

SBOT BOARD OF DIRECTORS' CODE OF CONDUCT

(April 2021)

The Board of Directors of the State Bar of Texas (“SBOT”) has adopted the following Code of Conduct for its Officers, Attorney Directors, Elected Directors, Public Directors, At-Large Directors, and *Ex officio* Directors (collectively referred to herein as “Board Members”) when participating in the affairs of the Board and its committees and sections. This Code is not intended to override or conflict with any applicable laws or obligations pursuant to the State Bar Act, the State Bar Rules, the State Bar Board Policy Manual, or the Texas Lawyer’s Creed, the SBOT Board of Directors Social Media Guidelines, or the SBOT Events and Conferences Code of Conduct (the “SBOT Governing Documents”).

Board Members are to be guided by this Code in carrying out their responsibilities as SBOT Officers and Directors. No code of conduct can anticipate every situation that may arise. Accordingly, this Code provides guiding principles to be applied in various circumstances. Generally, the goal is to ensure that Board Members strive to foster SBOT’s Mission Statement and act in an ethical manner by setting a minimum standard for the conduct of SBOT Board Members.

The mission of the State Bar of Texas is to support the administration of the legal system, assure all citizens equal access to justice, foster high standards of ethical conduct for lawyers, enable its members to better serve their clients and the public, educate the public about the rule of law, and promote diversity in the administration of justice and the practice of law.

a. **Professionalism and Ethics.** The reputation of the SBOT depends upon the way Board Members conduct themselves and the way the public perceives that conduct. Board Members must adhere to a high standard of professionalism and act ethically in conducting their duties. This includes being honest and acting with integrity. Unethical actions, or the appearance of unethical actions, are not acceptable. The SBOT’s Events and Conferences Code of Conduct is extended to the participation of Board Members in all of the affairs of the Board and its committees and sections.

b. **Care, Inquiry and Attendance.** Board Members shall apply themselves with due care when conducting SBOT business. Board Members are expected to be generally familiar with the SBOT Documents. Board Members shall take such steps as are reasonably necessary to be sufficiently informed to make decisions on behalf of the SBOT and to participate in an informed manner in the Board's activities. Board Members should aspire to attend all meetings of the Board and attempt to schedule personal and work obligations around meetings of the Board.

c. **Compliance with Laws, Rules and Regulations.** Board Members shall comply with all laws, rules and regulations applicable to the SBOT, including the SBOT Governing Documents. In accordance with Section 39.06 of the Texas Penal Code, a Board Member may not disclose or misuse information obtained in closed session, and must keep such information confidential.

d. **Diversity, Equity and Inclusion.** Board Members should aspire to create an inclusive environment, regardless of race, ethnicity, religion, color, national origin, age, sex, disability (physical or mental), military and/or veteran status, sexual orientation, gender identity, gender expression, or other characteristics protected by applicable federal, state or local law. Board Members shall not engage in behavior intended to harass, intimidate, degrade, or humiliate others based on these characteristics.

e. **Enforcement.** Any Board Member may report a potential violation of the Code to the SBOT Ad Hoc Submission Committee, which may forward legitimate reports to the Executive Committee for consideration and investigation. Before determining that a violation has occurred or that a corrective action is appropriate, the Board Member in question shall be given an opportunity to appear before the Executive Committee and respond in writing. Any decision by the Executive Committee may be appealed by the Board Member in question to the full Board.

f. **Corrective Action.** Corrective action may include, without limitation, a private warning, public censure, removal of the Board Member from a SBOT Board Committee or Subcommittee, or as Board Advisor or Board Alternate Advisor to any SBOT Section or Division, expelling the Board Member from an SBOT event without a refund, or disqualification of the Board Member from participating in any discussion or vote on a matter in which he/she is an adverse party.

g. **Clarifications.** Any Board Member may discuss with the General Counsel any questions or issues that may arise concerning compliance with this Code.

h. **No Prior Restraint.** Nothing herein shall preclude any Board Member from making comments that are protected as free speech under the First Amendment to the U.S. Constitution and under Article 1, Section 8 of the Texas Constitution.

i. **Board Training.** This Code shall be a component of the training required of new Board Members by Section 81.0201 of the State Bar Act.

2.01.07 Selection of Candidates. The Board shall select President-elect Candidates as follows:

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(E) As part of the selection process, each Potential Nominee should be asked to submit a resume and a brief statement indicating the reasons for his or her interest in serving as President. The Subcommittee may interview Potential Nominees. The travel expenses incurred by a Potential Nominee in attending such interview will be reimbursed by the State Bar.

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(G) The Subcommittee shall submit to the Board the names of two or more qualified Nominees for President-elect. The Subcommittee shall perform due diligence on each Nominee it desires to submit to the Board, which shall include but is not limited to consideration of social media activity.

2.01.09 Announcement of Candidates and Scheduling of Town Halls. As soon as reasonably practicable after all Candidates for President-elect are selected by the Board or certified through the petition process described in Subsection 2.01.05, the names of all Candidates, the counties of their principal places of practice, and their biographical information, shall be published at the same time on the State Bar website and in the *Texas Bar Journal*. At least two candidate town halls at which Texas attorneys may ask questions of the candidates shall be scheduled and advertised on the State Bar website and in the Texas Bar Journal. The town halls shall include the option for attorneys to attend and participate remotely.

