

September 25, 2020
Consent Agenda and Materials

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www.texasbar.com/bodmaterials

**OFFICIAL MINUTES
STATE BAR OF TEXAS
BOARD OF DIRECTORS**

Wednesday, June 24, 2020 – 9:00am

*Via Telephonic Open Meeting Pursuant to Governor’s March 16, 2020,
Temporary Suspension of Certain Open Meetings Provisions**

The Board of Directors of the State Bar of Texas met on June 24, 2020, via Zoom. Chair Jerry Alexander called the meeting to order at 10:00 am, and Executive Director Trey Apffel called the roll. A quorum of voting Board members was present. Director Alan Sims delivered the invocation, and Director Derek Cook led the pledges to the United States and Texas flags.

Present:

Board Members: Chair Jerry Alexander, Jeff Allison, Andres Almanzán, Kate Bihm, Rebekah Brooker, Luis Cardenas, Alison Colvin, Derek Cook, Christina Davis, Alistair Dawson, Leslie Dippel, Michael Dokupil, TYLA President Victor Flores, Jarrod Foerster, Immediate Past Chair Laura Gibson*, Chair-elect Charlie Ginn, Shari Goldsberry, Marc Gravely, August Harris, TYLA President-elect Britney Harrison, Wendy-Adele Humphrey, Michael Hurst, Neil Kelly, David Kent, Immediate Past President Joe K. Longley, Aldo Lopez, Yolanda Cortes Marés, President-elect Larry McDougal, Bob McKnight, Steve Naylor, Amie Peace, TYLA Immediate Past President Sally Pretorius, Carmen Roe, Adam Schramek, David Sergi, Alan Sims, Dinesh Singhal, Jason Smith, President Randy Sorrels, Diane St. Yves, Santos Vargas, Michael Vasquez, Nicole Voyles, Amy Welborn, James Wester, and James Woo.

Liaisons*: Justice Gina Benavides, Denise Hoggard, Justice Debra Lehrmann, Judge Bert Richardson, and Judge Xavier Rodriguez

Section Representatives*: Judge Elizabeth Copeland, Deborah Cordova, Shelby Jean, Matthew Kolodoski, Emily Miller, and Kathryn Murphy

(* denotes nonvoting)

CONSENT AGENDA ITEMS {Exhibit A}¹:

C1. APPROVAL OF MINUTES:

- A. Approval of minutes of Board meeting conducted on April 17, 2020
- B. Approval of amended minutes of Board meeting conducted on January 24, 2020

C2. ITEMS FROM THE 2020-21 PRESIDENT:

Approval of appointments to the following entities:

- A. **Section Representatives to the Board Committee**, for three-year terms effective Annual Meeting 2020, through Annual Meeting 2023:

Carlos Eduardo Cárdenas (El Paso), Large-Sized Section
Michael Smith (Marshall), Medium-Sized Section

For a one-year term effective Annual Meeting 2020 through Annual Meeting 2021:

Emily Miller (Brownwood), chair
Matthew Kolodoski (Dallas), vice chair

- B. **Texas Bar College**, for three-year terms effective June 1, 2020, through May 31, 2023:

¹ Exhibits are available at www.texasbar.com/board

Al Harrison (Houston)
Michelle Hunter (Austin)
Justice Erin Nowell (Dallas)
Jessica Phillips (Fort Worth)
Hon. Roy Graham Quisenberry, III (Weatherford)

- C. Texas Access to Justice Commission**, for three-year terms effective June 1, 2020, through May 31, 2023:

Chad Baruch (Dallas)
Smaranda Draghia (San Antonio)

- D. Texas Access to Justice Foundation**, for three-year terms effective September 1, 2020, through August 31, 2023:

Pete Gallego (Alpine)
Roland K. Johnson (Fort Worth)

- E. Texas Board of Legal Specialization**, for three-year terms effective July 1, 2020, through June 30, 2023:

David Johnson (Fort Worth)
Hon. Tuck Moody McLain (Anderson)
Lance Sharp (Austin)
Kristal Thomson (San Antonio)

- F. Approval of appointments to the following standing committees (per State Bar Rules, Art. VIII, Section 1B):**

For three-year terms effective on the adjournment of Annual Meeting 2020 through the adjournment of Annual Meeting 2023:

C2. ITEMS FROM THE 2020-21 PRESIDENT (continued):

Continuing Legal Education

Hon. Daryl Moore (Houston)

Disability Issues

Daphne Silverman (Austin)

Jury Service

Michael Shoemaker (Houston)

PJC Criminal

Thomas Ross (Houston)

Members Serving on Multiple Committees

Hon. Daryl L. Moore (Houston)

Texas Bar Journal Board of Editors

Lucy Forbes (Houston)

For one-year terms effective on the adjournment of Annual Meeting 2020 through the adjournment of Annual Meeting 2021:

Texas Bar Journal Board of Editors

Jeanine Novosad Rispoli (Waco)

Local Bar Services

Hon. Mike Davis (Palestine), chair

Rudy Metayer (Austin), vice chair

PJC Business

Jeremy Stone (Houston) Advisory Member

Public Affairs Committee

Michelle Latray (Groesbeck), vice chair

C3. ITEMS FROM COMMITTEES AND SECTIONS/DIVISIONS:

A. Tax Section Updated Bylaws

C4. OTHER ITEMS:

A. Nominating Committee to Select ABA Delegates (*Chair Laura Gibson*)

Approval of appointment of SBOT delegates to the American Bar Association House of Delegates, for two-year terms expiring at the adjournment of the 2022 ABA Annual Meeting:

George Washington Jordan III (Houston)

Hon. Lora Livingston (Austin)

Walter Sutton (Dallas)

Alternates:

Scott Partridge (Houston)

Lacy Durham (Dallas)

B. Approval of resolution honoring:

Karen D. McCloud (Dallas)

I. REPORTS:

A. Report from the Chair:

Director Charlie Ginn made a motion to approve the minutes of the Consent Agenda Items. Director Diane St. Yves seconded. No discussion; motion carried.

Chair Jerry Alexander gave an overview of the bar year, including: the State Bar phone tree; encouraging directors to seek suggestions from their member constituents; updates to member benefits; the creation and distribution of the plastic Member Benefits cards; the *McDonald* lawsuit; and the September 2019 board collection of school supplies. Chair Alexander honored Director Leslie Dippel with the Outstanding Third Year Director Award and Director Jarrod Foerster the Public Member Award. **{Exhibit B}**¹

B. Report from the Executive Director:

Executive Director Trey Apffel reported on an overview of the State Bar of Texas response, operations, and events during the COVID-19 situation. He also reported on the 2020 Annual Meeting on Demand, CLE programming, and

¹ Exhibits are available at www.texasbar.com/board

the swearing in of State Bar President Larry McDougal and TYLA President Britney Harrison. Mr. Apffel reported that the State Bar implemented additional recommendations from the 2018 Weaver transparency review. He reported that the State Bar has launched its online digital archives and a portal to help Texas lawyers with the task of succession planning and emergency preparedness and provided an update on 1415 Lavaca. He gave a response to the killing of George Floyd and his commitment to the rule of law and equal justice. {Exhibit C}

C. Report from Outside Counsel:

Outside Counsel Tom Leatherbury provided an update on *McDonald v. Sorrels* and *LawHQ v. Willing*.

D. Report from the President:

President Randy Sorrels reported on how the State Bar can help lawyers serve their clients during the coronavirus crisis. He provided an end of the year report that included: the expansion of member benefits and enhanced communication with members to better serve Texas lawyers; providing free CLE; and working with the Texas Supreme Court and with local bars on their initiatives. He presented the following Presidential Citations: Director August Harris, Director David Kent, Director Bob McKnight, John Sirman, Amy Starnes, and all employees in Information Technology/IT, the Law Practice Management Program, TexasBarCLE, and TLAP. {Exhibit D}

E. Closed Session: At 11:14 am, the State Bar Board of Directors recessed the open meeting and reconvened in closed session pursuant to Texas Government Code Section 551.074 for the purpose of discussing the evaluation, duties, and compensation of the executive director and general counsel. With the exception of HR, all other individuals including non-essential staff and other guests excused themselves from the closed session.

Chair Alexander took item 24 out of order as authorized by Texas Government Code Section 551.071 for the purpose of consulting with legal counsel regarding all pending or any contemplated litigation (including *McDonald et al. v. Sorrels et al* (No. 20-50448 in the Fifth Circuit Court of Appeals), *Rosalinda Solis v. Interra Sky 4801 Woodway, L.L.C* (No. 2019-18261 in the District Court of Harris County), *Samantha Carter v. Vuk Vujasinovic, et al* (No. 3:20-cv-01199-L-BT in the Northern District of Texas), and *LawHQ v. Willing* (No. 20-cv-00085 in the Western District of Texas); State Bar insurance coverage; Section 551.072 to deliberate regarding the potential purchase of real property at 1415 Lavaca St. in Austin; and Section 551.074 to deliberate regarding personnel matter(s). With the exception of Board liaisons and section representatives, all other individuals including non-essential staff and other guests excused themselves from the closed session.

F. Open Session: At 12:03 pm, the open session of the State Bar Board of Directors meeting reconvened. During the closed session, only matters relating Texas Government Code Section 551.074 for the purpose of discussing the evaluation, duties, and compensation of the executive director and general counsel and Texas Government Code Section 551.071 for the purpose of consulting with legal counsel regarding all pending or any contemplated litigation (including *McDonald et al. v. Sorrels et al* (No. 20-50448 in the Fifth Circuit Court of Appeals), *Rosalinda Solis v. Interra Sky 4801 Woodway, L.L.C* (No. 2019-18261 in the District Court of Harris County), *Samantha Carter v. Vuk Vujasinovic, et al* (No. 3:20-cv-01199-L-BT in the Northern District of Texas), and *LawHQ v. Willing* (No. 20-cv-00085 in the Western District of Texas); State Bar insurance coverage; and Section 551.072 to deliberate regarding the potential purchase of real property at 1415 Lavaca St. in Austin; and Section 551.074 to deliberate regarding personnel matter(s) were discussed. No action was taken in closed session.

G. Report from the President-elect:

President-elect Larry McDougal gave an update on how the State Bar can better help lawyers serve their clients during the coronavirus crisis. {Exhibit E}

President-elect Larry McDougal made a motion to approve continued authority for the Ad Hoc Submission Committee and Litigation Subcommittee to make decisions regarding *McDonald v. Sorrels* and related matters, as needed. Immediate Past President Joe K. Longley seconded. Discussion ensued; motion carried.

President-elect Larry McDougal made a motion to approve the creation of the presidential Task Force on Criminal Court Proceedings regarding the resumption of criminal jury trials. Immediate Past President Joe K. Longley seconded. No discussion; motion carried.

H. Report from the Immediate Past President:

I. Immediate Past President Joe K. Longley reported on his three years with the board recalling that he ran as petition candidate with over 5,800 signatures. He reported that his mission of having the bar conduct its business differently than it did three years ago was accomplished and he committed his continued help in making this the best bar in the United States.

