

BYLAWS OF THE TAX SECTION  
OF THE STATE BAR OF TEXAS

(Revised April 20, 2018)

**ARTICLE I**

**Name and Purpose**

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

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

**ARTICLE II**

**Membership**

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

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

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

## ARTICLE III

### Officers and Council

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

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

**Section 3.3 Terms of Officers.** All Officers except the incoming Chair shall be nominated and elected in the manner hereinafter provided, to hold office for a term beginning with the fiscal year of the Section (as determined from time to time) for which they shall have been elected, and ending at the close of such fiscal year or, if later, when their successors shall have been elected and qualify. The Chair-Elect shall, at the end of the Chair-Elect's term of office, become the incoming Chair for the next succeeding year. The term of office typically shall be the term between the annual meetings of the Section. For the avoidance of doubt, nothing in this Section 3.3 shall limit Section 3.6.

**Section 3.4 Terms of Elected Council Members.** Three members of the Council shall be elected at each annual meeting of the Section, for terms of three years beginning at the close of the annual meeting of the Section at which they were elected and ending upon the earlier of such member's election as an Officer or the close of the third succeeding annual meeting of the Section. No person shall be eligible for election as a member of the Elected Council if such person is then a member of the Elected Council and has been a member of the Elected Council continuously for a period of two years or more. For the avoidance of doubt, nothing in this Section 3.4 shall limit Section 3.6.

**Section 3.5 Removal.** If any Officer or Elected Council member shall fail to participate (in person or by telephone) in two consecutive meetings of the Council without reason acceptable to the Chair or Council, such member shall be automatically removed from the Council or, if applicable, as an Officer.

**Section 3.6 Vacancies.** If any Officer or Elected Council member at any time after election shall be removed as provided in Section 3.5 or shall die, resign or cease to be a member of the Section, or shall become ineligible to serve pursuant to Section 4.4.1, the office of such member shall automatically be vacated without any action other than to note such fact in the minutes of the Council. During the time between annual elections of the Section, the Council may fill vacancies in its own membership or that of the Officers, other than the office of Chair, which shall be filled by the Chair-Elect. Persons so selected shall serve for the unexpired term of the office vacated.

## ARTICLE IV

### Nomination and Election of Officers and Council

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

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

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

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

**Section 4.4 Qualification of Officers.**

**4.4.1 Candidates Qualified for Service as Officers.** In order to be eligible to serve as an Officer a person must be a qualified candidate within the meaning of Section 4.4.2. Upon becoming ineligible, an Officer's position shall be immediately vacated without any action required on his or her part.

**4.4.2 Definitions**

(a) A "qualified candidate" means:

(i) A member in good standing of the State Bar of Texas who is:

(1) performing work for the purpose of rendering legal advice or providing legal representation, in each case, concerning Tax Law, other than in an accounting firm or a governmental entity; or

(2) A full time professor of tax law who is currently teaching at an accredited Texas Law School.

(b) "Tax Law" includes, but is not limited to:

- (i) “Tax Law” as defined by the standards for attorney certification in Tax Law as determined by the Texas Board of Legal Specialization;
- (ii) Tax Controversy;
- (iii) Employee benefits and executive compensation practice;
- (iv) Criminal defense or prosecution relating to taxation;
- (v) Estate and Gift Tax;
- (vi) State and Local Tax;
- (vii) International Tax;
- (viii) Corporate Tax;
- (ix) Energy and Natural Resource Tax;
- (x) Partnership and Real Estate Tax;
- (xi) Property Tax;
- (xii) Tax Exempt Organizations; and
- (xiii) Tax Exempt Finance.

## **ARTICLE V**

### **Duties of Officers**

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

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

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

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

## ARTICLE VI

### Duties and Powers of the Council

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

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

- Annual Meeting;
- Communications;
- Continuing Legal Education;
- Corporate Tax;
- Employee Benefits;
- Energy and Natural Resources;
- Estate and Gift Tax;
- Government Submissions;
- General Tax Issues;
- International Tax;
- Leadership Academy;
- Partnership and Real Estate Tax;
- Pro Bono;
- Property Tax;
- Solo and Small Firm;
- State and Local Tax;
- Tax Controversy;
- Tax-Exempt Finance; and
- Tax Exempt Organizations; and
- Tax Law in a Day

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

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

**Section 6.5 Voting.** All members of the Council, including all ex officio Council members, shall have a vote on matters considered by the Council. Members of the Council not participating in a quorum either in person or by telephonic means, may vote by written ballot to

the Secretary and may have their vote counted with the same effect as if cast personally at such meeting.

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

**6.6.1 Definitions**

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

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

- (b) “Law practice” means work performed primarily for the purpose of rendering legal advice or providing legal representation including:
  - (i) Private client service;
  - (ii) Service as a judge of any court of record;
  - (iii) Corporate or government service if the work performed was legal in nature and primarily for the purpose of providing legal advice to, or legal representation of, the corporation or government agency or individuals connected therewith; and
  - (iv) The activity of teaching at an accredited law school.
- (c) “Taxation Law” includes, but is not limited to:

- (i) “Tax Law” as defined by the standards for attorney certification in Tax Law as determined by the Texas Board of Legal Specialization;
- (ii) Tax controversy;
- (iii) Employee benefits and executive compensation practice;
- (iv) Criminal defense or prosecution relating to taxation;
- (v) Taxation practice in the public and private sectors, including nonprofit sector; and
- (vi) Teaching taxation law or related subjects at an accredited law school.

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

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

- (j) Other significant contributions or experience in relation to taxation law.

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

## ARTICLE VII

### Meetings

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

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

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

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

delivery service (or combination thereof) at least three days prior to the date designated for such special meeting if time permits. Otherwise the time notification requirement may be waived by an affirmative vote of the Council.

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

## ARTICLE VIII

### Miscellaneous

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

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

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

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

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

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

**Section 8.7 State of Texas.** No action, policy determination, or recommendation of the Section or any committee thereof shall be deemed to be, or be referred to as, the action of the State Bar of Texas prior to submission of the same to, and approval by, the Board of Directors of the State Bar of Texas, the General Assembly of the State Bar of Texas in annual convention, or duly authorized referendum of the State Bar of Texas. Any resolution adopted or action taken by the Section may be reported by the Chair to the annual meeting of the State Bar of Texas for action thereon upon request for such action by the Council or a majority of the members of the Section present at any meeting of the Section.

