

AMENDED BY-LAWS

Section 3.4 Term of Office for Officers. Each year the Voting members at the Annual Meeting will elect a Chair-elect. The following year, that Chair-elect will move into the Chair position and the Voting members will elect a new Chair-elect. The Chair will serve for one year. **The Vice-Presidents for the Claimant's section, Employer/Insurance Carrier's section, Administrative Law Judge/Government Employee section, Secretary, and** Treasure shall be nominated and elected at an Annual Meeting of this Section in the manner hereinafter provided, to hold office for a two-year term beginning at the close of the Annual Meeting of this Section at which they shall have been elected, and ending at the close of the second succeeding Annual Meeting of this Section after such election and until their successors shall have been elected and qualify. No elected chair may serve consecutive terms. Elected vice presidents, secretary, and treasurer may serve no more than two consecutive terms.

Section 9.4 Amendment of Bylaws. These Bylaws may be amended at any meeting of the Section by a majority vote of the Voting Members present and voting, provided that any proposed amendment is first approved by a majority of the Council and notice of the proposed amendment has been provided to all Voting Members at least 30 days prior to the meeting at which the amendment will be considered. **The 30-day notice may be waived by agreement of a majority of the voting members present at the Annual Meeting.** No amendment will become effective until approved by the State Bar Board of Directors in accordance with the then current State Bar policies and procedures.

**BYLAWS OF THE WORKERS' COMPENSATION SECTION
OF THE STATE BAR OF TEXAS AS AMENDED THROUGH (DATE)**

**ARTICLE I
NAME AND PURPOSE**

Section 1.1 Name. This Section shall be known as the Workers' Compensation Law Section of the State Bar of Texas.

Section 1.2 Purpose. The purpose of this Section shall be to (1) promote the study of Workers' Compensation law, (2) study and report on laws and decisions as they may affect the rights of parties in the workers' compensation process, (3) provide a forum for members of the profession interested in Workers' Compensation law, and (4) for attorneys representing injured workers, employers, and insurance companies to carry out the intended purpose of the Workers' Compensation laws of the state of Texas.

**ARTICLE II
MEMBERSHIP**

Section 2.1 Voting Members. Voting Members of the Section are those licensed Texas attorneys who are members in good standing of the State Bar, have joined the Section and are current in the payment of their Section dues. Only Voting Members may vote in Section elections and on matters coming before the Section members for action.

2.2 Section Dues. Each member of the Section shall pay annual Section dues in the amount established from time to time by the Section Council and approved by the State Bar Board of Directors. Section dues shall be due and payable on or before June 1 of each year.

2.3 Termination of Membership. On the occurrence of any of the following, a Section member shall immediately cease to be a member of the Section without any further action required:

- a. any member who is six months or more delinquent on payment of Section dues;
- b. any Voting Member who ceases to be a member in good standing of the State Bar of Texas;

c. any Associate Member who is found by a majority vote of the Council to have represented himself or herself as a member of the State Bar or as a member licensed by the State Bar or who ceases to be a member in good standing in his or her respective legal jurisdiction/organization.

ARTICLE III OFFICERS AND COUNCIL

Section 3.1 Designation of Officers. The Officers of this Section shall be the following:

- i. a Chair;
- ii. a Chair Elect;
- iii. a Vice-President – Claimant Workers’ Compensation attorney;
- iv. a Vice-President – Employer/Insurance Carrier Workers’ Compensation attorney;
- v. a Vice-President – Administrative Law Judge/Government Employee attorney;
- vi. a Secretary; and
- vii. a Treasurer.

Section 3.2 Council. There shall be a Council which shall consist of the Officers of the Section, together with nine other members to be elected as hereinafter provided. There shall be three members from the Claimant’s Workers’ Compensation attorney section, three members from the Employer/Insurance Carrier Workers’ Compensation attorney section and three members from the Administrative Law Judge/Government Employee attorney section.

Section 3.3 Ex-Officio Members. The Immediate Past Chair shall be an ex-officio non-voting member of the Council. The Chair shall have the right to appoint additional ex-officio members to serve during the Chair’s term. Ex officio members may serve on any committees, either as committee members or as a committee chair.

Section 3.4 Term of Office for Officers. Each year the Voting members at the Annual Meeting will elect a Chair-elect. The following year, that Chair-elect will move into the Chair position and the Voting members will elect a new Chair-elect. The Chair will serve for one year. **The Vice-Presidents for the Claimant's section, Employer/Insurance Carrier's section, Administrative Law Judge/Government Employee section, Secretary, and** Treasure shall be nominated and elected at an Annual Meeting of this Section in the manner hereinafter provided, to hold office for a two-year term beginning at the close of the Annual Meeting of this Section at which they shall have been elected, and ending at the close of the second succeeding Annual Meeting of this Section after such election and until their successors shall have been elected and qualify. No elected chair may serve consecutive terms. Elected vice presidents, secretary, and treasurer may serve no more than two consecutive terms.

Section 3.5 Term of Office for Council Members. Elected Council members shall serve three-year terms, commencing on the adjournment of the Section's annual meeting at which they are elected and ending on the adjournment of the third Section's annual meeting thereafter or, if later, when their successors have been elected and have assumed office. Three elected Council members shall be elected each year in accordance with the election provisions below. No elected Council member may serve more than two consecutive three-year terms.

Section 3.6 Replacement of a Council Member. If the council member is no longer a member of that section they were elected to serve, that section may replace that council member to finish out that council member's elected term. For example, if an elected council member for the Claimant's Workers' Compensation attorney section becomes an Administrative Law Judge or no longer includes claimant's workers' compensation law as part of his or her practice, that council member will relinquish that seat and the Claimant's Workers' Compensation attorney section will elect a new voting member to complete that council member's elected term.

Section 3.7 Required Attendance: Filling of Vacancy. If any elected member of the Council shall fail to attend two consecutive meetings of the Council without good cause as determined by a majority of the Council, the office held by such member shall be deemed automatically vacated unless otherwise decided by the majority of the Council in its sole and absolute discretion, and the un-expired term shall be filled by the Council. If, at the close of any term of office, a successor has not been elected and qualified, then the term shall be extended until a successor shall have been elected and qualified.

Section 3.8 Removal of Officers or Council Members. The Council may remove, for cause and by a two-thirds vote, any Officer or Council member.

- a. “Cause” for the purpose of recommending the removal of an Officer or Council member shall include, but is not limited to:
- (A) when an officer or Council member has two unexcused absences from meetings of the Council thereof within any twelve-month period;
 - (B) when an officer or Council member neglects or breaches the duties for that office;
 - (C) when a sanction has been imposed on a lawyer by the State Bar during the term of service;
 - (D) when it is learned that an officer or Council member made a material misrepresentation regarding his or her eligibility to serve;
 - (E) when it is learned that an officer or Council member is or has become ineligible to serve;
 - (F) when an officer or Council member is charged with or indicted for a misdemeanor involving theft, a felony, or a crime involving moral turpitude; or
 - (G) when an officer or Council member has become incapacitated or is unable to fulfill the duties of committee membership.
- b. A vote for removal of an Officer or Council member may be requested by any Officer or Council Member. The requested vote will be placed on the agenda of the next scheduled Council meeting or a special meeting of the Council may be called. The special meeting will be scheduled no earlier than 20 days after the vote is requested and no later than 40 days after the vote is requested.

ARTICLE IV

NOMINATION AND ELECTION OF OFFICERS AND COUNCIL MEMBERS

Section 4.1 Nomination. A nominating committee consisting of the Officers and Council members may report a slate of proposed Council members and Officers to this Section at each annual meeting at which a vacancy is to be filled. In addition, nominations from the floor will be accepted.

Section 4.2 Election of Officers. Elections will be by simple majority of the voting members and voting may be by written ballot, voice vote, or show of hands as the Chair or Council deems appropriate.

- a. Each year the Voting members at the Annual Meeting will elect a Chair-elect. The following year, that Chair-elect will move into the Chair position and the Voting members will elect a new Chair-elect. The Chair will serve for one year.
- b. The positions of Chair and Chair-elect will rotate amongst the three sections. For example, in Year One, the Chair shall be elected from the Claimant's Workers' Compensation attorney section and the Chair-elect shall be elected from the Carrier's Workers' Compensation attorney section. In Year Two, the Chair shall be the previously elected Chair-elect from the Carrier's Workers' Compensation section and the Chair-elect shall be from the Administrative Law Judge/Government employee section. In Year Three, the Chair shall be the previously elected Chair-elect from the Administrative Law Judge/Government employee section and the Chair-elect shall be from the Claimant's Workers' Compensation attorney section. This rotation will continue after Year Three.
- c. The position of Secretary will be elected by the voting members of all sections combined and may come from any section.
- d. The position of Treasurer will be elected by the voting members of all sections combined and may come from any section but may not be from the same section as the Chair in any given year. If the Treasurer and the Chair happen to be from the same section in any given year, the voting members will vote on a new Treasurer to come from one of the other two sections to finish out the term of the replaced Treasurer.

Section 4.3 Election of Council Members. Elections will be by simple majority of the voting members of the section and voting may be by written ballot or show of hands as the section deems appropriate. The Vice-President – Claimant Workers' Compensation attorney shall be elected by the majority of the members in attendance at the meeting of the Claimant Workers' Compensation Committee held during the Annual Meeting of the Section. The Vice-President – Employer/Insurance Carrier Workers' Compensation attorney shall be elected the majority of the members in attendance at the meeting of the Employer/Insurance Carrier Workers' Compensation Committee held during the Annual Meeting of the Section. The Vice-President – Administrative Law Judge/Government Employee attorney shall be elected the majority of the members in attendance at the meeting of the Administrative Law Judge/Government Employee attorney Committee held during the Annual Meeting of the Section. All other members of the Council shall

be elected by the majority of the members of the Section held in attendance at the Annual Meeting of the Section.

Section 4.4 Eligibility to Serve as an Officer. To be eligible to serve as an officer, a member must be a voting member of the Workers' Compensation section. A member must be in active practice to serve as an Officer, and must be in good standing with the State Bar of Texas. A member may not be retired to serve as an Officer. To be eligible to serve as an officer, a member may not be actively charged with or indicted for a misdemeanor involving theft, a felony, or a crime involving moral turpitude at the time of the vote.

Section 4.5 Eligibility to Serve on Council. To be eligible to serve on the Council, a member must be a voting member of the section he or she represents. A voting member may only be a member of one section at any given meeting. For example, to serve as a Council member of the Claimant's attorney section, the member must be a voting member of the Claimant's attorney section. A member does not have to be in active practice to serve on the Council, but must be in good standing with the State Bar of Texas. A member may be retired to serve on the Council, but a retired member must identify with the section they represent. For example, a retired Administrative Law Judge may serve on the Council for the Administrative Law Judge/Government Employee attorney section. To be eligible to serve on the council, a member may not be actively charged with or indicted for a misdemeanor involving theft, a felony, or a crime involving moral turpitude at the time of the vote.

Section 4.6 Vacancies

a. *Chair.* In the event of the death, disability, resignation, removal, or termination of Section membership of the Chair, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or disability.

b. *Chair-Elect.* In the event of the death, disability, resignation, removal, or termination of Section membership of the Chair-Elect, the Treasurer shall perform the duties of the Chair-Elect for the remainder of the Chair-Elect's term or disability.

c. *Council Members, Secretary and Treasurer.* In the event of the death, disability, resignation, removal, or termination of Section membership of the Secretary, Treasurer, or any elected Council member, the Council may fill the vacancy by appointment. The person so filling the vacancy will serve until the

close of the next Section annual meeting unless that person was elected by the Section and not just appointed by the Council. In that case, the person will complete the term of the vacated position.

ARTICLE V

DUTIES AND POWERS OF OFFICERS

Section 5.1 Chair. The Chair shall preside at all meetings of this Section and of the Council. The Chair shall formulate and present at each Annual Meeting of the State Bar of Texas a report of the work of this Section for the then past year. The Chair shall perform such other duties and acts as usually pertain to this office.

Section 5.2 Chair-elect. The Chair-elect shall perform, on behalf of this Section, such duties as the Chair may assign. The Chair-elect shall automatically become Chair at the end of the term of a Chair. Upon the death, resignation, removal, or during the disability of the Chair or upon any absence or refusal to act, the Chair-elect shall perform the duties of the Chair.

Section 5.3 Vice President – Claimant Workers’ Compensation Attorney. The Vice President – Claimant Workers’ Compensation Attorney shall preside at all meetings of the Claimant Workers’ Compensation Committee and shall otherwise perform such duties as delegated by the Chair.

Section 5.4 Vice President – Employer/Insurance Carrier Workers’ Compensation Attorney. The Vice President – Employer/Insurance Carrier Workers’ Compensation Attorney shall preside at all meetings of the Employer/Insurance Carrier Workers’ Compensation Committee and shall otherwise perform such duties as delegated by the Chair.

Section 5.5 Vice President – Administrative Law Judge/Government Employee Attorney. The Vice President – Administrative Law Judge/Government Employee shall preside at all meetings of the Administrative Law Judge/Government Employee Committee and shall otherwise perform such duties as delegated by the Chair.

Section 5.6 Secretary. The Secretary shall be custodian of the minutes, reports and records of this Section. The Secretary shall keep a correct record of the proceedings of all meetings of this Section and of the Council. With the Chair, the Secretary shall prepare a summary or digest of the proceedings of this Section at its Annual Meeting and shall submit the same to the Board of Directors of the State

Bar of Texas for publication in the annual report. In conjunction with the Chair, as authorized by the Council, the Secretary shall attend generally to the business of this Section.

Section 5.7 Treasurer. The Treasurer shall be responsible for the funds and accounts of this Section. The Treasurer shall: (i) keep an accurate account of all monies of this Section, (ii) pay all bills, and (iii) take such other action with respect to the finances of this Section as the Council may direct. In performing such duties, the Treasurer shall comply with the provisions of these Bylaws. Subject to requirements of the State Bar and the approval of the Council, the Treasurer, along with the Chair, has full authority to appoint depositories of the funds of the Section and to make deposits thereto and withdrawals therefrom.

Section 5.8 Annual Advanced Workers' Compensation Law Section Seminar. The Chair and Chair-elect will serve as co-directors of the annual advanced seminar, notwithstanding the death, disability, resignation, removal, or termination of the officer. The remaining officers, with the approval of the State Bar of Texas, will determine the replacement of the absent co-director as they deem needed.

ARTICLE VI DUTIES AND POWERS OF THE COUNCIL

Section 6.1 Jurisdiction. The Council shall have general supervision and control of the affairs of this Section subject to the provisions of the Constitution and Bylaws of the State Bar of Texas and the further provisions of these Bylaws. The Council shall specifically authorize the expenditure of any monies appropriate for the use or benefit of this Section. It shall not, however, authorize commitments to contracts which shall entail the payment of any money during any fiscal year unless the funds shall have been previously appropriated to this Section for that fiscal year by the Board of Directors of the State Bar of Texas or funds are otherwise available.

Section 6.2 Committees.

a. *Establishment.* From time to time, the Council may establish such Council committees and Section committees and task forces as it deems advisable to perform such duties and exercise such powers as the Council directs, subject to the limitations of these Bylaws, the policies and procedures of the State Bar of Texas, and all applicable law.

b. *Membership of Council Committees.* Membership of Council committees will consist of Council members and such non-voting *ex officio* members as the Council determines. The Chair, with the advice of the Chair-Elect, will appoint the membership of Council committees, subject to the approval of the Council.

c. *Membership of Standing Committees.* The Council may establish the terms of membership on Section committees and may vest in the Chair or the Chair-Elect or both to appoint members to Section committees under the guidelines and restrictions the Council imposes. Membership of Section committees may consist of Voting Members of the Section.

d. *Standing Committees.* Until otherwise determined by action of the Council, the standing committees of the Section will include, but are not limited to:

- i. Claimant Workers' Compensation Section;
- ii. Employer/Insurance Carrier Workers' Compensation Section;
- iii. Administrative Law Judges/Government Employees Workers' Compensation Section;
- iv. Media; and
- v. Membership.

e. *Standing Committee Reports.* The Council will monitor the activities and functions of the Section committees and may require such committees to report to the Council with such frequency as the Council deems advisable.

Section 6.3. Media. The Council shall cause to be published a newsletter and the Chair shall appoint a Media Editor for that purpose. The Media Editor shall serve at the pleasure of the Chair. The Chair and Media Editor shall preview the newsletter and any other media before it is published. Any newsletter or media that is published shall abide by any and all rules applicable under the State Bar of Texas. Additional members of the Media Section may be appointed as needed. The Media Editor will also serve as the moderator of any list serv/discussion boards the Section provides to its members, unless the Media Editor and Chair assign the position of moderator to a third individual by agreement of the three parties.

Section 6.4 Additional/Special Committees. The Council may authorize the Chair to appoint additional/special committees from Section members to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these Bylaws and the Constitution and Bylaws of the State Bar of Texas.

Section 6.5 Required Vote. Unless otherwise expressly provided for in these Bylaws, all binding actions of the Council shall be by a majority vote of the whole Council.

Section 6.6 Manner of Voting. Members of the Council when present at a meeting of the Council shall vote in person, via video conference, via teleconference, or any other in-person conveyance.

Section 6.7 Notice of Required Vote. The Chair may, and upon the request of any member of the Council shall, submit or cause to be submitted in writing to each member of the Council, any proposition upon which the Council may be authorized to act, and the members of the Council may vote upon such proposition so submitted by communicating their vote thereon in writing over their respective signatures to the Secretary who shall record upon the Minutes each proposition so submitted, when, how, at whose request submitted, and the vote of each member of the Council thereon, and keep on file such written and signed votes.

Section 6.8 Voting on Formal Propositions in the Absence of a Meeting. In the absence of a meeting, the Chair of the Council at any time, and upon the request of any member of the Council, may submit or cause to be submitted in writing or by facsimile or other electronic transmission (including, without limitation, e-mail) to each of the members of the Council, any formal proposition upon which the Council may be authorized to act. The members of the Council may vote upon such proposition or propositions so submitted by communicating their vote thereon, in writing over their respective signature or by facsimile or other electronic transmission (including, without limitation, e-mail), to the Chair and Secretary, who shall record upon the minutes each proposition so submitted, when, how, at whose request same was submitted, and the vote of each member of Council thereon. The Secretary shall keep on file a record of such votes. If the votes of a majority of the Council members who communicate their vote so recorded shall be in favor of such proposition or if such majority shall be against such proposition, such majority vote shall constitute the binding action of the Council. At any time, the Chair or Chair's designee may take informal polls by

telephone or electronic transmission (including, without limitation, e-mail) on any matter that does not constitute a formal proposition.

ARTICLE VII MEETINGS

Section 7.1 Annual Meeting. The Annual Meeting of this Section shall be held in conjunction with the State Bar Advanced Workers' Compensation Seminar. The meeting shall be on a date during the seminar at such time, place, program, and order of business as may be arranged by the Council.

Section 7.2 Special Meetings. Special meetings of this Section may be called by the Chair upon approval of the Council, at such time and place as the Council may determine. Special meetings of the Council may be held at such time and place as determined by the Chair for the purpose of taking such necessary or emergency action as may be required before the next scheduled regular Council meeting. Notice of a special meeting will be delivered to the Council members by electronic mail or U.S. mail at least three days prior to the date of the meeting. The notice must describe the general purpose or purposes of the meeting and the reason a special meeting is deemed necessary. A quorum of the Council members may waive the notification requirement by affirmative vote at the special meeting.

Section 7.3 Quorum. The members of this Section present at any meeting shall constitute a quorum for the transaction of business and all binding action of this Section shall be by a majority vote of the members present. Voting may be by written ballot, hand count, or voice vote. Voting by proxy shall not be allowed.

Section 7.4 Meeting Attendance. A member who attends a meeting by teleconference or video conference shall be counted as present at such meeting.

Section 7.5 Claimant Workers' Compensation Committee. The Claimant Workers' Compensation Committee shall meet at the Annual Meeting of this Section and also in conjunction with the Advanced Workers' Compensation Law Conference sponsored by the State Bar of Texas.

Section 7.6 Employer/Insurance Carrier Workers' Compensation Committee. The Employer/Insurance Carrier Workers' Compensation Committee shall meet at the

Annual Meeting of this Section and also in conjunction with the Advanced Workers' Compensation Law Conference sponsored by the State Bar of Texas.

Section 7.7 Administrative Law Judges/Government Employees Workers' Compensation Committee. The Administrative Law Judges/Government Employees Committee shall meet at the Annual Meeting of this Section and also in conjunction with the Advanced Workers' Compensation Law Conference sponsored by the State Bar of Texas.