J. Report from the Nominations and Elections Subcommittee:

Immediate Past President Joe K. Longley and Immediate Past Chair Laura Gibson reported that the 2020 election for President Elect was totally unprecedented in the State Bar's 81-year history, and that this race was the second closest race in the history of the State Bar, with a difference of 37 votes. The closest differential was in the election of 1943 where there was a 14 vote difference. Sylvia Borunda Firth of El Paso was declared the winner of the President Elect race. **{Exhibit F}**

K. Report from the Policy Manual Subcommittee:

Director Neil Kelly made a motion to approve revisions of Policy Manual Sections 5.01 and 5.02.04 related to State Bar Sections. Coming from a committee, no second was needed. No discussion; motion carried. {Exhibit G}

L. Annual Meeting Resolution:

Immediate Past Chair Laura Gibson reported that there is a process for members to propose resolutions for the Annual Meeting for consideration by the Resolutions Committee and, if adopted, for consideration by the General Assembly of members present at the meeting. If adopted by the General Assembly, the resolution comes to the State Bar Board for consideration. **{Exhibit H}**

There was one proposed resolution submitted by James Lee Murphy. Since there was no in-person Annual Meeting, Director Trey Appfel waived all policy manual requirements regarding resolutions and the Annual Meetings Resolutions Committee and directed that the proposed resolution come directly to the board for consideration in lieu of the Resolutions Committee.

Mr. James Lee Murphy addressed the board regarding his proposed resolution. There was no motion made; no discussion; resolution not adopted.

M. Report from the Performance Measures & Strategic Planning Subcommittee:

N. Director David Kent reported that the Strategic Plan is up for review in 2020 and that a board planning session is scheduled for July 2020. Mr. Kent recommended that the board retain Elizabeth Derrico for the strategic planning session.

O. Report from the Supreme Court:

P. Justice Lehrmann reported on the Texas Supreme Court's response to the COVID-19 crisis, with 17 emergency orders issued. She reported that if a party wants an in-person hearing, their county has to have had an operating safety plan approved by their regional judges and the Office of Court Administration. Justice Lehrmann reported that the Board of Law Examiners is allowing the July bar exam to go forward, and another one is scheduled for September. She further reported that the bar exam has been reduced to two days.

The board recessed at 1:01 pm for ten minutes.

Q. Report from the DCAAP Subcommittee:

Director Steve Naylor reported on proposed amendments to the Texas Disciplinary Rules of Professional Conduct, and explained that the current projection is that rules vote could be conducted in February 2021. If the court orders a rules vote, there will be a communications campaign to educate lawyers about the rule proposals. **{Exhibit I}**

Director Naylor made a motion to approve the recommendations regarding proposed amendments to Part VII of the Texas Disciplinary Rules of Professional Conduct. Coming from a committee; no second was needed. Motion carried.

Director Steve Naylor made a motion to approve proposed Rule 13.04 of the Texas Rules of Disciplinary Procedure. Coming from a committee, no second was needed. Motion carried.

Director Steve Naylor made a motion that the Board hold the rule proposals just approved, Part VII of the Texas Disciplinary Rules of Professional Conduct, and Rule 13.04 of the Texas Rules of Disciplinary Procedure, for submission to the Supreme Court at a later date as a bundle with other proposed rules, as deemed appropriate by the board. Coming from a committee, no second was needed. Motion carried.

R. Report from the Professional Development Subcommittee:

Director Nicole Voyles reported that TexasBarCLE was in a very strong financial position as of the end of April with more than \$500k in excess net revenue over budgeted projections. She reported that TexasBarCLE has converted all live seminars to a webcast format through the end of August. Director Voyles reported that in response to the COVID-19 pandemic, Texas Bar Books gave free access to the Texas Guardianship Manual Online to Texas bar members during April and May so that attorneys could use the manual to serve the needs of clients seeking advance planning documents such as medical directives and powers of attorney. She reported that there are several temporary emergency orders issued by the Texas Supreme Court in response to the Coronavirus pandemic that are relevant to Texas Bar Books practice manuals, which can be found online at texasbarbooks.net.

S. Report from the Client Security Fund Subcommittee:

Director Bob McKnight reported that the subcommittee met on Tuesday, June 23, and reviewed 35 applications, resulting in a total disbursement of \$98,391.90. Mr. McKnight reported that for the 2019-2020 bar year, the fund has reviewed 265 applications, and 169 applications were approved for payments totaling \$970,174.79 paid out of the fund.

T. Report from the Commission for Lawyer Discipline, Chief Disciplinary Counsel Update:

CFLD Chair Noelle Reed reported on the Commission's response to the COVID-19 conditions and that the Commission is conducting its orientation and training of grievance committee members by Zoom. Investigatory hearings continue to be conducted via Zoom by the agreement of parties, and evidentiary hearings remain postponed until the court's emergency orders expire. Ms. Reed reported that the grievance symposium will be postponed and that CDC staff in Austin, Dallas, Houston, and San Antonio continue to work remotely and are fully operational. **{Exhibit J}**

U. Audit & Finance Committee:

Director Jarrod Foerster presented the State Bar financial reports and provided a general review of the financial statements. **{Exhibit K}**

On behalf of the Audit & Finance Committee, Director Jarrod Foerster made a motion to accept the May 31, 2020 State Bar Quarterly Investment Reports. Coming from a committee, no second was needed. No discussion; motion carried.

V. Report from Affordable Legal Services Subcommittee:

Section Representative Shelby Jean reported that the Affordable Legal Services Committee provides leadership in implementing the goals for legal services to low-income people in Texas and recommends appropriate amendments to the board. Ms. Jean thanked the members of the committee and Chair Alexander for their input and time. She reported that the committee met and considered two areas that seemed most relevant to the charter – legal incubators and limited scope representation. The committee heard from the director of the Texas Opportunity and Justice Incubator (TOJI), and learned that a draft civil procedure rule is currently being considered by the Supreme Court of Texas that would permit limited scope representation and address the concerns that surround such representation.

W. Report from the Administration Committee:

Director James Wester gave an update on the study of potential IOLTA deposit exemptions for advanced flat fees below a certain amount.

X. Report from the Appeals Grant Subcommittee: No report.

Y. Report from New Directors Orientation:

Director Alison Colvin reported that New Directors Orientation took place for all of the new board members, liaisons, and section representatives and that all new directors will be sworn in on June 25, 2020.

Z. Report from Insurance Member Benefits Subcommittee:

Director Leslie Dippel gave an update on the Texas Bar Private Insurance Exchange and non-insurance member benefits.

AA. Report from the Technology Oversight Subcommittee:

Director Aldo Lopez reported on the progress of several projects that are underway at the State Bar of Texas. He reported that the IT department is in the final phase of deploying its cloud solution to Microsoft 365 and that renovations to the IT and Audio-visual equipment at the Texas Law Center have begun.

BB. Report from the Section Representatives to the Board Committee:

Section Representative Emily Miller reported that the State Bar Sections continue to adapt and provide great value to their membership during these very unusual times. She thanked the Section Representatives to the Board and the Chair and Vice Chair of Council of Chairs for their efforts towards developing the new Board policies for sections.

CC. Texas Young Lawyers Association:

TYLA President Victor Flores thanked President Sorrels, the board, and staff for their continued support. Mr. Flores reported on the completion of two guides: Attorney Billing Guide and Retention Guide.

DD. Report from the Court of Criminal Appeals:

Judge Richardson reported on his replacement, Judge Kevin Yeary, the procedure of hearings at the court, and that the court heard two oral arguments via Zoom. He encouraged the board to suggest interns for the court.

EE. Federal Judicial Liaison:

Judge Rodriguez reported that there have not been any civil or criminal trials in the federal court system, with just a couple of rare exceptions. He reported that civil and criminal hearings are continuing remotely and that in-person cases are being considered on a case-by-case basis. Judge Rodriguez reported that criminal case filings have dropped significantly and that grand juries have not met at all these past several months. He reported on two studies that were being conducted on when courts would be going back in to the courtroom, which were conducted by the Federal Bar Association and by ABOTA.

FF. Judicial Section Liaison:

Justice Benavides reported that the judiciary is trying to work through the pandemic while supporting its constituents. She reported that hearings will be conducted remotely in her jurisdiction. There are technology issues where there is no service and that causes problems for people to be able to obtain that services so they can get on the hearings. Justice Benavides reported that the Judicial Section has continued to work with the Texas Center for the Judiciary to make sure judges continue to provide education. She reported that the Judicial Section Annual Meeting will be held virtually in September.

GG. Out-of-State Lawyer Liaison Report: No report.

HH. Report from the General Counsel: No report.

II. Report from the Legal Counsel: No report.

There being no further business, the meeting was adjourned at 2:43 pm.

Exhibits referenced in these minutes are available online at texasbar.com/board

**OFFICIAL MINUTES
STATE BAR OF TEXAS
BOARD OF DIRECTORS**

Thursday, June 25, 2020 – 9:00am

*Via Telephonic Open Meeting Pursuant to Governor's March 16, 2020,
Temporary Suspension of Certain Open Meetings Provisions**

The Board of Directors of the State Bar of Texas met on June 25, 2020, via telephonic open meeting pursuant to the Governor's March 16, 2020, temporary suspension of certain open meetings provisions. Outgoing Chair of the Board Jerry Alexander called the meeting to order at 9:02 a.m., and Executive Director Trey Apffel called the roll. A quorum of voting Board members was present. Director Alan Sims led the invocation and Director Derek Cook led the pledges to the U.S. and Texas flags.

Present:

Benny Agosto, Immediate Past Chair Jerry Alexander, Jeff Allison, Andy Almanzán, Chad Baruch, Kate Bihm, Rebekah Brooker, David Calvillo, Luis Cardenas, Derek Cook, Rob Crain, Christina Davis, Alistair Dawson, Michael Dokupil, President-elect Sylvia Borunda Firth, Steve Fischer, TYLA Immediate Past President Victor Flores, Lucy Forbes, Chair Charlie Ginn, Shari Goldsberry, Marc Gravely, August Harris, TYLA President Britney Harrison, Wendy-Adele Humphrey, Michael Hurst, Yolanda Cortés Mares, President Larry McDougal, Carra Miller, Lydia Mount, Steve Naylor, TYLA President-elect Jeanine Rispoli, Carmen Roe, Adam Schramek, Mary Scott, David Sergi, Alan Sims, Jason Smith, Immediate Past President Randy Sorrels, Diane St. Yves, Andrew Tolchin, Santos Vargas, Michael Vasquez, Amy Welborn, James Wester, and Kim Pack Wilson.

Liaisons*: Judge Les Hatch, Denise Hoggard, Justice Debra Lehrmann, Judge David Morales, and Judge Kevin Yeary.

Section Representatives*: Carlos Cardenas, Deborah Cordova, Matthew Kolodoski, Emily Miller, Kathryn Murphy, and Michael Smith

(= nonvoting)*

A. Remarks from the General Public:

Rudy Metayer addressed the board on agenda item 5.

- B. Presentations and Swearing-In of New Officers and Directors: Outgoing Chair of the Board Jerry Alexander thanked Trey Apffel, the Board, and all SBOT staff for all the work that they have done over the past year. Justice Debra Lehrmann administered the oath of office to incoming Chair Charlie Ginn. Chair Ginn reported on the Board committees and Section/Standing Committee liaison assignments.

Justice Lehrmann then administered the oath of office to incoming President-elect Sylvia Borunda Firth, and Ms. Borunda Firth made brief remarks. Chair Ginn called all the incoming directors, liaisons, and section representatives of the board to come forward, and Justice Lehrmann administered the oath of office *en masse*.

