principal Office</u>**. The principal office of the Corporation is located in Tyler, Texas, with the initial registered office of the Corporation being 100 North Broadway, Suite 21B, Tyler, Texas 75702. For purposes of these Bylaws, a reference to the "principal office" of the Corporation shall be deemed to refer to such location as may be determined by the Executive Board and set forth in a resolution duly adopted. The Corporation may have such other offices within the State of Texas as the activities of the Corporation may require and the Executive Board may determine.

ARTICLE II
<u>SEAL</u>

2.01 **<u>Seal</u>**. No corporate seal shall be required.

ARTICLE III
<u>PURPOSES OF THE CORPORATION</u>

3.01 **<u>Purposes</u>**. The purpose or purposes for which the Corporation is organized are as follows:

1. To operate exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"), including exempt purposes which support, promote and encourage activities for the furtherance of justice and legal research and the establishment of scholarships; the institution and maintenance of legal aid facilities for the indigent or working poor; the acceptance of aid and grants from governmental and private sources, promote education among members of the general public as to their legal rights and responsibilities, and any other exempt activity which will promote and aid an improved system for the administration of justice and the improvement of the Bench and Bar in Smith County, Texas, and elsewhere.

2. To receive and administer real and personal property acquired by gift, grant, purchase, or otherwise for educational, scientific and charitable purposes;

3. To make grants or other payments to qualified charitable organizations; and

4. At all times and within such purposes, to operate exclusively for charitable, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Code.

3.02 **Powers, Duties and Restrictions**.

1. The Corporation shall possess all corporate powers provided by the Texas Non-Profit Corporation Act, and shall be entitled to engage in any legitimate pursuit not in contravention of the laws of the State of Texas and permitted corporations exempt from tax under Section 501(c)(3) of the Code.

2. The Executive Board shall have the authority to accept or reject property offered to the Corporation as gifts based on whether any restrictions on the use of such gifts by the donor allows the gift to be used by the Corporation in a reasonable manner for the purposes of the Corporation.

3. All gifts accepted by the Corporation shall be used only in accordance with any directions, restrictions, or designations from the donor which accompany the gift, or otherwise in accordance with the exempt purposes of the Corporation if no such directions, restrictions or designations are given.

4. Unless otherwise required by the provisions of the preceding subparagraph 3.02.3, only the income produced by each property held by the Corporation as Charter Fellow donations or other endowed funds, or a reasonable percentage per year of the fair market value of a property held by the Corporation in lieu of income, both as determined by the Executive Board, shall be distributable by the Corporation in furtherance of its purposes.

5. The Corporation shall render a full accounting of its financial affairs to the SMITH COUNTY BAR ASSOCIATION Executive Board on an annual basis within a reasonable time after the Corporation's annual meeting.

ARTICLE IV
EXECUTIVE BOARD

4.01 **Management of Corporation**. The affairs of the Corporation shall be managed by its elected Officers and Directors (the "Executive Board").

4.02 **Executive Board**. The Executive Board of the Corporation shall consist of the elected Officers and Directors of the Corporation. In addition, the Executive Board shall include the immediate Past-President on a non-voting, ex officio basis. The Executive Board of the **Corporation** shall have authority to increase the number of Officers and any such new position or positions shall be filled by vote of the Executive Board of the **Corporation.** The maximum number of directors shall be fifteen. Directors' terms shall be staggered over a three year period.

4.03 **Officers**. The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The Executive Board of the CORPORATION may create additional Officer Positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. No person may hold more than one office at the same time.

4.04 **President**. The President's duties are to preside at all meetings of the Corporation and meetings of the Executive Board. The President also performs all duties ordinarily incident to the office and shall recommend such action as he or she deems proper.

4.05 **Vice President**. The Vice President's duties are to act as President in the absence of the President, plan programs in cooperation with the Executive Board, and perform such other duties as may be assigned by the President of the Corporation.

4.06 **Secretary**. The Secretary's duties are to keep minutes of meetings of the Executive Board, send all notices as provided in the Bylaws, and be custodian of all Corporation records. The Secretary performs such other duties as may be assigned by the Executive Board, performs all duties incident to the office of Secretary, and shall deliver all Corporation records to his or her successor in office.