Section 7.8 Waiver of Notice by Attendance. Attendance of a Council member at a Council meeting constitutes waiver of notice unless the Council member's attendance is expressly for the purpose of objecting to the transaction of business at the meeting without adequate notice.

Section 7.9 Actions in Lieu of Meeting. With the written consent of two-thirds of the voting members of the Council, the Council may take action on a matter concerning the Section through the use of listserv, electronic mail, or U.S. mail. In such event, the Chair will send notice by electronic mail or U.S. mail to all Council members with an explanation of the action and fiscal impact of the action, if any, and will request each member of the Council to cast their vote for or against the action by electronic mail or U.S. mail. Upon receipt of all votes, the Chair will notify the Council members of the result.

ARTICLE VIII

FINANCIAL PROVISIONS

Section 8.1 Finances. This Section is authorized to collect membership dues and govern expenditures of any income. The establishment of or any revision in this Section's dues requires approval by the Board of Directors of the State Bar of Texas. This Section shall submit to the Executive Director of the State Bar of Texas (or to whomever the Section is directed by the State Bar) by July 15, each year a complete financial report for the preceding fiscal year ending when the State Bar's fiscal year ends, and a Section budget for the current fiscal year. Any expense incurred in providing duplicates to the State Bar of Texas shall be borne by this Section. This Section may request the accounting department of the State Bar of Texas to prepare a monthly and year-to-date Section financial report. This Section may opt to have the State Bar of Texas manage Section funds, including depositing dues, managing operating expenses, issuing checks, and preparing financial reports and budgets.

Section 8.2 Depositories and Investments. Section funds must be invested consistent with the State Bar's Investment Policy as set forth in the State Bar Board of Directors Policy Manual, as may be amended from time to time. Section funds must be deposited into either a branch of the State Bar banking depository or an alternative banking depository meeting the requirements of the of the State Bar's Investment Policy. In the event this Section selects an alternative depository, it shall instruct the depository to provide directly to the State Bar of Texas a duplicate of the bank statements, canceled checks, and deposit slips.

Section 8.3 Financial Books, Records and Reports. The Section must maintain accurate financial books and records and have appropriate controls on the maintenance and disbursement of the Section's funds, all in a fashion that permits the inclusion of the Section's financial information in the State Bar's financial statements and audit. The Section must provide to the State Bar such financial information as may be required for compliance with the requirements for the independent financial and/or internal audits of the State Bar as required by applicable law, rules, regulations, and pursuant to the State Bar's procedures for reporting section financial reporting, as such procedures may be amended from time to time. The Section will submit to the Executive Director of the State Bar by July 15th of each year a budget for the then current fiscal year.

Section 8.4 Authorized expenditures. As requested by the State Bar, the Treasurer or the Chair may authorize reimbursement to the State Bar any expenses incurred by this Section and paid by the State Bar. If the Treasurer approves an expense should be paid by the Section, the Treasurer shall copy the Chair of the request and approval. If the Chair approves an expense should be paid by the Section, the Chair shall copy the Treasurer of the request and approval. Any expense that is approved that exceeds \$1000.00 must also be copied to the Chair-elect.

Section 8.5 Sales Tax. To the extent required by law, the Section will collect sales tax on goods or services that it sells, and will remit monthly to the State Bar all sales tax collected during the immediately preceding month, along with a report listing the price, quantity, and description of the goods or services so sold in such detail as the State Bar Accounting Department reasonably may require to ensure compliance with applicable law, rules and regulations.

Section 8.6 State Bar Assistance. The Section may request the State Bar Accounting Department to manage Section funds, including depositing dues, managing operating expenses, issuing checks and preparing financial reports, and budgets.

Section 8.7 Reimbursement for Expenses. Members of the Council and other persons expressly requested to attend a Council meeting shall be reimbursed for actual out-of-pocket expenses incurred in attendance at any meeting of the Council. Members of any committee shall be reimbursed for actual out-of-pocket expenses incurred in attending any meeting of the committee, provided that the Chair has approved reimbursement before or after the meeting. Except for non-Council members expressly requested to attend a Council meeting, the amount of reimbursement shall not exceed the maximum amount of reimbursement from time to time established by the Directors of the State Bar of Texas for persons attending meetings of the Board of Directors of the State Bar of Texas or other official meetings.

ARTICLE IX MISCELLANEOUS

Section 9.1 Political or Social Policy Advocacy Position. No position may be taken by the Section or its members in the name of the Section or the State Bar that advocates or advances a political or social policy position in violation of State Bar policies, the State Bar Act, the State Bar Rules, or any other applicable state or federal law.

Section 9.2 Section Name Change. The Section may not change its name without the approval of the State Bar Board of Directors in accordance with the then current State Bar policies and procedures.

Section 9.3 Confidentiality of Section Member Information. All information concerning any Section member that is deemed confidential by state or federal law, including Tex. Govt. Code Ch. 552 and Tex. Occ. Code Ch. 59, including email addresses, may be used only for official section business and may not be disclosed to the public or any third party. The Section will take reasonable and necessary precautions to protect the confidentiality of all such information.

Section 9.4 Amendment of Bylaws. These Bylaws may be amended at any meeting of the Section by a majority vote of the Voting Members present and voting, provided that any proposed amendment is first approved by a majority of the Council and notice of the proposed amendment has been provided to all Voting Members at least 30 days prior to the meeting at which the amendment will be considered. **The 30-day notice may be waived by agreement of a majority of the voting members present at the Annual Meeting.** No amendment will become effective until approved by the State Bar Board of Directors in accordance with the then current State Bar policies and procedures.

Section 9.5 Fiscal Year. The fiscal year of the Section shall be the same as that of the State Bar of Texas.

Section 9.6 Salary or compensation. No salary or compensation shall be paid to any officer of the Section, member of the Council, or member of a Committee.

Section 9.7 Notice to Section Members. In lieu of any notice which may be authorized or required in these Bylaws to be sent in writing or by mail or other similar means to any member of the Section, or to any member of the Council or any other person, such notice may instead be provided by facsimile or other electronic transmission (including, without limitation, e-mail) or on a list serve or website in a manner designed to provide substantially the same type of notice as would have been provided by mail or other specified means.

STATE BAR OF TEXAS CRIMINAL JUSTICE SECTION BYLAWS

(Approved by the State Bar of Texas Board of Directors on the ____ day of June, 2019)

ARTICLE I Name and Purpose

Section 1. This Section shall be known as the Criminal Justice Section of the State Bar of Texas.

Section 2. The purpose of this Section shall be to promote the objectives of the State Bar of Texas within the field of Criminal Justice.

ARTICLE II Membership

Section 1. Any member in good standing of the State Bar of Texas, upon request, to this Section and upon the payment of the membership dues, shall be enrolled as a member of this Section. All persons so enrolled shall constitute the membership of this Section.

Section 2. The membership dues shall be Thirty Dollars per annum (\$30.00) and shall be payable on or before the deadline for payment of State Bar dues.

Section 3. Each member shall remain in good standing subject to the payment of dues, and if a member does not pay within 60 days after the deadline for payment of State Bar dues his/her name shall be stricken from the membership roll.

ARTICLE III Officers and Council

Section 1. The officers of this Section shall be a Chair, Chair-Elect, Secretary, Treasurer, and Immediate Past Chair.

Section 2. The Criminal Justice Section Council shall consist of the Section officers, the and twelve elected Section members to be elected by the Section as hereinafter provided. The Council will make diligent efforts to ensure that the members of the council equally represent the criminal defense bar, the judiciary with criminal jurisdiction, and the prosecution.

Section 3. The Chair-Elect, Secretary, and Treasurer shall be nominated and elected, in a manner hereinafter provided, at each annual meeting of this Section to hold office for a term beginning at the close of the annual meeting at which they shall have been elected, and ending at the close of the next succeeding annual meeting of the Section, and shall serve until their successors shall have been elected and qualified.

Section 4. At the annual meeting of the Section four members of the Council shall be nominated and elected to serve for three years. (A year as herein used, means a term beginning at the close of the annual meeting of the section and ending at the close of the next succeeding annual meeting.)

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Section 5. If any elected member of the Council shall fail to attend two successive meeting of the Council, without good cause as determined by the Chair, the office held by such member shall be automatically vacated, and the Council shall fill the vacancy for the unexpired term.

Section 6. Any business or vote of the Council may be transacted at a regular meeting, by e-mail and/or by conference call.

ARTICLE IV Nomination and Election of Officers and Council

Section 1. Elections. Elections shall be conducted at the annual meeting of the Section.

Section 2. Nominations. At least 60 days before the annual meeting of the Section, the Chair shall appoint a Nominating Committee of three members of the Section. ~~The Nominating Committee shall make and report nominations to the Section for the offices of Chair-Elect, Secretary, Treasurer, and members of the Council whose terms will expire at the close of the next annual meeting, and to fill vacancies then existing for unexpired terms. The Chair-Elect will automatically succeed to the office of Chair unless that person is unable or refuses to serve, in which case the nominating committee shall also make and report nominations to the Section for the office of Chair.~~ At least 30 days before the date set for the election, the Council shall give notice to the entire membership of the Section of the persons nominated by the Nominating Committee. Other nomination for all offices except Chair may also be made from the floor.

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Section 3. Voting. All elections shall be by majority vote of the Section members in attendance and voting at the annual meeting of the Section.

ARTICLE V Duties of Officers

Section 1. Chair. The Chair shall preside at all meetings of the Section and of the Council. The Chair shall formulate and present at each annual meeting of the State Bar of Texas a report of the work of the Section for the preceding year. The Chair shall perform such other duties and acts as usually pertain to the office.

Section 2. Chair-Elect. The Chair-Elect, upon the death, resignation or disability of the Chair or upon his/her refusal to act, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term except in case of the Chair's disability and then only during so much of the term as the disability continues. The Chair-Elect shall succeed to the post of Chair at the end of his/her term as Chair-Elect.

Deleted: Section 3. Vice Chair. Upon the death, resignation or disability of the Chair-Elect or upon his/her refusal to act, the Vice Chair shall perform the duties of the Chair-Elect for the remainder of the Chair-Elect's term except in case of the Chair-Elect's disability and then only during so much of the term as the disability continues.

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Section 3. Secretary. The Secretary shall be the custodian of all books, papers, documents, and other property of the Section. The Secretary shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. With the Chair, he/she shall prepare a summary or digest of the annual proceedings of the Section for publication in the Texas Bar Journal.

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Section 4. Treasurer. The Treasurer shall be authorized to sign checks and account for and maintain the financial records of the Section, as well as perform other duties upon request and as delegated. The

Treasurer shall have the responsibility to provide required financial information to the State Bar of Texas. The authority of the Treasurer to invest funds of the Section shall be limited by the requirements of the Policy Manual of the Board of Directors of the State Bar of Texas (the "Board Policy Manual") which requires that Section funds must be invested in accordance with the parameters of the Board Policy Manual. By July 15th of each year, the treasurer shall provide the Executive Director of the State Bar of Texas a complete financial report for the preceding fiscal year ending May 31 and, if available, a copy of the Section budget for the current fiscal year. Upon the death, resignation or disability of the Treasurer or upon his/her refusal to act, the Secretary shall perform the duties of the Treasurer for the remainder of the Treasurer's term except in case of the Treasurer's disability and then only during so much of the term as the disability continues.

ARTICLE VI

Duties and Powers of the Council

Section 1. The Council shall have general supervision and control of the affairs of the Section subject to the provisions of the By-Laws of this Section, the Board Policy Manual and other State Bar of Texas governing documents.

Section 2. The Chair may appoint committees from Section members to perform such duties and exercise such powers as the Chair or Council may direct, subject to the limitations mentioned above.

Section 3. The Council, during the interim between annual meetings of the Section, may fill vacancies in its own membership or in the offices of the Section. Members of the Council and officers so selected shall serve until the close of the next annual meeting of the Section, and shall be of the practice area as the person whose vacancy is filled.

Section 4. All binding action of the Council including adoption of any section legislative position(s) shall be by a majority vote of the council members present.

Section 5. The Chair of the Section or any member of the Council may submit or cause to be submitted in writing any proposition upon which the Council may be authorized to act, and the members of the Council may vote thereon verbally and/or in writing. If the votes of a majority of the members of council so recorded shall be in favor of such proposition or if such majority shall be against such proposition, such majority vote shall constitute the binding action of the Council.

Section 6. In the event a proposition is in the best interest of the Section and time is of the essence, the Chair of the Section may utilize electronic and/or telephonic technology to determine each council member's vote.

ARTICLE VII

Meetings

Section 1. The annual meeting of the Section shall be held during the State Bar of Texas' Advanced Criminal Law continuing legal education seminar, in the same city or place as such annual seminar, with such program and order of business as may be arranged by the Council.

Section 2. Special meetings of the Section and Council may be called by the Chair and/or by majority vote of the council.

Section 3. The members of the Section present at any meeting shall constitute a quorum for the transaction of business

Section 4. All binding action of the Section shall be by a majority vote of the members present.

Section 5. The Council shall meet annually during the annual meeting of the Section.

ARTICLE VIII **Financial Provisions**

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8.1 Depositories and Investments. Section funds must be invested consistent with the State Bar's Investment Policy as set forth in the State Bar Board of Directors Policy Manual, as the same may be amended from time to time. Section funds must be deposited into either a branch of the State Bar banking depository or an alternative banking depository meeting the requirements of the of the State Bar's Investment Policy.

8.2 Financial Books, Records and Reports. The Section must maintain accurate financial books and records and have appropriate controls on the maintenance and disbursement of the Section's funds, all in a fashion that permits the inclusion of the Section's financial information in the State Bar's financial statements and audit. The Section must provide to the State Bar such financial information as may be required for compliance with the requirements for the independent financial and/or internal audits of the State Bar as required by applicable law, rules and regulations, and pursuant to the State Bar's procedures for reporting section financial reporting, as such procedures may be amended from time to time. The Section will submit to the Executive Director of the State Bar by July 15th of each year a budget for the then current fiscal year.

8.3 Sales Tax. To the extent required by law, the Section will collect sales tax on goods or services that it sells, and will remit monthly to the State Bar all sales tax collected during the immediately preceding month, along with a report listing the price, quantity and description of the goods or services so sold in such detail as the State Bar Accounting Department reasonably may require to ensure compliance with applicable law, rules and regulations.

8.4 State Bar Assistance. The Section may request the State Bar Accounting Department to manage Section funds, including depositing dues, managing operating expenses, issuing checks and preparing financial reports and budgets.

8.5 Fiscal Year. The Section's fiscal year shall be the same as the fiscal year of the State Bar.

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ARTICLE VIII **Miscellaneous Provisions**

Section 1. No salary or compensation shall be paid to any officer.

Section 2. No action, policy determination, or recommendation of this Section or committee thereof, shall be deemed to be, or be referred to as, the action of the State Bar of Texas, and shall comply with the provisions of these By-Laws and the Board Policy Manual and governing documents of the State Bar of Texas. Any resolution adopted or action taken by this Section may, on request of this Section, be reported by the Chairman to the annual meeting of the State Bar of Texas for action thereon.

Section 3. These By-Laws may be amended at any annual meeting of this Section. All amendments must be approved by a majority vote of the members of the Section present and voting, and shall not become effective until approved by the Board of Directors of the State Bar of Texas.

Section 4. No positions may be taken by the Criminal Justice Section, or its members in the name of the Section or the State Bar, that advocate or advance a political or social policy position. However, this shall not be construed so as to prohibit the support for, or advancement of, proposed changes in state laws or court rules designed to improve the judicial branch of government.

Section 5. These By-Laws shall become effective upon approval by the Board of Directors of the State Bar of Texas.

Section 6. As used herein unless otherwise expressly provided, the past, present or future tense shall each include the other; the masculine, the feminine or neuter gender shall each include the other; and the singular and plural number shall each include the other.

**BYLAWS OF THE
OIL, GAS AND ENERGY RESOURCES LAW SECTION
OF THE
STATE BAR OF TEXAS
(REVISED JUNE, 2019)**

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**ARTICLE I
NAME AND PURPOSE**

Section 1. Name. This Section shall be known as the Oil, Gas and Energy Resources Law Section of the State Bar of Texas (this "Section").

Section 2. Purpose. The purpose of this Section shall be to promote the objects of the State Bar of Texas within the fields of Oil, Gas and Energy Resources Law.

ARTICLE II

MEMBERSHIP

Section 1. Members.

Any member of the State Bar of Texas who desires to become a member of this Section shall, upon request to the Secretary of this Section and payment of the annual Section dues, be enrolled as a member. Members so enrolled (each a "Member" and collectively, the "Members") shall constitute the membership of this Section.

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Section 2. Associate Members. Any individual who is not licensed to practice law in the State of Texas, including out-of-state attorneys, paralegals, law students, non-attorney academics and business persons, upon application and payment of membership dues for the current year, shall be enrolled as a nonvoting associate member of this Section (each an "Associate Member" and collectively, the "Associate Members"). Associate Members may not and shall not vote on any business of this Section and may not and shall not be elected to or serve on the Council of this Section. Associate Members may not and shall not be elected to or hold any officer position of this Section. Associate Members may not and shall not hold themselves out as being members of the State Bar of Texas or make any representation that they are licensed to practice law in the State of Texas.

Section 3. Termination of Membership. On the occurrence of any of the following, a member of this Section shall immediately cease to be a member of this Section without any further action required:

A. any member (other than an Associate Member) who ceases to be a member in good standing of the State Bar of Texas; or

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B. any Associate Member who is found by a majority vote of the Council to have represented himself or herself as a member of the State Bar of Texas or as being licensed to practice law in the State of Texas.

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**ARTICLE III
OFFICERS AND COUNCIL**

Section 1. **Designation of Officers.** The officers of this Section shall be a Chairman, Immediate Past Chairman, Chairman-Elect, Vice Chairman, Secretary and Treasurer ~~(the "Officers")~~. The offices of Secretary and Treasurer may be held by the same person.

Section 2. **Council.** There shall be a ~~council~~ which shall consist of the ~~Officers~~, all of whom shall be members ex-officio, together with nine ~~(9)~~ other ~~Members~~ to be elected by this Section as hereinafter provided ~~(the "Council")~~. The President, President-Elect, and Vice President of the State Bar of Texas and the State Bar Board Advisor to this Section shall be ex-officio non-voting members of the Council.

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Section 3. **Term of Office for Officers.** The Chairman, Chairman-Elect, Vice Chairman, Secretary and Treasurer shall be nominated and elected in the manner hereinafter provided, at each annual meeting of this Section, to hold office for a term beginning at the close of the annual meeting of the State Bar of Texas at which they shall have been elected, and ending at the close of the next succeeding annual meeting of the State Bar of Texas and until their successors shall have been elected and qualify.

Section 4. **Term of Office for Council Members.** At the annual meeting of this Section at which these Bylaws shall have been amended to adopt Section 2 of this Article III in the form appearing hereinabove, three ~~(3) Members~~ shall be nominated and elected ~~to the Council~~ to serve for one ~~(1)~~ year, three ~~(3) Members~~ for a term of two ~~(2)~~ years, and three ~~(3) Members~~ for a term of three ~~(3)~~ years. (The word "year" as herein used means a term beginning at the close of the first, second, and third succeeding annual meeting of this Section, respectively.) Thereafter, upon the expiration of each of these initial terms, three ~~(3) Members~~ shall be elected ~~to the Council~~ at each annual meeting of this Section, for terms of three ~~(3)~~ years beginning at the close of the annual meeting at which they shall have been elected and ending at the close of the third succeeding annual meeting of this Section.

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Section 5. **Eligibility to Serve on Council.** No ~~Member~~ shall be eligible for election ~~to~~ the Council if he is then a member of the Council and has been such ~~a~~ member continuously for a period of two ~~(2)~~ years or more, except as provided in Section 6.

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Section 6. **Required Attendance; Filling of Vacancy.** If any ~~member~~ of the Council shall fail to attend two ~~(2)~~ consecutive meetings of the Council, the office held by such member shall be automatically vacated, and the vacancy shall be filled for the unexpired term by ~~vote of~~ the Section, if at an annual meeting, or by the Council, if the vacancy occurs between annual meetings. A ~~Member~~ filling a vacancy as provided in this section may be eligible for election as a member ~~of the Council~~ under Section 5.

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ARTICLE IV

NOMINATION AND ELECTION OF OFFICERS AND COUNCIL MEMBERS

Section 1. **Nomination.** A nominating committee consisting of the ~~Council~~ shall suggest a slate of Council members and ~~Officers~~ (other than the Immediate Past Chairman, such office to be filled each fiscal year by the individual serving as Chairman the immediately preceding fiscal year) to this Section at each annual meeting. In addition, nominations from the floor will be accepted.