Chair Ginn thanked outgoing President Randy Sorrels for the work he has done and his service to the lawyers of Texas during his term in office.

- C. Presentation to Incoming President: Incoming President Larry McDougal addressed the board and

discussed upcoming initiatives for the board and for State Bar staff.

- D. Report from the Executive Director: Executive Director Trey Apffel thanked outgoing President Randy Sorrels for all his service over the past year.
- E. Legal Counsel: John Sirman had no report.
- F. General Counsel: Ross Fischer welcomed the new directors to the board.
- G. Texas Young Lawyers Association: TYLA Incoming President Britney Harrison thanked the Board and staff and reported on various TYLA projects for the upcoming year.
- H. Texas Access to Justice Commission: Trish McAllister gave an update on Access to Justice efforts in Texas, sponsorship of the upcoming ATJ Gala, the New Opportunities Volunteer Attorney Pro Bono Program, and ongoing legal aid efforts.

Director Diane St. Yves moved for adjournment and Director David Sergi seconded. There being no further business, the meeting was adjourned at 10:07 am.

**OFFICIAL MINUTES
STATE BAR OF TEXAS
BOARD OF DIRECTORS MEETING**

Special Called Meeting

Monday, July 27, 2020 – 9:00am

*Via Telephonic Open Meeting Pursuant to Governor's March 16, 2020,
Temporary Suspension of Certain Open Meetings Provisions**

The Board of Directors of the State Bar of Texas met in a special called board meeting on July 27, 2020, via Zoom. Chair Charlie Ginn called the meeting to order at 9:03 am, and Executive Director Trey Apffel called the roll. A quorum of voting Board members was present. Director Emily Miller delivered the invocation, and Director Wendy-Adele Humphrey led the pledges to the United States and Texas flags.

Present:

Board Members: Benny Agosto, Immediate Past Chair Jerry Alexander*, Jeff Allison, Andy Almanzán, Chad Baruch, Kate Bihm, Rebekah Brooker, David Calvillo, Luis Cardenas, Derek Cook, Rob Crain, Christina Davis, Alistair Dawson, Michael Dokupil, Dr. Maria Hernandez Ferrier, President-elect Sylvia Borunda Firth, Steve Fischer, TYLA Immediate Past President Victor Flores, Lucy Forbes, Chair Charlie Ginn, Shari Goldsberry, Marc Gravely, August Harris, TYLA President Britney Harrison, Wendy-Adele Humphrey, Michael Hurst, Yolanda Cortés Mares, President Larry McDougal, Carra Miller, Lydia Mount, Steve Naylor, TYLA President-elect Jeanine Rispoli, Carmen Roe, Adam Schramek, Mary Scott, David Sergi, Alan Sims, Jason Smith, Todd Smith, Immediate Past President Randy Sorrels, Diane St. Yves, Andrew Tolchin, Santos Vargas, Michael Vasquez, Amy Welborn, James Wester, and Kim Pack Wilson.

Liaisons*: Judge Les Hatch, Denise Hoggard, Justice Debra Lehrmann, and Judge Kevin Patrick Yeary

Section Representatives*: Carlos Cárdenas, Deborah Cordova, Matthew Kolodoski, Emily Miller, Kathryn Murphy, and Michael Smith

Excused Absences: Judge David S. Morales*
(* denotes nonvoting)

I. REPORTS:

A. Remarks from the General Public:

The board heard oral comments from 61 members of the public on Agenda Item 5.

The board recessed at 10:30 am and returned at 10:41 am.

B. Comments from the President:

President Larry McDougal addressed the board regarding online commentary. **{Exhibit}**¹

The board recessed at 12:46 pm and returned at 1:15 pm.

C. Report from the Chair of the Board:

Chair Ginn addressed the board on the procedures for the closed session and the open floor for directors to speak. **{Exhibit B}**

D. Closed Session: At 1:29 pm, the State Bar Board of Directors recessed the open meeting and reconvened in closed session pursuant to Texas Government Code Section 551.071 to seek advice of board counsel regarding rights and remedies and board governance issues, including conduct of board officers and directors and filling of vacancies. With the exception of Board liaisons and section representatives, all other individuals including non-essential staff and other guests excused themselves from the closed session.

¹ Exhibits are available at www.texasbar.com/board

- E. Open Session: At 3:50 pm, the open session of the State Bar Board of Directors meeting reconvened. During the closed session, only matters relating to seeking advice of board counsel regarding rights and remedies and board governance issues, including conduct of board officers and directors and filling of vacancies.
- F. Report from the Chair of the Board continued:
Discussion ensued amongst the board of directors.

Director Adam Schramek made a motion to create a working group that includes all interested directors and other parties from within the bar to go through all proposals to make sure that those voices are heard and to then report back with proposals as to which of them should be adopted and/or for further discussion. Director Yolanda Cortés Mares seconded. Discussion ensued; Motion was later modified as a result of the discussion; motion carried.

Director Alistair Dawson made a motion that the board remove authority of President McDougal to speak or send communications on behalf of the State Bar of Texas unless and until that authority is restored by this board at a future meeting. Discussion ensued; motion was tabled for the next scheduled board meeting in September.

Director Adam Schramek made a motion to have Director Dawson's written resolution submitted to legal counsel for the board to be advised on the legality of adopting it at the September meeting. Director Amy Welborn seconded. No discussion; motion carried.

Director Lucy Forbes made a motion based on the African American Lawyers Section's suggestion for the board to be required to take implicit biased training. Director Andrew Tolchin seconded. Discussion ensued. Amended motion that the board receive required implicit bias training by December 31, 2020; motion carried.

Director Jason Smith made a motion that was later modified that the MCLE committee analyze, investigate, and propose a report on including implicit bias training as part of MCLE requirements for Texas lawyers and report back by January 2021. Seconded by Director Kate Bihm. Discussion ensued; motion carried.

Immediate Past President Randy Sorrels motioned that President McDougal prepare and present a preliminary plan of action by the September 25 board of directors meeting and then have a deadline of January 2021 meeting to have a plan in place with an understanding that the board would consider changing these dates if personal circumstances warranted. President McDougal seconded. Discussion ensued; Motion was later modified as a result of the discussion; motion carried.

Director Adam Schramek made a motion to direct the policy manual committee and the nominations and elections committee to coordinate efforts and propose revisions to the State Bar Policy Manual to strengthen the vetting process for State Bar presidential candidates and to implement procedures aimed at assuring that Texas lawyers are better informed of candidate backgrounds before casting their votes. Director Cortés Mares seconded. Discussion ensued; Motion was later modified as a result of the discussion; motion carried.

President-elect Sylvia Borunda Firth made a motion to refer all of the action items contained in the letters from the African American Law section and the National Bar Association to legal counsel to determine which of those might be implemented by the state Bar without running afoul of the limitations in terms of *Keller v. State Bar of California* and to require that such guidance be provided to the board at the September board meeting. Director Amy Welborn seconded. Discussion ensued. Motion carried.

Director Andy Almanzán made a motion that the motion made by Director Dawson be provided to the legal department and that a special called board meeting be scheduled on that issue. Seconded by Director David Calvillo. Discussion ensued. Motion withdrawn.

Director Jason Smith made a motion that the board refer to the Committee on Disciplinary Rules and Referenda consideration of whether to adopt ABA Model Rule 8.4(g) as part of the Texas Rules of Professional Conduct. Director Andy Almanzán seconded. No discussion; motion carried.

Director Santos Vargas made a motion that the board call a special meeting to consider Director Dawson's motion that was tabled earlier prior to the September regular board meeting, on a date when President McDougal is available. Director Andy Almanzán seconded. Discussion ensued. A roll call vote was called; motion carried.

G. Report from the President-elect:

President-elect Sylvia Borunda Firth gave an update on the creation of a State Bar of Texas Task Force on Diversity, Equity, and Inclusion. {Exhibit}

President-elect Sylvia Borunda Firth made a motion to approve the creation of a State Bar of Texas Task Force on Diversity, Equity, and Inclusion. TYLA President-elect Jeanine Rispoli seconded. No discussion; motion carried.

H. Report from General Counsel: no report.

I. Report from Legal Counsel: no report.

There being no further business, the meeting was adjourned at 7:27 pm.

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www.texasbar.com/board**

**OFFICIAL MINUTES
STATE BAR OF TEXAS
BOARD OF DIRECTORS MEETING**

Special Called Meeting

Thursday, September 10, 2020 – 9:00am

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Temporary Suspension of Certain Open Meetings Provisions**

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Present:

Board Members: Benny Agosto, Immediate Past Chair Jerry Alexander*, Jeff Allison, Andy Almanzán, Chad Baruch, Kate Bihm, Rebekah Brooker, David Calvillo, Luis Cardenas, Derek Cook, Rob Crain, Christina Davis, Alistair Dawson, Michael Dokupil, Dr. Maria Hernandez Ferrier, President-elect Sylvia Borunda Firth, Steve Fischer, TYLA Immediate Past President Victor Flores, Lucy Forbes, Chair Charlie Ginn, Shari Goldsberry, Marc Gravely, August Harris, TYLA President Britney Harrison, Wendy-Adele Humphrey, Michael Hurst, Yolanda Cortés Mares, President Larry McDougal, Carra Miller, Lydia Mount, Steve Naylor, TYLA President-elect Jeanine Rispoli, Carmen Roe, Adam Schramek, Mary Scott, David Sergi, Alan Sims, Jason Smith, Todd Smith, Immediate Past President Randy Sorrels, Diane St. Yves, Andrew Tolchin, Santos Vargas, Michael Vasquez, Amy Welborn, James Wester, and Kim Pack Wilson.

Liaisons*: Judge Les Hatch, Denise Hoggard, Justice Debra Lehrmann, and Judge Kevin Patrick Yeary

Section Representatives*: Carlos Cárdenas, Deborah Cordova, Matthew Kolodoski, Emily Miller, Kathryn Murphy, and Michael Smith

Excused Absences: Judge David S. Morales*
(* denotes nonvoting)

I. REPORTS:

A. Remarks from the General Public:

The board heard oral comments from 47 members of the public relating to Agenda Item 6. **{Exhibit A}**¹

The board recessed at 10:36 am and returned at 10:46 am.

B. Report from the Executive Director:

Executive Director Trey Apffel thanked the directors, State Bar members, and the public for their input, relating that these efforts will help ensure that diversity, equity, and inclusion issues stay at the forefront of the bar's work going forward. **{Exhibit B}**

The board recessed at 11:50 am and returned at 12:10 pm.

C. Report from the Chair of the Board:

Chair Charlie Ginn reported that the approval of the minutes from the July 27, 2020, Special Called Board Meeting will take place at the September 25, 2020, regularly scheduled board meeting.

Chair Ginn addressed the board on the procedures for the closed session and the open floor for directors to speak. **{Exhibit C}**

D. Closed Session: At 12:10 pm, the State Bar Board of Directors recessed the open meeting and reconvened in closed session pursuant to Texas Government Code Section 551.071 to seek advice of board counsel regarding board

¹ Exhibits are available at www.texasbar.com/board

counsel's analysis of director Alistair Dawson's July 27, 2020, tabled motion regarding the spokesperson duties of the State Bar President and a revised motion sent to board counsel by Dawson; continued discussion regarding options available to the board; an update on *McDonald et al. v. Sorrels et al* (No. 20-50448 in the Fifth Circuit Court of Appeals) and *Keller* analysis of action items requested of the State Bar President by the African American Lawyers Section (AALS) on July 13, 2020. With the exception of Board liaisons and section representatives, all other individuals including non-essential staff and other guests excused themselves from the closed session.

