

# STATE BAR RULES

*As Amended June 2016*

## ARTICLE IV ADMINISTRATION

### Section 1. Board of Directors; Duties

- A. The State Bar shall be governed by a board with shall enforce the Act and these Rules.
- B. The term of office for each elected, public, and minority director shall be three (3) years. The terms of elected and public directors shall be staggered with one-third (1/3) of such directors elected or appointed each year. The terms of minority directors shall be staggered with as near to one-third (1/3) as possible appointed each year.
- C. The regular term of office of an elected, public, or minority director shall commence on adjournment of the annual meeting of the State Bar next following election or appointment and continue until the adjournment of the third annual meeting next following election or appointment.
- D. The board shall take such action and adopt such regulations and policies, consistent with the Act or these Rules, as shall be necessary and proper for the administration and management of the affairs of the State Bar, for the protection of the property of the State Bar and for the preservation of good order.

### Section 2. Meetings of the Board

The board shall meet regularly at least four (4) times annually, and may meet specially, at such times and places as the board shall determine. All meetings, however, shall be held within the State of Texas.

### Section 3. Composition of the Board

The board shall be composed of the officers of the State Bar, the president, president-elect, and immediate past president of the Texas Young Lawyers Association, not more than thirty (30) members of the State Bar elected by the membership from their district as may be determined by the board, six (6) persons who are not licensed attorneys, known as public directors, who do not have, other than as consumers, a financial interest in the practice of law, and four (4) minority directors appointed by the president and confirmed by the Board. The Board may, in its discretion, also include other members who shall be non-voting board members.

### Section 4. Chairperson of the Board

The board shall elect annually from its membership, under such procedures as it shall prescribe, a chairperson to serve for the next succeeding organizational year. Such person shall be elected from the class of directors then serving the second year of their terms.

### Section 5. Qualifications of Officers and Directors

- A. No person may serve as an officer or director who,

1. has not taken the official oath by the second regular board meeting of the term for which the person was elected or appointed,
2. as to an elected or ex officio director or an officer, is not an active member in good standing,
3. as to an elected or ex officio director or an officer, as ever been suspended or disbarred from the practice of law,
4. as to an elected director, does not maintain in the district from which elected, his principal place of practice,
5. as to an elected director, has his principal place of practice in the same county as the last preceding director from that district, except for an elected director in a Metropolitan County or in El Paso County, and except as necessary to achieve a rebalancing of the sizes of the Board classes in accordance with the provisions of Art. IV, § 8(C),
6. as to an elected director, has previously served at least one and a half (1 ½ ) years of the immediately preceding director term,
7. is, or becomes, incapacitated from performing the duties of such office for all or a substantial portion of such term,
8. as to a director, is absent from more than half of the regularly scheduled board meetings that the director is eligible to attend during a calendar year without an excuse approved by a majority vote of the board,
9. as to a public director, has failed confirmation by the senate of the State of Texas,
10. is an elected official paid by the State of Texas, except that such prohibition shall not apply to public directors,
11. as to a director or a director's spouse, is an officer, employee, or paid consultant of a Texas trade association in the field of board interest as defined in State Bar Act §81.028.

**B.** The board shall be the judge of the qualifications of officers and directors.

**C.** The board shall provide a training program for board members that meets the requirements of § 81.0201 of the State Bar Act. No person who is elected or appointed to and qualifies for office as a member of the board of directors may vote, deliberate, or be counted as a member in attendance at a meeting of the board until the person completes a training program that complies with the requirements of § 81.0201 of the State Bar Act.

### **Section 6. How Directors Shall Be Elected**

Elected directors shall be elected by a majority of the active and emeritus members of the State Bar voting who have their principal place of practice in the same Bar district as that of the candidate. If no candidate receives a majority, a run off shall be held at such time as the board shall prescribe between the two

candidates receiving the greatest number of votes.