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Section 2. **Election.** All elections shall be by written ballot unless otherwise ordered by resolution duly adopted by this Section at the annual meeting at which the election is held.

ARTICLE V

DUTIES OF OFFICERS

Section 1. **Chairman.** The Chairman shall preside at all meetings of this Section and of the Council. The Chairman shall formulate and present at each annual meeting of the State Bar of Texas a report of the work of this Section for the then past year. The Chairman shall perform such other duties and acts as usually pertain to such office.

Section 2. Immediate Past Chairman. The Immediate Past Chairman shall be available to consult with the Chairman and the other members of the Council and shall perform, on behalf of this Section, such duties as the Chairman may assign.

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Section 3. Chairman-Elect. The Chairman-Elect shall perform, on behalf of this Section, such duties as the Chairman may assign. Upon the death, resignation, or during the disability of the Chairman, or upon his absence or refusal to act, the Chairman-Elect shall perform the duties of the Chairman.

Section 4. Vice Chairman. The Vice Chairman shall perform, on behalf of this Section, such duties as the Chairman may assign.

Section 5. Secretary. The Secretary shall be custodian of the minutes, reports and records of this Section. The Secretary shall keep a correct record of the proceedings of all meetings of this Section and of the Council. With the Chairman, the Secretary shall prepare a summary or digest of the proceedings of this Section at its annual meeting and shall submit the same to the Board of Directors of the State Bar of Texas for publication in the annual report. In conjunction with the Chairman, as authorized by the Council, the Secretary shall attend generally to the business of this Section.

Section 6. Treasurer. The Treasurer shall be responsible for the funds and accounts of this Section. The Treasurer shall: (i) keep an accurate account of all monies of this Section (ii) pay all bills and (iii) take such other action with respect to the finances of this Section as the Council may direct. In performing such duties, the Treasurer shall comply with the provisions of Section 2 of Article VI of these Bylaws.

ARTICLE VI

DUTIES AND POWERS OF THE COUNCIL

Section 1. Jurisdiction. The Council shall have general supervision and control of the affairs of this Section subject to the provisions of the Constitution and Bylaws of the State Bar of Texas and the further provisions of these Bylaws. It shall specifically authorize the expenditure of any monies appropriate for the use or benefit of this Section. It shall not, however, authorize commitments to contracts which shall entail the payment of any money during any fiscal year unless the funds shall have been previously appropriated to this Section for that fiscal year by the Board of Directors of the State Bar of Texas.

Section 2. Finances. This Section is authorized to collect membership dues and govern expenditures of dues income. The establishment of or any revision in this Section's dues requires approval by the Board of Directors of the State Bar of Texas. This Section shall submit to the Executive Director of the State Bar of Texas by July 15 each year a complete financial report for the preceding fiscal year ending May 31 and a Section budget for the current fiscal year. Funds of this Section may only be invested within the parameters outlined in the State Bar of Texas Investment Policy as set forth in Section 3.05 of the State Bar of Texas Board of Directors Policy Manual (or as otherwise provided in such Policy Manual). This Section shall deposit dues income into either a branch of the State Bar of Texas banking depository or an alternative banking depository meeting the requirements of the above-mentioned State Bar of Texas Investment Policy. In the event this Section selects an alternative depository, it shall instruct the depository to provide directly to the State Bar of Texas a duplicate of the bank statements, canceled checks, and deposit slips. Any expense incurred in providing duplicates to the State Bar of Texas shall be borne by this Section. This Section may request the accounting department of the State Bar of Texas to prepare a monthly and year-to-date Section financial report. This Section may opt to have the State Bar of Texas manage Section funds, including depositing dues, managing operating expenses, issuing checks, and preparing financial reports and budgets. This optional latter service will be provided by the State Bar of Texas for a *per capita* fee per member not to exceed \$1.00.

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Section 3. Committees. The Council may authorize the Chairman to appoint committees from Members to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these Bylaws and the Constitution and Bylaws of the State Bar of Texas.

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Section 4. Vacancies. The Council, during the interim between annual meetings of this Section, may fill vacancies in its own membership or among the Officers. Members of the Council and the Officers so selected shall serve until the close of the next annual meeting of this Section.

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Section 5. Required Vote/Quorum. Unless otherwise expressly provided for in these Bylaws, all binding action of the Council shall require the presence of a quorum which is a minimum of ten (10) Members of the Council and shall require the affirmative vote of at least ten (10) Members of the Council.

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Section 6. Manner of Voting. Members of the Council when present at a meeting of the Council shall vote in person, but when absent may communicate their vote upon any proposition in writing to the Secretary and have it counted with the same effect as if cast personally at such meeting.

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Section 7. Notice of Required Vote. The Chairman of this Section may, and upon the request of any member of the Council shall, submit or cause to be submitted in writing to each member of the Council, any proposition upon which the Council may be authorized to act, and the members of the Council may vote upon such proposition so submitted by communicating their vote thereon in writing over their respective signatures to the Secretary who shall record upon the Minutes each proposition so submitted, when, how, at whose request submitted, and the vote of each member of the Council thereon, and keep on file such written and signed votes.

Section 8. Electronically Communicated Vote. E-mail, facsimile and other electronic communication shall constitute a writing for the purposes of Sections 6 and 7.

ARTICLE VII

MEETINGS

Section 1. Annual Meeting. The annual meeting of this Section shall be held either during the annual meeting of the State Bar of Texas, or in conjunction with a continuing legal education seminar, course or institute sponsored by this Section, at such time and place as may be fixed by the Council, with such program and order of business as may be arranged by the Council.

Section 2. Special Meetings. Special meetings of this Section may be called by the Chairman upon approval of the Council, at such time and place as the Council may determine.

Section 3. Quorum. The Members of this Section present at any meeting shall constitute a quorum for the transaction of business and all binding action of this Section shall be by a majority vote of the Members present.

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Section 4. Meeting Attendance, at a Council Meeting. A Member of the Council who attends a Council meeting by teleconference shall be counted as present at such meeting for purposes of determining quorums and voting.

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ARTICLE VIII

GOVERNMENTAL AUTHORITY

Section 1. Section Action not Action of State Bar of Texas. No action, policy determination, or recommendation of this Section or any committee thereof shall be deemed to be, or be referred to as, the action of the State Bar of Texas prior to submission of the same to, and approval by, the Board of Directors of the State Bar of Texas, the General Assembly of the State Bar of Texas in annual convention, or duly-authorized referendum of the State Bar of Texas. Any resolution adopted or action taken by this Section may on request of this Section be reported by the Chairman to the annual meeting of the State Bar of Texas for action thereon.

Section 2. Governmental Authority Process. This Section, through the process called "Governmental Authority", may seek the authority to present a position of the State Bar of Texas before a public, judicial, executive or legislative body.

Section 3. Required Council Action. A position of this Section with respect to which the Governmental Authority process is desired shall be authorized by the Council only after written notice to all members of the Council of the proposed position to be adopted and the date at which the position will be considered by the Council. The proposed position must be adopted by a three-fourths (3/4) vote of the Council.

Section 4. Compliance with Governmental Authority Handbook. If a proposed position is adopted by the Council as provided in Section 3 immediately preceding, thereafter all requirements and procedures set forth in the Governmental Authority Handbook dated January 30, 1981, as amended from time to time, with respect to application, notice, circulation, clearance, objections, disclaimer, presentation, filing and all other matters shall be strictly followed.

ARTICLE IX

MISCELLANEOUS PROVISIONS

Section 1. Approval by State Bar of Texas. Any action by this Section must be approved by the State Bar of Texas before it becomes effective as action of the State Bar of Texas. Any resolution adopted or action taken by this Section may, on request of this Section, be reported by the Chairman of this Section to the annual meeting of the State Bar of Texas for action thereon by the State Bar of Texas.

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Section 2. Effectiveness. These Bylaws shall become effective upon approval thereof by the Board of Directors of the State Bar of Texas, and upon adoption by this Section.

Section 3. Printing. All printing for this Section or for any committee of this Section shall be done under the supervision of the headquarters office of the State Bar of Texas.

Section 4. Gender. The use of the masculine gender in these Bylaws shall include the feminine.

ARTICLE X

AMENDMENTS

These Bylaws may be amended at any annual meeting of this Section by a majority vote of the Members present and voting, provided such proposed amendment shall first have been approved by a two-thirds (2/3) vote of the Council, and provided, further, that no amendment so adopted shall become effective until it has been approved by a majority of the members of the Board of Directors of the State Bar of Texas.

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BYLAWS OF THE TAX SECTION
OF THE STATE BAR OF TEXAS

(Revised [April 5, 2019](#))

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ARTICLE I

Name and Purpose

Section 1.1 **Name.** This Section shall be known as the Tax Section of the State Bar of Texas.

Section 1.2 **Purpose.** The purpose of the Section shall be to promote the objectives of the State Bar of Texas within the field of taxation, provide leadership in the practice of tax law, create a better understanding and cooperation between attorneys engaged in the practice of tax law, improve the education of attorneys and related professionals in the laws of taxation, promote the economic and professional interests of the members of the Section and serve the public good.

ARTICLE II

Membership

Section 2.1 **Dues.** Any member of the State Bar of Texas, upon registering his or her name with the Secretary of the Section and payment for the then current year of dues as set from time to time by the Council, shall be enrolled as a member. For each succeeding year, said dues shall be payable by the member in advance. Any member whose annual dues shall be more than six months delinquent or who ceases to be a member in good standing of the State Bar of Texas shall thereupon cease to be a member of the Section. Persons so enrolled shall constitute the membership of the Section.

Section 2.2 **Newly Licensed Attorney.** A two-year free membership shall be provided to each attorney newly admitted to the State Bar of Texas. The first year allowed for the free membership shall begin the year during which such attorney is admitted to the State Bar of Texas.

Section 2.3 **Selected Free Memberships.** The Council may vote to provide a licensed attorney or a specifically identified group of licensed attorneys admitted to the State Bar of Texas or law students in an accredited Texas law school free membership to the Section for a specified time period as determined by the Council.

ARTICLE III

Officers and Council

Section 3.1 Officers. The Officers of the Section shall be a Chair, Chair-Elect, Secretary, and Treasurer.

Section 3.2 Council. There shall be a Council, which shall consist of the Officers of the Section, together with nine elected Council members (the "Elected Council"), Appointed Council members (as hereinafter provided), and ex officio Council members (as hereinafter provided). The nine Elected Council members shall be elected by the Section as hereinafter provided. In addition, appointed Council members (the "Appointed Council") may be, but are not required to be, appointed by the Officers of the Section to serve as (i) Newsletter Editor or Co-Newsletter Editor(s); (ii) Chair or Co-Chair(s) of the Continuing Legal Education Committee; (iii) Chair or Co-Chair(s) of the Government Submissions Committee; (iv) Chair or Co-Chair(s) of the Pro Bono Committee; (v) Program Director or Co-Program Director for the Leadership Academy; and (vi) Chair or Co-Chair(s) of the Sponsorship Committee. One or more of these Appointed Council members also may be serving as an Elected Council member. In addition, ex-officio Council members (the "ex-officio Council members") shall include the Chair of the Section for the immediately preceding year and may consist of such additional ex-officio members as may be appointed by the current Chair to serve during the Chair's term. The additional ex-officio Council members who may be appointed by the Chair shall only consist of (i) professors of tax law at accredited law schools; (ii), employees of the Internal Revenue Service; and (iii) employees of the State of Texas Comptroller's Office.

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Section 3.3 Terms of Officers. All Officers except the incoming Chair shall be nominated and elected in the manner hereinafter provided, to hold office for a term beginning with the fiscal year of the Section (as determined from time to time) for which they shall have been elected, and ending at the close of such fiscal year or, if later, when their successors shall have been elected and qualify. The Chair-Elect shall, at the end of the Chair-Elect's term of office, become the incoming Chair for the next succeeding year. The term of office typically shall be the term between the annual meetings of the Section.

Section 3.4 Terms of Elected Council Members. Three members of the Council shall be elected at each annual meeting of the Section, for terms of three years beginning at the close of the annual meeting of the Section at which they were elected and ending upon the earlier of such member's election as an Officer or the close of the third succeeding annual meeting of the Section. No person shall be eligible for election as a member of the Elected Council if such person is then a member of the Elected Council and has been a member of the Elected Council continuously for a period of two years or more.

Section 3.5 Removal. If any Officer or Elected Council member shall fail to participate (in person or by telephone) in two consecutive meetings of the Council without reason acceptable

to the Chair or Council, such member shall be automatically removed from the Council or, if applicable, as an Officer.

Section 3.6 Vacancies. If any Officer or Elected Council member at any time after election shall be removed as provided in ~~Section 3.5~~ or shall die, resign or cease to be a member of the Section, the office of such member shall automatically be vacated without any action other than to note such fact in the minutes of the Council. During the time between annual elections of the Section, the Council may fill vacancies in its own membership or that of the Officers, other than the office of Chair, which shall be filled by the Chair-Elect. Persons so selected shall serve for the unexpired term of the office vacated.

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ARTICLE IV

Nomination and Election of Officers and Council

Section 4.1 Nominations. Within 90 days following each annual meeting of the Section, the Chair shall appoint a nominating committee (the "Nominating Committee") consisting of the Chair as an ex officio member and not less than three additional members of the Section who are not members of the Council (provided, however, that the Chair of the Section for the immediately preceding year may serve on the Nominating Committee). Notice by electronic mail, U.S. mail, overnight delivery service, posting on the Section's website, or publication in the first issue of the Texas Tax Lawyer (if published) following the annual meeting of the Section shall identify the members of the Nominating Committee. If the Chair does not appoint such a Nominating Committee and provide such notice, then the Nominating Committee shall consist of the Chair as an ex officio member and the three most recent past Chairs of the Section who are able and willing to serve on the Nominating Committee. Any member of the Section may submit nominations for the offices of Chair-Elect, Secretary, Treasurer and the three Elected Council members for the succeeding year. Nominations may be submitted to any member of the Nominating Committee or to any Officer. The Nominating Committee shall confirm whether any person whose name is submitted as a candidate on or before March 1st of the year following the annual meeting wishes to be considered for election as an Officer or Elected Council member and is a qualified candidate (within the meaning of Section 4.4.2). The Nominating Committee may also require that nominees complete a candidate questionnaire (which shall be in such form as determined from time to time by the Nominating Committee). From the qualified candidates who are nominated and, if required, submit timely completed candidate questionnaires, and any additional qualified candidates deemed appropriate by the members of the Nominating Committee, the Nominating Committee shall make nominations for the offices of Chair-Elect, Secretary and Treasurer and the three Elected Council members to succeed those whose term will expire at the close of the Section's fiscal year. The Nominating Committee shall prepare a written report of recommended nominations for Officers and the three Elected Council members. The written report shall also identify all other qualified candidates for such positions who were nominated, submitted timely candidate questionnaires if required, and wish to stand for election. The Nominating Committee's written report shall be delivered to the Council by electronic mail, U.S. mail, or overnight delivery service, or a combination of the above, at

least ten days before a regular or special meeting of the Council that precedes by at least 30 days the Section's annual meeting for the year. The Council, at that meeting, shall elect the Chair-Elect, Secretary, and Treasurer to succeed those whose terms will expire at the close of the Section's fiscal year. The Nominating Committee's written report also shall be delivered to the Section members by electronic mail, U.S. mail, overnight delivery service, or posting on the Section's website (or combination thereof) at least 20 days before the Section's annual meeting. No other nominations for the office of Officers or the Elected Council members can be made except through this process.

Section 4.2 Appointed Council Members. The Appointed Council members shall be appointed to serve in one of the six capacities identified in ~~Section 3.2~~ of these Bylaws by the Chair and confirmed by an affirmative vote of the Officers. An Appointed Council member may be appointed from the ranks of the Elected Council members.

Deleted: Section 3.2

Section 4.3 Elections. At the annual meeting of the Section, the members of the Section present in person shall by plurality vote (which may be determined at the discretion of the Chair to be a voice vote, visible vote, or written ballot) elect the members of the Elected Council to succeed those whose terms will expire at the close of that annual meeting.

ARTICLE V

Duties of Officers

Section 5.1 Chair. The Chair shall preside at all meetings of the Section and of the Council and shall formulate and present at the annual meeting of the State Bar of Texas a report of the work of the Section for the immediately preceding year. The Chair shall plan and supervise the agenda of the Section during the current year and shall supervise all activities of the Section. The Chair shall select for approval by the Council all chairs and vice-chairs and any Council liaisons for each committee. The Chair shall perform such other duties and acts as usually pertain to the office. The Chair shall serve as liaison to the staff of the State Bar of Texas. The Chair shall communicate periodically with the Chair Advisory Board, which shall consist of the former chairs of the Section who have accepted the Chair's invitation to be members. Such communication may include requesting the input and advice of the Chair Advisory Board on select issues, keeping the Chair Advisory Board informed of upcoming events and projects, and responding to issues raised by the Chair Advisory Board.

Section 5.2 Chair-Elect. If no task force or other group is appointed for such purpose, the Chair-Elect shall plan the annual meeting of the Section for the conclusion of the Chair-Elect's term of office, including the arrangement of any presentations and speakers to the annual meeting, and shall submit all such plans and arrangements to the Chair for approval. The Chair-Elect also shall supervise the committees of the Section and report to the Council on the activities of each committee. During the disability of the Chair or upon the Chair's absence or inability to act, the Chair-Elect shall perform the duties of the Chair. If the Chair-Elect also is under a disability, is absent or refuses to act, the Council shall designate another person to perform the duties of the Chair. The Chair-Elect shall assist the Chair with the performance of such responsibilities as the Chair may request.

Section 5.3 Secretary. The Secretary shall be custodian of all the books, reports and records of the Section with the exception of the financial records. The Secretary shall keep a correct record of the proceedings of all meetings of the Section and the Council and shall maintain the roster of members of the Section and the committees within the Section. In conjunction with the Chair, as authorized by the Council, the Secretary shall attend generally to the business of the Section.

Section 5.4 Treasurer. The Treasurer shall be custodian of all financial reports of the Section and shall receive all dues and other funds paid to the Section. With the Chair, the Treasurer shall have full authority to appoint depositories of the funds of the Section, to make deposits thereto and to withdraw funds therefrom. The Treasurer shall have the responsibility to provide required financial information to the State Bar of Texas. The authority of the Treasurer to invest funds of the Section shall be limited by the requirements of section 6.02.06 of the Policy Manual of the Board of Directors of the State Bar of Texas (the "Board Policy Manual") which requires that Section funds must be invested in accordance with the parameters of Section 10.05 of the Board Policy Manual.

ARTICLE VI

Duties and Powers of the Council

Section 6.1 Authority. The Council shall have the power and authority to take such action as is necessary and proper to carry out the objectives of the Section, subject to the provisions of the Charter and Bylaws of the State Bar of Texas and other applicable provisions of these Bylaws. The Council shall have general supervision and control of the affairs of the Section to assure that the Purpose of the Section as expressed in [Section 1.2](#) of these Bylaws is carried out, subject to the provisions of the Charter and Bylaws of the State Bar of Texas and other applicable provisions of these Bylaws. It shall supervise the expenditure of monies received as dues or from other Section activities such as continuing legal education by the Section and appropriated for the use or benefit of the Section. It shall not, however, authorize commitments to contracts which shall entail the payment of any money during any fiscal year beyond the current fiscal year unless the money shall have been previously appropriated to the Section for that fiscal year by the Board of Directors of the State Bar of Texas.

Section 6.2 Committees. The Council may, or may authorize the Chair to, appoint committees from Section members to perform such duties and exercise such power as the Council may direct, subject to the limitations of other provisions of these Bylaws and the Constitution and Bylaws of the State Bar of Texas. The chairs, vice chairs and any Council liaison of each committee designated by the Chair-Elect shall be approved by the Council. Until otherwise determined by action of the Council or pursuant to action of the Chair authorized by the Council, the standing committees of the Section shall be as follows:

- Annual Meeting;
- Communications;
- Continuing Legal Education;
- Corporate Tax;
- Employee Benefits;

Deleted: Section 1.2

- Energy and Natural Resources;
- Estate and Gift Tax;
- Government Submissions;
- General Tax Issues;
- International Tax;
- [Law School Outreach](#)
- Leadership Academy;
- Partnership and Real Estate Tax;
- Pro Bono;
- Property Tax;
- Solo and Small Firm;
- [Sponsorship](#)
- State and Local Tax;
- Tax Controversy;
- Tax-Exempt Finance; and
- Tax Exempt Organizations; and
- Tax Law in a Day

Section 6.3 Committee Oversight. The Council shall monitor the committees of the Section through the reports of the Chair-Elect. The Chair-Elect with the Council's approval shall determine the type and number of publications and governmental submissions that shall be required of each committee and communicate that requirement to the chair and vice chairs of each committee. Publication and Submission requirements among committees may vary in the discretion of the Chair-Elect and the Council. The Chair-Elect along with the Council shall make an annual determination regarding the establishment of new committees and termination of existing committees.