E. Open Session: At 3:18 pm, the open session of the State Bar Board of Directors meeting reconvened. During the closed session, only matters relating to seeking advice of board counsel regarding board counsel's analysis of director Alistair Dawson's July 27, 2020, tabled motion regarding the spokesperson duties of the State Bar President and a revised motion sent to board counsel by Dawson, continued discussion regarding options available to the board, an update on *McDonald v. Sorrels*, and *Keller* analysis of action items requested of the State Bar President by the African American Lawyers Section (AALS) on July 13, 2020, were discussed.

F. Report from the Chair of the Board continued:
Discussion ensued amongst the board of directors.

Director Alistair Dawson withdrew his motion made at the July 27, 2020, Special Called Board Meeting. Discussion ensued.

Director Alistair Dawson made a motion that the Policy Manual Committee submit to the board a code of conduct to be followed by all officers and directors of the State Bar on a prospective basis, including potential consequences for violations of the code, and that the code of conduct be presented to the board for consideration when it's available. The motion was modified as a result of the discussion to provide that the committee is authorized to obtain legal counsel in connection with its efforts. The motion was seconded by Director Andy Almanzán. Discussion ensued; motion carried.

Director Alistair Dawson made a motion that the Policy Manual Committee present to the board its recommendations for changes in the Policy Manual and/or the State Bar Rules that might enable this board to impeach, remove from office, suspend, or take any other disciplinary action against any officer or director of the State Bar on a prospective basis and that the Board authorize the Policy Manual Committee to coordinate with legal counsel as needed to address any legal questions that might arise in connection with analyzing the issues raised by this motion. Director Rob Crain seconded. Discussion ensued. A roll call vote was called; motion carried.

G. Board Workgroup to Review Public and Member Input on Diversity and Inclusion Issues:
Director Carmen Roe reported on the Justice in Leadership Workgroup that was approved at the July 27 meeting. {Exhibit D}

Director Carmen Roe made a motion that the board approve the roster of the Justice in Leadership Workgroup. Director Andrew Tolchin seconded. No discussion; motion carried.

H. Report from the Chair of the Board continued:
Director Jason Smith made a motion that the board refer ABA Model Rule 8.4(g) and the existing Rule 5.08 of the Texas Disciplinary Rules of professional Conduct to the DCAAP Committee for study and recommendation. Director Andy Almanzán seconded. Discussion ensued; motion carried.

The board recessed at 4:07 pm and returned at 4:15 pm.

Chair Charlie opened the floor for comments from directors.

I. Comments from the President:
President Larry McDougal reported on his upcoming task force, workgroups, and plan to address diversity issues. {Exhibit E}

- J. Report from the President-elect:
President-elect Sylvia Borunda Firth made a motion to approve the roster of the Task Force on Diversity, Equity, and Inclusion. Director David Sergi seconded. No discussion; motion carried. {Exhibit F}
- K. Report from the Immediate Past President:
Immediate Past President Randy Sorrels addressed two topics: what might happen if the State Bar of Texas were to lose its autonomy and social media comments made by Director Steve Fischer. Discussion ensued.
- L. Report from General Counsel: No report.
- M. Nominations and Elections Subcommittee:
Immediate Past President Randy Sorrels reported on the Nominations and Elections committee selection of the two president-elect candidates who will be presented to the board at the September 25 board meeting: Sara Dysart and Laura Gibson.
- N. Report from Legal Counsel: No report.

**Exhibits referenced in these minutes are available online at
www.texasbar.com/board**

BYLAWS OF THE STATE BAR OF TEXAS CONSTRUCTION LAW SECTION

(As adopted June 2013)

ARTICLE I

Name and Purpose

Section 1. Name. This Section shall be known as the Construction Law 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 within the field of construction law.

ARTICLE II

Membership and Dues

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

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 a member in good standing of the State Bar of Texas shall thereupon cease to be a member of this Section.

ARTICLE III

Officers

Section 1. Officers. The officers of this Section shall be a Chairperson, Chair-Elect, 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 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. Chair-Elect. The Chair-Elect shall automatically succeed to the Chairperson. The Chair-Elect shall be an ex-officio member of all of the committees appointed by the Chairperson of the Council. Upon the death, resignation, or during the disability of the Chairperson, or upon his or her absence or refusal to act, the Chair-Elect 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 select the depository of all funds of the Section and 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 Rules and Policy Manual 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 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. Change Article IV, Section 1 as follows:

Section 2. Membership. The Council for the Section shall consist of a Chairperson, Chair-Elect, 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 and Assistant Editor of the Construction Law Journal also shall be ex-officio members 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. In addition, the Legislative Affairs Advisor, the Insurance Advisor, and Young Construction Lawyer Representative 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 positions of Editor or Assistant Editor of the Construction Law Journal, Young Construction Lawyer Representative, the Insurance Advisor, or Legislative Affairs Advisor, or in the event of a vacancy in both the office of Chairperson and Chair-Elect, 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 committee, 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 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. Construction Law Journal and Newsletter. The Council shall cause to be published a Construction Law Journal and newsletter and the Chairperson shall appoint one Editor and one Assistant Editor for the Construction Law Journal. The Assistant Editor and Editor shall serve at the pleasure of the Chairperson. The Chairperson will endeavor to follow a rotation schedule for the

selection of Editor and Assistant Editor as follows. The Editor will serve terms with a maximum of four consecutive years. The Editor will first serve as an Assistant Editor for two years and will then become Editor and will serve in that capacity for two additional years, completing a four-year full term. Any editor or assistant editor may serve another term if requested by the Council as long as it is not a consecutive term. If the Editor or Assistant Editor do not complete their term, the Chairperson will appoint a new Editor or Assistant Editor to complete their respective terms as necessary. The next term for the next Assistant Editor will commence on May 1, 2021.

Section 8. 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 Rules and Policy Manual 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 or officers of the Council. The Chairperson may designate to whom any special committee shall report.

Section 9. Continuing Legal Education. The Council may authorize the study of any and all problems related to the field of construction law, 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. Change Article IV, Section 9 as follows:

Section 10. Young Construction Lawyers Committee. A Young Construction Lawyers Committee is established to encourage young lawyers participation in the Section. The Chairperson shall appoint a Young Construction Lawyers Committee Chairperson for each city where a committee is organized. A Young Construction Lawyer Representative shall be nominated in accordance with Article V, Section 2 and elected from the membership of the Young Construction Lawyers Committee.

ARTICLE V.

Nomination and Election of Officers, Council Members, Journal Editors, Insurance Advisor, and Legislative Affairs Advisor Section

Section 1. Nominations. The Chair-Elect, Secretary, Treasurer, Editor and Assistant Editor of the Construction Law Journal, Young Construction Lawyer Representative, Legislative Affairs Advisor, Insurance Advisor, and Council shall be nominated and elected, in the manner hereinafter provided at each annual election meeting of this Section, to hold office until the close of the next annual meeting thereafter, or in the case of the Insurance Advisor and the Legislative Affairs Advisor, as otherwise provided in Section 2 of Article V. The Chair-Elect for the preceding year shall be the Chairperson and the Chairperson for the preceding year shall be the Immediate Past Chairperson and each shall hold such office until the close of the next annual meeting thereafter.

Section 2. Procedures for 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, Chair-Elect, Secretary and Treasurer, and to the positions of Editor and Assistant Editor of the Construction Law Journal, Insurance Advisor, and Young Construction Lawyer Representative, and the members of the Council to succeed those whose terms will expire at the close of the then annual meeting at which officers and members of the Council will be elected. In odd numbered years, the nominating committee shall make a nomination for the position of Assistant Editor of the Construction Law Journal, and for the Legislative Affairs Advisor who will serve a two year term. In even numbered years, the nominating shall make a nomination for the position of Insurance Advisor who will serve a two year term. 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 the positions of Editor and Assistant

Editor of the Construction Law Journal, Young Construction Lawyer Representative, Insurance Advisor (in each even numbered year), and Legislative Affairs Advisor (in each odd numbered year) 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 as a whole and other factors relevant to maintaining a Section Council membership which reflects 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 nominees for election to the 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 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 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 within thirty days of the annual meeting of the State Bar of Texas, and at a time and place to be determined by the Council of the Section, with such program and order of business as may be formulated by the Chairperson.

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 a 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.

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 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.

Section 7. Council Voting by Electronic Mail. The Chairperson may, upon approval of the Officers, who may be polled electronically, submit or cause to be submitted in writing (including by fax or e-mail), 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 (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, 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, and keep on file such votes. If the votes of a majority of the members of the Council so recorded shall be in favor of such proposition, such majority votes shall constitute the binding action of the Council.

ARTICLE VII

Miscellaneous Provisions

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 shall be paid upon the authority of the Treasurer except that bills in excess of \$2,000.00 shall be approved by the Chairperson or the Chair-Elect, or if the Council so directs, by both of them.

Section 3. Limitation on 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 shall be reimbursed for actual out-of-pocket expenses incurred in attending any meeting of the 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 the 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.

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 Texas 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 approved by majority vote of the council or supported by a written petition signed by twenty-five (25) members in good standing of the Section and 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 has been approved by a majority vote of the Council or supported by a written petition signed by twenty-five (25) members in good standing of the Section and 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.

Section 9. Finances. The Treasurer of the Section shall submit to the State Bar accounting department such financial records as may be required by the Rules and Policy Manual of the State Bar of Texas. The provisions of Section 5.02 of the Policy Manual of the State Bar of Texas are hereby incorporated into these Bylaws.

Section 10. Written Notice. Written notice required by these Bylaws may be furnished by mail, fax, or e-mail.

BYLAWS OF THE STATE BAR OF TEXAS CONSTRUCTION LAW SECTION

(As adopted June 2013)

ARTICLE I

Name and Purpose

Section 1. Name. This Section shall be known as the Construction Law 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 within the field of construction law.

ARTICLE II

Membership and Dues

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

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 a member in good standing of the State Bar of Texas shall thereupon cease to be a member of this Section.

ARTICLE III

Officers

Section 1. Officers. The officers of this Section shall be a Chairperson, Chair-Elect, 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 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. Chair-Elect. The Chair-Elect shall automatically succeed to the Chairperson. The Chair-Elect shall be an ex-officio member of all of the committees appointed by the Chairperson of the Council. Upon the death, resignation, or during the disability of the Chairperson, or upon his or her absence or refusal to act, the Chair-Elect 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 select the depository of all funds of the Section and 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 Rules and Policy Manual 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 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. Change Article IV, Section 1 as follows:

Section 2. Membership. The Council for the Section shall consist of a Chairperson, Chair-Elect, 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 ~~and Assistant Editor~~ of the Construction Law Journal also shall be ~~ex-officio members~~ 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. In addition, the Legislative Affairs Advisor, the Insurance Advisor, and Young Construction Lawyer Representative 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 positions of Editor ~~or Assistant Editor~~ of the Construction Law Journal, Young Construction Lawyer Representative, the Insurance Advisor, or Legislative Affairs Advisor, or in the event of a vacancy in both the office of Chairperson and Chair-Elect, 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 committee, 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 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. Construction Law Journal and Newsletter. The Council shall cause to be published a Construction Law Journal and newsletter and the Chairperson shall appoint one ~~Editor and one Assistant Editor~~ for the Construction Law Journal. ~~The Assistant Editor and Editor shall serve at the pleasure of the Chairperson. The Chairperson will endeavor to follow a rotation schedule for the~~

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selection of Editor and Assistant Editor as follows. The Editor will serve terms with a maximum of four consecutive years. The Editor will first serve as an Assistant Editor for two years and will then become Editor and will serve in that capacity for two additional years, completing a four-year full term. Any editor or assistant editor may serve another term if requested by the Council as long as it is not a consecutive term. If the Editor or Assistant Editor do not complete their term, the Chairperson will appoint a new Editor or Assistant Editor to complete their respective terms as necessary. The next term for the next Assistant Editor will commence on May 1, 2021.