4.07 **Treasurer**. The Treasurer receives and disburses the funds of the Corporation, and deposits or invests the funds of the Corporation in a manner approved by the Executive Board. The Treasurer submits monthly financial reports to the Executive Board, and performs all duties incident to the office of Treasurer.

4.08 **Nomination and Election of Officers and Directors**. The Officers and Directors shall be nominated and elected by the Executive Board of the CORPORATION. Subject to amendment of these Bylaws as hereinafter provided, each Officer shall serve a term of one (1) year and each Director shall serve a term of up to (3) years, or until his or her successor is elected and qualified. Directors are limited to two consecutive terms..

4.09 **Regular Meetings**. The Executive Board shall meet regularly no less often than quarterly at a time and place as shall be determined by the Executive Board of the Corporation. No notice of regular meetings of the Executive Board of the Corporation is required other than a resolution of the Executive Board of the Corporation stating the time and place of the meetings.

4.10 **Special Meetings**. Special meetings of the Executive Board may be called by or at the request of the President or any two (2) members of the Executive Board. Written notice of any special meeting of the Executive Board shall be delivered to each Officer and Director not less than three (3) days before the date of the meeting. The notice shall state the place, day and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

4.11 **Quorum**. One-third of the number of Officers and Directors shall constitute a quorum for the transaction of business at any meeting of the Executive Board. The Officers and Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Officers and Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Officers and Directors required to constitute a quorum. If a quorum is present at no time during the meeting, a majority of the Officers and Directors present may adjourn and reconvene the meeting one time without further notice.

4.12 **Actions of Executive Board**. The Executive Board shall try to act by consensus. However, the vote of a majority of Officers and Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Executive Board unless the act of a greater number is required by the Bylaws. An Officer or Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Executive Board.

4.13 **Informal Action**. Unless specifically prohibited by the Articles of Incorporation of this Corporation or these Bylaws, any action required to be taken at a meeting of the Executive Board, or any other action which may be taken at such a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Officers and Directors entitled to vote with respect to the subject matter thereof as the case may be. Any such consent signed by the Officers and Directors shall have the same effect as a unanimous vote at a meeting, and may be stated as such in any document filed.

4.14 **Vacancies**. Any vacancy occurring in the Executive Board by reason of the resignation, removal, or death of an Officer or Director shall be filled by the Executive Board of the CORPORATION. An Officer or Director so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

4.15 **Compensation**. The Officers and Directors shall not receive any stated salaries or other compensation for services rendered to the Corporation in their capacity as Officers and Directors, but nothing herein shall be construed to preclude any Officer or Director from serving the Corporation in any other capacity and receiving compensation therefore.

4.16 **Presumption of Assent**. An Officer or Director of the Corporation who is present at a meeting of the Executive Board at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to an Officer or Director who voted in favor of such action.

4.17 **Removal of Officers or Directors**. Any Officer or Director may be removed by the Executive Board of the CORPORATION, with or without cause, whenever in its judgment the best interests of the Corporation would be served thereby. Such removal shall be effective upon mailing of written notice of any action in this regard undertaken by the Executive Board to the Officer or Director to be removed.

ARTICLE V
INDEMNIFICATION OF OFFICERS AND DIRECTORS

5.01 **Right to Indemnification**. The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitrative, or investigative, including all appeals, by reason of the fact that that person is or was a Director, Officer, employee, or agent of the Corporation. Indemnification shall be against all reasonable expenses, including without limitation attorneys' fees, court costs, expert witness fees, judgments, decrees, fines, penalties and reasonable expenses actually incurred by the person in connection with the proceeding, except that if the person is found liable to the Corporation or is found liable on the basis that he or she improperly received personal benefit, indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding and shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the Corporation.

5.02 **Limitations on Indemnification**.

1. No indemnification shall be made for obligations resulting from a proceeding in which the person is found liable on the basis that personal benefit was improperly received by him or her, or from a proceeding in which the person is found liable to the Corporation.