Section 6.4 Quorum; Actions. A quorum of the Council for the conduct of business shall require that a majority of the Council members then serving be present either in person or through telephonic means. Except as otherwise provided herein, binding actions of the Council shall require a majority vote by the members of the Council then serving.

Section 6.5 Voting. All members of the Council, including all ex officio Council members, shall have a vote on matters considered by the Council. Members of the Council not participating in a quorum either in person or by telephonic means, may vote by written ballot to the Secretary and may have their vote counted with the same effect as if cast personally at such meeting.

Section 6.6 Outstanding Texas Tax Lawyer Award. The Council may award the designation to one or more qualified nominees as frequently as once each year. The award may be granted posthumously.

6.6.1 Definitions

- (a) A "qualified nominee" means:

- (i) A member in good standing of the State Bar of Texas;
or
- (ii) An inactive member thereof; or
- (iii) A former full time professor of tax law who taught in
an accredited Texas law school; or
- (iv) A full time professor of tax law who is currently
teaching at an accredited Texas Law School.

In addition, qualified nominees must have (1) devoted at least 75% of his or her law practice to taxation law, and (2) been licensed to practice law in Texas or another jurisdiction for at least ten years.

- (b) "Law practice" means work performed primarily for the purpose of rendering legal advice or providing legal representation including:
 - (i) Private client service;
 - (ii) Service as a judge of any court of record;
 - (iii) Corporate or government service if the work performed was legal in nature and primarily for the purpose of providing legal advice to, or legal representation of, the corporation or government agency or individuals connected therewith; and
 - (iv) The activity of teaching at an accredited law school.
- (c) "Taxation Law" includes, but is not limited to:
 - (i) "Tax Law" as defined by the standards for attorney certification in Tax Law as determined by the Texas Board of Legal Specialization;
 - (ii) Tax controversy;
 - (iii) Employee benefits and executive compensation practice;
 - (iv) Criminal defense or prosecution relating to taxation;
 - (v) Taxation practice in the public and private sectors, including nonprofit sector; and

- (vi) Teaching taxation law or related subjects at an accredited law school.

6.6.2 Nomination Procedures. Current members of the Section may submit nominations to the Secretary. The Council may select one or more award recipients each year to receive the designation from among the qualified nominees. The number of award recipients, if any, to be selected in a particular year, the method of voting thereof, and the number of votes to be taken (including whether to use “run-off” votes and whether to use cumulative voting) shall be determined by the Council each year; provided, however, that all nominees who are awarded the designation must receive the affirmative vote of at least a majority of all members of the Council then serving. In selecting award recipients, the Council shall consider the following:

- (a) A nominee’s reputation for expertise and professionalism within the community of tax professionals specifically and the broader legal community;
- (b) Authorship of scholarly works relating to taxation law;
- (c) Significant participation in the State Bar of Texas, American Bar Association, local bar association, or other legal organizations;
- (d) Significant contributions to the general welfare of the community;
- (e) Significant pro bono activities;
- (f) Reputation for ethics;
- (g) Mentorship of other tax professionals;
- (h) Experience on the bench relating to taxation law;
- (i) Experience in academia relating to taxation law; and
- (j) Other significant contributions or experience in relation to taxation law.

6.6.3 Award. The Council may authorize the purchase of a suitable plaque, trophy, or similar symbol to acknowledge each award recipient. The Council may designate the time and place of any ceremony for the presentation of the award(s). The Council may reimburse the award recipient’s expenses incurred in connection with attending such a ceremony. The Council may authorize the waiver of an award recipient’s registration fees associated with minimum continuing legal education programs sponsored by the Section for a period of one year after and including the date of the award ceremony.

ARTICLE VII

Meetings

Section 7.1 Annual Meeting of Section. The annual meeting of the Section shall be held at such time and place as determined by the Chair and approved by the Council. The annual meeting of the Section may be held during the annual meeting of the State Bar of Texas, or at such other time and place as the Chair and the Council shall agree, with such program and order of business as may be determined by the Chair and approved by the Council. Notice of the annual meeting shall be delivered to the Section members by electronic mail, U.S. mail, overnight delivery service, or posting on the Section's website (or combination thereof) at least 20 days prior to the date designated for such annual meeting.

Section 7.2 Special Meetings of Section. Special meetings of the Section may be held at such time and place as determined by the Chair and approved by the Council. Notice of a special meeting shall be delivered to the Section members by electronic mail, U.S. mail, overnight delivery service, or posting on the Section's website (or combination thereof) at least ten days prior to the date designated for such special meeting. The notice of a special meeting should describe the general purpose or purposes for the meeting.

Section 7.3 Voting at Section Meetings. The voting members of the Section present at any meeting of the Section membership shall constitute a quorum for the transaction of business. Except as provided in [Section 4.3](#), all binding action of the Section membership shall be by a majority vote of the Section members present at the meeting.

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Section 7.4 Meetings of the Council. Regular meetings of the Council shall be had in the fall, winter and spring at such time and place as determined by the Chair. Notice of regular meetings shall be delivered to the Council members by electronic mail, U.S. mail, overnight delivery service, or posting on the Section's website (or combination thereof) at least ten days prior to the date designated for such regular meeting. Special meetings of the Council may be held at such time and place as determined by the Chair. Notice of a special meeting shall be delivered to the Council members by electronic mail, U.S. mail, or overnight delivery service (or combination thereof) at least three days prior to the date designated for such special meeting if time permits. Otherwise the time notification requirement may be waived by an affirmative vote of the Council.

Section 7.5 Council Voting by Proposition or Electronic Mail. The Chair may submit or cause to be submitted in writing (including by fax or e-mail, to each of the Council members, any proposition upon which the Council may be authorized to act, and the Council may vote thereon, in writing (including by fax or e-mail) over their respective signature (however, in the case of e-mail, no signature is required as long as an e-mail is received from the recognized e-mail address of the member), to the Secretary or Chair, who shall record upon the minutes each proposition so submitted, when, how, at whose request same was submitted, and the vote of each Council member thereon, and keep on file such votes. If the votes of a majority of the Council so recorded shall be in favor of such proposition, such majority vote shall constitute the binding action of the Council.

ARTICLE VIII

Miscellaneous

Section 8.1 Fiscal Year. The fiscal year of the Section shall begin upon the close of the annual meeting of the Section and end at the close of the next succeeding annual meeting.

Section 8.2 Prohibition on Compensation. No salary or compensation shall be paid to any Officer, Council member or member of a committee unless by approval of the Council such person is compensated for work done outside the meetings of the Council on a special study or project.

Section 8.3 Reimbursement of Expenses. Council members and other persons requested to attend a Council meeting or any other meeting on behalf of the Section shall be reimbursed for actual out-of-pocket costs incurred in attending any such meeting subject to the applicable requirements of the State Bar. Members of any committee may be reimbursed for actual out-of-pocket costs incurred in attending any meeting of the committee or any other meeting on behalf of the Section, provided the Chair has approved reimbursement before such meeting and subject to the applicable requirements of the State Bar.

Section 8.4 Amendment. These Bylaws may be amended by the Council at any meeting of the Council or through the procedure set out in Section 7.5 above, subject to approval by the Board of Directors of the State Bar of Texas.

Section 8.5 Notice by Electronic Mail. Any notice, report, or communication required or permitted to be given by e-mail under these Bylaws will be deemed to have been duly and properly given for all purposes if such notice, report, or communication is transmitted to the e-mail address then on file with the State Bar of Texas. Each Section member shall be solely responsible for ensuring that he or she has provided the State Bar of Texas with a correct and current e-mail address.

Section 8.6 Website Copyright Policy. Programs, seminars, and symposia (collectively, "Program" or "Programs") shall be encouraged as a means to facilitate continuing legal education and to promote the purposes of the Section. The Section acknowledges the author's right to copyright his or her work, articles, or other written materials used in or at Section-sponsored Programs. The Section encourages the Program director of all Section-sponsored Programs to obtain from each author permission to reproduce, distribute and display the author's work either by itself or in a collection of works on computer disk or on the Section's website, and use such other means of distribution and display in disseminating the author's work to Section members and the public. Nothing contained in this **Section 8.6** shall prohibit or prevent the reproduction, distribution and display of tax-related works from sources other than Section-sponsored Programs provided that permission is first obtained from the authors creating such work.

Section 8.7 State of Texas. No action, policy determination, or recommendation of the Section or any committee thereof shall be deemed to be, or be referred to as, the action of the State Bar of Texas prior to submission of the same to, and approval by, the Board of Directors of the State Bar of Texas, the General Assembly of the State Bar of Texas in annual convention,

Deleted: Section 8.6

or duly authorized referendum of the State Bar of Texas. Any resolution adopted or action taken by the Section may be reported by the Chair to the annual meeting of the State Bar of Texas for action thereon upon request for such action by the Council or a majority of the members of the Section present at any meeting of the Section.

Section 8.8 Confidentiality of Section Member Information. All information concerning any Section member that is deemed confidential by state or federal law, including Tex. Govt. Code Ch. 552 and Tex. Occ. Code Ch. 59, including email addresses, may be used only for official section business and may not be disclosed to the public or any third party. The Section will take reasonable and necessary precautions to protect the confidentiality of all such information.

ARTICLE IX

Financial Provisions

Section 9.1. Depositories and Investments. Section funds must be invested consistent with the State Bar's Investment Policy as set forth in the State Bar Board of Directors Policy Manual, as the same may be amended from time to time. Section funds must be deposited into either a branch of the State Bar banking depository or an alternative banking depository meeting the requirements of the of the State Bar's Investment Policy.

Section 9.2. Financial Books, Records and Reports. The Section must maintain accurate financial books and records and have appropriate controls on the maintenance and disbursement of the Section's funds, all in a fashion that permits the inclusion of the Section's financial information in the State Bar's financial statements and audit. The Section must provide to the State Bar such financial information as may be required for compliance with the requirements for the independent financial and/or internal audits of the State Bar as required by applicable law, rules and regulations, and pursuant to the State Bar's procedures for reporting section financial reporting, as such procedures may be amended from time to time. The Section will submit to the Executive Director of the State Bar by July 15th of each year a budget for the then current fiscal year.

Section 9.3. Sales Tax. To the extent required by law, the Section will collect sales tax on goods or services that it sells, and will remit monthly to the State Bar all sales tax collected during the immediately preceding month, along with a report listing the price, quantity and description of the goods or services so sold in such detail as the State Bar Accounting Department reasonably may require to ensure compliance with applicable law, rules and regulations.

Section 9.4. State Bar Assistance. The Section may request the State Bar Accounting Department to manage Section funds, including depositing dues, managing operating expenses, issuing checks and preparing financial reports and budgets.

BYLAWS OF THE STATE BAR OF TEXAS AFRICAN-AMERICAN LAWYERS SECTION

ARTICLE I Name and Purpose

Section 1. Name. This Section shall be known as the African- American Lawyers Section of the State Bar of Texas.

Section 2. Purpose. The purpose of this Section shall be to ~~promote the objectives~~ advocate the common professional interests of lawyers of African-American heritage and those having an interest in the affairs of the African-American community; to provide a common meeting ground and forum for members of the profession for consideration of special issues with respect to the recognition and enjoyment of constitutional rights of the African American Community, both individually and collectively, and to take such action with respect thereto, all subject to these Bylaws and the laws, rules and regulations of the State Bar of Texas- ~~as they relate to African American Lawyers.~~

ARTICLE II Membership and Dues

Section 1. Members. Any member in good standing of the State Bar of Texas, upon payment of dues for the current year, shall be enrolled as a member of ~~his~~this Section.

Section 2. Annual Dues. The annual dues that each member of this Section shall be required to pay shall be set from time to time by the members of the Council of this Section with the approval of the Directors of the State Bar of Texas. The annual dues shall be due and payable in advance each year concurrently with the payment of the regular annual dues of the State Bar of Texas. The Section's calendar year is from June 1st to May 31st each year.

Section 3. Termination of Membership. Any member of this Section whose annual dues shall be more than six months delinquent or who ceases to be in good standing of the State Bar of Texas shall thereupon cease to be a member of the Section.

Section 4. Law Student Member. Any law student who is in good standing as a student at any ABA-accredited law school or any law school for which ABA accreditation is pending shall be eligible to be enrolled as a law student member of the Section. Law student members shall have all the rights and privileges that the Council shall set from time to time; provided, however, that such members may not hold themselves out as members of or licensed by the State Bar and shall have no Section voting privileges. At the Council's discretion, it can present motions to set, raise, lower dues or not charge dues for law student members of the Section.

ARTICLE III Officers and Council

Section 1. Officers. The officers of this Section shall be a ~~Chairperson, Vice-Chairperson, Secretary, Treasurer, and immediate Past Chairperson~~Chair, Chair-Elect, Secretary and Treasurer, each of whom shall be in good standing with the Section

and a voting member of the Section ~~in good standing~~. Each shall hold office for a term beginning with the close of the annual meeting at which he or she is elected and ending at the close of the next succeeding annual meeting of the Section and until his or her successor has been elected. The Chair-Elect shall become the Chair of the Section in the next calendar year immediately ending the expiration of their one-year term. The same person may hold the position of Secretary and/or Treasurer.

Section 2. Council. There shall be a Council, which shall consist of at a minimum the Chair, Chair-Elect, Secretary, Treasurer, and the Immediate Past Chair. Additional Council members may be elected by the Section, as hereinafter, to occupy the following committee positions: Bylaws Committee Chair, Austin Liaison, Dallas Liaison, Houston Liaison, San Antonio Liaison, Legislative Committee Chair, Membership Committee Chair, National Bar Association Liaison, Social Media Committee Chair, and Website Committee Chair.

Section 3. ~~Removal for Failure to Attend Meetings. If any elected~~ member of the Council fails to attend three successive meetings of the Council, the Council may vote to remove the elected member from the office held by that member and may vote to fulfil the vacancy, if approved by a majority of the Council is in attendance on the occasion of that third successive absence or at another meeting of the Council thereafter.

ARTICLE IV

Nomination and Election of Officers and Council Members

Section 1. ~~Nominations. Not less than ninety (90) days prior to each annual meeting of the Section, the Chair shall appoint a nominating committee consisting of at least two (2) members of the Section, the Chair and the Chair-Elect. The committee shall make and report nominations to the Section for the election of Officers and members of the Council at the next annual meeting. Additional nominations for Officers or Council members may be made from the floor during the Annual Meeting.~~

Section 2. Officer Nominations. The Chair-Elect, Secretary, and Treasurer must be nominated and elected at each annual meeting of this Section, to hold office for a term beginning at the close of the annual meeting at which they were elected, and ending at the close of the next annual meeting of the Section, and until their successors have been elected and qualified. The Chair-Elect shall become Chair of the Section upon election of a new Chair-Elect.

Section 3. Council Nominations. At the organizational meeting of the Section, or if none is held, then at the first annual meeting of the Section, one member of the Council shall be nominated and elected to serve for one year, and one for two years¹. ~~Thereafter, upon the expiration of each of these initial terms,~~ one member of the Council shall be elected at each annual meeting of the Section for a term of two years beginning at the close of the annual meeting at which they were elected and ending at the close of the second succeeding annual meeting of the Section.

Section ~~2. — Chairperson~~4. Elections. All elections shall be made by majority vote of the currently active roster of members of the Section in attendance at the annual meeting and

¹ Year, as herein used, meaning a term beginning at the close of the annual meeting at which they were elected and ending at the close of the first or second annual meeting of this Section, respectively.

shall be by written

ballot unless otherwise ordered by resolution duly adopted by the Section at the meeting at which the election is held.

Section 5. Representative Membership. The voting membership of the Section should reflect, as much as possible, the membership of the Section as a whole, taking into consideration all relevant factors, including, but not limited to, the geographical location of the membership of the Section as a whole. Provided, however, that the representation need not be in proportion between those Section members who are Board Certified Specialists and those who are not.

ARTICLE V Duties of the Officers

Section 1. Chair. The ~~Chairperson~~Chair shall preside at all meetings of the ~~Council~~Section and ~~at the annual meeting~~ of the ~~Section. He or she shall~~Council, formulate and present at each annual meeting of the State Bar of Texas a report of the work of the Section for the ~~then~~ past year. ~~He or she and~~ shall perform such other duties and acts as usually pertain to ~~his or her office~~the office of Chair. In the event of the incapacity of the Treasurer, the Chair may exercise the powers delegated to the Treasurer.

~~Section 3.—Vice Chairperson. The Vice Chairperson shall be an ex-officio member of all of the committees appointed by the Chairperson of the Council. Upon the death, resignation, or during disability of the Chairperson, or upon his or her absence~~2. Chair-Elect. During the incapacity of the Chair or upon the Chair's death, resignation, or refusal to act, the ~~Vice Chairperson~~Chair-Elect shall perform the duties of the ~~Chairperson~~Chair for the remainder of the ~~Chairperson's~~Chair's term, except in case of the ~~Chairperson's absence or disability~~Chair's incapacity and then only during so much of the term as the ~~absence or disability continues~~incapacity continues. The Chair-Elect shall be responsible for and perform those tasks and functions assigned by the Chair, and in conjunction with the other three officers, as authorized by the Council, shall attend generally to the business of the Section and serve as parliamentarian. The Chair-Elect also shall be responsible for organizing and coordinating the Section's participation in the State Bar of Texas Annual Meeting.

Section 4.3. Secretary. The Secretary shall be the custodian of all books, papers, documents, and other property of the Section. ~~He or she~~The Secretary shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. With the ~~Chairperson, he or she~~Chair and Chair-Elect, the Secretary shall prepare a summary or digest of the proceedings of the Section at its annual meeting ~~for publication in the Texas Bar Journal, upon approval by the President of the State Bar of Texas. He or she, in conjunction with the Chairperson as authorized by the Council, shall attend generally to the business of the Section.~~ The Secretary shall have an updated roster of paid members by May 31st or the last day of the month preceding the State Bar Annual Meeting. The Secretary shall ensure that the Section complies with the State Bar of Texas notice requirements for all meetings.

Section ~~5.4~~ Treasurer. The Treasurer ~~shall receive all dues payable by members of the Section and all other funds to which the Section is entitled and shall make payments for expenses incurred in the regular course of the Section's business, and for other items approved by the Chairperson or the Council. He or she shall keep accurate records and shall account for all sums received by him or her. He or she~~ in conjunction with the Chair and Chair-Elect, as authorized by the Council, shall keep an accurate account record of all ~~dues collected and of any monies~~ moneys appropriated to ~~the Section and expended for its use, and expended for the use of the Section. The Treasurer shall prepare the annual budget for the and, in conjunction with the other officers as authorized by the Council, shall attend generally to the business of the Section. The Treasurer shall report on a monthly basis all bank statements, along with all canceled checks, deposit slips and check register to the accounting department of the State Bar of Texas.~~

ARTICLE ~~IV~~ VI

The Duties and Powers of the Council

Section 1. General Responsibility. The Council shall have general supervision and control of the affairs of this Section subject to the provisions of the Charter and Bylaws of the State Bar of Texas and the Bylaws of this Section. It shall adopt procedures to authorize expenditures of money generally, and shall approve any expenditures, which exceed the amount of the annual dues collected by the Section and commitments or contracts which involve obligations for the payment of money by the Section in excess of Five Thousand Dollars, (\$5,000.00).

Section 2. ~~Membership. The Council for the Section shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer, Immediate Past Chairperson and nine general Council members to be elected by the Section as hereinafter provided. All members of this Section in good standing who have served as Chairpersons of this Section shall be ex officio members of the Council. The Editor of the Newsletter also shall be an ex-officio member of the Council. In addition, the President, Vice President and President Elect of the State Bar of Texas and the Board advisors to this Section from the Board of Directors of the State Bar of Texas shall be ex-officio members of the Council.~~ Section 3. Filling Vacancies in Office. The Council, during the interim between annual meetings of the Section, may fill vacancies in its own membership, in the office of Secretary or Treasurer, ~~or in the position of Editor of the Newsletter,~~ or in the event of a vacancy in both the office of ChairpersonChair and Vice-ChairpersonChair, then in the office of ChairpersonChair.

