

**SAMPLE BYLAWS**  
*PROVISIONS REQUIRED BY STATE BAR POLICY MANUAL ARE IN RED FONT*

**BYLAWS OF THE**  
\_\_\_\_\_ **SECTION**

**As Approved By the**  
**State Bar of Texas Board of Directors**

*<Enter dates of approval and latest revisions>*

**ARTICLE I.**  
**Name and Purpose**

**1.1 Name.** This Section shall be known as the \_\_\_\_\_ Section.

**1.2 Purpose.** The purpose of this Section shall be to further the purposes and objectives of the State Bar of Texas within the field of \_\_\_\_\_ law, subject to applicable federal and state laws, rules and regulations and the policies of the State Bar of Texas (the "State Bar").

**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.

*<Use the following provision if the section will allow associate members.>*

b. *Associate Members.* Associate members of the Section are those individuals who are not licensed to practice law in Texas, including out of state attorneys, paralegals, law students, 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.

**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.

**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 Council members, all of whom must be voting members of the Section in good standing;
  - ii. the Section Officers;
  - iii. the Immediate Past-Chair of the Section;
  - iv. the State Bar of Texas President and President-Elect 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 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. The terms of the Section Officers on the Council shall be commensurate with their terms in office.

### **3.2 Officers.**

a. The Officers of the Section are:

- i. the Chair;
- ii. the Chair-Elect;
- iii. the Secretary;
- iv. the Treasurer.

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 next Section's annual meeting or, if later, when their successors have been elected and have assumed office. The Chair and Chair-Elect may not serve consecutive terms. The Secretary and the Treasurer each may serve no more than two (2) consecutive terms.

## **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 the Chair and Immediate Past Chair, one elected Council member, and not less than three Voting Members of the Section who are not then serving on the Council.

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, and the elected Council members whose terms expire that year. Notice is sufficient if made by electronic mail, U.S. mail, prominent posting on the Section's website, or published in the Section's newsletter.

c. *Nominations.* Any member of the Section may submit nominations to any member of the Nominating 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 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, U.S. mail, prominent posting on the Section's website, or published in the Section's newsletter.

**4.2 Elections.** The Council members present and voting at the Section's annual meeting will elect the Chair-Elect, Secretary and Treasurer 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 Chair Succession.** Upon the expiration of the Chair's term, the Chair-Elect will succeed to the office of Chair.

**4.4 Vacancies.**

a. *Chair.* In the event of the 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.

b. *Chair-Elect.* In the event of the 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.

c. *Council Members, Secretary and Chair.* 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 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 at 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 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 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.

**5.4 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 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 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 and associate 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. Communications Committee;
- ii. Continuing Legal Education Committee;
- iii. Legal Services Committee; and
- iv. Legislative Committee.

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.

## **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 in 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 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 or U.S. mail. Upon receipt of all votes, the Chair 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 20 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 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<sup>th</sup> 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. 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.

**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.