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

## ARTICLE IX

### Financial Provisions

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

**Section 9.2. Financial Books, Records and Reports.** The Section must maintain accurate financial books and records and have appropriate controls on the maintenance and disbursement of the Section’s funds, all in a fashion that permits the inclusion of the Section’s financial information in the State Bar’s financial statements and audit. The

Section must provide to the State Bar such financial information as may be required for compliance with the requirements for the independent financial and/or internal audits of the State Bar as required by applicable law, rules and regulations, and pursuant to the State Bar's procedures for reporting section financial reporting, as such procedures may be amended from time to time. The Section will submit to the Executive Director of the State Bar by July 15<sup>th</sup> of each year a budget for the then current fiscal year.

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

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

Approved by the State Bar Board of Directors on June \_\_\_\_, 2018.

# Paralegal Division State Bar of Texas



## BYLAWS

JUNE ~~2014~~ 2018

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**PARALEGAL DIVISION  
STATE BAR OF TEXAS**

**BYLAWS**

| Adopted June 1982

(As amended Through ~~April 2013~~ June 2018)

**ARTICLE I  
NAME, PURPOSE AND DEFINITION**

**Section 1. Name.**

The name of this organization shall be "**Paralegal Division of the State Bar of Texas.**"  
(Amended by SBOT April 2005, amended by LAD May 2005)

**Section 2. Purpose.**

The purpose of the Division shall be to enhance members' participation in the administration of justice, professional responsibility and public service in cooperation with the State Bar of Texas.

**Section 3. Definition of a Paralegal.**

A paralegal is a person, qualified through various combinations of education, training, or work experience, who is employed or engaged by a lawyer, law office, governmental agency, or other entity in a capacity or function which involves the performance, under the ultimate direction and supervision of a licensed attorney, of specifically delegated substantive legal work, which work, for the most part, requires a sufficient knowledge of legal principles and procedures that, absent such person, an attorney would be required to perform the task. (Adopted June 13, 1987; revised by Division members December 1, 2005). (Revision of **Definition of a Legal Assistant** was adopted by the State Bar of Texas Board of Directors on April 8, 2005 to replace "legal assistant" with "paralegal".) Amended January 2006

**Section 4. Standards of a Paralegal**  
*(Adopted May 2007)*

The Division adopts those certain Paralegal Standards, as adopted and set forth by the State Bar of Texas on April 21, 2006, or as amended thereafter.

**ARTICLE II  
MEMBERSHIP**

**Section 1. Classification of Members.**

**a. Active Members.**

Any person employed in the State of Texas, while not admitted to the practice of law in Texas, who has, through education, training, or experience, demonstrated knowledge of the legal system, legal principles and procedures, and who has satisfied at least one of the criteria for

membership established by the Board of Directors of the Paralegal Division and set forth in the Standing Rules of the Division, is eligible to become an active member of the Division.

(Amended October 1990)

**b. Associate Members.**

The Board of Directors of the Paralegal Division shall establish criteria for associate membership which shall be set forth in the Standing Rules of the Division. An associate member shall have all the privileges and prerogatives of an active member, except voting, holding office, or serving as the chair of any committee or subcommittee.

(Amended June 1986, June 1992)

**c. Sustaining Members.**

The Board of Directors of the Paralegal Division shall establish criteria for sustaining membership which shall be set forth in the Standing Rules of the Division. Sustaining members shall not be entitled to vote, hold office, or serve on a committee.

(Adopted June 1986, Amended June 1992)

**d. Freelance Members.**

The Board of Directors of the Paralegal Division shall establish criteria for freelance membership which shall be set forth in the Standing Rules of the Division. A freelance member shall have all the privileges and prerogatives of an active member.

(Adopted June 1992)

**e. Student Members.**

The Board of Directors of the Paralegal Division shall establish criteria for student membership which shall be set forth in the Standing Rules of the Division. A student member shall have all the privileges and prerogatives of an active member, except voting, holding office, or serving as the chair of any committee or subcommittee.

(Adopted June 1992)

**f. Emeritus.**

The Board of Directors of the Paralegal Division shall establish criteria for Emeritus membership which shall be set forth in the Standing Rules of the Division. Emeritus members shall have all the privileges and prerogatives of an active member, except voting, holding office, or serving as the chair of any committee or subcommittee.

(Adopted January 2004)

**g. Subscribing.**

The Board of Directors of the Paralegal Division shall establish criteria for membership which shall be set forth in the Standing Rules of the Division. Subscribing members shall not be entitled to vote, hold office, or serve on a committee.

(Adopted January 2004)

**Section 2. Dues.**

Any person eligible under Article II, Section 1 who pays the membership fee, as determined by the Board of Directors of the Paralegal Division, shall be a member of the Division for the fiscal year in which the fee is paid. This membership shall expire upon the last day of the fiscal year.

**Section 3. Code of Ethics.**

All members of the Division shall be governed by the Code of Ethics and Professional Responsibility, hereinafter referred to as the "Code," adopted by the membership and as amended from time to time. Amendments of the Code may be effectuated by a two-thirds vote of the active members present and voting at any meeting of the membership provided written notice of the proposed amendment is contained in the notice of the meeting.

**Section 4. Disciplinary Actions.**

A member may be reprimanded or have his membership suspended or revoked for a finding of willful misrepresentation upon the application for membership or for violation of the Division's Code. The disciplinary procedures and right of appeal herein shall be set out in the Standing Rules.

**ARTICLE III  
BOARD OF DIRECTORS**

**Section 1. Composition.**

**a. Directors.**

The governing body of this Division shall consist of a Board of Directors, hereinafter referred to as the "Board," composed of elected representatives from each District of this Division, such persons hereinafter referred to as the "Directors."

**b. District Representation.**

Each District shall be represented by at least one Director. The Board at its discretion can add Directors.