~~Section 4. Ex-officio Members. Ex-officio members of the Council shall have the right to attend all Council meetings and participate in the discussions at Council meetings, but shall have no right to vote. Ex-officio members may serve on any committees, either as committee members or as Chairperson.~~

~~Section 5. No Re-election of General Members. No person shall be~~

~~eligible for election as a general member of the Council if he or she is then a general member of the Council and has been such a member continuously for a period of three years or more.~~

~~Section 6.—Removal for Failure to Attend Meetings. If any elected general member of the Council shall fail to attend three consecutive regular meetings of the Council, the office held by such member shall be automatically vacated, and the Council shall fill the vacancy for the unexpired term.~~

~~Section 7.—Newsletter. The Council shall cause to be published a newsletter and the Chairperson shall appoint one or more assistant editors for the newsletter. The assistant editor or editors shall serve at the pleasure of the Chairperson.~~

Section ~~8.~~3. Permanent Committees. There shall be a permanent committee to study and make reports and recommendations concerning legislation and to conduct institutes and otherwise deal with problems and subjects related to government law practice.

Section ~~9.~~4. Special Committees. The Council may authorize the Chairperson to appoint special committees from Section members, to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these Bylaws and the Charter and Bylaws of the State Bar of Texas. Special Committees may be appointed to draft and study proposed legislation in the field of law of special interest to this Section. The ~~Chairperson~~Chair and members of such special committees may, but need not, be members of the Council. The ~~Chairperson~~Chair may designate to whom any special committee shall report.

Section ~~10.~~5. Continuing Legal Education. The Council may authorize the study of any and all problems related to the field of government law practice, may conduct institutes and seminars and study sessions thereon, and may authorize participation in any institute or meeting relating to such subject matters conducted by the State Bar of Texas or any section or committee authorized by it.

ARTICLE V

~~Nomination and Election of Officers, Council Members and Newsletter Editor~~

~~Section 1.—Initial Nomination. The Chairperson, Vice Chairperson, Secretary, Treasurer, Newsletter Editor, and Council shall be nominated and elected, in the manner hereinafter provided at the organizational meeting of this Section for such purpose and thereafter at each annual election meeting of this Section, and the Chairperson for the preceding year shall be the Immediate Past Chairperson, to hold office for an initial term beginning with the date of approval and creation of this Section until the close of the next annual meeting thereafter.~~

~~Section 2.—Nominations. Not less than ninety (90) days prior to the next annual meeting, the Chairperson shall appoint a Nominating Committee of five members of the Council, one of whom to be designated Chairperson of the nominating committee, which committee shall make and report nominations to the Section for the offices of Chairperson, Vice Chairperson, Secretary and Treasurer, and to the position of Editor of the Newsletter, and the members of the Council to succeed those whose terms will expire at the close of the then annual meeting to which officers and members of the Council will be elected. Ex officio members of the Council may serve on the nominating committee. A copy of the report of the nominating committee shall be submitted to the Chairperson of this Section in sufficient time to conform to the notice requirement of Section 4 of this Article V, and shall be presented to the annual meeting by the chairperson of the nominating committee. Other nominations for the four offices and position of Editor of the Newsletter may be made from the floor.~~

~~Section 3.—Representative Membership. The voting membership of the Section Council should reflect, as much as possible, the membership of the Section as a whole, taking into consideration all relevant factors, including, but not limited to, the geographical location of the membership of the Section as a whole. Provided, however, that the representation need not be in proportion between those Section members who are Board Certified Specialists and those who are not.~~

~~Section 4.—Notice. Written notice of the nominee for election to offices and council positions as nominated by the nominating committee shall be given to members of the Section not less than thirty days prior to the date set for the election.~~

~~Section 5.—Number and Term of Council Member. At the organizational meeting of this Section at which these Bylaws shall have been adopted, three members of the Council shall be nominated and elected to serve for one year; three members of the Council shall be nominated and elected to serve for a term of two years; and three members of the Council shall be nominated and elected to serve for a term of three years. (The word “year” as used herein means a term beginning at the close of the organizational meeting (and thereafter, the annual meeting) at which they shall have been elected and ending at the close of the first, second, and third succeeding annual meeting of this Section, respectively.) Thereafter, upon the expiration of each of these initial terms, three members of the Council shall be elected at each annual meeting of the Section, for terms of three years beginning at the close of the annual meeting at which they shall have been elected and ending at the close of the third succeeding annual meeting of the Section.~~

~~Section 6. Elections. All elections shall be made by majority vote of the voting members of the Section in attendance at the annual meeting and shall be by written ballot unless otherwise ordered by resolution duly adopted by the Section at the meeting at which the election is held.~~

~~ARTICLE~~
~~VI Meetings~~ ARTICLE VII
Meetings

Section 1. Annual Meeting of Section. The annual meeting of this Section shall be held during the annual meeting of the State Bar of Texas, and at the same city or place, with such program and order of business as may be arranged.

Section 2. Special Meetings of Section. Special meetings of this Section may be called by the ~~chairperson~~ Chair upon approval of the Council, at such time and place and upon such notice as the Council may determine.

Section 3. Voting at Section Meetings. The members of the Section present at any meeting shall constitute a quorum for the transaction of business. All binding action of the Section shall be by majority vote of the members present.

Section 4. Meetings of Council. Special meetings of the Council may be called by the ~~Chairperson~~ Chair at such place and time as he or she may designate. Regular meetings of the council shall be held in the fall, winter, and spring at such place and time as the ~~Chairperson~~ Chair may designate.

Section 5. Voting at Council Meetings. A majority of the members of the Council shall constitute a quorum for the transaction of business. Action by a majority vote of the Council members present shall constitute the binding action of the Council, except as provided in Section 6 of Article VI. Members of the Council when personally present at a meeting of the council shall vote in person, but when absent may communicate their vote, in writing, upon any proposition to the Secretary and have it counted with the same effect as if cast personally at such meeting.

Section 6. Council Voting on Formal Propositions. The ~~Chairperson~~ Chair of the Section may, and upon the request of any member of the Council shall, submit or cause to be submitted in writing to each of the members of the Council, any proposition upon which the Council may be authorized to act, and the members of the Council may vote upon such proposition or propositions so submitted by communicating their vote thereon, in writing over their respective signatures, to the Secretary, who shall record upon his or her minutes each proposition so submitted, when, how, at whose request same was submitted, and the vote of each member of the Council thereon, and keep on file such written and signed votes. If the votes of a majority of the members of Council so recorded shall be in favor of such proposition or if such majority shall be against such proposition, such majority vote shall constitute the binding action of the Council.

~~ARTICLE VII~~ ARTICLE VIII
Miscellaneous Provision

Section 1. Fiscal Year. The Fiscal Year shall be the same as that of the State Bar of Texas, which is June 1st to May 31st each year.

Section 2. Payment of Bills. All bills incurred by this Section, before payment by the Treasurer, shall be submitted to and approved by the ~~Chairperson~~Chair or, if the Council shall so direct, by both of them.

Section 3. Limitation of Compensation. No salary or compensation shall be paid to any officer, member of the Council, or member of a committee. Nevertheless, a person may be compensated for work done outside the meetings of the Council on any special study or project, provided he or she has been employed by vote of the Council.

Section 4. Reimbursement for Expenses. Members of the Council and other persons expressly requested to attend a Council meeting shall be reimbursed for actual out-of-pocket expenses incurred in attendance at any meeting of the Council. Members of any committee, provided that the ~~Chairperson~~Chair of the Council has approved reimbursement before or after the meeting. Except for non-Council members expressly requested to attend a Council meeting, the amount of reimbursement shall not exceed the maximum amount of reimbursement from time to time established by the Directors of the State Bar of Texas for person attending meetings of the Board of Directors of the State Bar of Texas or other official meetings.

Section 5. Exerting Positions on Behalf of State Bar of Texas. No action, policy determination, or recommendation of this Section or any committee thereof shall be deemed to be, or be referred to as, the action of the State Bar of Texas prior to submission of the same to, and approval by, the Board of Directors of the State Bar of Texas, the General Assembly of the State Bar of Texas in annual convention, or duly authorized referendum of the State Bar of Texas. Any resolution adopted or action taken by this Section may on request of this Section be reported by the ~~Chairperson~~Chair to the annual meeting of the State Bar of Texas for action thereon.

Section 6. Governmental Authority. The Section through the process called "Governmental Authority," may seek the authority to present a position of the State Bar of Texas before a public, judicial, executive or legislative body. A position of the Section with ~~respect to~~respect to which the Governmental Authority process is desired shall be authorized by the Council only after written notice to all members of the Council of the proposed position to be adopted and the date at which the position will be considered by the Council. If a proposed position is adopted by the Council as provided above, thereafter all requirements and procedures set forth in the Policy Governing Legislative Action by the State Bar of Texas adopted by the Board of Directors of the State Bar of Texas on July 3, 1984, as amended from time to time, with respect to application, notice, circulation, clearance, objections, disclaimer, presentation, filing and all other matters shall be strictly followed.

Section 7. Indemnification. Officers and general members of the Council and duly authorized permanent and general special committee members of the Section shall be indemnified by the Section for losses and expenses incurred as a result of a suit for any conduct in the course of their official duties not a result of intentional acts or gross negligence on the part of such person. The indemnification granted here shall extend to actions at law or in equity.

Notwithstanding the provisions of this indemnification, this indemnification shall be qualified to the extent that professional liability insurance is maintained by each person and is effective in this instance, and at no time shall the amount for which any individual may seek indemnification exceed the amount of funds held on deposit by the Section.

ARTICLE IX Financial Provisions

Section ~~8. — Amendment.~~ 1. Depositories and Investments. Section funds must be invested consistent with the State Bar's Investment Policy as set forth in the State Bar Board of Directors Policy Manual, as the same may be amended from time to time. Section funds must be deposited into either a branch of the State Bar banking depository or an alternative banking depository meeting the requirements of the of the State Bar's Investment Policy.

Section 2. Financial Books, Records and Reports. The Section must maintain accurate financial books and records and have appropriate controls on the maintenance and disbursement of the Section's funds, all in a fashion that permits the inclusion of the Section's financial information in the State Bar's financial statements and audit. The Section must provide to the State Bar such financial information as may be required for compliance with the requirements for the independent financial and/or internal audits of the State Bar as required by applicable law, rules and regulations, and pursuant to the State Bar's procedures for reporting Section financial reporting, as such procedures may be amended from time to time. The Section will submit to the Executive Director of the State Bar by July 15 of each year a budget for the then current fiscal year.

Section 3. Sales Tax. To the extent required by law, the Section will collect sales tax on goods or services that it sells, and will remit monthly to the State Bar all sales tax collected during the immediately preceding month, along with a report listing the price, quantity and description of the goods or services so sold in such detail as the State Bar Accounting Department reasonably may require to ensure compliance with applicable law, rules and regulations.

Section 4. State Bar Assistance. The Section may request the State Bar Accounting Department to manage Section funds, including depositing dues, managing operating expenses, issuing checks and preparing financial reports and budgets.

ARTICLE X Amendments

These Bylaws may be amended at any meeting of ~~he~~the Section provided such proposed amendment shall first have been presented in writing to the ~~Chairperson~~Chair and approved by a majority of the members of the Section present and voting at a meeting at which such amendment is considered. No amendment so adopted shall become effective until same shall have also been approved by the Board of Directors of the State Bar of Texas. Notice that an amendment to these Bylaws is to be considered shall be contained in the notice to the members of the Section of the meeting at which such amendment is to be considered.

CERTIFICATION

I hereby certify that the foregoing constitutes a true and correct copy of the Bylaws of the African-American Lawyers Section of the State Bar of Texas, as amended and approved by the Officers, Council and a majority vote of the Section members present and voting at the Section Meeting in Austin, Texas on June 13, 2019.

APPROVED by the Board of Directors of the State Bar of Texas on _____.

Document comparison by Workshare 9.5 on Monday, June 24, 2019 12:58:37 PM

Input:	
Document 1 ID	file:///I:\Kotun\AALS\African American Lawyers Bylaws - 2018.pdf
Description	African American Lawyers Bylaws - 2018
Document 2 ID	file:///I:\Kotun\AALS\Final Clean AALS Bylaws.pdf
Description	Final Clean AALS Bylaws
Rendering set	Standard

Legend:	
<u>Insertion</u>	
Deletion	
Moved from	
<u>Moved to</u>	
Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	90
Deletions	78
Moved from	14
Moved to	14
Style change	0
Format changed	0
Total changes	196

BYLAWS OF THE STATE BAR OF TEXAS
AFRICAN-AMERICAN LAWYERS SECTION

ARTICLE

Name and Purpose

Section 1. Name. This Section shall be known as the African-American Lawyers Section of the State Bar of Texas.

Section 2. Purpose. The purpose of this Section shall be to promote the objectives of the State Bar of Texas as they relate to African-American Lawyers.

ARTICLE II

Membership and Dues

Section 1. Members. Any member in good standing of the State Bar of Texas, upon payment of dues for the current year, shall be enrolled as a member of his Section.

Section 2. Annual Dues. The annual dues that each member of this Section shall be required to pay shall be set from time to time by the members of the Council of this Section with the approval of the Directors of the State Bar of Texas. The annual dues shall be due and payable in advance each year concurrently with the payment of the regular annual dues of the State Bar of Texas.

Section 3. Termination of Membership. Any member of this Section whose annual dues shall be more than six months delinquent or who ceases to be in good standing of the State Bar of Texas shall thereupon cease to be a member of the Section.

ARTICLE III

Officers

Section 1. Officers. The officers of this Section shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer, and immediate Past Chairperson, each of whom shall be a voting member of the Section in good standing. Each shall hold office for a term beginning with the close of the annual meeting at which he or she is elected and ending at the close of the next succeeding annual meeting of the Section and until his or her successor has been elected.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Council and at the annual meeting of the Section. He or she shall formulate and present at each annual meeting of the State Bar

of Texas a report of the work of the Section for the then past year. He or she shall perform such other duties and acts as usually pertain to his or her office.

Section 3. Vice-Chairperson. The Vice-Chairperson shall be an ex-officio member of all of the committees appointed by the Chairperson of the Council. Upon the death, resignation, or during disability of the Chairperson, or upon his or her absence or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson for the remainder of the Chairperson's term except in case of the Chairperson's absence or disability and then only during so much of the term as the absence or disability continues.

Section 4. Secretary. The Secretary shall be the custodian of all books, papers, documents, and other property of the Section. He or she shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. With the Chairperson, he or she shall prepare a summary or digest of the proceedings of the Section at its annual meeting for publication in the Texas Bar Journal, upon approval by the President of the State Bar of Texas. He or she, in conjunction with the Chairperson as authorized by the Council, shall attend generally to the business of the Section.

Section 5. Treasurer. The Treasurer shall receive all dues payable by members of the Section and all other funds to which the Section is entitled and shall make payments for expenses incurred in the regular course of the Section's business, and for other items approved by the Chairperson or the Council. He or she shall keep accurate records and shall account for all sums received by him or her. He or she shall keep an accurate account of all dues collected and of any monies appropriated to the Section and expended for its use.

ARTICLE IV

The Council

Section 1. General Responsibility. The Council shall have general supervision and control of the affairs of this Section subject to the provisions of the Charter and Bylaws of the State Bar of Texas and the Bylaws of this Section. It shall adopt procedures to authorize expenditures of money generally, and shall approve any expenditures which exceed the amount of the annual dues collected by the Section and commitments or contracts which involve obligations for the payment of money by the Section in excess of Five Thousand Dollars.

Section 2. Membership. The Council for the Section shall consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer, Immediate

Past Chairperson and nine general Council members to be elected by the Section as hereinafter provided. All members of this Section in good standing who have served as Chairpersons of this Section shall be ex-officio members of the Council. The Editor of the Newsletter also shall be an ex-officio member of the Council. In addition, the President, Vice-President and President-Elect of the State Bar of Texas and the Board advisors to this Section from the Board of Directors of the State Bar of Texas shall be ex-officio members of the Council.

Section 3. Filling Vacancies in Office. The Council, during the interim between annual meetings of the Section, may fill vacancies in its own membership, in the office of Secretary or Treasurer, or in the position of Editor of the Newsletter, or in the event of a vacancy in both the office of Chairperson and Vice-Chairperson, then in the office of Chairperson.

Section 4. Ex-officio Members. Ex-officio members of the Council shall have the right to attend all Council meetings and participate in the discussions at Council meetings, but shall have no right to vote. Ex-officio members may serve on any committees, either as committee members or as Chairperson.

Section 5. No Re-election of General Members. No person shall be eligible for election as a general member of the Council if he or she is then a general member of the Council and has been such a member continuously for a period of three years or more.

Section 6. Removal for Failure to Attend Meetings. If any elected general member of the Council shall fail to attend three consecutive regular meetings of the Council, the office held by such member shall be automatically vacated, and the Council shall fill the vacancy for the unexpired term.

Section 7. Newsletter. The Council shall cause to be published a newsletter and the Chairperson shall appoint one or more assistant editors for the newsletter. The assistant editor or editors shall serve at the pleasure of the Chairperson.

Section 8. Permanent Committees. There shall be a permanent committee to study and make reports and recommendations concerning legislation and to conduct institutes and otherwise deal with problems and subjects related to government law practice.

Section 9. Special Committees. The Council may authorize the Chairperson to appoint special committees from Section members, to perform such duties and exercise such powers as the Council may direct,

subject to the limitations of these Bylaws and the Charter and Bylaws of the State Bar of Texas. Special Committees may be appointed to draft and study proposed legislation in the field of law of special interest to this Section. The Chairperson and members of such special committees may, but need not, be members of the Council. The Chairperson may designate to whom any special committee shall report.

Section 10. Continuing Legal Education. The Council may authorize the study of any and all problems related to the field of government law practice, may conduct institutes and seminars and study sessions thereon, and may authorize participation in any institute or meeting relating to such subject matters conducted by the State Bar of Texas or any section or committee authorized by it.

ARTICLE V

Nomination and Election of Officers, Council Members and Newsletter Editor

Section 1. Initial Nomination. The Chairperson, Vice-Chairperson, Secretary, Treasurer, Newsletter Editor, and Council shall be nominated and elected, in the manner hereinafter provided at the organizational meeting of this Section for such purpose and thereafter at each annual election meeting of this Section, and the Chairperson for the preceding year shall be the Immediate Past Chairperson, to hold office for an initial term beginning with the date of approval and creation of this Section until the close of the next annual meeting thereafter.

Section 2. Nominations. Not less than ninety (90) days prior to the next annual meeting, the Chairperson shall appoint a Nominating Committee of five members of the Council, one of whom to be designated Chairperson of the nominating committee, which committee shall make and report nominations to the Section for the offices of Chairperson, Vice-Chairperson, Secretary and Treasurer, and to the position of Editor of the Newsletter, and the members of the Council to succeed those whose terms will expire at the close of the then annual meeting to which officers and members of the Council will be elected. Ex-officio members of the Council may serve on the nominating committee. A copy of the report of the nominating committee shall be submitted to the Chairperson of this Section in sufficient time to conform to the notice requirement of Section 4 of this Article V, and shall be presented to the annual meeting by the chairperson of the nominating committee. Other nominations for the four offices and position of Editor of the Newsletter may be made from the floor.

Section 3. Representative Membership. The voting membership of the Section Council should reflect, as much as possible, the

membership of the Section as a whole, taking into consideration all relevant factors, including, but not limited to, the geographical location of the membership of the Section as a whole. Provided, however, that the representation need not be in proportion between those Section members who are Board Certified Specialists and those who are not.

Section 4. Notice. Written notice of the nominee for election to offices and council positions as nominated by the nominating committee shall be given to members of the Section not less than thirty days prior to the date set for the election.

Section 5. Number and Term of Council Member. At the organizational meeting of this Section at which these Bylaws shall have been adopted, three members of the Council shall be nominated and elected to serve for one year; three members of the Council shall be nominated and elected to serve for a term of two years; and three members of the Council shall be nominated and elected to serve for a term of three years. (The word "year" as used herein means a term beginning at the close of the organizational meeting (and thereafter, the annual meeting) at which they shall have been elected and ending at the close of the first, second, and third succeeding annual meeting of this Section, respectively.) Thereafter, upon the expiration of each of these initial terms, three members of the Council shall be elected at each annual meeting of the Section, for terms of three years beginning at the close of the annual meeting at which they shall have been elected and ending at the close of the third succeeding annual meeting of the Section.

Section 6. Elections. All elections shall be made by majority vote of the voting members of the Section in attendance at the annual meeting and shall be by written ballot unless otherwise ordered by resolution duly adopted by the Section at the meeting at which the election is held.

ARTICLE VI

Meetings

Section 1. Annual Meeting of Section. The annual meeting of this Section shall be held during the annual meeting of the State Bar of Texas, and at the same city or place, with such program and order of business as may be arranged.

Section 2. Special Meetings of Section. Special meetings of this Section may be called by the chairperson upon approval of the Council, at such time and place and upon such notice as the Council may determine.