## **Section 7. Nominees for Office of Elected Director**

**A.** An active member's name may be placed in nomination for the office of elected director by a written petition in form prescribed by the board and signed by the lesser of five percent (5%) of the active members whose principal place of practice is within the district to be represented by the nominee if elected, or one hundred (100) of such members, which petition must be received in the office of the executive director on or before March 1 of the year of election. A petition signature is invalid if the signer signed the petition earlier than the 180th day before the date the petition must be filed with the Executive Director. The executive director shall promptly review the petition to verify the eligibility of the nominee. If from the petition it appears the nominee is eligible, that person's name shall be listed upon the ballot. If from the petition the executive director finds the nominee to be ineligible, that fact shall immediately be communicated to the nominee. Any nominee desiring to appeal the findings of the executive director shall forthwith promptly notify the executive director, who shall forthwith promptly convene the executive committee to hear and determine the matter. The executive committee shall have final authority to determine questions of eligibility of the nominee and the validity of the nominating petition and shall do so within ten (10) days of the notice to the executive director.

**B.** The petitions may be in counterparts, and it shall be sufficient that the signatures on all the counterparts aggregate the required number of signatures.

**C.** If no valid petition nominating an eligible person shall have been received by the executive director by March 1 in respect to a district in the year in which such district is to elect a director, or if all persons who have been nominated in the foregoing manner shall have died or become disqualified from serving at any time prior to the printing of the ballot in such election, then the president of the State Bar with the advice of the person then serving as elected director from that district shall name a qualified person to stand for election as director from that district.

**D.** If an elected director fails to qualify, such position shall be deemed vacant.

## **Section 8. Director Vacancies and How Filled**

**A.** Death of a board member, judgment of incompetency, a board member's resignation or any failure to qualify shall create a vacancy. In case of a vacancy as to an elected director, the president, shall appoint a member whose principal place of practice is within the district within which the vacancy has occurred. Vacancies in ex officio directorships shall be filled by the person who succeeds to the office in the State Bar or in the Texas Young Lawyers Association to which such directorship is incident, except that the directorship incident to the office of immediate past president of the State Bar or Texas Young Lawyers Association or immediate past chairperson of the board of the State Bar shall be filled by the most recent holder of such offices respectively who is willing to serve. Vacancies in public and minority directorships shall be filled in the same manner and by the same authority designated by statute to fill such positions.

**B.** Persons filling such vacancies shall meet the same requirements and shall qualify in the same manner as those assuming the office of director for the full term.

C. The board may adopt appropriate procedures for the purpose of equalizing the size of the classes of the board of directors. Once such equalization is accomplished, then those appointed to fill a vacancy shall serve the balance of the term of the particular position vacated.

D. The board of directors may remove a director from the board at any regular meeting by resolution declaring the director's position vacant, pursuant to § 81.027(a) of the State Bar Act or Article IV, § 5 of these Rules.

### Section 9. Executive Committee

A. The executive committee of the board shall consist of the president, president-elect, the chair of the board, the immediate past president of the State Bar, president of the Texas Young Lawyers Association and such other persons as the president may appoint. The president shall be chair, and the board chair shall be the vice-chair of the executive committee and shall preside in the chair's absence.

B. The general purpose of the executive committee shall be to perform between meetings of the board such functions, consistent with the Act or these Rules, as the board may assign to it from time to time.

C. The general counsel and the executive director of the State Bar shall be ex officio, non-voting members of the executive committee.

### Section 10. Officers

A. The officers of the State Bar shall be the president, the president-elect and the immediate past president.

B. The president shall preside at all meetings of the State Bar, be the official representative and spokesperson for the State Bar in all public matters and have general responsibility for carrying out the policy of the State Bar.

C. The president-elect shall preside at meetings of the State Bar in the absence of the president and otherwise assist the president, as the president shall request, in carrying out the responsibilities of the office of president.

### Section 11. President-Elect, Nominations and Elections

A. At its ~~regularly scheduled first quarterly~~ meeting ~~next following the first day of each calendar~~ year, the board of directors shall nominate two (2) or more members of the State Bar of Texas to stand for election to the office of president-elect for the ensuing bar year. Such nomination shall be by majority vote of the board.