(Amended September 1994)

**c. Officers.**

A President, President Elect, Secretary, Treasurer, and Parliamentarian of the Board shall be chosen by a majority of the Board members present and voting at a Board meeting. Candidates for offices shall be self-declared as set out in the Standing Rules. Such officers shall take office immediately following the adjournment of the Annual Meeting and shall serve for a term of one full year, or until their successors are elected. Vacancies shall immediately be declared in the districts which the President and President Elect represent, and elections shall be held as soon as practicable to elect their replacements pursuant to Section III, 9.c. The President Elect shall automatically serve as

President the following year. No Board officer shall be eligible to serve more than two consecutive one-year terms in the same office. By a majority vote of the Board members present and voting, the Board may establish such other offices as the Board may deem necessary. Such offices shall be filled from the active members by appointment of the President, with the advice and consent of the Board.  
(Amended May 1989, September 1990, September 1994)

**d. Executive Committee.**

The President, President Elect, Secretary, Treasurer, and Parliamentarian shall serve as the Executive Committee of the Board and shall perform such duties as from time to time may be delegated by the President or by the Board.  
(Amended June 1992)

**Section 2. Term of Office.**

a. Each Director representing a District shall be an active member in good standing elected to serve a two-year term, or until a successor is duly elected, except as provided in Article III, Section 9.c.

b. Each Director elected shall take office immediately upon the adjournment of the Annual Meeting.

c. A Director is limited to serving two consecutive terms. If a Director shall be appointed or elected in a special election to serve an unexpired term, such unexpired term shall not be considered within this provision.  
(Amended May 2005)

d. This section shall apply to all Directors who have ever served as members of the Board.  
(Adopted September 1994, Adopted September 1999)

**Section 3. Eligibility to Hold Office.**

Each Director shall be an active or freelance member and shall have his principal place of business within the District represented on the Board. If a Director ceases to be an active member or moves his principal place of business outside the District represented, the President shall immediately declare a vacancy. Any current or former Director from any District meeting the criteria as set forth in the Standing Rules is eligible to serve as President or President Elect for two terms during lifetime.  
(Amended September 1994; amended December 2005)

**Section 4. Districts.**

The Districts of the Division shall be comprised of the following counties<sup>1</sup>:

- (1) **District #1:** Austin, Brazoria, Colorado, Fayette, Fort Bend, Galveston,

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<sup>1</sup> District 9 merged with District 2, District 3, District 4, and District 14 in 2006. District 13 merged with District 1 in 2014. District 6 merged with District 7 and District 11 in 2018. District 8 merged with District 5 and District 15 in 2018.

Harris, Jackson, Lavaca, Matagorda, Waller, Washington, and Wharton.

- (2) **District #2:** Dallas and Ellis.
- (3) **District #3:** Callahan, Comanche, Eastland, Erath, Hood, Johnson, Jones, Palo Pinto, Parker, Shackelford, Somerville, Stephens, and Tarrant.
- (4) **District #4:** Bastrop, Bell, Blanco, Bosque, Brazos, Brown, Burnet, Burleson, Caldwell, Coleman, Coryell, Falls, Gillespie, Hamilton, Hays, Hill, Kimble, Lampasas, Lee, Llano, Mason, McCulloch, McLennan, Menard, Milam, Mills, Robertson, San Saba, Travis, and Williamson.
- (5) **District #5:** Atascosa, Aransas, Bandera, Bee, Bexar, Calhoun, Comal, Dewitt, Dimmit, Edwards, Frio, Goliad, Gonzales, Guadalupe, Karnes, Kendall, Kerr, Kinney, La Salle, Live Oak, Maverick, McMullen, Medina, Nueces, Real, Refugio, San Patricio, Uvalde, Victoria, Wilson, and Zavala.
- (6) ~~**District #6:** Bailey, Borden, Cochran, Cottle, Crosby, Dawson, Dickens, Fisher, Floyd, Gaines, Garza, Hale, Hockley, Kent, King, Lamb, Lubbock, Lynn, Motley, Scurry, Stonewall, Terry, and Yoakum.~~
- (7) **District #7:** Armstrong, Bailey, Briscoe, Carson, Castro, Childress, Cochran, Collingsworth, Cottle, Crosby, Dallam, Deaf Smith, Dickens, Donley, Floyd, Garza, Gray, Hale, Hall, Hansford, Hartley, Hemphill, Hockley, Hutchinson, Kent, King, Lamb, Lipscomb, Lubbock, Lynn, Moore, Motley, Ochiltree, Oldham, Parmer, Potter, Randall Roberts, Sherman, Stonewall, Swisher, Terry, ~~and~~ Wheeler, ~~and~~ Yoakum.
- (8) ~~**District #8:** Aransas, Bee, Calhoun, DeWitt, Duval, Goliad, Jim Wells, Kleberg, Live Oak, McMullen, Nueces, Refugio, San Patricio, and Victoria.~~
- (10) **District #10:** Chambers, Grimes, Hardin, Jasper, Jefferson, Liberty, Montgomery, Newton, Orange, Polk, San Jacinto, Tyler, and Walker.
- (11) **District #11:** Andrews, Borden, Coke, Concho, Crane, Crockett, Dawson, Ector, Fisher, Gaines, Glasscock, Howard, Iron, Loving, Martin, Midland, Mitchell, Nolan, Pecos, Reagan, Reeves, Runnels, Schleicher, Scurry, Sterling, Sutton, Taylor, Terrell, Tom Green, Upton, Val Verde, Ward, and Winkler.

- (12) **District #12:** Archer, Baylor, Camp, Clay, Collin, Cooke, Delta, Denton, Fannin, Foard, Franklin, Grayson, Hardeman, Haskell, Hopkins, Hunt, Jack, Knox, Lamar, Montague, Rockwall, Red River, Throckmorton, Titus, Wichita, Wilbarger, Wise, and Young.
- (14) **District #14:** Anderson, Angelina, Bowie, Cass, Cherokee, Freestone, Gregg, Harrison, Henderson, Houston, Kaufman, Leon, Limestone, Madison, Marion, Morris, Nacogdoches, Navarro, Panola, Rains, Rusk, Sabine, San Augustine, Shelby, Smith, Trinity, Upshur, Van Zandt, and Wood.
- (15) **District #15:** Brooks, Cameron, Duval, Hidalgo, Jim Hogg, Jim Wells, Kenedy, Kleberg, Starr, Webb, Willacy, and Zapata.
- (16) **District #16:** Brewster, Culberson, El Paso, Hudspeth, Jeff Davis, and Presidio.