Section 3. Voting at Section Meetings. The members of the Section present at any meeting shall constitute a quorum for the transaction of business. All binding action of the Section shall be by majority vote of the members present.

Section 4. Meetings of Council. Special meetings of the Council may be called by the Chairperson at such place and time as he or she may designate. Regular meetings of the council shall be held in the fall, winter and spring at such place and time as the Chairperson may designate.

Section 5. Voting at Council Meetings. A majority of the members of the Council shall constitute a quorum for the transaction of business. Action by a majority vote of the Council members present shall constitute the binding action of the Council, except as provided in Section 6 of Article VI. Members of the Council when personally present at a meeting of the council shall vote in person, but when absent may communicate their vote, in writing, upon any proposition to the Secretary and have it counted with the same effect as if cast personally at such meeting.

Section 6. Council Voting on Formal Propositions. The Chairperson of the Section may, and upon the request of any member of the Council shall, submit or cause to be submitted in writing to each of the members of the Council, any proposition upon which the Council may be authorized to act, and the members of the Council may vote upon such proposition or propositions so submitted by communicating their vote thereon, in writing over their respective signatures, to the Secretary, who shall record upon his or her minutes each proposition so submitted, when, how, at whose request same was submitted, and the vote of each member of the Council thereon, and keep on file such written and signed votes. If the votes of a majority of the members of Council so recorded shall be in favor of such proposition or if such majority shall be against such proposition, such majority vote shall constitute the binding action of the Council.

ARTICLE VII

Miscellaneous Provision

Section 1. Fiscal Year. The Fiscal Year shall be the same as that of the State Bar of Texas.

Section 2. Payment of Bills. All bills incurred by this Section, before payment by the Treasurer, shall be submitted to and approved by the Chairperson or, if the Council shall so direct, by both of them.

Section 3. Limitation of Compensation. No salary or compensation shall be paid to any officer, member of the Council, or member of a committee. Nevertheless, a person may be compensated for work done outside the meetings of the Council on any special study or project, provided he or she has been employed by vote of the Council.

Section 4. Reimbursement for Expenses. Members of the Council and other persons expressly requested to attend a Council meeting shall be reimbursed for actual out-of-pocket expenses incurred in attendance at any meeting of the Council. Members of any committee, provided that the Chairperson of the Council has approved reimbursement before or after the meeting. Except for non-Council members expressly requested to attend a Council meeting, the amount of reimbursement shall not exceed the maximum amount of reimbursement from time to time established by the Directors of the State Bar of Texas for person attending meetings of the Board of Directors of the State Bar of Texas or other official meetings.

Section 5. Exerting Positions on Behalf of State Bar of Texas. No action, policy determination, or recommendation of this Section or any committee thereof shall be deemed to be, or be referred to as, the action of the State Bar of Texas prior to submission of the same to, and approval by, the Board of Directors of the State Bar of Texas, the General Assembly of the State Bar of Texas in annual convention, or duly authorized referendum of the State Bar of Texas. Any resolution adopted or action taken by this Section may on request of this Section be reported by the Chairperson to the annual meeting of the State Bar of Texas for action thereon.

Section 6. Governmental Authority. The Section through the process called "Governmental Authority," may seek the authority to present a position of the State Bar of before a public, judicial, executive or legislative body. A position of the Section with respect to which the Governmental Authority process is desired shall be authorized by the Council only after written notice to all members of the Council of the proposed position to be adopted and the date at which the position will be considered by the Council. If a proposed position is adopted by the Council as provided above, thereafter all requirements and procedures set forth in the Policy Governing Legislative Action by the State Bar of Texas adopted by the Board of Directors of the State Bar of Texas on July 3, 1984, as amended from time to time, with respect to application, notice, circulation, clearance, objections, disclaimer, presentation, filing and all other matters shall be strictly followed.

Section 7. Indemnification. Officers and general members of the Council and duly authorized permanent and general special committee

members of the Section shall be indemnified by the Section for losses and expenses incurred as a result of a suit for any conduct in the course of their official duties not a result of intentional acts or gross negligence on the part of such person. The indemnification granted here shall extend to actions at law or in equity. Notwithstanding the provisions of this indemnification, this indemnification shall be qualified to the extent that professional liability insurance is maintained by each person and is effective in this instance, and at no time shall the amount for which any individual may seek indemnification exceed the amount of funds held on deposit by the Section.

Section 8. Amendment. These Bylaws may be amended at any meeting of the Section provided such proposed amendment shall first have been presented in writing to the Chairperson and approved by a majority of the members of the Section present and voting at a meeting at which such amendment is considered. No amendment so adopted shall become effective until same shall have also been approved by the Board of Directors of the State Bar of Texas. Notice that an amendment to these Bylaws is to be considered shall be contained in the notice to the members of the Section of the meeting at which such amendment is to be considered.

BYLAWS OF THE IMMIGRATION & NATIONALITY LAW SECTION OF THE STATE BAR OF TEXAS

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ARTICLE I NAME AND PURPOSE

- 1.1. **Name.** This Section shall be known as the Immigration & Nationality Law Section of the State Bar of Texas.
- 1.2. **Purpose.** The mission of the State Bar of Texas Immigration & Nationality Law Section is to promote the administration and development of Immigration & Nationality Law in the State of Texas; to assist members currently engaged in practicing this diverse and dynamic area of the law; to sponsor and promote advanced CLE programs covering various topics within this 'practice; and, to provide updates on legislation, community-outreach projects, and policy changes affecting this area of the law in a semi-annual newsletter to members.

ARTICLE II Members and Dues

2.1. Members.

- a. **Voting Members.** Voting Members of the Section are those licensed Texas attorneys who are members in good standing of the State Bar, have joined the Section and are current in the payment of their Section dues. Only Voting Members may vote in Section elections and on matters coming before the Section members for action.
- b. **Associate Members.** Associate members of the Section are those individuals who are not licensed to practice law in Texas, but limited to, out of state attorneys, paralegals, law students, BIA accredited individuals, and non-attorney academics, who have joined the Section and are current in the payment of their Section dues. Associate Members may not hold themselves out as being members of the State Bar or make any representation that they are licensed by the State Bar. Associate Members shall have no Section member voting rights.

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- 2.2. **Section Dues.** Each member of the Section shall pay annual Section dues in the amount established from time to time by Section Council and approved by the State Bar Board of Directors. Section dues shall be due and payable on or before June 1 of each year.

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- 2.3. **Termination of Membership.** On the occurrence of any of the following, a Section member shall immediately cease to be a member of the Section without any further action required:

- a. Any member who is delinquent on payment of Section dues;
- b. Any Voting Member who ceases to be a member in good standing of the State Bar of Texas;
- c. Any Associate Member who is found by a majority vote of the Council to have represented himself or herself as a member of the State Bar or as a member licensed by the State Bar.

Deleted: <#>Six (6) elected Vice Presidents, all of whom must be voting members of the Section in good standing; ¶
<#>Vice President – Employment-based issues; ¶
<#>Vice President – Family-based issues; ¶
<#>Vice President – Removal & Deportation issues; ¶
<#>Vice President – Asylum & Refugee issues; ¶
<#>Vice President – Non-profit Immigration services; ¶
<#>Vice President – Conference Planning & Publications

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ARTICLE III Council and Officers

3.1. Council

- a. The powers, business and property of the Section shall be conducted, controlled and managed by a Council, to the extent authorized by law and the policies of the State Bar.
- b. The Council is comprised of the following members:
- i. Nine (9) elected Council members, all of whom must be voting members of the Section in good standing;

- ii. The Section Officers;
 - iii. The State Bar of Texas President and President-Elect as non-voting ex officio members; and
 - iv. Such other non-voting ex officio members appointed by the Council as it may from time to time determine by resolution.
- c. Terms.
- i. Elected Council members shall serve three-year terms, commencing on the adjournment of the Section's annual meeting at which they are elected and ending on the adjournment of the third Section's annual meeting thereafter or, if later, when their successors have been elected and have assumed office. Three elected Council members shall be elected each year in accordance with the election provisions below. No elected Council member may serve more than two consecutive three-year terms.
 - ii. The terms of the Section Officers on the Council shall be commensurate with their terms in office.

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3.2. Officers.

- a. The Officers of the Section are:
- i. The Immediate Past Chair;
 - ii. The Chair;
 - iii. The Chair-Elect;
 - iv. The Treasurer;
 - v. The Secretary;
- b. Terms. Section Officers serve one-year terms, commencing on the adjournment of the Section's annual meeting and ending on the adjournment of the next Section's annual meeting.
- c. Succession. The Secretary is elected in accordance with the election provisions below, except from a slate limited to the Council members. At the completion of each one-year term, the Secretary succeeds to serve as Treasurer, the Treasurer succeeds to serve as Chair-Elect, the Chair-Elect succeeds to serve as Chair, and the Chair succeeds to serve as Immediate Past Chair. The election provisions do not apply to Treasurer, Chair-Elect, Chair, and Immediate Past Chair.

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ARTICLE IV Nominations and Elections

4.1 Nomination.

- a. Appointment. Within 90 days after assuming office, the Chair will appoint a Nominating Committee consisting of the Chair and Immediate Past Chair, one elected Council member, and not less than two Voting Members of the Section who are not then serving on the Council.
- b. Notice. Within 90 days following the appointment of the Nominating Committee, the Chair will cause notice to be given to the Voting Members of the Section, identifying the members of the Nominating Committee and calling for nominations for the elected Council positions whose terms expire that year. Notice is sufficient if made by electronic mail, US mail, prominent posting on the Section's website, or published in the Section's newsletter.
- c. Nominations for Secretary position. The Nominating Committee will also call for nominations for the Secretary position apart from the elected Council member positions. Nominations for Secretary are limited to elected Council members who have served at least one year of their three-year terms. Upon nomination, the Nominating Committee will confirm that the nominee wishes to be considered for the election.
- d. Nominations. Any member of the Section may submit nominations to any member of the Nominating

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Committee during the time beginning on the date of the notification and ending 90 days before the Section's next annual meeting. Upon receipt of a nomination, the Nominating Committee will confirm that the nominee wishes to be considered for the election. From the candidates who have accepted nomination, and any additional candidates chosen by the Nominating Committee, the Nominating Committee will nominate at least two individuals for each position up for election and will notify the Voting Members of the nominations. Notification of nominations will be delivered or published no later than 30 days prior to the Section's annual meeting. Such notification may be made by electronic mail, US mail, prominent posting on the Section's website, or published in the Section's newsletter.

4.2 Election. The Council members present and voting at the Section's annual meeting will elect the Secretary from the Nominating Committee's nominees. The Voting Members present and voting at the Section's annual meeting will elect the three Council members from the Nominating Committee's nominees. Elections will be by simple majority and voting may be by written ballot or show of hands as the Council deems appropriate.

4.3 Uncontested Election. In the event that any candidate should be nominated without opposition, such candidate shall, upon a vote being cast for him or her at the time of such nomination be declared elected, without his or her name being placed on the ballot mentioned above.

4.4 Vacancies.

- Chair. In the event of death, disability, resignation, or termination of Section membership of the Chair, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or disability.
- Chair-Elect. In the event of death, disability, resignation, or termination of Section membership of the Chair-Elect, the Treasurer shall perform the duties of the Chair-Elect for the remainder of the Chair-Elect's term or disability.
- Council Members, Secretary and Treasurer. In the event of the death, disability, resignation, or termination of Section membership of the Secretary, Treasurer, or any elected Council member, the Council may fill the vacancy by appointment. The person so filling the vacancy will serve until the close of the next Section annual meeting. The remainder of any elected Council member's vacated expired term will be filled by election at the next Section annual meeting in accordance with these Bylaws.

4.5 Standing Committees.

- Employment-Based Issues. An elected Council member will be designated to lead a committee focused on Employment-based immigration Issues and shall preside at all meetings of the Employment-Based Issues Committee and shall otherwise perform such duties as delegated by the Chair.
- Family-Based Issues. An elected Council member will be designated to lead a committee focused on Family-based immigration issues and shall preside at all meetings of the Family-Based Issues Committee and shall otherwise perform such duties as delegated by the Chair.
- Removal & Deportation Issues. An elected Council member will be designated to lead a committee focused on Removal & Deportation immigration issues and shall preside at all meetings of the Removal & Deportation Issues Committee and shall otherwise perform such duties as delegated by the Chair.
- Asylum & Refugee Issues. An elected Council member will be designated to lead a committee focused on Asylum & Refugee Immigration issues and shall preside at all meetings of the Asylum & Refugee Issues Committee and shall otherwise perform such duties as delegated by the Chair.
- Non-Profit Immigration Services. An elected Council member will be designated to lead a committee focused on Non-Profit Immigration Services and shall coordinate pro bono opportunities for Section members shall supervise the Section's non-profit activities and shall otherwise perform such duties as delegated by the Chair.
- Conference Planning & Publications. An elected Council member will be designated to lead a committee focused on Conference Planning & Publications and shall organize and oversee the annual conference for the Section and any other conferences, shall coordinate all Section publications, and shall otherwise perform such duties as delegated by the Chair.

**ARTICLE V
Duties and Powers of Officers**

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Appointment. Within 90 days after assuming office, the Chair will appoint a Nominating Committee consisting of the Chair and Immediate Past Chair, one elected Vice President, one elected Council member, and not less than one Voting Member of the Section who is not then serving on the Council. ¶

Notice. Within 30 days following the appointment of the Nominating Committee, the Chair will cause notice to be given to the Voting Members of the Section, identifying the members of the Nominating Committee and calling for nominations for Chair-Elect, Secretary, Treasurer, and the elected Council members and Vice Presidents whose terms expire that year. Notice is sufficient if made by electronic mail, US mail, prominent posting on the Section's website. ¶

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5.1. Section Officers:

- a. Chair. The Chair will preside at all meetings of this Section and of the Council, plan and supervise the activities of the Section, serve on the State Bar’s Council of Chairs and perform such other duties and acts as usually pertain to the office
- b. Chair-Elect. The Chair-Elect will perform the duties of Chair during the disability or absence of the Chair and will perform other such duties as directed by the Chair or the Council.
- c. Secretary. The Secretary will serve as the custodian of the books, reports and records of the Section, with the exception of the financial records, keep a correct record of the proceedings in all meetings of the Section and the Council, and maintain the rosters of the Section members, the Section committees and the Council.
- d. Treasurer. The Treasurer will serve as the custodian of all financial reports of the Section, receive all dues and other funds paid to the Section, provide required financial information to the State Bar, invest the funds of the Section subject to the requirements and parameters established by the State Bar and provide financial reports to the Council at each of its meetings. Subject to requirements of the State Bar and the approval of the Council, the Treasurer, along with the Chair, has full authority to appoint depositories of the funds of the Section and to make deposits thereto and withdrawals therefrom.

ARTICLE VI
Duties and Powers of the Council

6.1. Authority. Subject to applicable law and the policies of the State Bar, the Council will have general supervision and control of the affairs of this Section to ensure that the purposes and objectives of the Section are carried out. The Council will supervise the expenditure of funds received by the Section from dues and all other Section activities.

6.2. Committees

- a. Establishment. From time to time, the Council may establish additional committees and task forces as it deems advisable to perform such duties and exercise such powers as the Council directs, subject to the limitations of these Bylaws, the policies and procedures of the State Bar of Texas and all applicable law.
- b. Membership of Council Committees. Members of Council committees will consist of Council members and such non-voting ex officio section members as the Council determines. The Chair, with the advice of the Chair-Elect, will appoint the membership of Council committees, subject to the approval of the Council.
- c. Membership of Standing Committees. The Council may establish the terms of membership on Section committees and may vest in the Chair or the Chair-Elect or both, to appoint members to Section committees under the guidelines and restrictions the Council imposes. Membership of Section committees may consist of Voting Members of the Section.
- d. Standing Committees: Until otherwise determined by action of the Council, the standing committees of the Section will be led by their respective Council Member and will include, but are not limited to:
 - a. Employment-based Issues Committee;
 - b. Family-based Issues Committee;
 - c. Deport & Removal Issues Committee;
 - d. Asylee & Refugee Issues Committee;
 - e. Non-Profit Immigration Services Committee;
 - f. Conference Planning & Publications Committee.
- e. Committee Reports. The Council will monitor the activities and functions of the Section committees and may require such committees to report to the Council with such frequency as the Council deems advisable.

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Section 3. Vice President -Employment-Based Issues. The Vice President Employment-Based Issues shall preside at all meetings of the Employment-Based Issues Committee and shall otherwise perform such duties as delegated by the Chair.

Section 4. Vice President -Family-Based Issues. The Vice President -Family-Based Issues shall preside at all meetings of the Family-Based Issues Committee and shall otherwise perform such duties as delegated by the Chair.

Section 5. Vice President -Removal & Deportation Issues. The Vice President Removal & Deportation Issues shall preside at all meetings of the Removal & Deportation Issues Committee and shall otherwise perform such duties as delegated by the Chair.

Section 6. Vice President -Asylum & Refugee Issues. The Vice President -Asylum & Refugee Issues shall preside at all meetings of the Asylum & Refugee Issues Committee and shall otherwise perform such duties as delegated by the Chair.

Section 7. Vice President -Non-Profit Immigration Services

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ARTICLE VII MEETINGS

7.1 Meetings of the Council

- a. Quorum. A quorum of the Council consists of a simple majority of the voting Council members. No action may be taken at any Council meeting without the presence of a quorum of the Council.
- b. Voting. Unless otherwise stated in these Bylaws or required by the policies of the State Bar, all binding actions of the Council must be by a majority vote of the voting Council members present at the Council meeting. Voting may be by written ballot, hand count, or voice vote. Voting by proxy shall not be allowed. Except as may be otherwise provided by these Bylaws, Council meetings shall be governed by the then current edition of Roberts Rules of Order.
- c. Regular Meetings. Regular meetings of the Council shall be held in the fall, winter, and spring and summer at such time and place as determined by the Chair. Notice of regular meetings will be delivered to Council members by electronic mail or US mail at least ten days prior to the date of the meeting.
- d. Special meetings. Special meetings of the Council may be held at such time and place as determined by the Chair for the purpose of taking such necessary or emergency action as may be required before the next scheduled regular Council meeting. Notice of a special meeting will be delivered to Council members by electronic mail or US mail at least three days prior to the date of the meeting. The notice must describe the general purpose or purposes of the meeting and the reason a special meeting is deemed necessary. A quorum of the Council members may waive the notification requirement by affirmative vote at the special meeting.
- e. Waiver of Notice by Attendance. Attendance of a Council member at a Council meeting constitutes waiver of notice unless the Council member's attendance is expressly for the purpose of objecting to the transaction of business at the meeting without adequate notice.
- f. Participation. With the approval of the Chair, Council members may participate in Council meetings by teleconference or videoconference. A Council member participating by teleconference or videoconference is counted toward a quorum and may vote on any matters coming before the Council meeting.

7.2 Section Meetings

- a. Annual Meeting. The Section will hold an annual meeting at such time and place as determined by the Chair and approved by the Council. Notice of the annual meeting will be provided to Section members at least 20 days prior to the meeting and may be delivered by electronic mail, US mail, or prominent posting on the Section's website.
- b. Special Meetings. Special meetings of the Section may be held at such time and place as may be determined by the Chair and approved by the Council. Notice of a special meeting shall be provided to Section members at least 3 days prior to the meeting and may be delivered by electronic mail, US mail, or posting on the homepage of the Section's website. The notice must describe the general purpose or purposes of the special meeting and the reason the special meeting is deemed necessary.
- c. Quorum and Voting. At all Section meetings, a quorum consists of a simple majority of the Voting Members present at the meeting. Voting may be by written ballot (subject to the terms for email voting described above), hand count, or voice vote. Voting by proxy shall not be allowed.
- d. Meeting Attendance. A member who attends a meeting by teleconference or video conference shall be counted as present at such meeting. Two consecutive unexcused absences will result in termination from Council member position.

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e. Committee Meetings. The Employment-Based Issues, Family-Based Issues, Removal & Deportation Issues, Asylum & Refugee Issues, Non-Profit Immigration Services, and Conference Planning & Publications Committees shall each meet as often as necessary by telephone conference or in-person, subject to budgetary restrictions placed upon each committee, by the Council, and report yearly objectives and progress at the Annual Meeting of this Section or at such other time and place as the Council Member of the respective Committee, in consultation with the Chair, shall deem appropriate.