2. Indemnification under this Bylaw shall be available only after a determination has been made that the person acted in good faith; and

(a) In the case of conduct in an official capacity, reasonably believed his or her conduct to be in the best interests of the Corporation; or

(b) In all other cases, reasonably believed his or her conduct to be at least not opposed to the best interests of the Corporation.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself be determinative that the person failed to act in accordance with these requirements. A person shall be deemed to have been found liable in respect of any claim, issue, or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals from the judgment.

3. The determination of indemnification required by paragraph 2 above must be made:

(a) By a majority vote of a quorum of Officers and Directors not named as defendants or respondents in the proceeding; or

(b) If such a quorum cannot be obtained, by a majority vote of a committee of the Executive Board, designated by majority vote of all Officers and Directors, consisting of two or more Officers and Directors not named defendants or respondents in the proceeding; or

(c) By special legal counsel selected by the Executive Board or by a committee of the Executive Board by vote as set forth in subparagraphs (a) or (b) above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Officers and Directors.

Authorization of indemnification and determination of reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified in paragraph (c) above, for the selection of special legal counsel.

5.03 **Indemnity for Successful Defense**. In spite of any limitations set forth in paragraphs 5.01 and 5.02 above, to the extent that any person has been wholly successful on the merits or otherwise in defense of any proceeding referred to in those paragraphs, that person shall be indemnified against all reasonable expenses incurred by him or her, including, without limitation, attorneys' fees, court costs and expert witness fees.

5.04 **Advancement of Expenses**. Reasonable expenses incurred by a Director, Officer, employee, or agent of the Corporation who was, is, or is threatened to be named a defendant or respondent in an action, suit, or proceeding may be paid or reimbursed by the Corporation in advance of the final disposition as authorized by the Executive Board. Before authorizing the advance, the Executive Board must determine that under the facts then known, indemnification would not be precluded under these Bylaws. In addition, the Executive Board must receive:

1. A written affirmation by the Director, Officer, employee, or agent involved of that person's good faith belief that he or she had met the standard of conduct necessary under these Bylaws for indemnification; and

2. A written undertaking by or on behalf of the Director, Officer, or employee involved to repay the expenses if it is ultimately determined that he or she had not met the standard of conduct necessary under these Bylaws for indemnification.

5.05 **Indemnification Not Exclusive**. The indemnification provided by this Article shall not be deemed to be exclusive of any other rights to which any person indemnified may be entitled under any regulation, agreement, vote of the disinterested Officers and Directors or otherwise. The indemnification provided by this Article shall not be deemed exclusive of any other power to indemnify or right to indemnification that the Corporation or any person referred to in this Article may have or acquire under the laws of the State of Texas. Indemnification shall continue and inure to the benefit of the heirs, executors and administrators of any person entitled to indemnification under this Article.

5.06 **Insurance**. The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a Director, Officer, employee, or designated agent of the Corporation or who is or was serving at the request of the Corporation as a Director, Officer, partner, venturer, proprietor, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against and incurred by that person in his or her status as such, whether or not the Corporation would have the power to indemnify him or her under the provisions of this Article. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the Officers and Directors. Without limiting the Corporation's power to procure or maintain any kind of insurance or other arrangement, the Corporation, for the benefit of persons it has indemnified, may (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligations by grant of a security interest or other lien on the Corporation's assets; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Executive Board regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or in part by the Corporation. In the absence of fraud, the judgment of the Executive Board as to the terms and conditions of the insurance or other arrangements and the identity of the insurer or other person participating in an arrangement shall be conclusive, and the insurance or arrangement shall not be voidable and shall not subject the Officers and Directors approving the insurance or arrangement to liability, on any ground, regardless of whether Officers and Directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE VI
FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of the month of June each year.

ARTICLE VII
AMENDMENTS

These Bylaws may be altered, amended, or repealed by new Bylaws adopted at any meeting of the Executive Board of the Corporation by a majority vote of the Officers and Directors present at the meeting; provided, however, that in the case of a special meeting, notice of the proposed changes shall be given in the notice of such special meeting.

Dated this 10 of June 2009.

I, Michael J. McNally, Secretary of the said Corporation, do hereby certify that the foregoing is a true and correct copy of the Bylaws of the Corporation duly adopted by the Executive Board as of the date so stated.

Secretary