

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

**ARTICLE I
Name and Purpose**

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

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

**ARTICLE II
Membership and Dues**

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

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

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

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

**ARTICLE III
Officers and Council**

Section 1. Officers. The officers of this Section shall be a Chair, Chair-Elect, Secretary and Treasurer, each of whom shall be in good standing with the Section and a voting member of the Section. Each shall hold office for a term beginning with the close of the annual meeting at which he or she is elected and ending at the close of the next succeeding annual meeting

of the Section and until his or her successor has been elected. The Chair-Elect shall become the Chair of the Section in the next calendar year immediately ending the expiration of their one-year term. The same person may hold the position of Secretary and/or Treasurer.

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

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

ARTICLE IV

Nomination and Election of Officers and Council Members

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

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

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

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

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

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

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

ARTICLE V

Duties of the Officers

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

Section 2. Chair-Elect. During the incapacity of the Chair or upon the Chair's death, resignation, or refusal to act, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term, except in case of the Chair's incapacity and then only during so much of the term as the incapacity continues. The Chair-Elect shall be responsible for and perform those tasks and functions assigned by the Chair, and in conjunction with the other three officers, as authorized by the Council, shall attend generally to the business of the Section and serve as parliamentarian. The Chair-Elect also shall be responsible for organizing and coordinating the Section's participation in the State Bar of Texas Annual Meeting.

Section 3. Secretary. The Secretary shall be the custodian of all books, papers, documents, and other property of the Section. The Secretary shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. With the Chair and Chair-Elect, the Secretary shall prepare a summary or digest of the proceedings of the Section at its annual meeting. The Secretary shall have an updated roster of paid members by May 31st or the last day of the month preceding the State Bar Annual Meeting. The Secretary shall ensure that the Section complies with the State Bar of Texas notice requirements for all meetings.

Section 4. Treasurer. The Treasurer, in conjunction with the Chair and Chair-Elect, as authorized by the Council, shall keep an accurate record of all moneys appropriated to and expended for the use of the Section. The Treasurer shall prepare the annual budget for the and, in conjunction with the other officers as authorized by the Council, shall attend generally to the business of the Section. The Treasurer shall report on a monthly basis all bank statements, along with all canceled checks, deposit slips and check register to the accounting department of the State Bar of Texas,

ARTICLE VI

Duties and Powers of the Council

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

Section 2. 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 event of a vacancy in both the office of Chair and Vice-Chair, then in the office of Chair.

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

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

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

ARTICLE VII

Meetings

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

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

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

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

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

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

ARTICLE VIII

Miscellaneous Provision

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

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

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

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

Section 5. Exerting Positions on Behalf of State Bar of Texas. No action, policy determination, or recommendation of this Section or any committee thereof shall be deemed to be,

or be referred to as, the action of the State Bar of Texas prior to submission of the same to, and approval by, the Board of Directors of the State Bar of Texas, the General Assembly of the State Bar of Texas in annual convention, or duly authorized referendum of the State Bar of Texas. Any resolution adopted or action taken by this Section may on request of this Section be reported by the Chair to the annual meeting of the State Bar of Texas for action thereon.

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

Section 7. Indemnification. Officers and general members of the Council and duly authorized permanent and general special committee members of the Section shall be indemnified by the Section for losses and expenses incurred as a result of a suit for any conduct in the course of their official duties not a result of intentional acts or gross negligence on the part of such person. The indemnification granted here shall extend to actions at law or in equity. Notwithstanding the provisions of this indemnification, this indemnification shall be qualified to the extent that professional liability insurance is maintained by each person and is effective in this instance, and at no time shall the amount for which any individual may seek indemnification exceed the amount of funds held on deposit by the Section.

ARTICLE IX

Financial Provisions

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

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

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

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

ARTICLE X **Amendments**

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

CERTIFICATION

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

APPROVED by the Board of Directors of the State Bar of Texas on September 20, 2019.