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ARTICLE VIII Financial Provisions

- 8.1 Depositories and Investments.** Section funds must be invested consistent with the State Bar's Investment Policy as set forth in the State Bar Board of Directors Policy Manual, as the same may be amended from time to time. Section funds must be deposited into either a branch of the State Bar banking depository or an alternative banking depository meeting the requirements of the State Bar's Investment Policy.
- 8.2 Financial Books, Records, and Reports.** The Section must maintain accurate financial books and records and have appropriate controls on the maintenance and disbursement of the Section's funds, all in a fashion that permits the inclusion of the Section's financial information in the State Bar's financial statements and audit. The Section must provide to the State Bar such financial information as may be required for compliance with the requirements for the independent financial and/or internal audits of the State Bar as required by applicable law, rules and regulations, and pursuant to the State Bar's procedures for reporting section financial reporting, as such procedures may be amended from time to time. The Section will submit to the Executive Director of the State Bar by July 15th of each year a budget for the then current fiscal year.
- 8.3 Sales Tax.** To the extent required by law, the Section will collect sales tax on goods or services that it sells, and will remit monthly to the State Bar all sales tax collected during the immediately preceding month, along with a report listing the price, quantity and description of the goods or services so sold in such detail as the State Bar Accounting Department reasonably may require to ensure compliance with applicable law, rules, and regulations.
- 8.4 State Bar Assistance.** The Section may request the State Bar Accounting Department to manage Section funds, including depositing dues, managing operating expenses, issuing checks and preparing financial reports and budgets.

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ARTICLE IX Governmental Authority

- 9.1. Section Action not Action of the State Bar of Texas.** No action, policy, determination, or recommendation of this Section or any committee thereof shall be deemed to be, or be referred to as, the action of the State Bar of Texas prior to submission of the same to, and approval by, the Board of Directors of the State Bar of Texas, the General assembly of the State Bar of Texas in annual convention, or duly-authorized referendum of the State Bar of Texas. Any resolution adopted or action taken by this Section may on request of this Section be reported by the Chair to the State Bar of Texas for action thereon.
- 9.2. Governmental Authority Process.** This Section, through the process called "Governmental Authority," may seek the authority to present a position of the State Bar of Texas before a public, judicial, executive or legislative body.
- 9.3. Required Council Action.** A position of this Section with respect to which the Governmental Authority process is desired shall be authorized by the Council only after written notice to all members of the Council of the proposed position to be adopted and the date at which the position will be considered by the Council. The proposed position must be adopted by a quorum vote of the Council.
- 9.4. Compliance with Governmental Authority Handbook.** If a proposed position is adopted by the Council as

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provided in Section 3 immediately preceding, thereafter all requirements and procedures set forth in the Governmental Authority Handbook dated January 30, 1981, as amended from time to time, with respect to application, notice, circulation, clearance, objections, disclaimer, presentation, filing and all other matters shall be strictly followed.

ARTICLE X
Miscellaneous

- 10.1. Political or Social Policy Advocacy Position.** No position may be taken by the Section or its members in the name of the Section or the State Bar that advocates or advances a political or social policy position in violation of State Bar policies, the State Bar Act, the State Bar Rules, or any other applicable state or federal law.
- 10.2. Section Name Change.** The Section may not change its name without the approval of the State Bar Board of Directors in accordance with the then current State Bar policies and procedures.
- 10.3. Confidentiality of Section Member Information.** All information concerning any Section member that is deemed confidential by state or federal law, including Tex. Govt. Code Ch. 552 and Tex. Occ. Code Ch. 59, including email addresses, may be used only for official section business and may not be disclosed to the public or any third party. The Section will take reasonable and necessary precautions to protect the confidentiality of all such information.
- 10.4. Amendment of Bylaws.** These Bylaws may be amended at any meeting of the Section by a majority vote of the Voting Members present and voting, provided that any proposed amendment is first approved by a majority of the Council and notice of the proposed amendment in accordance with these Bylaws has been provided to all Voting Members at least 30 days prior to the meeting at which the amendment will be considered. No amendment will become effective until approved by the State Board of Directors in accordance with the then current State Bar policies and procedures.
- 10.5. Approval by the State Bar of Texas.** Any action by this Section must be approved by the State Bar of Texas before it becomes effective as action of the State Bar. Any resolution adopted or action taken by this Section may, on request of the Section, be reported by the Chair of this Section to the Annual Meeting of the State Bar of Texas for action thereon by the State Bar of Texas.
- 10.6. Effectiveness.** These Bylaws shall become effective upon approval thereof by the Board of Directors of the State Bar of Texas, and upon adoption by this Section.
- 10.7. Printing.** Unless the Council determines it is prudent to proceed otherwise, all printing for this Section or for any committee of this Section shall be done under the supervision of the headquarters office of the State Bar of Texas.
- 10.8. Electronically Communicated Notices.** Email, facsimile and other electronic communication shall constitute notice for all purposes of these Bylaws.
- 10.9. Cooperation with Other Sections.** In order to facilitate cooperation and communications with other Sections of the State Bar of Texas, the Council may appoint an *ex officio* member to or a liaison with any Section of the State Bar of Texas.

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BYLAWS OF THE JUDICIAL SECTION OF THE STATE BAR OF TEXAS

ARTICLE I Name, Purpose and Mission

Section 1. Name. This Section shall be known as the Judicial Section of the State Bar of Texas.

Section 2. Purpose. The purpose of this Section shall be to promote the objectives of the Judiciary and the State Bar of Texas,, and to take such action as may be appropriate to accomplish this,, subject to the Bylaws of this Section, the State Bar Act, State Bar Rules and State Bar Board Policy Manual.

Section 3. Mission Statement. The Judicial Section of the State Bar of Texas advances the interests of the Texas judiciary, works to improve the quality of justice in Texas, examines issues affecting the judicial system, fosters public education about the judicial system and matters of concern to the judiciary, promotes dialogue and collaboration among judges, and provides a forum to discuss matters of concern to judges.

ARTICLE II Membership

Section 1. Eligibility. Any member of the State Bar of Texas who is a sitting, visiting, retired, former, or federal Judge or Justice, or a full-time associate Judge of a court with jurisdiction in Texas, excluding municipal and justice of the peace courts, whose right to serve has not been formally suspended or terminated, shall be enrolled as a member of the section, upon payment of dues.

Section 2. Dues. Members of this Section shall pay annual dues in an amount to be fixed by the Judicial Section Board of Directors, subject to the approval of the State Bar Board of Directors.

ARTICLE III Officers and Board of Directors

Section 1. Officers and Executive Committee. The officers of this Section shall be: Chair, Immediate Past Chair, Chair-Elect, and Secretary-Treasurer. The officers shall constitute the Executive Committee of the Judicial Section Board of Directors. The Executive Committee shall be empowered to take action with regard to the time-sensitive affairs of the Section, between meetings of its Board of Directors.

Section 2. Chair. The currently serving Chair-Elect shall automatically become the Chair of the Judicial Section at the close of the Section's Annual Meeting, and only nominations for the positions of Chair-Elect and elected members of the Board of Directors shall be received and voted upon, as provided by these Bylaws.

Section 3. Chair-Elect. The Chair-Elect shall be nominated and elected at each annual meeting of the Section, according to the Nominations and Elections procedure described in these Bylaws, for a term beginning with election and ending with the election of a successor. Nominations for the position of Chair-Elect shall be conducted in such a manner as to ensure that the position rotates in a four-year cycle according to the following schedule: (a) an intermediate appellate justice, (b) a district court judge, (c) a statutory county court judge, (d) a district court judge. A district court judge shall serve in fiscal years that end in an odd number and an intermediate appellate justice and a statutory county court judge shall rotate service in fiscal years that end in an even number.

Section 4. Secretary-Treasurer. The Chair, with the advice and consent of the Board of Directors, shall appoint a Secretary-Treasurer, who shall serve during the term of the appointing Chair, until a successor is appointed

Section 5. Board Composition. There shall be a Board of Directors charged with managing the affairs of the Section. The Board of Directors shall consist of the following positions: The Chair, the Chair-Elect, the Secretary-Treasurer, the Immediate Past Chair and thirteen other members who shall be elected for a term of three years, using the process described in these Bylaws. The thirteen regular members shall be elected according to the following places:

Places 1 and 2 - Intermediate appellate court justices,

Places 3 through 7 - District judges

Places 8 and 9 - Judges of a statutory county court,

Place 10 - Retired judge or justice,

Place 11 - A justice of the Texas Supreme Court,

Place 12 - A judge of the Court of Criminal Appeals.

Place 13 - A full-time associate judge.

5.1. Presiding Judge of an Administrative Judicial Region Liaison. The Chair shall appoint a Presiding Judge of an Administrative Judicial Region as an ex officio member of the Judicial Section Board, for a term of one year, unless one is already serving as an elected member. The Presiding Judges shall designate who is willing to serve in this position.

5.2. Texas Center for the Judiciary Liaison. The Chair shall appoint a member of the Texas Center for the Judiciary Board of Directors as an ex officio member of the Judicial Section Board, for a term of one year, to serve as liaison between the Center and the Judicial Section. The Chair of the Texas Center for the Judiciary shall designate who is willing to serve in this position.

5.3. Geographic Representation. Insofar as practicable, each geographical area of the State shall be represented by at least one member of the Board of Directors.

Section 6. Independent Board. No officer or member of the Board of Directors of the Judicial Section may serve concurrently as an officer or member of the Board of Directors of the Texas Center for the Judiciary.

Section 7. Judicial Status of Chair. Nothing in these Bylaws, nor any action of the Board of Directors, shall cause a deviation from the rotation schedule of the Chair and Chair-Elect, as defined by these Bylaws.

Section 8. Change in Judicial Status. All officers and members of the Board of Directors shall be current judicial officeholders, unless serving in Place 10, as a retired judge or justice. A member of the Board of Directors who leaves the bench or changes judicial status must resign from the Board, unless serving in Place 10.

ARTICLE IV Committees

Section 1. Legislative Committees. There shall be a Legislative Committee composed of thirteen members, each serving a three year term, and ex-officio members, each serving a one year term. Before November 1, each Chair of the Judicial Section shall appoint new members for any expiring terms, and shall designate one member to serve as Chair of the Committee for one year. The Chair, Chair-Elect, and Immediate Past Chair of the Section shall be ex-officio members of the Committee for the term of their respective offices, unless they are already serving a regular term on the committee. 1.1 Legislative Committee Composition. The Legislative Committee shall be representative of the judges of the Section Board and geographically apportioned. The committee shall be composed of six district judges, three judges of a statutory county court, three appellate court justices, and one full-time associate judge. One of the thirteen committee members shall be a retired district judge or retired appellate justice. The other members shall be current judicial officeholders.

1.2 Legislative Sub-Committees. Before November 1, each Chair of the Judicial Section shall appoint a Chair and members to the following legislative sub-committees: Civil Law, Criminal Justice, Family Law, and Juvenile Justice.

1.3 Legislative Committee and Sub-Committees' Purpose. The purpose of the Legislative Committee and Legislative Sub-Committees shall be to advance and report on legislative matters of interest to the judiciary, subject to the rules and restrictions outlined in the State Bar Act, State Bar Rules and State Bar Board Policy Manual.

Section 2. Nominations Committee. Before April 1 of each year, the Chair of the Judicial Section shall appoint a Nominations Committee consisting of one member from each judicial region. The Nominations Committee shall serve until the conclusion of the next annual meeting. The Nominations Committee shall be charged with submitting nominations for Chair-Elect and for any expiring Board positions.

Section 3. Ethics Committee. There shall be an Ethics Committee composed of nine members serving three staggered, three year terms. Before November 1, each Chair of the Judicial Section shall appoint new members for any expiring terms and shall designate one member to serve as Chair of the Committee for one year. The Ethics Committee shall be charged with addressing ethical questions submitted by members of the Section and shall, from time to time, issue written opinions on ethical issues of importance to the judiciary.

Section 4. Bylaws and Resolutions Committee. Before November 1, each Chair of the Judicial Section shall appoint a Bylaws and Resolutions Committee and shall designate one member to serve as Chair of the Committee. The Bylaws and Resolutions Committee shall draft resolution or bylaw amendments for consideration by the Board of Directions the committee believes are appropriate and solicit resolutions and bylaws amendments from the Section membership ~~of the Section~~. Any member of the Judicial Section may ~~proposing~~ adoption of a resolution or Bylaws amendment by presenting same shall present such to the Chair of the Bylaws and Resolutions Committee by May 1. Upon receipt of a proposed resolution or Bylaw amendment, the Bylaws and Resolutions Committee shall review the proposal and make recommendations to the Board of Directors whether the proposal should be submitted to the Section membership at the Section's annual meeting. If a majority of the Board of Directions approves submission of a proposed resolution or Bylaws amendment to the Section membership, the proposed amendment shall be voted on by the Section membership present at the Section's annual meeting. Adoption of proposed resolutions and Bylaws shall occur if approved by a majority of the Section membership present and voting at the Section's Annual meeting. Any proposed resolution or Bylaws amendment shall be made available in writing to the Section membership, by posting on the Section's website, at least 30 days before the Section's annual meeting.

Section 5. Other Committees. The Chair may create other committees as necessary to carry on the work of the Judicial Section, and the membership of such a committee shall be appointed by the Chair.

ARTICLE V Nominations and Elections

Section 1. Duties of Nominations Committee. The Nominations Committee shall solicit nominations from the section membership for the office of Chair-Elect and for members to serve on the Board of Directors for any expiring terms. The Nominations Committee shall meet to consider the nominations and shall recommend a slate of nominees to fill those positions. In considering nominees for membership on the Board of Directors, attention shall be given to maintaining geographical representation.

Section 2. Notification to Section. The slate of nominees shall be made available in writing to the section membership by posting on the Section's website, at least 30 days before the Section's Annual Meeting, and shall be furnished to the members of the Section during the Section's Annual Meeting, together with the information that additional nominations may be made from the floor.

Section 3. Process. At the Annual Meeting of the Section, the slate of nominees recommended by the Nominations Committee and any nominations made from the floor shall be placed in nomination.

Section 4. Election. The Chair-Elect and members of the Board of Directors shall be elected by a majority vote of Section members present and voting during the Annual Meeting of the Section. The Chair-Elect candidate who receives a majority vote shall be elected to serve for one year as Chair-Elect. The nominee for any open place on the Board of Directors who receives a majority vote shall be elected to serve for a term of three years.

ARTICLE VI

Duties of the Officers

Section 1. Chair. The Chair shall preside at all meetings of the Section, Board of Directors, and Executive Committee, and shall take action to accomplish the objectives and business of the Section, and perform such other duties and acts as usually pertain to this office.

1.1 Report to Membership. The Chair, with the assistance of the Secretary-Treasurer, shall formulate and present a report of the work of the Section for the year, for publication in the July issue of the *Texas Bar Journal* and for presentation to the Section membership at its Annual Meeting.

1.2 Texas Center for the Judiciary Liaison. The Chair of this Section shall serve as liaison to the Board of Directors of the Texas Center for the Judiciary, or, in the alternative, shall appoint another member of the Judicial Section Board of Directors to serve in this capacity. The liaison shall attend all Board of Directors meetings of the Texas Center for the Judiciary and shall report to the Board of Directors of the Section on all matters of interest, including matters requiring cooperation between the Section and the Texas Center for the Judiciary.

Section 2. Chair-Elect. Upon the death, resignation, suspension, removal, termination, or during the disability of the Chair, or upon the Chair's refusal to act, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term. In the case of the Chair's disability the Chair-Elect shall serve only so long as the Chair's disability continues.

Section 3. Secretary-Treasurer. The Secretary-Treasurer shall be the custodian of all books, papers, documents, and other property of the Section, including money. The Secretary-Treasurer shall record the proceedings of all meetings and actions of the Executive Committee and the Judicial Section's Board of Directors, and shall keep a true record of all monies appropriated to, and expended by the Section. The Secretary-Treasurer shall submit copies of all investment reports, monthly bank statements, canceled checks, deposit slips, and monthly check registers to the State Bar Accounting Office, immediately upon receipt of same.

ARTICLE VII

Duties and Powers of the Board of Directors

Section 1. Duties of the Board. The Judicial Section Board of Directors shall have general supervision and control of the affairs of the Section subject to the provisions of these Bylaws and the State Bar Act, State Bar Rules and State Bar Board Policy Manual. The Board of Directors shall authorize all commitments or contracts which shall entail the payment of money, and shall authorize the expenditure of all monies available for the use or benefit of the Section.

Section 2. Quorum. ~~Except as provided in Section 4, A~~all binding actions of the Board of Directors shall be by a majority vote of the members of the Judicial Section Board of Directors ~~voting who are present, either in person or by telephone conferencing who are present and voting.~~

Section 3. Actions In Lieu of Meeting. In lieu of calling a formal meeting of the Board of Directors, the Chair of the Judicial Section may submit any proposition upon which the Board of Directors may be authorized to act to the Board, and the members of the Board may vote upon such proposition by communicating their vote, in any manner designated by the Chair, to the Secretary-Treasurer. The votes of the members of the Board shall be recorded in the minutes and communicated immediately to the entire Board. A majority vote of the Board shall constitute the binding action of the Board of Directors.

ARTICLE VIII Vacancies

Section 1. Removal for Conduct. If any director or officer is suspended, removed or terminated by the State Commission on Judicial Conduct, or by any other authority of the State of Texas, or is convicted of any felony or misdemeanor involving moral turpitude, the office held by such person shall be deemed vacant.

Section 2. Inability to Serve ~~and Effect on Board Positions.~~ ~~Except as provided in Sections 5 and 7, u~~Upon any member of the Board of Directors' incapacitation, resignation, suspension, termination, retirement, death, or change in judicial status ~~which is the basis for the member's election to the Board of Directors,~~ that place shall be deemed vacant ~~for the remainder of the year and filled at the next annual section meeting.~~

Section 3. Removal for Absences. If any member of the Board of Directors accumulates two consecutive absences from properly noticed meetings, that are not excused by the Chair, the Chair shall notify the Board member that his/her position is deemed vacated. The Board member may request reinstatement by the Executive Committee within 30 days of notification. The Executive Committee shall review the request for reinstatement. The decision made by the Executive Committee regarding the vacancy shall be final.

Section 4. Vacancies on the Board. Any vacancy occurring in places 1-13 shall be filled on the recommendation of the Chair and affirmed by the Board of Directors. The new member shall serve the remainder of any unexpired term.

Section 5. Vacancy by the Chair-Elect. In the case of a vacancy in the Chair-Elect position ~~due to a change in the Chair-Elect's judicial status,~~ ~~the Board of Directors,~~ at the next

regularly scheduled meeting after the vacancy occurs, shall appoint a qualified Section member to serve as Chair-Elect for the remainder of the year ~~the position shall remain vacant for the remainder of the year and the~~. The Nominations Committee shall name the appointed Chair-Elect as its ~~include a~~ nominee for Chair in the slate of nominees for the next scheduled election. Nominations for the Chair position will also be accepted from the floor, and the Chair shall be elected by a majority vote of those Section members present and voting at the Section's Annual Meeting.

Section 6. Vacancy by Chair. In the case of a vacancy in the Chair's position, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term. In the case of the Chair's disability, the Chair-Elect shall perform the Chair's duties only during so much of the term as the disability continues.

Section 7. Vacancy by Chair and Chair-Elect. In the case of a simultaneous vacancy in the Chair and Chair-Elect's positions, the Treasurer shall call and preside over a special meeting of the Board of Directors. The Board of Directors shall elect one of its members as Chair to serve for the remainder of the year who is qualified to serve, according to the rotation schedule described in these Bylaws. ~~The Chair-Elect's position will remain vacant for the remainder of the term. The Board of Directors shall also appoint a qualified Section member to serve as Chair-Elect for the remainder of the year who will be the nominee for Chair in the Nominations Committee's slate of nominees for the next scheduled election.~~

ARTICLE IX

Section Meetings

Section 1. Annual Meeting. The Annual Meeting of the Section shall be held at a time and place to be determined by the Judicial Section Board of Directors, with such program and such order of business as may be formulated by the Chair of the Section, with the advice and consent of the Board of Directors.

Section 2. Special Meetings. Special meetings of the Section may be called by the Chair at such time and place as the Chair and Board of Directors may determine.

Section 3. Quorum. The Section members present at any properly noticed meeting shall constitute a quorum for the transaction of business. All binding action of the Section shall be by a majority vote of the members present.

Section 4. Notice of Meeting. Notice of the Section's Annual Meeting and any special meeting of the Section membership shall be provided at least 30 days in advance, by posting on the Section's website and by sending written notice to the Section's membership.

ARTICLE X

Financial Provisions

Section 1. No Compensation. No salary or compensation shall be paid to any officer, Board of Directors member, or member of any committee.

Section 2. Expenditures of Funds. Any unbudgeted expenditure over \$2500, to any entity, in a fiscal year, must be approved by a vote of the full Board of Directors.

Section 3. Contractual Obligations. Any contract spanning more than one fiscal year, either express or implied, must be approved by a vote of the full Board of Directors.