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ADDITIONAL POLICY MANUAL REVISIONS
Redline for consideration by the Board

I. AWARDS

1.21.08 Pro Bono and Legal Service Awards.

(A) Pro Bono Award. The Committee on Legal Services to the Poor in Civil Matters shall recommend to the Board organizations to receive awards for outstanding contributions toward guaranteeing the indigent access to the legal system through pro bono.

(B) Frank Scurlock Award. The Committee on Legal Services to the Poor in Civil Matters shall recommend to the Board a pro bono attorney deemed to have made an outstanding contribution toward guaranteeing the indigent access to the legal system.

(C) J. Chrys Dougherty Legal Services Award. The Committee on Legal Services to the Poor in Civil Matters shall recommend to the Board individual attorneys employed by organizations providing free legal services to the poor, including Legal Services Corporation or IOLTA-funded entities, and deemed to have made an outstanding contribution toward guaranteeing the indigent access to the legal system.

(D) W. Frank Newton Award. The Committee on Legal Services to the Poor in Civil Matters shall recommend to the Board a group of attorneys (i.e., law firm, corporate law department, government attorney department, or law school faculty) whose members have made an outstanding contribution in provision of or access to legal services to the poor.

(E) Pro Bono Coordinator Award. The Committee on Legal Services to the Poor in Civil Matters shall recommend to the Board an individual, either an attorney or non-attorney, to receive this award who has made an exceptional contribution to the delivery of, and access to legal services for the poor, while serving as the pro bono coordinator for a volunteer attorney organization or group, local bar association, law firm, law school, corporate legal office, governmental law department or legal services organization

(F) Judge Merrill Hartman Pro Bono Judge Award. The Committee on Legal Services to the Poor in Civil Matters shall recommend to the Board an award honoring a judge, sitting or retired, who has provided exemplary pro bono service, including: outreach to attorneys to increase the quantity and quality of pro bono representation; modifications to court processes to increase access to justice; advocacy on behalf of access to justice; or service as a volunteer judge for pro bono clinics or other pro bono proceedings. This award is named for the late Judge Merrill Hartman of Dallas, a tireless advocate for low-income communities' access to justice.

(G) Pro Bono Support Staff Award. The Committee on Legal Services to the Poor in Civil Matters shall recommend to the Board an award recognizing the outstanding and exemplary contributions of non-attorney volunteers, such as paralegals, administrative assistants, interpreters, and other support staff who work on pro bono projects.

II. REGARDING MAKING AND SECONDING MOTIONS BY EX-OFFICIO BOARD MEMBERS

Re Section Representatives to the Board:

1.13 Section Representatives to the Board Committee.

All members of the Section Representatives to the Board Committee shall be invited to attend all meetings of the Board and shall be given the same notice and materials provided to Board Members. When members of the Section Representatives to the Board do not have voting authority to vote on matters coming before the Executive Committee and the Board of Directors, such members may make and second motions at any meeting of the Board and the Executive Committee. Members of the Section Representatives to the Board Committee may be appointed by the Chair to Board committees as members and as chairs. When serving on any Board committee, other than the Executive Committee and the Budget Committee, members of the Section Representatives to the Board Committee shall be counted toward a quorum for such committees and they may vote on matters coming before such committees.

Re Immediate Past Chair:

2.03 Authority

2.03.03 Immediate Past Chair. While the Immediate Past Chair has no authority to vote on matters coming before the Executive Committee and the Board of Directors, the Immediate Past Chair may make and second motions at any meeting of the Board and the Executive Committee. Additionally, the Immediate Past Chair may be appointed by the Chair to Board committees as a member and as chair. When serving on any Board committee, other than the Executive Committee and the Budget Committee, the Immediate Past Chair shall be counted toward a quorum for such board committees and may vote on matters coming before such board committees.

III. REGARDING ABA DELEGATES

1.20.06 Term Limitation. The maximum term of service of an ABA delegate is the longer of six consecutive years or until a successor is appointed.

IV. REGARDING BOARD MATERIALS

1.12.04 Agenda and Minutes.

(A) The Chair, in consultation with the Officers and Executive Director, will set the agenda for all meetings of the Board. Any voting or non-voting member of the Board may request that an item be placed on the agenda of any regular Board meeting by delivering a request in writing to the Chair and the Executive Director at least fourteen days before the date scheduled for the meeting. The Chair, in consultation with the Officers and the Executive Director, will determine whether to include such item

on the agenda.

(B) If any ten Voting Board Members request in writing that an item be placed on the agenda for discussion or action, such item will be placed on the agenda. Requests must be delivered in writing, signed by each requesting Voting Board Member to the Chair and the Executive Director at least fourteen days before the date scheduled for the meeting.

(C) Each member of the Board, no later than seven days before a meeting of the Board will be furnished with an agenda of all items to come before the Board at such meeting along with any ~~written~~ materials relating to such items available at that time. If any ~~written~~ materials relating to any item on the agenda are not available at that time, or have been revised after being ~~delivered~~ provided to the members of the Board, such ~~written~~ materials may be ~~delivered~~ provided to the members of the Board less than seven days before a meeting.

(D) The Board will keep regular minutes of all meetings.