Section 8. 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 Rules and Policy Manual 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 or officers of the Council. The Chairperson may designate to whom any special committee shall report.

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Section 10. Young Construction Lawyers Committee. A Young Construction Lawyers Committee is established to encourage young lawyers participation in the Section. The Chairperson shall appoint a Young Construction Lawyers Committee Chairperson for each city where a committee is organized. A Young Construction Lawyer Representative shall be nominated in accordance with Article V, Section 2 and elected from the membership of the Young Construction Lawyers Committee.

ARTICLE V.

Nomination and Election of Officers, Council Members, Journal Editors, Insurance Advisor, and Legislative Affairs Advisor Section

Section 1. Nominations. The Chair-Elect, Secretary, Treasurer, Editor and Assistant Editor of the Construction Law Journal, Young Construction Lawyer Representative, Legislative Affairs Advisor, Insurance Advisor, and Council shall be nominated and elected, in the manner hereinafter provided at each annual election meeting of this Section, to hold office until the close of the next annual meeting thereafter, or in the case of the Insurance Advisor and the Legislative Affairs Advisor, as otherwise provided in Section 2 of Article V. The Chair-Elect for the preceding year shall be the Chairperson and the Chairperson for the preceding year shall be the Immediate Past Chairperson and each shall hold such office until the close of the next annual meeting thereafter.

Section 2. Procedures for 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, Chair-Elect, Secretary and Treasurer, and to the positions of Editor and Assistant Editor of the Construction Law Journal, Insurance Advisor, and Young Construction Lawyer Representative, and the members of the Council to succeed those whose terms will expire at the close of the then annual meeting at which officers and members of the Council will be elected. In odd numbered years, the nominating committee shall make a nomination for the position of Assistant Editor of the Construction Law Journal, and for the Legislative Affairs Advisor who will serve a two year term. In even numbered years, the nominating shall make a nomination for the position of Insurance Advisor who will serve a two year term. 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 the positions of Editor and Assistant

Editor of the Construction Law Journal, Young Construction Lawyer Representative, Insurance Advisor (in each even numbered year), and Legislative Affairs Advisor (in each odd numbered year) may be made from the floor.

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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 as a whole and other factors relevant to maintaining a Section Council membership which reflects 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 nominees for election to the 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 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 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 within thirty days of the annual meeting of the State Bar of Texas, and at a time and place to be determined by the Council of the Section, with such program and order of business as may be formulated by the Chairperson.

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 a 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.

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 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.

Section 7. Council Voting by Electronic Mail. The Chairperson may, upon approval of the Officers, who may be polled electronically, submit or cause to be submitted in writing (including by fax or e-mail), 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 (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, 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, and keep on file such votes. If the votes of a majority of the members of the Council so recorded shall be in favor of such proposition, such majority votes shall constitute the binding action of the Council.

ARTICLE VII

Miscellaneous Provisions

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 shall be paid upon the authority of the Treasurer except that bills in excess of \$2,000.00 shall be approved by the Chairperson or the Chair-Elect, or if the Council so directs, by both of them.

Section 3. Limitation on 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 shall be reimbursed for actual out-of-pocket expenses incurred in attending any meeting of the 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 the 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.

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 Texas 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 approved by majority vote of the council or supported by a written petition signed by twenty-five (25) members in good standing of the Section and 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 has been approved by a majority vote of the Council or supported by a written petition signed by twenty-five (25) members in good standing of the Section and 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.

Section 9. Finances. The Treasurer of the Section shall submit to the State Bar accounting department such financial records as may be required by the Rules and Policy Manual of the State Bar of Texas. The provisions of Section 5.02 of the Policy Manual of the State Bar of Texas are hereby incorporated into these Bylaws.

Section 10. Written Notice. Written notice required by these Bylaws may be furnished by mail, fax, or e-mail.

SCHOOL LAW SECTION
OF THE STATE BAR OF TEXAS
BYLAWS

Article I

Name and Purpose

Section 1. Name. This section shall be known as the School Law Section ("Section") of the State Bar of Texas.

Section 2. Purposes. The purposes of this Section shall be to promote the objectives of the State Bar of Texas within the area of gathering, improving and analyzing existing laws as related to all matters involving schools and colleges, both public and private, and to keep the members of the State Bar of Texas advised in that respect;

Section 3. To compile and submit suggestions to the Legislative Committee of the State Bar of Texas regarding legislation prior to the beginning of each Regular Session of the Legislature which the Section believes would positively affect all constituencies involved in education in Texas;

Section 4. To provide continuing legal education to Section members on matters involving the practice of education law;

Section 5. To provide a newsletter to Section members, which shall be distributed to the members on a periodic basis, in the manner determined by the Executive Committee, and which shall address matters involving the practice of education law; and

Section 6. To correspond and cooperate with similarly-oriented Sections of the American Bar Association, other State Bar organizations and similar organizations.

Article II

Membership

Section 1. Eligibility. Any member of the State Bar of Texas who desires to become a member of this Section shall, upon registering his/her name with the Treasurer of this Section and payment of a fee to be established by this Section, not to exceed \$50.00 per year, be enrolled as a member. Members so enrolled shall constitute the membership of this Section.

Article III

Officers and Directors

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

Section 2. Executive Committee. There shall be an Executive Committee, which shall consist of all officers designated above, together with six (6) directors to be elected by the Section, as hereinafter provided, and the two (2) directors appointed by the Chair, as hereinafter provided, all with full vote and voice.

Section 3. Election of Officers. All officers, except the Chair and the Immediate Past Chair, shall be nominated and elected in the manner hereinafter provided at each annual meeting of this Section, to hold office for a term of one-year (as defined below in Section 5) and each shall serve until his/her successor is elected and qualifies. The Chair-Elect shall, at the end of his/her term of office, become Chair for a term of one year, and no Chair shall be eligible to succeed himself/herself for consecutive terms as Chair. The year following service as Chair, the Chair shall become the Immediate Past Chair for a term of one year.

Section 4. Elected Directors. Two (2) directors shall be elected at each annual meeting of the Section. Each director shall serve for a term of three (3) years, beginning at the close of the annual meeting at which the director is elected and ending at the close of the third succeeding annual meeting of the Section and each shall serve until his/her successor is elected and qualifies.

Section 5. Definition. The word "year", as herein used, means a term beginning at the close of the annual meeting of this Section at which they shall have been elected and ending at the closing of the next succeeding annual meeting of this Section.

Section 6. Appointed Directors. The Chair-Elect, upon his elevation to Chair, may appoint two (2) Directors to serve for a one-year term (to run with the term of the appointing Chair) and each shall serve until his/her successor is appointed and qualifies. These appointed Directors shall, with the rest of the Section membership, continue to be eligible to be elected by this Section as directors or officers.

Section 7. Additional Directors. In the event of a determination by the Executive Committee that all constituents of the membership are not represented on the Executive Committee, the Chair may also appoint such representative(s) as directors and in such capacity to serve as member(s) of the Executive Committee for a term of one (1) year to run with the term of the appointing Chair.

Section 8. Resignations. Any member of the Executive Committee except the Chair may resign his/her position, which shall be effective upon receipt by the Chair or upon the date noted in the resignation letter, whichever is later. The Chair's resignation shall be effective the date noted in the resignation letter or upon receipt by the Chair-Elect, whichever is later.

Section 9. Removals. The Executive Committee may vote to remove a member of the Executive Committee at any time for cause. A meeting to consider the removal of a director or officer may be called and noticed following the procedures provided in these Bylaws. Any notice of the meeting shall state that the issue of the possible removal of the director or officer will be on the agenda. The director or officer being considered for removal shall have the right to present information at the meeting as to why he or she should not be removed. Removal of the director or officer pursuant to this section requires an affirmative vote of at least fifty percent (50%) of the remaining Executive Committee.

Section 10. Vacancies. Any vacancy occurring in a director's or officer's position may be filled by the affirmative vote of a majority of the remaining members of the Executive Committee. A director or officer appointed to fill a vacancy is appointed to serve until the next annual meeting, at which point the vacancy shall be filled, by a membership vote, for the remainder of the unexpired term.

Section 11. Term Limits. Except as provided otherwise herein, no member of the Executive Committee is eligible to serve consecutive terms as a member of the Executive Committee, provided, however, that: an appointed director may be elected as a director immediately after having served as an appointed director; an appointed or elected director may be elected to an officer position immediately after having served as a director; all officers may be elected to another officer position; and the Chair shall have full authority to appoint Directors pursuant to Sections 6 and 7 of this Article, regardless of prior position held.

Article IV

Nomination and Election of Officers

Section 1. Nomination. Prior to each annual meeting of the Section, the Chair and the Chair-Elect shall serve as a Nominating Committee, which Committee shall make and report nominations to the Section for the offices of Chair-Elect, Vice Chair, Treasurer and directors, to succeed those whose terms will expire at the close of the then annual meeting, and to fill vacancies then existing for unexpired terms. Other nominations for the same offices may be made from the floor at the annual meeting of the Section.

Section 2. Representation. In selecting nominees for officers and directors, the Nominating Committee shall adhere, insofar as is practicable, to the principle that the nominees as a group shall be representative of all constituents of the membership.

Section 3. Election. Elections may be by oral vote or written ballot, and such elections shall be made by majority vote of the members in attendance at the annual meeting.

Article V

Duties of Officers

Section 1. Chair. The Chair shall preside at all meetings of the Section and of the Executive Committee. The Chair shall be an *ex officio* member of all committees, have general and active management of the business of the Section, and shall represent the Section in matters

involving the State Bar of Texas. The Chair shall prepare a summary or digest of the past year's proceedings of the Section, which the Chair will present at the annual meeting of the Section. The Chair shall submit said report to the Board of Directors of the State Bar of Texas for publication in the annual report. The Chair may appoint committees from the Executive Committee or from Section members to perform such duties and exercise such powers as the Chair may direct, subject to the limitations of these Bylaws and the laws, rules, regulations and policies of the State Bar of Texas. The Chair shall perform such other duties and acts as usually pertain to the office.

Section 2. Chair-Elect. Upon the death, resignation, or during the disability of the Chair, or upon the Chair's absence or refusal to act, the Chair-Elect shall perform the duties of the Chair, unless and until the Executive Committee shall have designated another person as Chair. The Chair-Elect shall lead continuing legal education efforts of the Section. The Chair-Elect shall perform such other duties as directed by the Chair.