Section 4. Fiscal Year. The fiscal year of the Judicial Section shall commence on June 1 of each calendar year and terminate May 31 of the following calendar year.

Section 5. State Bar Audit. The Section must maintain accurate financial books and records and have appropriate controls on the maintenance and disbursement of the Section's funds, all in a fashion that permits the inclusion of the Section's financial information in the State Bar's financial statements and audit. The Section will submit a budget to the Executive Director of the State Bar by July 15th of each year for the current fiscal year.

Section 6. Investments. Section funds can only be invested within the parameters outlined in the investment policy set forth in the State Bar of Texas Board of Directors' Policy Manual, as amended.

ARTICLE XI Miscellaneous Provisions

Section 1. Advocacy. No position may be taken by the Judicial Section, or its members in the name of the Section, that advocates or advances a political or social policy position. However, this shall not be construed so as to prohibit the support for, or advancement of, proposed changes in state laws or court rules designed to improve the judicial branch of government.

Section 2. Confidential Information. Information concerning any Section member that is deemed confidential by state or federal law, including Tex. Govt. Code Ch. 552 and Tex. Occ. Code Ch. 59, including email addresses, may be used only for official section business and may not be disclosed to the public or to any third party. The Section will take reasonable and necessary precautions to protect the confidentiality of all such information.

ARTICLE XII Bylaws Amendments

Section 1. Board Approval. Any amendments to these Bylaws must first be approved by a majority vote of the Judicial Section Board of Directors present and voting at a properly noticed meeting.

Section 2. Notice to Membership of Amendments. After approval by the Board of Directors, any proposed amendments to these Bylaws shall be made available for review by the full membership by posting on the Section's website at least 30 days prior to the Section's Annual Meeting

Section 3. Membership Approval. After Board approval, amendments to these Bylaws must be approved by a majority vote of the Section members present and voting during the Section's Annual Meeting.

Section 4. Effective Date. Amendments to these Bylaws must receive final approval by the State Bar Board of Directors, in accordance with current State Bar policies and procedures, and shall become effective on the date of that approval.

Approved by the State Bar Board of Directors on the ____ day September, 2019.

**BYLAWS OF THE
CHILD PROTECTION LAW SECTION
OF THE STATE BAR OF TEXAS**

**ARTICLE I.
Name and Purpose**

1.1 Name. This Section shall be known as the Child Protection Law Section of the State Bar of Texas.

1.2 Purpose. The purpose of the Child Protection Law Section shall be to promote the objectives of the State Bar of Texas by improving the practice of Child Protection Law and by educating Texas attorneys who practice in this area, subject to the Bylaws of this Section and the laws, rules, and regulations of the State Bar of Texas.

**ARTICLE II.
Members and Dues**

2.1 Members.

a. *Voting Members.* Voting Members of the Section are those licensed Texas attorneys who are members in good standing of the State Bar, have joined the Section, and are current in the payment of their Section dues. Only voting members may vote in Section elections and on matters coming before the Section members for action.

b. *Associate Members.* Associate members of the Section are those individuals who are not licensed to practice law in Texas and are limited to paralegals who are members in good standing of the paralegal division or law students currently enrolled at an accredited Texas law school, who have joined the Section and are current in the payment of their Section dues. Associate members may not hold themselves out as being members of the State Bar or make any representation that they are licensed by the State Bar. Associate members shall have no Section member voting rights.

2.2 Section Dues. Each member of the Section shall pay annual Section dues in an amount established from time to time by the Section Council and approved by the State Bar Board of Directors. Section dues shall be due and payable on or before June 1 of each year.

2.3 Termination of Membership. On the occurrence of any of the following, a Section member shall immediately cease to be a member of the Section without any further action required:

- a. any member who is not current in the payment of section dues;
- b. any Voting Member who ceases to be a member in good standing of the State Bar of Texas;

c. any Associate Member who is found by a majority vote of the Council to have represented himself or herself as a member of the State Bar or as a member licensed by the State Bar.

ARTICLE III.
Council and Officers

3.1 Council.

a. The powers, business, and property of the Section shall be conducted, controlled, and managed by a Council, to the extent authorized by law and the policies of the State Bar.

b. The Council is composed of the following members:

i. Nine (9) elected at-large Council members, all of whom must be voting members of the Section in good standing;

ii. The Section Officers as described herein;

iii. The State Bar of Texas President and President-Elect as non-voting *ex officio* members;

iv. Past Chairs of the Section and of the Child Abuse and Neglect Committee as non-voting *ex officio* members; and

v. Such other non-voting *ex officio* members appointed by the Council as it may from time to time determine by resolution.

c. *Terms.* Elected Council members shall serve three-year terms, commencing on the adjournment of the Section's annual meeting at which they are elected and ending on the adjournment of the Section's third annual meeting thereafter or, if later, when their successors have been elected and have assumed office. Three elected Council members shall be elected each year in accordance with the election provisions below. No elected Council member may serve more than two consecutive three-year terms.

3.2 Officers.

a. The Officers of the Section are:

i. the Chair;

ii. the Immediate Past-Chair;

iii. the Chair-Elect;

iv. the Vice Chair

v. the Secretary; and

vi. the Treasurer.

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b. **Terms.** Section Officers are elected in accordance with the election provisions below and serve one-year terms, commencing on the adjournment of the Section's annual meeting at which they are elected and ending on the adjournment of the Section's next annual meeting or, if later, when their successors have been elected and have assumed office. No officer may serve more than one consecutive elected term.

c. **Executive Committee.** The Executive Committee shall consist of the Officers listed in section 3.2 above.

ARTICLE IV. **Nominations and Elections**

4.1 Nominations.

a. **Appointment.** Within 90 days after assuming office, the Chair will appoint a Nominating Committee consisting of five (5) individuals, including the Chair and Immediate Past-Chair, one elected Council member, and two other voting members of the Section.

b. **Notice.** Within 30 days following the appointment of the Nominating Committee, the Chair will cause notice to be given to the voting members of the Section, identifying the members of the Nominating Committee and calling for nominations for Chair-Elect, Secretary, Treasurer, elected Council members whose terms expire that year, and for any vacancies created by unexpired terms. Notice is sufficient if made by electronic mail, U.S. mail, prominent posting on the Section's website, or publication in the Section's newsletter.

c. **Nominations.** Any member of the Section may submit nominations to any member of the Nominating Committee, for any open position, during the time beginning on the date of the notification and ending 90 days before the Section's next annual meeting. Upon receipt of a nomination, the Nominating Committee will confirm that each nominee wishes to be considered for election. From the candidates who have accepted nomination, the Nominating Committee will select one individual for each

position up for election and will notify the voting members of the full nominations slate. Notification of nominations will be delivered or published no later than 30 days prior to the Section's annual meeting. Such notification may be made by electronic mail, U.S. mail, prominent posting on the Section's website, or publication in the Section's newsletter.

4.2 Elections. The voting members present at the Section's annual meeting will elect the Chair-Elect, Secretary, Treasurer, council members to fill the three expired terms and council member(s) to fill any unexpired vacant terms, from the Nominating Committee's nominees or from nominations made from the floor. Elections will be by simple majority; voting may be by written ballot or show of hands as the Council deems appropriate.

4.3 Chair Succession. Upon the expiration of the Chair's term, the Chair-Elect will assume the office of Chair.

4.4 Vacancies.

a. ***Inability to Serve.*** Upon any member of the Council's death, disability, resignation or termination of section membership, that place shall be deemed vacant.

b. ***Removal for Absences.*** If any member of the Board of Directors accumulates two consecutive absences from properly noticed meetings that are not excused by the Chair, the Chair shall notify the council member that his/her position is deemed vacated.

c. ***Vacancy by the Chair.*** In the event the Chair's position is vacated, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or disability.

d. ***Other Vacancies.*** In the event of any other vacancy, the Council may fill the vacancy by appointment. The person so filling the vacancy will serve until the close of the next Section annual meeting. The remainder of any elected Council member's vacated, unexpired term will be filled by election at the next Section annual meeting in accordance with these Bylaws.

ARTICLE V.
Duties and Powers of Officers

5.1 Chair. The Chair will preside over all meetings of the Section and of the Council, plan and supervise the activities of the Section, serve on the State Bar's Council of Chairs Committee, and perform such other duties and acts as usually pertain to the office.

5.2 Chair-Elect. The Chair-Elect will perform the duties of Chair during the disability or absence of the Chair and will perform such other duties as directed by the Chair or the Council.

5.3 The Vice-Chair will perform the duties of the Chair during the absence or disability of the Chair and the Chair-Elect and will perform such other duties as directed by the Chair or the council.

5.4 Secretary. The Secretary will serve as the custodian of the books, reports, and records of the Section, with the exception of the financial records, keep a correct record of the proceedings of all meetings of the Section and the Council, and maintain the rosters of the Section members, the Section committees, and the Council.

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5.5 Treasurer. The Treasurer will serve as the custodian of all financial reports of the Section, receive all dues and other funds paid to the Section, provide required financial information to the State Bar, invest the funds of the Section subject to the requirements and parameters established by the State Bar, and provide financial reports to the Council at each of its meetings. Subject to requirements of the State Bar and the approval of the Council, the Treasurer, has full authority to appoint depositories of the funds of the Section and to make deposits thereto and withdrawals therefrom.

5.6 Immediate Past Chair. The Immediate Past Chair shall perform such duties as directed by the Chair and the Council.

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5.7 Executive Committee. The Executive Committee shall consist of each of the section officers and is empowered to take action with regard to the time-sensitive affairs of the Section, between regular meetings of the council and may authorize expenditures up to \$250 without a vote of the full council.

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ARTICLE VI.
Duties and Powers of the Council

6.1 Authority. Subject to applicable law and the policies of the State Bar, the Council will have general supervision and control of the affairs of the Section to ensure that the purposes and objectives of the Section are carried out. The Council will supervise the expenditure of funds received by the Section from dues and all other Section activities.

6.2. Council Committees.

- a. ***Establishment.*** From time to time, the Council may establish such committees and task forces as it deems advisable to perform such duties and exercise such powers as the Council directs, subject to the limitations of these Bylaws, the policies and procedures of the State Bar of Texas, and all applicable law.
- b. ***Membership of Council Committees.*** Membership of Council committees will consist of Council members, members-at-large, and such non-voting *ex officio* members as the Council determines. The Chair will appoint the chair and members of each committee.
- c. ***Standing Committees.*** Until otherwise determined by action of the Council, the standing committees of the Section will include, but are not limited to:
 - i. *Newsletter/Publications Editorial Committee;*
 - ii. *Technology/Website Committee;*
 - iii. *Continuing Legal Education Committee;*
 - iv. *Legislative Committee;*
 - v. *Communications Committee*
 - vi. *Scope Committee*

vii Nominations Committee

viii Executive Committee

d. **Standing Committee Reports.** The Council will monitor the activities and functions of the Section committees and may require such committees to report to the Council with such frequency as the Council deems advisable.

ARTICLE VII.

Meetings

7.1 Meetings of the Council.

a. **Quorum.** A quorum of the Council consists of a simple majority of the voting Council members. No action may be taken at any Council meeting without the presence of a quorum of the Council.

b. **Voting.** Unless otherwise stated in these Bylaws or required by the policies of the State Bar, all binding actions of the Council must be by a majority vote of the voting Council members. Voting may be by written ballot, hand count, or voice vote. Voting by proxy shall not be allowed. Except as may be otherwise provided in these Bylaws, Council meetings shall be governed by the current edition of *Roberts Rules of Order*.

c. **Regular Meetings.** Regular meetings of the Council shall be held in the summer, winter, spring and fall, at such time and place as determined by the Chair. Notice of regular meetings will be delivered to Council members by electronic mail or U.S. mail at least ten days prior to the date of the meeting.

d. **Special Meetings.** Special meetings of the Council may be held at such time and place as determined by the Chair for the purpose of taking such necessary or emergency action as may be required before the next scheduled regular Council meeting. Notice of a special meeting will be delivered to the Council members by electronic mail or U.S. mail at least three days prior to the date of the meeting. The notice must describe the general purpose or purposes of the meeting and the reason a special meeting is deemed necessary. A quorum of the Council members may waive the notification requirement by affirmative vote at the special meeting.

e. **Waiver of Notice by Attendance.** Attendance of a Council member at a Council meeting constitutes waiver of notice unless the Council member's

attendance is expressly for the purpose of objecting to the transaction of business at the meeting without adequate notice.

f. **Participation.** With the approval of the Chair, Council members may participate in Council meetings by teleconference or videoconference. A Council member participating by teleconference or videoconference is counted toward a quorum and may vote on any matters coming before the Council at the meeting.

g. **Actions in Lieu of Meeting.** With the written consent of two-thirds of the voting members of the Council, the Council may take action on a matter concerning the Section through the use of electronic mail or U.S. mail. In such event, the Chair will send notice by electronic mail or U.S. mail to all Council members with an explanation of the action and fiscal impact of the action, if any, and will request each member of the Council to cast their vote for or against the action by electronic mail to the entire council. Upon receipt of all votes, the Secretary will notify the Council members of the result.

7.2 Section Meetings.

a. **Annual Meeting.** The Section will hold an annual meeting at such time and place as determined by the Chair and approved by the Council. Notice of the annual meeting will be provided to Section members at least 30 days prior to the meeting and may be delivered by electronic mail, U.S. mail, or prominent posting on the Section's website.

b. **Special Meetings.** Special meetings of the Section may be held at such time and place as may be determined by the Chair and approved by the Council. Notice of a special meeting shall be provided to Section members at least 10 days prior to the meeting and may be delivered by electronic mail, U.S. mail, or posting on the homepage of the Section's website. The notice must describe the general purpose or purposes of the special meeting and the reason a special meeting is deemed necessary.

c. **Quorum and Voting.** At all Section meetings, a quorum consists of a simple majority of voting members present at the meeting. Voting may be by written ballot, hand count, or voice vote. Voting by proxy shall not be allowed.

ARTICLE VIII.

Financial Provisions

8.1 Depositories and Investments. Section funds must be invested consistent with the State Bar's Investment Policy as set forth in the State Bar Board of Directors

Policy Manual, as the same may be amended from time to time. Section funds must be deposited into either a branch of the State Bar banking depository or an alternative banking depository meeting the requirements of the State Bar's Investment Policy.

8.2 Financial Books, Records, and Reports. The Section must maintain accurate financial books and records and have appropriate controls on the maintenance and disbursement of the Section's funds, all in a fashion that permits the inclusion of the Section's financial information in the State Bar's financial statements and audit. The Section must provide to the State Bar such financial information as may be required for compliance with the requirements for the independent financial and/or internal audits of the State Bar as required by applicable law, rules, and regulations, and pursuant to the State Bar's procedures for reporting section financial reporting, as such procedures may be amended from time to time. The Section will submit to the Executive Director of the State Bar by July 15 of each year a budget for the then-current fiscal year.

8.3 Sales Tax. To the extent required by law, the Section will collect sales tax on goods or services that it sells, and will remit monthly to the State Bar all sales tax collected during the immediately preceding month, along with a report listing the price, quantity, and description of the goods or services so sold in such detail as the State Bar Accounting Department reasonably may require to ensure compliance with applicable law, rules, and regulations.

8.4 State Bar Assistance. The Section may request the State Bar Accounting Department to manage Section funds, including depositing dues, managing operating expenses, issuing checks, and preparing financial reports and budgets.

ARTICLE IX. Miscellaneous

9.1 Political or Social Policy Advocacy Position. No position may be taken by the Section or its members in the name of the Section or the State Bar that advocates or advances a political or social policy position in violation of State Bar policies, the State Bar Act, the State Bar Rules, or any other applicable state or federal law.

9.2 Section Name Change. The Section may not change its name without the approval of the State Bar Board of Directors in accordance with the then-current State Bar policies and procedures.

9.3 Confidentiality of Section Member Information. All information concerning any Section member that is deemed confidential by state or federal law, including Tex.

Gov't Code Ch. 552 and Tex. Occ. Code Ch. 59, including email addresses, may be used only for official section business and may not be disclosed to the public or any third party. The Section will take reasonable and necessary precautions to protect the confidentiality of all such information.

9.4 Amendment of Bylaws. These Bylaws may be amended at any meeting of the Section by a majority vote of the Voting Members present and voting, provided that any proposed amendment is first approved by a majority of the Council and notice of the proposed amendment in accordance with these Bylaws has been provided to all Voting Members at least 30 days prior to the meeting at which the amendment will be considered. No amendment will become effective until approved by the State Bar Board of Directors in accordance with the then-current State Bar policies and procedures.

Approved by the State Bar Board of Directors on the day of September, 2019.

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These Bylaws were originally approved by the State Bar of Texas Board of Directors on 26th day of January, 2018.

Amended: New Vice Chair Position – September 2019



A Resolution Honoring Audrey M. Vicknair

Whereas *Audrey Mullert Vicknair has been a licensed Texas attorney since November 1991 after earning her Doctor of Jurisprudence from the University of Houston,*

Whereas *Ms. Vicknair has built a thriving practice as a solo practitioner board-certified in appellate law,*

Whereas *Ms. Vicknair has 20 years of experience handling civil appeals in South Texas, arguing before the Texas Supreme Court and the 5th Circuit Court of Appeals in New Orleans,*

Whereas *Ms. Vicknair has served on the board of directors for the Corpus Christi Bar Association in every capacity and currently serves as chair of the Appellate Section,*

Whereas *Ms. Vicknair is an active member of the State Bar of Texas Appellate Section and currently serves on the section council,*

Whereas *Ms. Vicknair is an energetic steward for the Texas Bar Foundation, giving of her time and efforts since 2011,*

Whereas *Ms. Vicknair has a passion for the rule of law and community service as evidenced by her tireless devotion to the board of the Corpus Christi Crime Stoppers for more than 15 years,*

Whereas *Ms. Vicknair has been an eager participant in numerous CCBA pro bono and community activities,*

Whereas *Ms. Vicknair is well-respected by her peers and known for her joyous yet humble demeanor in service to her profession and community,*

Be It Therefore Resolved *that the State Bar of Texas honors Audrey M. Vicknair with this resolution for her stellar commitment to the legal profession, and her dedicated service to the Corpus Christi Bar Association, the local community, and the residents themselves.*

Resolution Adopted *this 20th day of September 2019 by the State Bar of Texas Board of Directors in Corpus Christi, Texas.*

*Randall O. Sorrels, President
State Bar of Texas*

*Larry P. McDougal, President-Elect
State Bar of Texas*

witnessed by

*Jerry C. Alexander, Chair of the Board
State Bar of Texas*

*Trey Appfel, Executive Director
State Bar of Texas*



A Resolution Honoring Tracy O. Figueroa

Whereas *Tracy Odvody Figueroa has been a licensed Texas attorney since November 2001 after earning her Doctor of Jurisprudence from Washington University School of Law in Missouri,*

Whereas *Ms. Figueroa leads Texas RioGrande Legal Aid Inc.'s Disaster Assistance Group, which coordinates outreach in communities affected by disaster and works with local, state, and national partners on recovery efforts,*

Whereas *TRLA's Disaster Assistance Group with Ms. Figueroa at the helm helps thousands of South, West, and Central Texans in the midst of disaster secure financial assistance from the federal government and insurance companies, replace lost or damaged documents, fight contractor fraud, settle landlord-tenant disputes, and access many other important services,*

Whereas *Ms. Figueroa is nationally known for her work in disaster recovery services and has been a panelist on the topic for the State Bar of Texas, American Bar Association, and Legal Services Corporation,*

Whereas *Ms. Figueroa's work has provided opportunities for her to travel the nation and offer technical assistance to other agencies on how to organize legal services work during a disaster,*

Whereas *The Poverty Law Section of the State Bar of Texas presented Ms. Figueroa with a 2017 Impact Award for her tireless efforts to organize TRLA's legal aid response in the wake of Hurricane Harvey,*

Whereas *Colleagues report Ms. Figueroa is extremely dedicated and always focused on how better to help others and as a result attracts talented and passionate lawyers to her team,*

Be It Therefore Resolved *that the State Bar of Texas honors Tracy O. Figueroa with this resolution for her outstanding commitment to the legal profession, and her dedicated service to Texas RioGrande Legal Aid Inc. and the residents of South, West, and Central Texas.*

Resolution Adopted *this 20th day of September 2019 by the State Bar of Texas Board of Directors in Corpus Christi, Texas.*

*Randall O. Sorrels, President
State Bar of Texas*

*Larry P. McDougal, President-Elect
State Bar of Texas*

witnessed by

*Jerry C. Alexander, Chair of the Board
State Bar of Texas*

*Trey Appfel, Executive Director
State Bar of Texas*