B. Any other member of the State Bar of Texas shall also be privileged to stand for election to the office of president-elect when a written petition in form prescribed by the board of directors, signed by no fewer than five percent (5%) of the active members of the State Bar of Texas in good standing, is filed with the executive director or on before March 1 next preceding the election to be held for the office of president-elect for the ensuing year. A president-elect petition signature is invalid if the signer signed the petition earlier than the 180th day before the date the petition must be filed with the Executive Director. To be valid, a signature must include the date it was affixed to the petition.

C. The names of all nominees for the office of president-elect shall be published in the *Texas Bar Journal* and otherwise publicized by such other practical means as the board shall determine.

~~D. In making nominations to the office of president-elect, both the board of directors and those persons who may be nominated by petition pursuant to Section 11(B) herein, shall be bound by the following geographical rotation:~~

- ~~1. nominees from metropolitan counties in the first year of rotation;~~
- ~~2. nominees from other than metropolitan counties in the second year of rotation;~~
- ~~3. nominees from any county during the third year of rotation.~~

~~Any person nominated by either the board or by petition who does not meet the requirements of this rotation shall be ineligible to stand for election in the year nominated. For purposes of this rule, the first year of rotation shall be the election for president-elect for 1988.~~

~~All potential Candidates for president-elect, whether selected by the Board or by petition as described in Art. IV, § 11(B), shall be selected and bound by, and eligible for election only in compliance with, the following Candidate pools that rotate on the following three-year cycle:~~

- ~~1. potential Candidates whose principal places of practice are in the five metropolitan counties of Bexar, Dallas, Harris, Tarrant, or Travis in the first year of rotation;~~
- ~~2. potential Candidates whose principal places of practice are in counties other than the five metropolitan counties in the second year of rotation; and~~
- ~~3. potential Candidates whose principal places of practice are in either (1) the five metropolitan counties or (2) counties other than the five metropolitan counties in the third year of the rotation, and the board shall develop policies and procedures to make such determination.~~

~~Any person nominated by either the board or by petition who does not meet the requirements of this rotation shall be ineligible to stand for election in the year nominated. For purposes of this rule, the first year of rotation shall be the election for president-elect for 1988.~~

E. The ballot shall be distributed to each member of the State Bar of Texas ~~entitled~~ eligible to vote at the same time as ballots for the election of elected directors are distributed. A combined ballot for the office of president-elect and for the office of director may be used in those bar districts in which an election for director is to be conducted.

F. If no candidate for president-elect receives a majority of the votes, a run-off election shall be held at such time as the board shall prescribe between the two candidates receiving the greatest number of votes. The person receiving a majority of the votes in either the general election or the run-off election shall be declared to be elected to the office of president-elect.

**G.** The office of president shall be filled by the succession of the president-elect to such office at the expiration of the term for which such person was elected to serve as president-elect.

**Section 12. Term of Office of Officers**

The regular term of office for officers of the State Bar shall be from adjournment of the annual meeting for the year preceding the year of service and shall end with such adjournment the following year.

**Section 13. Vacancy in an Office**

**A.** Death of an officer, judgment of incompetency, an officer's resignation or failure to qualify shall create a vacancy in the office.

**B.** If a vacancy occurs in the office of president, it shall be filled by the succession of the president-elect to the office of president, in which case a special election shall be called by the board to fill the office of president-elect at such times and under such procedures as are prescribed by the board.

**C.** If the vacancy occurs in the office of president-elect, a special election shall be held for the office of president-elect. In such event the procedures for a regular election shall be followed subject to such necessary changes as shall be required in order to meet the exigencies of the situation.

**D.** Should the president-elect succeed to the office of president and have less than six months to serve in the unexpired term, the president-elect will serve the next full term that follows the unexpired term.

**E.** In the event a simultaneous vacancy exists in the office of the president and president-elect, a special election shall be held for each office and in the meanwhile the chairperson of the board shall serve as interim president.

**Section 14. Other Executive Positions**

The executive director and general counsel shall be elected by the board and shall perform such duties as the Board may prescribe.