Section 3. Vice Chair. The Vice Chair shall serve as Secretary of the Section, and, in doing so, shall keep a current record of all proceedings at all meetings of the Section and of the Executive Committee, and shall maintain a roster of the members of the Section. The Vice Chair shall head recruitment efforts to increase the membership of the Section. The Vice Chair shall perform such other duties as directed by the Chair.

Section 4. Treasurer. The Treasurer shall be custodian of all the books, reports, and records of the Section, including all financial records of the Section, and shall receive all dues and other funds paid to the Section. The Treasurer shall perform all functions detailed in Article VI of these Bylaws, entitled Finances. In conjunction with the Chair and as authorized by the Executive Committee or the Chair, the Treasurer shall attend generally to the business of the Section.

Section 5. Immediate Past Chair. The Immediate Past Chair shall provide information and advice to the Chair, and shall perform other duties, upon the request of the Chair.

Article VI

Finances

Section 1. Section Dues. The Section shall collect membership dues and govern expenditures of dues income. The State Bar of Texas Board must approve the establishment or revision of any Section dues. Section membership dues shall be waived for members of the Law Student Division of the State Bar of Texas who wish to become members of the Section.

Section 2. Investment. Section funds are to be invested consistent with the State Bar investment policy, as set forth in Policy Manual Section 3.05 and Policy Supplement Section 3.05.

Section 3. Report and Budget. The Treasurer shall submit to the State Bar by June 15 of each year a complete financial report for the preceding Fiscal Year ending May 31. The Treasurer in consultation with the Chair shall annually draft the next year's proposed budget, which shall provide projected expenditures and revenue by July 1. The Treasurer will submit the proposed budget to the State Bar by July 15. The budget shall then be submitted to the Section membership for approval during annual meeting of the Section held during the School Law Section Retreat.

Section 4. Bookkeeping Duties. At the Section's expense, the Section shall use the State Bar banking depository and the State Bar Accounting Department for the following bookkeeping duties:

- a) Issue checks.
- b) Pay invoices within two weeks of receiving the invoice.
- c) Obtain approval on all payments as established in these policies.
- d) Deposit revenue within three business days of receipt.
- e) Keep accounting books according to Generally Accepted Accounting Standards. Revenues should be recognized when earned and expenses should be recognized when a liability is incurred.
- f) Reconcile bank and investment accounts by the end of the month following the reporting month.
- g) Prepare financial reports by the end of the month following the reporting month.
- h) Retain all documentation, such as invoices, approvals, reports, etc. according to the records retention policy.
- i) Calculate and pay sales tax.
- j) Collect W-9 forms for all contracted services.
- k) Provide State Bar with financial reports in a timely manner.
- l) Provide section chair and treasurer with financial reports in a timely manner.
- m) Protect the confidentiality of and access to section financial information.
- n) Provide financial information or complete other duties as required.
- o) Communicate yearly with State Bar auditors.
- p) Provide explanation on budget-to-actual variances.

Section 5. Treasurer Duties. The Treasurer shall review and monitor the Section finances by serving as the primary approver of Section expenditures.

- a) Detailed transactions and checks are reviewed by the Treasurer upon receipt from the Bookkeeper on a quarterly basis. Documentation of approval must be retained for two years.
- b) All invoices shall be approved by the Chair in advance of payment by the Treasurer, unless the expenditure is made by the Chair, and in that case, the expenditure shall be reviewed and approved by the Chair Elect prior to payment by the Treasurer. Documentation of approval must be retained for two years.
- c) All invoice or expenditure approval must be done in writing by email to the Treasurer. Documentation of approval must be retained for two years.
- d) Any expenditure over \$5,000 shall require the approval of the Chair Elect in addition to the Chair. Documentation of approval must be retained for two years.

Section 6. Payment and Reimbursement Requirements.

- a) A detailed invoice and/or contract shall be required by the Treasurer for any payment. Money should not be paid to any person or company without detailed documentation.
- b) A reimbursement request form must be completed by the requestor (an electronic signature is permissible) and contain itemized receipts and/or invoices or an explanation for any lost receipts or requests that do not have back-up documentation.

- c) Vendors shall not be paid in advance of full completion of the contracted services with the exception of reasonable advance deposits, airfare, or payments for subscription services, such as insurance, rent, software licenses, etc.
- d) Payment should meet the following criteria: (1) the expenses are reasonable and necessary; (2) the expenses have been budgeted; (3) the goods and services have been received; and (4) the contracted terms have been met.

Section 7. Fund Balance. A minimum fund balance for the section is defined as approximately one year of budgeted operating expenses. The Section's Board of Directors and Officers shall review the fund balance in the event it exceeds one and half years of budgeted expenses or \$150,000, whichever is greater, and consider an investment strategy in order to protect the Section's principle while producing the best yield for the Section. Any investments will comply with the Public Funds Investment Act.

Article VII

Duties and Powers of the Executive Committee

Section 1. Duties of Directors and Officers. Directors and officers shall exercise ordinary business judgment in managing the affairs of the Section. In acting in their official capacity as directors and/or officers of the Section, directors and/or officers shall act in good faith and take actions they reasonably believe to be in the best interests of the Section and that are not unlawful. Any act or thing done by any director, officer or committee member taken in furtherance of the purposes of the Section, and accomplished in conformity with the procedures set forth in these Bylaws and/or the laws of the State of Texas, shall be reviewed under the standard of the business judgment rule as established by the common law of Texas, and such act or thing done shall not be a breach of duty on the part of the director or officer if they have been done within the exercise of their discretion and judgment.

Section 2. Limitations on Duties. The Executive Committee shall have general supervision and control of the affairs of the Section subject to the provisions of the Bylaws of this Section and the laws, rules, regulations and policies of the State Bar of Texas. It shall supervise the expenditure of any monies received as dues by the Section 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 that in the treasury of the Section unless the money shall have been previously approved and/or appropriated to the Section for that fiscal year by the Board of Directors of the State Bar of Texas.

Section 3. Indemnification of Directors and Officers. To the full extent permitted by the State Bar of Texas, to the extent that an officer or director is specifically representing the State Bar of Texas, and to the extent of its directors and officers liability insurance, the State Bar of Texas shall indemnify any director or officer, or former director or former officer, who was, is, or is threatened to be made a named defendant or respondent in a legal proceeding. Any indemnification hereunder shall be promptly reported to the members of the Section. Any such right of indemnification shall not be deemed exclusive of any other rights to which a director or officer, or former director or former officer, may be entitled by law or under any agreement, bylaws, rules, regulations, votes, resolutions or otherwise.

Section 4. Quorum. A majority of members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 5. Notice. Notice of meetings may be provided in any manner deemed most efficient by the Chair.

Section 6. Majority Vote. All binding action of the Executive Committee shall be by a majority vote of the Executive Committee present and voting. The affirmative vote of a majority of the Executive Committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Executive Committee unless that of a greater number of members is required by law or these Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Executive Committee.

Section 7. No Proxy Votes. Members of the Executive Committee when present at a meeting of the Executive Committee, or when present via telephone or telecommunications meetings, shall vote in person. No proxy votes shall be allowed.

Section 8. Telephone or Telecommunications Meetings. Subject to the provisions for notice required by these Bylaws for notice of meetings, directors may participate in and hold a meeting by means of conference telephone or video or similar communications equipment by which all persons participating can hear each other. Participation in the meeting shall constitute presence in person at the meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Telephone meetings shall be evidenced by written minutes of the telephone meeting prepared by the Vice Chair, to be signed by the Chair for approval as to form and not substance. Failure to execute the minutes of the telephone meeting shall not void the actions taken during such meeting.

Section 9. Action by Consent of Directors Without Meeting. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all members shall individually or collectively consent in writing to the action. The written consent shall be filed with the minutes of the proceedings of the Executive Committee. Any action by written consent shall have the same force and effect as a unanimous vote of those consenting members.

Section 10. Propositions. The Chair of the Section may, and upon the request of any member of the Executive Committee shall, submit or cause to be submitted in writing to each member of the Executive Committee, any proposition upon which the Executive Committee may be authorized to act, and the members of the Executive Committee may vote upon such proposition so submitted by communicating their vote thereon in writing over their respective signatures to the Vice Chair, who shall record upon the Minutes each proposition so submitted, when, how, at whose request submitted, and the vote of each member of the Executive Committee thereon, and keep on file such written and signed votes.

Section 11. Official Action. Any action or policy recommendation of the Section shall not be construed to represent the official actions or policy of the State Bar of Texas. Such action

or policy recommendation of the Section shall reflect State Bar action or policy only if the same is acted on and approved by the State Bar Board of Directors, the General Assembly, or by the membership in response to a referendum. Otherwise, any action or policy recommendation of the Section is merely informative and represents only the view of the Section or committee submitting them.

Article VIII

Section Meetings

Section 1. Annual Meeting. The annual meeting of the Section shall be held during the annual retreat of the Section, in the same city, and at such time and place as may be fixed by the Executive Committee, with such program and order of business as may be arranged by the Chair. The registration and related fees for the annual retreat shall be as may be fixed by the Executive Committee; provided, however, that registration fees and associated expenses may be waived in the discretion of the Executive Committee for speakers and other persons whose attendance and participation at the retreat is necessary, as determined by the Executive Committee. The registration fee shall be waived for any attendee who is both the current or former Chair of the School Law Section and also the current or a former President of the State Bar of Texas.

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

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

Section 4. Executive Committee Meeting. The Executive Committee shall meet at least annually during the annual meeting of the Section.

Section 5. Special Executive Committee Meetings. Special meetings of the Executive Committee may be called by the Chair at such place, time and manner as he/she may designate.

Article IX

Newsletter Board

Section 1. Establishment. The Section hereby establishes a Communications Committee, which shall be composed of at least five members of the Section, but not more than one (1) of whom may be a member of the Executive Committee while serving on the Communications Committee. The five members shall consist of three members and two co-chairs.

Section 2. Co-chairs. Each co-chair shall serve for a term of two years—one year as junior co-chair and one as senior co-chair. The senior co-chair rotates rotating off the Committee after completing their second year of service as co-chair. The senior co-chair shall serve as an *ex officio* member of the Section's Executive Committee. The senior co-chair shall appoint the junior co-chair. The co-chairs shall appoint the members of the Communications Committee, who must represent different groups and areas of practice within the Section. Committee members may serve no more than two consecutive two-year terms. In the event of a vacancy in the position of senior co-chair, the Chair of the Section shall appoint a senior co-chair

to serve the remainder of the existing term.

Section 3. Communication to the Section. The Communications Committee is responsible for maintaining the Section's website and social media accounts, as well as communicating with the Section membership as appropriate. The Communications Committee will publish a newsletter at least twice per year in a format determined by the Committee. The Communications Committee shall have sole control over the content of the Section website, social media accounts, and newsletter, but shall consult with the Chair of the Section in exercising its authority.

Article X

Miscellaneous Provisions

Section 1. Official Action. 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 prior to submission of the same to, and approval by, the Board of Directors of the State Bar of Texas, or the General Assembly 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 annual meeting of the State Bar of Texas for action thereon.

Section 2. Effective Date. 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. Severability. Only Bylaws approved by the Section and the Board of Directors of the State Bar of Texas shall be effective. Any Bylaws or amendments to Bylaws not so approved shall be deemed severed from these Bylaws and the remainder shall remain in full force and effect.