**Section 5. Biennial Elections.**

Except as provided in Article III, Section 9.c, Directors representing odd-numbered Districts shall be elected during odd-numbered years. The same shall be true for even-numbered Districts in even-numbered years. In a District with more than one Director Place, odd-numbered Places shall be elected in odd-numbered years and even-numbered Places shall be elected in even-numbered years.  
*(Amended September 1994; June 2018)*

**Section 6. Duties of Directors.**

The duties of the Directors, except as herein otherwise stated shall be such as usually devolve upon such positions, and may be regulated and prescribed by either the President or the Board, and shall include the following:

a. By a majority vote of the Board members present and voting, the Board shall from time to time establish, adopt and amend Standing Rules, when such are deemed necessary to carry out these Bylaws and to serve the purpose of this Division. The Standing Rules, as adopted, shall be placed under a separate heading in the official records of the Division, along with the current Bylaws, and copies of the Bylaws and Standing Rules shall be distributed to each Director.

b. The President shall preside over all Board meetings, shall be the chief executive officer, and shall be the liaison to the Board of Directors of the State Bar of Texas.

c. The President Elect shall serve upon the absence or removal of the President and shall chair the Procedures Manual Committee.  
*(Amended September 1994)*

d. The Secretary shall record the minutes of the Board meetings and, upon review and approval of the Board, shall promptly distribute same to the Directors.

e. The Treasurer shall keep financial records and submit a written financial report at the beginning of each regular Board meeting. The Treasurer shall also prepare, with the President, the annual report as described in Article VII, Section 4.

f. The Parliamentarian shall advise the President and the Directors, when called upon, regarding conduct of Division business.

g. It is the duty of a Director to supply leadership to the Division; to represent his District at all Board meetings; to attend all Board meetings and the Annual Meeting; to be an active representative of the Division within his District; to advise the Board of local needs and programs being conducted within his District; to carry out assigned committee responsibilities and to promote Division programs within his District; to report the actions of each Board meeting to members of his District; to be available at all times to further the objectives and meet the responsibilities of the Division; and to perform such duties as the President or Board may from time to time direct.

### **Section 7. Ex Officio Members.**

a. The immediate past President of the Division shall serve as non-voting Executive Advisor to the Board and to the Executive Committee.

~~b. The Chair of the State Bar of Texas Committee on Paralegals shall serve as a non-voting ex officio member of the Board and shall be the liaison between the committee and this Division.~~

~~e.b.~~ The President-Elect shall be a non-voting member of the Board.  
(Amended June 1985, September 1999; [June 2018](#))

### **Section 8. Board Meetings.**

#### **a. Regular Meetings.**

A regular open meeting of the duly elected Board of Directors shall be held immediately prior to and following and at the same locale as the Division's Annual Meeting. In addition, the Board shall meet a least two more times a year at open meetings, and the dates shall be announced by the President and communicated to the Board within a reasonable time prior to such meetings.

#### **b. Special meetings.**

The President may, in his discretion, call a special meeting of the Board at any time, or such meeting shall be called upon the written request of one-third of the Board. However if and when any such meeting is called for any purpose, the President shall notify each Director of the time, place and purpose of such meeting, within a reasonable time prior to such meeting. At any such special meeting of the Board, new matters may be added to the agenda only upon an approval of two-thirds vote of the Board members present and voting.

*(Amended September 1999)*

#### **c. Quorum.**

A majority of the Board shall constitute a quorum for the transaction of any business, except as otherwise provided in these Bylaws; and a majority vote of those Directors present and voting during a regular or special meeting shall be required to approve items of business brought before the Board.

**d. Vote by Mail, Telephone, E-Mail or Facsimile.**

The President on his own volition, or upon request of one-third of the Board, will conduct a vote either by mail, telephone, e-mail or facsimile, or any combination thereof, under procedures set out in the Standing Rules.

(Amended May 1989, September 1999)

**e. Open Meetings.**

All meetings of the Board shall be open to members of the Division and to visitors (except at those times when executive sessions may be held for matters of a confidential nature) provided that only the elected Board members shall be entitled to vote.

**f. Parliamentary Procedure.**

Except as provided in these Bylaws and Standing Rules, all meetings will be conducted in accordance with the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED.

(Amended September 1999)

**Section 9. Board Vacancies.**

a. When a vacancy in the office of President occurs, the President Elect shall act as President until such time as the Board, by majority vote, shall elect a successor to serve the unexpired term of such President. Vacancies occurring in any other Board office shall be filled by a person appointed by the President with the approval of a majority vote of the Board.

b. In the event of a vacancy in the office of the President Elect, the duties of the office of President Elect shall be assumed by the Parliamentarian, the Secretary, or the Treasurer, in the order named, until such time as the Board, by majority vote, shall select a successor to serve the unexpired term.

(Adopted June 1992)

c. When a Director's office becomes vacant the active membership of the District so affected shall be promptly notified of the same. Absent a Director-Elect who shall immediately fill such office, the Board shall appoint, by majority vote, a replacement from among the active membership of the Division in the District wherein the vacancy occurred, who shall serve the remainder of the term of office in which the vacancy occurred.

d. When a Director's office becomes vacant due to the Director being elected as President-Elect, and the term has not been fulfilled, then a special election for a successor to that District shall be held to serve the unexpired term.

(Adopted January 2004)

**ARTICLE IV**

## **REMOVAL OF DIRECTORS**

### **Section 1. Removal for Good Cause.**

#### **a. Generally.**

The Board shall have the power to remove Directors, including any Board officer, for good cause. The procedures for such removal shall be those set out in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED, except as otherwise provided for herein or in the Standing Rules.

(Amended September 1999)

#### **b. Two-Thirds Requirement.**

It shall require at least two-thirds vote of the Board in favor of removal in order to remove a Director, except as provided in Article IV, Section 2 herein.

### **Section 2. Attendance Requirements.**

Any Directors, including any Board officer, shall be removed for failure to attend two duly noticed Board meetings without good cause during his term. Such Director shall be given notice in writing to appear at the next duly noticed Board meeting to show cause why he should not be removed from the Board. If at the meeting following the second absence, a majority of the Board members present and voting finds that good cause for such two absences has not been shown, the office of the non-attending Director shall become automatically vacant.

## **ARTICLE V COMMITTEES**

### **Section 1. Standing Committees.**

a. The standing committees of this Division shall include the following: Annual Meeting, Continuing Education, Elections, Membership, Professional Development, Professional Ethics (chair only), Public Relations, and Publications. All committees shall submit written reports to the Board at each regular meeting of the Board. The functions and responsibilities of each committee shall be set forth in the Standing Rules.

(Amended June 1985, May 1989, September 1994, June 2003)

b. The President shall appoint the committee members from among the membership of the Division in accordance with the Bylaws and Standing Rules to serve at the discretion of the President. The President shall be a non-voting ex officio member of all committees, unless otherwise determined by a two-thirds vote of the Board of members present and voting at a Board meeting.

(Amended June 1992)

c. The committee members present at a committee meeting shall constitute a quorum for transaction of business at such meeting.

**Section 2. Special Committees.**

Special committees may be established from time to time as may be deemed necessary by the President or a two-thirds vote of the Board members present and voting at a Board meeting.

**ARTICLE VI  
ANNUAL MEETING**

**Section 1. Date, Place and Notice.**

The Division shall meet annually at a time and location to be determined by the current Board of Directors. Announcement of the Annual Meeting shall be made to the membership at least 30 days in advance. (Amended June 2013)

**Section 2. Quorum.**

Those active members in attendance shall constitute a quorum for transacting business at the Annual Meeting.

**Section 3. Procedure.**

All procedures at any meeting of the Division shall be governed by the current of ROBERT'S RULES OF ORDER NEWLY REVISED.  
(Amended June 1992, September 1999)

**ARTICLE VII  
FINANCES**

**Section 1. Fiscal Year.**

The fiscal year of the Division shall begin June 1 in each calendar year and shall end May 31 the following calendar year.

**Section 2. Annual Budget.**

The Treasurer, Paralegal Division Coordinator, and Executive Committee shall prepare a detailed budget for the ensuing fiscal year, based upon anticipated revenues, and present same to the new Board for approval at their first regular meeting in June.  
(Amended September 1994, September 1999)

**Section 3. Amendments to Annual Budget.**

At any meeting, the Board shall have the authority, by a majority vote of those present, to amend the allocation of the budgeted funds, provided that the total amount of the amended budget shall not be increased beyond available revenue plus retained funds from any other source.

**Section 4. Annual Report.**

The Treasurer and Paralegal Division Coordinator shall prepare an annual report in writing showing all assets and liabilities, including unallocated or unspent funds, plus receipts and expenditures, of the Division for the preceding fiscal year and shall submit same to the Board for review at the regular meeting of the Board immediately prior to the Annual Meeting of the general membership.

(Amended September 1999)

**Section 5. Expenditures.**

All expenditures shall be approved by the appropriate committee chair, director or officer, so long as such expenditures fall within the Board-approved budget. Interim emergency expenditures, i.e., those expenditures not covered under the Board-approved budget, must be approved by the Board. (Amended September 1999)

**ARTICLE VIII  
PUBLICATIONS**

**Section 1. Official Publication.**

The *Texas Paralegal Journal* shall be the official publication of the Division.  
(Amended September 1994)

**Section 2. Other Publications.**

The Board may authorize such additional publications as will serve the Division's purpose.

**ARTICLE IX  
ELECTIONS**

(Adopted June 1992)

**Section 1. Qualifications and Requirements to Hold Office, to Nominate Candidates for Office and to Vote in Elections.**

**a. Eligibility.** To be eligible to become a candidate for the office of Director, nominate candidates for the office of Director and/or vote in elections, a person must:

**1. Active Membership.** Be an Active Member as defined in the Definitions Section of these Bylaws; and

**2. Other Requirements.** Satisfy all other requirements for voting prescribed by these Bylaws and the Division's Standing Rules for the election of Directors.

**Section 2. Notice of Election.**

**a. Responsibility for Giving Notice.** The Publications Committee Chair shall have responsibility for giving Notice of Election to the general membership.

**b. Manner of Giving Notice.** Notice of Election must be given in the following manner.

**1. Preparation of Notice.**

**a. Elections of Directors.** The Election Committee shall cause a Notice of Election of Directors to be prepared and delivered to the Publications Committee Chair. The Publications Committee Chair shall receive the Notice of Election of Directors no later than 30 days prior to the Nominating Period.

**b. Amendment(s) to Bylaws.** The Elections Committee Chair and the Publications Committee Chair shall receive the Notice of Election for amendment(s) to Bylaws no later than 30 days prior to the mailing of the official publication.

**c. Referendum.** The Elections Committee Chair and the Publications Committee Chair shall receive the Notice of Election for referendum no later than 30 days prior to the mailing of the official publication.

**d. Publication of Notice.**

i. Spring Election: The Publication Committee Chair shall cause the Notice of Election of Directors, amendment(s) to Bylaws, or referendum to be published in the Division's official publication, newsletter and/or website no later than 30 days prior to the mailing of the official publication.

ii. Fall Election: The Publication Committee Chair shall cause the Notice of Election amendment(s) to Bylaws, or referendum to be published in the Division's official publication, newsletter and/or website no later than 30 days prior to the mailing of the official publication.

**c. Contents of Notice.** Every Notice of Election must state:

**1. Description of Election and Date.** The nature and date of the election;

**2. Description of Qualifications and Requirements.** The eligibility requirements for voting in the election and, where applicable, the eligibility requirements for holding office and nominating candidates; and

**3. Notice of Election for Amendment(s) to Bylaws and/or Referendum.** In addition to the requirements for Notice of Election

set forth hereinabove, Notice of Election for amendment(s) to these Bylaws and/or a referendum shall contain the following:

- a. Proposed Amendment.** The proposed Bylaws amendment(s) and/or proposed measure(s) that is/are the subject of the referendum;
- b. Need.** A full discussion as to why the Bylaws amendment(s) and/or the proposed measure(s) that is/are the subject of the referendum are needed;
- c. Discussion.** A full discussion of the relative merits of both sides of the issues raised by the proposed amendment(s) to the Bylaws or by the measure(s) that is/are the subject of the referendum; and
- d. Effective Date.** The effective date of the proposed Bylaws amendment(s) or measure(s) that is/are the subject of the referendum.