Article XI

Lifetime Achievement Award

Section 1. Criteria. The Section may award a Lifetime Achievement Award to a current or former member who has made outstanding contributions to school law and the school law community. The purpose of the award shall be to acknowledge a current or former member who has made outstanding contributions to school law jurisprudence on the state and/or federal level, has been a recognized leader in this Section and the school law community generally, has demonstrated the highest standards of ethical behavior, and has demonstrated a high level of collegiality and professionalism in dealing with other members of the Section while zealously representing his or her client(s).

Section 2. Name of Award. The award shall be known as the "Kelly Frels Lifetime Achievement Award," in honor of its first recipient.

Section 3. Nomination Procedure. If a member wishes to nominate someone for the award, the member shall submit the nomination to the Chair of the Section. Upon receipt of a nomination, the Chair shall forward it to the Selection Committee.

Section 4. Selection Committee. Each year, the Selection Committee shall consist of the three most immediate past Chairs of the Section, and the three most immediate past recipients of the award. If one of the three most immediate past Chairs of the Section is a nominee, then that person shall not serve on the Selection Committee for the remainder of the year in which such person is nominated. In such a case, the Chair may replace that member of the Committee by appointing another former Chair of the Section.

Section 5. Selection Process. The Selection Committee may request additional information from the member submitting the nomination, may solicit additional nominations from the membership of the Section, and members of the Committee may themselves also nominate persons for consideration by the Selection Committee as a whole. Unless the decision of the Selection Committee to issue the award to a nominee is unanimous, no award shall be issued to that nominee that year, although such nominee may be nominated again in a future year. The honor need not be awarded every year.

Article XII

Amendments

Section 1. Amendments. These Bylaws may be amended at any annual meeting of the Section by a majority vote of the members of the Section present and voting, provided such proposed amendment shall first have been approved by a majority of the Executive Committee of the Section 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.

Approved:

State Bar of Texas School Law Section: July 17, 2020

State Bar of Texas Board of Directors: _____, 2020

SCHOOL LAW SECTION
OF THE STATE BAR OF TEXAS

BYLAWS

Article I

Name and Purpose

Section 1. Name. This section shall be known as the School Law Section ("Section") of the State Bar of Texas.

Section 2. Purposes. The purposes of this Section shall be to promote the objectives of the State Bar of Texas within the area of gathering, improving and analyzing existing laws as related to all matters involving schools and colleges, both public and private, and to keep the members of the State Bar of Texas advised in that respect;

Section 3. To compile and submit suggestions to the Legislative Committee of the State Bar of Texas regarding legislation prior to the beginning of each Regular Session of the Legislature which the Section believes would positively affect all constituencies involved in education in Texas;

Section 4. To provide continuing legal education to Section members on matters involving the practice of education law;

Section 5. To provide a newsletter to Section members, which shall be distributed to the members on a periodic basis, in the manner determined by the Executive Committee, and which shall address matters involving the practice of education law; and

Section 6. To correspond and cooperate with similarly-oriented Sections of the American Bar Association, other State Bar organizations and similar organizations.

Article II

Membership

Section 1. Eligibility. Any member of the State Bar of Texas who desires to become a member of this Section shall, upon registering his/her name with the Treasurer of this Section and payment of a fee to be established by this Section, not to exceed \$50.00 per year, be enrolled as a member. Members so enrolled shall constitute the membership of this Section.

Article III

Officers and Directors

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

Section 2. Executive Committee. There shall be an Executive Committee, which shall consist of all officers designated above, together with six (6) directors to be elected by the Section, as hereinafter provided, and the two (2) directors appointed by the Chair, as hereinafter provided, all with full vote and voice.

Section 3. Election of Officers. All officers, except the Chair and the Immediate Past Chair, shall be nominated and elected in the manner hereinafter provided at each annual meeting of this Section, to hold office for a term of one-year (as defined below in Section 5) and each shall serve until his/her successor is elected and qualifies. The Chair-Elect shall, at the end of his/her term of office, become Chair for a term of one year, and no Chair shall be eligible to succeed himself/herself for consecutive terms as Chair. The year following service as Chair, the Chair shall become the Immediate Past Chair for a term of one year.

Section 4. Elected Directors. Two (2) directors shall be elected at each annual meeting of the Section. Each director shall serve for a term of three (3) years, beginning at the close of the annual meeting at which the director is elected and ending at the close of the third succeeding annual meeting of the Section and each shall serve until his/her successor is elected and qualifies.

Section 5. Definition. The word "year", as herein used, means a term beginning at the close of the annual meeting of this Section at which they shall have been elected and ending at the closing of the next succeeding annual meeting of this Section.

Section 6. Appointed Directors. The Chair-Elect, upon his elevation to Chair, may appoint two (2) Directors to serve for a one-year term (to run with the term of the appointing Chair) and each shall serve until his/her successor is appointed and qualifies. These appointed Directors shall, with the rest of the Section membership, continue to be eligible to be elected by this Section as directors or officers.

Section 7. Additional Directors. In the event of a determination by the Executive Committee that all constituents of the membership are not represented on the Executive Committee, the Chair may also appoint such representative(s) as directors and in such capacity to serve as member(s) of the Executive Committee for a term of one (1) year to run with the term of the appointing Chair.

Section 8. Resignations. Any member of the Executive Committee except the Chair may resign his/her position, which shall be effective upon receipt by the Chair or upon the date noted in the resignation letter, whichever is later. The Chair's resignation shall be effective the date noted in the resignation letter or upon receipt by the Chair-Elect, whichever is later.

Section 9. Removals. The Executive Committee may vote to remove a member of the Executive Committee at any time for cause. A meeting to consider the removal of a director or officer may be called and noticed following the procedures provided in these Bylaws. Any notice of the meeting shall state that the issue of the possible removal of the director or officer will be on the agenda. The director or officer being considered for removal shall have the right to present information at the meeting as to why he or she should not be removed. Removal of the director or officer pursuant to this section requires an affirmative vote of at least fifty percent (50%) of the remaining Executive Committee.

Section 10. Vacancies. Any vacancy occurring in a director's or officer's position may be filled by the affirmative vote of a majority of the remaining members of the Executive Committee. A director or officer appointed to fill a vacancy is appointed to serve until the next annual meeting, at which point the vacancy shall be filled, by a membership vote, for the remainder of the unexpired term.

Section 11. Term Limits. Except as provided otherwise herein, no member of the Executive Committee is eligible to serve consecutive terms as a member of the Executive Committee, provided, however, that: an appointed director may be elected as a director immediately after having served as an appointed director; an appointed or elected director may be elected to an officer position immediately after having served as a director; all officers may be elected to another officer position; and the Chair shall have full authority to appoint Directors pursuant to Sections 6 and 7 of this Article, regardless of prior position held.

Article IV

Nomination and Election of Officers

Section 1. Nomination. Prior to each annual meeting of the Section, the Chair and the Chair-Elect shall serve as a Nominating Committee, which Committee shall make and report nominations to the Section for the offices of Chair-Elect, Vice Chair, Treasurer and directors, to succeed those whose terms will expire at the close of the then annual meeting, and to fill vacancies then existing for unexpired terms. Other nominations for the same offices may be made from the floor at the annual meeting of the Section.

Section 2. Representation. In selecting nominees for officers and directors, the Nominating Committee shall adhere, insofar as is practicable, to the principle that the nominees as a group shall be representative of all constituents of the membership.

Section 3. Election. Elections may be by oral vote or written ballot, and such elections shall be made by majority vote of the members in attendance at the annual meeting.

Article V

Duties of Officers

Section 1. Chair. The Chair shall preside at all meetings of the Section and of the Executive Committee. The Chair shall be an *ex officio* member of all committees, have general and active management of the business of the Section, and shall represent the Section in matters

involving the State Bar of Texas. The Chair shall prepare a summary or digest of the past year's proceedings of the Section, which the Chair will present at the annual meeting of the Section. The Chair shall submit said report to the Board of Directors of the State Bar of Texas for publication in the annual report. The Chair may appoint committees from the Executive Committee or from Section members to perform such duties and exercise such powers as the Chair may direct, subject to the limitations of these Bylaws and the laws, rules, regulations and policies of the State Bar of Texas. The Chair shall perform such other duties and acts as usually pertain to the office.

Section 2. Chair-Elect. Upon the death, resignation, or during the disability of the Chair, or upon the Chair's absence or refusal to act, the Chair-Elect shall perform the duties of the Chair, unless and until the Executive Committee shall have designated another person as Chair. The Chair-Elect shall lead continuing legal education efforts of the Section. The Chair-Elect shall perform such other duties as directed by the Chair.

Section 3. Vice Chair. The Vice Chair shall serve as Secretary of the Section, and, in doing so, shall keep a current record of all proceedings at all meetings of the Section and of the Executive Committee, and shall maintain a roster of the members of the Section. The Vice Chair shall head recruitment efforts to increase the membership of the Section. The Vice Chair shall perform such other duties as directed by the Chair.

Section 4. Treasurer. The Treasurer shall be custodian of all the books, reports, and records of the Section, including all financial records of the Section, and shall receive all dues and other funds paid to the Section. The Treasurer shall perform all functions detailed in Article VI of these Bylaws, entitled Finances. In conjunction with the Chair and as authorized by the Executive Committee or the Chair, the Treasurer shall attend generally to the business of the Section.

Section 5. Immediate Past Chair. The Immediate Past Chair shall provide information and advice to the Chair, and shall perform other duties, upon the request of the Chair.

Article VI

Finances

Section 1. Section Dues. The Section shall collect membership dues and govern expenditures of dues income. The State Bar of Texas Board must approve the establishment or revision of any Section dues. Section membership dues shall be waived for members of the Law Student Division of the State Bar of Texas who wish to become members of the Section.

Section 2. Investment. Section funds are to be invested consistent with the State Bar investment policy, as set forth in Policy Manual Section 3.05 and Policy Supplement Section 3.05.

Section 3. Report and Budget. The Treasurer shall submit to the State Bar by June 15 of each year a complete financial report for the preceding Fiscal Year ending May 31 and a Section budget for the current Fiscal Year. The Treasurer in consultation with the Chair shall annually draft the next year's proposed budget, which shall provide projected expenditures and revenue by July 1. The Treasurer will submit the proposed budget to the State Bar by July 15. The budget shall then be submitted to the Section membership for approval during annual meeting of the Section held during

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the School Law Section Retreat.

Section 4. Bookkeeping Duties. At the Section's expense, the Section shall use the State Bar banking depository and the State Bar Accounting Department for the following bookkeeping duties:

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- a) Issue checks.
- b) Pay invoices within two weeks of receiving the invoice.
- c) Obtain approval on all payments as established in these policies.
- d) Deposit revenue within three business days of receipt.
- e) Keep accounting books according to Generally Accepted Accounting Standards. Revenues should be recognized when earned and expenses should be recognized when a liability is incurred.
- f) Reconcile bank and investment accounts by the end of the month following the reporting month.
- g) Prepare financial reports by the end of the month following the reporting month.
- h) Retain all documentation, such as invoices, approvals, reports, etc. according to the records retention policy.
- i) Calculate and pay sales tax.
- j) Collect W-9 forms for all contracted services.
- k) Provide State Bar with financial reports in a timely manner.
- l) Provide section chair and treasurer with financial reports in a timely manner.
- m) Protect the confidentiality of and access to section financial information.
- n) Provide financial information or complete other duties as required.
- o) Communicate yearly with State Bar auditors.
- p) Provide explanation on budget-to-actual variances.