### **Section 3. List of Registered Voters.**

**a. Preparation and Authority.** The Paralegal Division Coordinator shall prepare an alphabetical List of Registered Voters by District for each District holding an election, or for all Districts in the event of amendment(s) to Bylaws or a referendum. The List of Registered Voters must contain the name, address and e-mail address of each Active Member. (Amended September 1999, April 2008)

**b. Delivery of List of Registered Voters to Elections Committee Chair.** The Paralegal Division Coordinator shall deliver the List of Registered Voters to the Elections Committee Chair before the beginning of the Nominating Period. (Amended September 1999)

### **Section 4. Nomination of Candidates for the office of Director.**

To be entitled to a place on the election ballot, a candidate must satisfy the following requirements:

**a. Eligibility Requirements.** The candidate must satisfy the eligibility requirements of Article IX, Section 1a of these Bylaws and Rule V B, Section 5c of the Standing Rules;

**b. Declaration of Intent.** The candidate must make a declaration of intent to run as a candidate for the office of Director through an original nominating petition declaring such intent that is filed with the Elections Subcommittee Chair in the candidate's District pursuant to Rule V B, Section 5 of the Standing Rules; and

c. **Nominating Petition.** The number of signatures required on the original nominating petition shall be as follows:

<u>Number of Registered Voters within District</u>	<u>Number of Signatures Required</u>
0 – 50	5 signatures
51 – 100	8 signatures
101 – 150	10 signatures
151 – 200	12 signatures
201 – 250	15 signatures
251 – 300	18 signatures
301+	20 signatures

(Amended September 1999)

**Section 5. Authority to Initiate Proposed Amendments to the Bylaws for Placement on the Ballot.**

The authority to initiate proposed amendments to these Bylaws for placement on the ballot shall be one or a combination of the following:

- a. A minimum of 35 Active Members of the Division, comprised of members from at least three different Districts of the Division, by written petition in conformance with the provisions governing such petition, as set out in the Standing Rules;
- b. The Bylaws and Rules Committee under procedures set out in the Standing Rules; or
- c. The Board of Directors of the Division.

**Section 6. Authority to Initiate Proposed Measures that are the subject of a Referendum for Placement on the Ballot.**

The President of the Board of Directors of the Division shall be the authority to initiate proposed measures that are the subject of a referendum for placement on the ballot.

**Section 7. Form of Nominating Petitions and Ballots, Contents and Preparation.**

The form of nominating petitions and ballots, contents and preparation for the elections shall be in accordance with the election procedure set forth in Rule V B, Sections 5, 9 and 11 of the Standing Rules.

**Section 8. Voting.**

- a. **Election of Directors.** Each Director shall be elected by a majority of the votes cast by the Registered Voters. Registered Voters may vote only for those candidates

representing the District wherein such Registered Voter's work address is shown according to the List of Registered Voters.

(Amended September 1999)

**b. Election for Amendment(s) to Bylaws.** A two-thirds affirmative vote of the votes cast shall be required to amend these Bylaws.

**c. Referendum.** A majority of the votes cast shall be required to pass a referendum.

### **Section 9. Security of Ballots, Tallying of Votes and General Election Procedure.**

The security of ballots, tallying of votes and general election procedure shall be in accordance with Rule V B of the Standing Rules.

### **Section 10. Announcement of Election Results.**

**a. Time of Announcement.** The election results shall be announced by the President of the Board of Directors of the Division no later than the 5th business day following the Marked Ballot Deadline Date (or the next business day if the 5th business day is a Sunday or a legal holiday).

**b. Manner of Announcement.**

**1. Notification to Candidates.** All candidates shall receive notification of the results of the election in such candidate's District from the President of the Board of Directors of the Division.

**2. Notification to the General Membership.** The general membership of the Division shall be entitled to timely official notice of election results. The President of the Board of Directors of the Division shall be responsible for transmitting the election results to the Publications Committee Chair for timely publication in the Division's Official Publication.

(Amended September 1999)

### **Section 11. Effective Date.**

An amendment to the Bylaws and/or referendum adopted in accordance with Article IX, Section 8 of these Bylaws shall be effective as of the date so specified in the Notice of Election for such amendment or referendum pursuant to Article IX, Section ~~2.e, 4, D-2.c.3.d.~~ of these Bylaws.

### **Section 12. Run-Off Elections for Director.**

If no candidate shall have received a majority of the votes cast for a particular office of Director, a run-off election shall be held, and only the names of those candidates who received the highest number of votes for such office as set out in the Standing Rules shall be placed on the official

ballot within 30 days after the general election. Such election shall be conducted pursuant to Rule VII of the Standing Rules.

## **ARTICLE X**

Unless the context otherwise clearly indicates, words used in the singular include the plural, the plural includes the singular, and the masculine gender includes the feminine.

*(Adopted June 11, 1988)*

## **DEFINITIONS**

**Active Members:** that classification of membership defined in Article II, Section 1(a) of the Bylaws and meeting the Criteria for Active Membership as set forth in Rule I.B. of the Standing Rules. An active member in good standing shall have all the privileges and prerogatives of full membership, including voting, holding office, and serving as the chair of any committee or subcommittee. *(Amended April 2008)*

**Ballot Notification Date:** the date on which ballot notification is to be mailed by the Paralegal Division Coordinator to the Registered Voters in their respective Districts as shown in the timeline prepared by the President Elect.  
*(Amended September 1999; Amended May 2005)*

**Bylaws:** Bylaws of the Paralegal Division of the State Bar of Texas.

**District:** a district that embraces a geographic area with a defined boundary pursuant to Article III, Section 4 of the Bylaws.

**Division:** as used in the context of the Bylaws and Standing Rules shall refer to the official organization and name: "Paralegal Division of the State Bar of Texas."

**Paralegal Division Coordinator:** the individual with whom the Division has contracted to perform the duties of the Paralegal Division Coordinator.  
*(Amended September 1999)*

**Liaison:** an individual who shall act as a channel or means of communication and understanding between the Division (or a committee of the Division, or the Board of Directors) and other organizations and entities.

**List of Registered Voters:** an alphabetical List of Active members prepared by the Paralegal Division Coordinator pursuant to Article IX, Section 3 of the Bylaws. *(Amended September 1999. amended April 2008)*

**Majority:** the number greater than half the total number of active members present and/or voting.

**Marked Ballot Deadline Date:** the date on which ballots must be received by the Paralegal Division Coordinator in order to be tallied as shown in the timeline prepared by the President Elect. *(Amended September 1999)*

**Nominating Period:** the 30-day period beginning February 1 and ending on the date nominating petitions must be received by the Elections Subcommittees in order for the nominating petitions to be valid. *(Amended April 2008)*

**Notice of Election:** the notice of the election pursuant to Article IX, Section 2 of the Bylaws.

**Quorum:** the minimum number of members (of the Division, or a committee, or the Board) who must be present at a meeting (of the Division, or a committee, or the Board) for the valid transaction of business.

**Registered Voter:** a person who is an Active Member listed on the official records of the Paralegal Division of the State Bar of Texas no later than two weeks prior to the date of any election. *(Amended April 2008)*

**Restricted Delivery:** when mailing by Restricted Delivery, the envelope shall be clearly marked "**PERSONAL AND CONFIDENTIAL: TO BE OPENED BY ADDRESSEE ONLY.**"

**Standing Rules:** the Standing Rules of the Division.

# PROPOSED AMENDMENTS TO THE BYLAWS FOR THE SPRING 2018 ELECTION

*Online Election with voting to commence on March 24, 2018 and end on April 7, 2018*

## QUOTE OF PROPOSED AMENDMENT

### PROPOSED BYLAW AMENDMENTS

#### ARTICLE IX ELECTIONS

(Adopted June 1992)

#### Section 2. Notice of Election.

**a. Responsibility for Giving Notice.** The Publications Committee Chair shall have responsibility for giving Notice of Election to the general membership.

**b. Manner of Giving Notice.** Notice of Election must be given in the following manner.

##### 1. Preparation of Notice.

**a. Elections of Directors.** The Election Committee shall cause a Notice of Election of Directors to be prepared and delivered to the Publications Committee Chair. The Publications Committee Chair shall receive the Notice of Election of Directors no later than 30 days prior to the Nominating Period.

**b. Amendment(s) to Bylaws.** The Elections Committee Chair and the Publications Committee Chair shall receive the Notice of Election for amendment(s) to Bylaws no later than 30 days prior to the mailing of the official publication.

**c. Referendum.** The Elections Committee Chair and the Publications Committee Chair shall receive the Notice of Election for referendum no later than 30 days prior to the mailing of the official publication.

##### **d. Publication of Notice.**

i. Spring Election: The Publication Committee Chair shall cause the Notice of Election of Directors, amendment(s) to Bylaws, or referendum to be published in the Division's official publication, newsletter and/or website no later than 30 days prior to the mailing of the official publication.

ii. Fall Election: The Publication Committee Chair shall cause the Notice of Election amendment(s) to Bylaws, or referendum to be published in the Division's official publication, newsletter and/or website no later than 30 days prior to the mailing of the official publication.

c. **Contents of Notice.** Every Notice of Election must state:

1. **Description of Election and Date.** The nature and date of the election;

2. **Description of Qualifications and Requirements.** The eligibility requirements for voting in the election and, where applicable, the eligibility requirements for holding office and nominating candidates; and

3. **Notice of Election for Amendment(s) to Bylaws and/or Referendum.** In addition to the requirements for Notice of Election set forth hereinabove, Notice of Election for amendment(s) to these Bylaws and/or a referendum shall contain the following:

a. **Proposed Amendment.** The proposed Bylaws amendment(s) and/or proposed measure(s) that is/are the subject of the referendum;

b. **Need.** A full discussion as to why the Bylaws amendment(s) and/or the proposed measure(s) that is/are the subject of the referendum are needed;

c. **Discussion.** A full discussion of the relative merits of both sides of the issues raised by the proposed amendment(s) to the Bylaws or by the measure(s) that is/are the subject of the referendum; and

d. **Effective Date.** The effective date of the proposed Bylaws amendment(s) or measure(s) that is/are the subject of the referendum.

**Section 3. List of Registered Voters.**

**Section 11. Effective Date.**

An amendment to the Bylaws and/or referendum adopted in accordance with Article IX, Section 8 of these Bylaws shall be effective as of the date so specified in the Notice of Election for such amendment or referendum pursuant to Article IX, Section 2.c. ~~4.~~ **3.d.** of these Bylaws.

**REASON FOR THE PROPOSED AMENDMENT:** This revision is needed to the Bylaws as a correction because there is no Article IX, Section 2.c.4.d. of the Bylaws. It should read Article IX, Section 2.c.3.d. as reflected above.

**DISCUSSION ON BOTH SIDES OF THE ISSUE:**

Pros:

1) This is a correction to our Bylaws to reflect the current cite of Article IX, Section 2.c.3.d.

Cons:  
None

**EFFECTIVE DATE FOR PROPOSED AMENDMENTS (IF PASSED):** June 21, 2018.

# PROPOSED AMENDMENTS TO THE BYLAWS FOR THE SPRING 2018 ELECTION

*Online Election with voting to commence on March 24, 2018 and end on April 7, 2018*

## QUOTE OF PROPOSED AMENDMENT

### PROPOSED BYLAWS REVISION

#### ARTICLE III BOARD OF DIRECTORS

##### **Section 5. Biennial Elections.**

Except as provided in Article III, Section 9.c, Directors representing odd-numbered Districts shall be elected during odd-numbered years. The same shall be true for even-numbered Districts in even-numbered years. **In a District with more than one Director Place, odd-numbered Places shall be elected in odd-numbered years and even-numbered Places shall be elected in even-numbered years.**

*(Amended September 1994; June 2018)*

**REASON FOR PROPOSED AMENDMENT:** This revision is needed to the Bylaws as an update to clarify when elections would take place should a District have more than one Director

#### **DISCUSSION ON BOTH SIDES OF THE ISSUE:**

##### Pros:

- 1) It will help clarify the election process when there is more than one Director in a District to stagger the election years.

##### Cons:

None

**EFFECTIVE DATE FOR PROPOSED AMENDMENTS (IF PASSED):** June 21, 2018.

# PROPOSED AMENDMENTS TO THE BYLAWS FOR THE SPRING 2018 ELECTION

*Online Election with voting to commence on March 24, 2018 and end on April 7, 2018*

## QUOTE OF PROPOSED AMENDMENT

### PROPOSED BYLAWS REVISION

#### ARTICLE III BOARD OF DIRECTORS

##### Section 7. Ex Officio Members.

a. The immediate past President of the Division shall serve as non-voting Executive Advisor to the Board and to the Executive Committee.

~~b. The Chair of the State Bar of Texas Committee on Paralegals shall serve as a non-voting ex-officio member of the Board and shall be the liaison between the committee and this Division.~~

~~e.~~ b. The President-Elect shall be a non-voting member of the Board.