Section 5. Treasurer Duties. The Treasurer shall review and monitor the Section finances by serving as the primary approver of Section expenditures.

- a) Detailed transactions and checks are reviewed by the Treasurer upon receipt from the Bookkeeper on a quarterly basis. Documentation of approval must be retained for two years.
- b) All invoices shall be approved by the Chair in advance of payment by the Treasurer, unless the expenditure is made by the Chair, and in that case, the expenditure shall be reviewed and approved by the Chair Elect prior to payment by the Treasurer. Documentation of approval must be retained for two years.
- c) All invoice or expenditure approval must be done in writing by email to the Treasurer. Documentation of approval must be retained for two years.
- d) Any expenditure over \$5,000 shall require the approval of the Chair Elect in addition to the Chair. Documentation of approval must be retained for two years.

Deleted: Depositories. The Treasurer shall collect and deposit dues income into either a branch of the State Bar banking depository, or an alternative banking depository meeting the requirements of the investment policy as set forth in Policy Manual Section 3.05 and Policy Supplement Section 3.05. In the event the Treasurer selects an alternative depository, he/she shall instruct the depository to provide directly to the State Bar a duplicate of the bank statements, canceled checks and deposit slips. Any expense incurred in providing such duplicates to the State Bar shall be borne by the Section.⁴

Section 6. Payment and Reimbursement Requirements.

- a) A detailed invoice and/or contract shall be required by the Treasurer for any payment. Money should not be paid to any person or company without detailed documentation.
- b) A reimbursement request form must be completed by the requestor (an electronic signature is permissible) and contain itemized receipts and/or invoices or an explanation for any lost receipts or requests that do not have back-up documentation.

- c) Vendors shall not be paid in advance of full completion of the contracted services with the exception of reasonable advance deposits, airfare, or payments for subscription services, such as insurance, rent, software licenses, etc.
- d) Payment should meet the following criteria: (1) the expenses are reasonable and necessary; (2) the expenses have been budgeted; (3) the goods and services have been received; and (4) the contracted terms have been met.

Section 7. Fund Balance. A minimum fund balance for the section is defined as approximately one year of budgeted operating expenses. The Section's Board of Directors and Officers shall review the fund balance in the event it exceeds one and half years of budgeted expenses or \$150,000, whichever is greater, and consider an investment strategy in order to protect the Section's principle while producing the best yield for the Section. Any investments will comply with the Public Funds Investment Act.

Article VII

Duties and Powers of the Executive Committee

Section 1. Duties of Directors and Officers. Directors and officers shall exercise ordinary business judgment in managing the affairs of the Section. In acting in their official capacity as directors and/or officers of the Section, directors and/or officers shall act in good faith and take actions they reasonably believe to be in the best interests of the Section and that are not unlawful. Any act or thing done by any director, officer or committee member taken in furtherance of the purposes of the Section, and accomplished in conformity with the procedures set forth in these Bylaws and/or the laws of the State of Texas, shall be reviewed under the standard of the business judgment rule as established by the common law of Texas, and such act or thing done shall not be a breach of duty on the part of the director or officer if they have been done within the exercise of their discretion and judgment.

Section 2. Limitations on Duties. The Executive Committee shall have general supervision and control of the affairs of the Section subject to the provisions of the Bylaws of this Section and the laws, rules, regulations and policies of the State Bar of Texas. It shall supervise the expenditure of any monies received as dues by the Section 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 that in the treasury of the Section unless the money shall have been previously approved and/or appropriated to the Section for that fiscal year by the Board of Directors of the State Bar of Texas.

Section 3. Indemnification of Directors and Officers. To the full extent permitted by the State Bar of Texas, to the extent that an officer or director is specifically representing the State Bar of Texas, and to the extent of its directors and officers liability insurance, the State Bar of Texas shall indemnify any director or officer, or former director or former officer, who was, is, or is threatened to be made a named defendant or respondent in a legal proceeding. Any indemnification hereunder shall be promptly reported to the members of the Section. Any such right of indemnification shall not be deemed exclusive of any other rights to which a director or officer, or former director or former officer, may be entitled by law or under any agreement, bylaws, rules, regulations, votes, resolutions or otherwise.

Deleted: State Bar Assistance to Sections. Upon request by the Treasurer, the accounting department of the State Bar shall prepare a monthly and year-to-date section financial report. Additionally, the Treasurer may elect to have the State Bar manage Section funds, including depositing dues, managing operating expenses, issuing checks, and preparing financial reports and budgets at the Section's expense.

Section 4. Quorum. A majority of members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 5. Notice. Notice of meetings may be provided in any manner deemed most efficient by the Chair.

Section 6. Majority Vote. All binding action of the Executive Committee shall be by a majority vote of the Executive Committee present and voting. The affirmative vote of a majority of the Executive Committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Executive Committee unless that of a greater number of members is required by law or these Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Executive Committee.

Section 7. No Proxy Votes. Members of the Executive Committee when present at a meeting of the Executive Committee, or when present via telephone or telecommunications meetings, shall vote in person. No proxy votes shall be allowed.

Section 8. Telephone or Telecommunications Meetings. Subject to the provisions for notice required by these Bylaws for notice of meetings, directors may participate in and hold a meeting by means of conference telephone or video or similar communications equipment by which all persons participating can hear each other. Participation in the meeting shall constitute presence in person at the meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Telephone meetings shall be evidenced by written minutes of the telephone meeting prepared by the Vice Chair, to be signed by the Chair for approval as to form and not substance. Failure to execute the minutes of the telephone meeting shall not void the actions taken during such meeting.

Section 9. Action by Consent of Directors Without Meeting. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all members shall individually or collectively consent in writing to the action. The written consent shall be filed with the minutes of the proceedings of the Executive Committee. Any action by written consent shall have the same force and effect as a unanimous vote of those consenting members.

Section 10. Propositions. The Chair of the Section may, and upon the request of any member of the Executive Committee shall, submit or cause to be submitted in writing to each member of the Executive Committee, any proposition upon which the Executive Committee may be authorized to act, and the members of the Executive Committee may vote upon such proposition so submitted by communicating their vote thereon in writing over their respective signatures to the Vice Chair, who shall record upon the Minutes each proposition so submitted, when, how, at whose request submitted, and the vote of each member of the Executive Committee thereon, and keep on file such written and signed votes.

Section 11. Official Action. Any action or policy recommendation of the Section shall not be construed to represent the official actions or policy of the State Bar of Texas. Such action

or policy recommendation of the Section shall reflect State Bar action or policy only if the same is acted on and approved by the State Bar Board of Directors, the General Assembly, or by the membership in response to a referendum. Otherwise, any action or policy recommendation of the Section is merely informative and represents only the view of the Section or committee submitting them.

Article VIII

Section Meetings

Section 1. Annual Meeting. The annual meeting of the Section shall be held during the annual retreat of the Section, in the same city, and at such time and place as may be fixed by the Executive Committee, with such program and order of business as may be arranged by the Chair. The registration and related fees for the annual retreat shall be as may be fixed by the Executive Committee; provided, however, that registration fees and associated expenses may be waived in the discretion of the Executive Committee for speakers and other persons whose attendance and participation at the retreat is necessary, as determined by the Executive Committee. The registration fee shall be waived for any attendee who is both the current or former Chair of the School Law Section and also the current or a former President of the State Bar of Texas.

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

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

Section 4. Executive Committee Meeting. The Executive Committee shall meet at least annually during the annual meeting of the Section.

Section 5. Special Executive Committee Meetings. Special meetings of the Executive Committee may be called by the Chair at such place, time and manner as he/she may designate.

Article IX

Newsletter Board

Section 1. Establishment. The Section hereby establishes a Communications Committee, which shall be composed of at least five members of the Section, but not more than one (1) of whom may be a member of the Executive Committee while serving on the Communications Committee. The five members shall consist of three members and two co-chairs.

Section 2. Co-chairs. Each co-chair shall serve for a term of two years – one year as junior co-chair and one as senior co-chair. The senior co-chair rotating off the Committee after completing their second year of service as co-chair. The senior co-chair shall serve as an *ex officio* member of the Section's Executive Committee. The senior co-chair shall appoint the junior co-chair. The co-chairs shall appoint the members of the Communications Committee, who must represent different groups and areas of practice within the Section. Committee members may serve no more than two consecutive two-year terms. In the event of a vacancy in

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the position of senior co-chair, the Chair of the Section shall appoint a senior co-chair to serve the remainder of the existing term.

Section 3. Communication to the Section. The Communications Committee is responsible for maintaining the Section's website and social media accounts, as well as communicating with the Section membership as appropriate. The Communications Committee will publish a newsletter at least twice per year in a format determined by the Committee. The Communications Committee shall have sole control over the content of the Section website, social media accounts, and newsletter, but shall consult with the Chair of the Section in exercising its authority.

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Article X

Miscellaneous Provisions

Section 1. Official Action. 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 prior to submission of the same to, and approval by, the Board of Directors of the State Bar of Texas, or the General Assembly 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 annual meeting of the State Bar of Texas for action thereon.

Section 2. Effective Date. 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. Severability. Only Bylaws approved by the Section and the Board of Directors of the State Bar of Texas shall be effective. Any Bylaws or amendments to Bylaws not so approved shall be deemed severed from these Bylaws and the remainder shall remain in full force and effect.

Article XI

Lifetime Achievement Award

Section 1. Criteria. The Section may award a Lifetime Achievement Award to a current or former member who has made outstanding contributions to school law and the school law community. The purpose of the award shall be to acknowledge a current or former member who has made outstanding contributions to school law jurisprudence on the state and/or federal level, has been a recognized leader in this Section and the school law community generally, has demonstrated the highest standards of ethical behavior, and has demonstrated a high level of collegiality and professionalism in dealing with other members of the Section while zealously representing his or her client(s).

Section 2. Name of Award. The award shall be known as the "Kelly Frels Lifetime Achievement Award," in honor of its first recipient.

Section 3. Nomination Procedure. If a member wishes to nominate someone for the award, the member shall submit the nomination to the Chair of the Section. Upon receipt of a nomination, the Chair shall forward it to the Selection Committee.

Section 4. Selection Committee. Each year, the Selection Committee shall consist of the three most immediate past Chairs of the Section, and the three most immediate past recipients of the award. If one of the three most immediate past Chairs of the Section is a nominee, then that person shall not serve on the Selection Committee for the remainder of the year in which such person is nominated. In such a case, the Chair may replace that member of the Committee by appointing another former Chair of the Section.

Section 5. Selection Process. The Selection Committee may request additional information from the member submitting the nomination, may solicit additional nominations from the membership of the Section, and members of the Committee may themselves also nominate persons for consideration by the Selection Committee as a whole. Unless the decision of the Selection Committee to issue the award to a nominee is unanimous, no award shall be issued to that nominee that year, although such nominee may be nominated again in a future year. The honor need not be awarded every year.

Article XII

Amendments

Section 1. Amendments. These Bylaws may be amended at any annual meeting of the Section by a majority vote of the members of the Section present and voting, provided such proposed amendment shall first have been approved by a majority of the Executive Committee of the Section 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.

Approved:

State Bar of Texas School Law Section: July 17, 2020

State Bar of Texas Board of Directors: _____, 2020