**REASON FOR PROPOSED AMENDMENT:** This revision is needed to the Bylaws as an update since there is not a State Bar of Texas Committee on Paralegals any longer.

#### **DISCUSSION ON BOTH SIDES OF THE ISSUE:**

##### Pros:

- 1) This is an update to our Bylaws to reflect the current Ex Officio Members of the Board.

##### Cons:

None

**EFFECTIVE DATE FOR PROPOSED AMENDMENTS (IF PASSED):** June 21, 2018.

# PROPOSED AMENDMENTS TO THE BYLAWS FOR THE SPRING 2018 ELECTION

*Online Election with voting to commence on March 24, 2018 and end on April 7, 2018*

## QUOTE OF PROPOSED AMENDMENT

### PROPOSED BYLAWS REVISION

Merging District 6 with District 7 and District 11;  
Merging District 8 with District 5 and District 15

### ARTICLE III BOARD OF DIRECTORS

#### Section 4. Districts.

The Districts of the Division shall be comprised of the following counties<sup>1</sup>:

- (1) **District #1:** Austin, Brazoria, Colorado, Fayette, Fort Bend, Galveston, Harris, Jackson, Lavaca, Matagorda, Waller, Washington, and Wharton.
- (2) **District #2:** Dallas and Ellis.
- (3) **District #3:** Callahan, Comanche, Eastland, Erath, Hood, Johnson, Jones, Palo Pinto, Parker, Shackelford, Somerville, Stephens, and Tarrant.
- (4) **District #4:** Bastrop, Bell, Blanco, Bosque, Brazos, Brown, Burnet, Burleson, Caldwell, Coleman, Coryell, Falls, Gillespie, Hamilton, Hays, Hill, Kimble, Lampasas, Lee, Llano, Mason, McCulloch, McLennan, Menard, Milam, Mills, Robertson, San Saba, Travis, and Williamson.
- (5) **District #5:** Atascosa, Aransas, Bandera, Bee, Bexar, Calhoun, Comal, Dewitt, Dimmit, Edwards, Frio, Goliad, Gonzales, Guadalupe, Karnes, Kendall, Kerr, Kinney, La Salle, Live Oak, Maverick, McMullen, Medina, Nueces, Real, Refugio, San Patricio, Uvalde, Victoria, Wilson, and Zavala.

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<sup>1</sup> District 9 merged with District 2, District 3, District 4, and District 14 in 2006. District 13 merged with District 1 in 2014. District 6 merged with District 7 and District 11 in 2018. District 8 merged with District 5 and District 15 in 2018.

- ~~(6) **District #6:** ~~Bailey, Borden, Cochran, Cottle, Crosby, Dawson, Dickens, Fisher, Floyd, Gaines, Garza, Hale, Hockley, Kent, King, Lamb, Lubbock, Lynn, Motley, Scurry, Stonewall, Terry, and Yoakum.~~~~
- (7) **District #7:** Armstrong, **Bailey**, Briscoe, Carson, Castro, Childress, Cochran, Collingsworth, **Cottle**, **Crosby**, Dallam, Deaf Smith, **Dickens**, Donley, **Floyd**, **Garza**, Gray, **Hale**, Hall, Hansford, Hartley, Hemphill, **Hockley**, Hutchinson, **Kent**, **King**, **Lamb**, Lipscomb, **Lubbock**, **Lynn**, Moore, **Motley**, Ochiltree, Oldham, Parmer, Potter, Randall, Roberts, Sherman, **Stonewall**, Swisher, **Terry**, Wheeler, and Yoakum.
- ~~(8) **District #8:** ~~Aransas, Bee, Calhoun, DeWitt, Duval, Goliad, Jim Wells, Kleberg, Live Oak, McMullen, Nueces, Refugio, San Patricio, and Victoria.~~~~
- (10) **District #10:** Chambers, Grimes, Hardin, Jasper, Jefferson, Liberty, Montgomery, Newton, Orange, Polk, San Jacinto, Tyler, and Walker.
- (11) **District #11:** Andrews, **Borden**, Coke, Concho, Crane, Crockett, **Dawson**, Ector, **Fisher**, **Gaines**, Glasscock, Howard, Iron, Loving, Martin, Midland, Mitchell, Nolan, Pecos, Reagan, Reeves, Runnels, Schleicher, **Scurry**, Sterling, Sutton, Taylor, Terrell, Tom Green, Upton, Val Verde, Ward, and Winkler.
- (12) **District #12:** Archer, Baylor, Camp, Clay, Collin, Cooke, Delta, Denton, Fannin, Foard, Franklin, Grayson, Hardeman, Haskell, Hopkins, Hunt, Jack, Knox, Lamar, Montague, Rockwall, Red River, Throckmorton, Titus, Wichita, Wilbarger, Wise, and Young.
- (14) **District #14:** Anderson, Angelina, Bowie, Cass, Cherokee, Freestone, Gregg, Harrison, Henderson, Houston, Kaufman, Leon, Limestone, Madison, Marion, Morris, Nacogdoches, Navarro, Panola, Rains, Rusk, Sabine, San Augustine, Shelby, Smith, Trinity, Upshur, Van Zandt, and Wood.
- (15) **District #15:** Brooks, Cameron, **Duval**, Hidalgo, Jim Hogg, **Jim Wells**, Kenedy, **Kleberg**, Starr, Webb, Willacy, and Zapata.

- (16) **District #16:** Brewster, Culberson, El Paso, Hudspeth, Jeff Davis, and Presidio.

**REASON FOR PROPOSED AMENDMENT:** This redistricting proposal is being presented to the membership for voting due to lack of participation in each of the districts and for fiscal reasons.

**DISCUSSION ON BOTH SIDES OF THE ISSUE:**

Pros:

- 1) These districts would be merged with districts that are more active and offering CLE events and social/ networking events.
- 2) Currently unrepresented districts would have more representation at the board meetings allowing their voice to be heard.
- 3) District 8 is being merged with District 5 and District 15 depending on the location of the county to allow for easier commute to events.
- 4) District 6 is being merged with District 7 and District 11 depending on the location of the county to allow for easier commute to events.
- 5) This redistricting proposal will allow for more financial stability within the Paralegal Division.

Cons:

- 1) The Director representation will be a little bit further away.
- 2) Members may have to drive further to attend events.

**EFFECTIVE DATE FOR PROPOSED AMENDMENTS (IF PASSED):** June 21, 2018.