

**DRAFT: BYLAWS OF THE  
CHILD PROTECTION LAW SECTION  
OF THE STATE BAR OF TEXAS**

**As Approved By the  
State Bar of Texas Board of Directors on  
The \_\_\_\_\_ day of January, 2018**

**ARTICLE I.  
Name and Purpose**

**1.1 Name.** This Section shall be known as the Child Protection Law Section of the State Bar of Texas.

**1.2 Purpose.** The purpose of the Child Protection Law Section shall be to promote the objectives of the State Bar of Texas by improving the practice of Child Protection Law and by educating Texas attorneys who practice in this area, subject to the Bylaws of this Section and the laws, rules, and regulations of the State Bar of Texas.

**ARTICLE II.  
Members and Dues**

**2.1 Members.**

a. *Voting Members.* Voting Members of the Section are those licensed Texas attorneys who are members in good standing of the State Bar, have joined the Section, and are current in the payment of their Section dues. Only voting members may vote in Section elections and on matters coming before the Section members for action.

b. *Associate Members.* Associate members of the Section are those individuals who are not licensed to practice law in Texas and are limited to paralegals who are members in good standing of the paralegal division or law students currently enrolled at an accredited Texas law school, who have joined the Section and are current in the payment of their Section dues. Associate members may not hold themselves out as being members of the State Bar or make any representation that they are licensed by the State Bar. Associate members shall have no Section member voting rights.

**2.2 Section Dues.** Each member of the Section shall pay annual Section dues in an amount established from time to time by the Section Council and approved by the

State Bar Board of Directors. Section dues shall be due and payable on or before June 1 of each year.

**2.3 Termination of Membership.** On the occurrence of any of the following, a Section member shall immediately cease to be a member of the Section without any further action required:

- a. any member who is not current in the payment of section dues;
- b. any Voting Member who ceases to be a member in good standing of the State Bar of Texas;
- c. any Associate Member who is found by a majority vote of the Council to have represented himself or herself as a member of the State Bar or as a member licensed by the State Bar.

### **ARTICLE III. Council and Officers**

#### **3.1 Council.**

- a. The powers, business, and property of the Section shall be conducted, controlled, and managed by a Council, to the extent authorized by law and the policies of the State Bar.
- b. The Council is composed of the following members:
  - i. Nine (9) elected at-large Council members, all of whom must be voting members of the Section in good standing;
  - ii. The Section Officers as described herein;
  - iii. The State Bar of Texas President and President-Elect as non-voting *ex officio* members;
  - iv. Past Chairs of the Section and of the Child Abuse and Neglect Committee as non-voting *ex officio* members; and
  - v. Such other non-voting *ex officio* members appointed by the Council as it may from time to time determine by resolution.
- c. *Terms.* Elected Council members shall serve three-year terms, commencing on the adjournment of the Section's annual meeting at which they are elected and ending on the adjournment of the Section's third annual meeting thereafter or, if later, when their successors have been elected and

have assumed office. Three elected Council members shall be elected each year in accordance with the election provisions below. No elected Council member may serve more than two consecutive three-year terms.

### **3.2 Officers.**

a. The Officers of the Section are:

- i. the Chair;
- ii. the Immediate Past-Chair;
- iii. the Chair-Elect;
- iv. the Secretary; and
- v. the Treasurer.

b. **Terms.** Section Officers are elected in accordance with the election provisions below and serve one-year terms, commencing on the adjournment of the Section's annual meeting at which they are elected and ending on the adjournment of the Section's next annual meeting or, if later, when their successors have been elected and have assumed office. No officer may serve more than one consecutive term.

c. **Executive Committee.** The Executive Committee shall consist of the Officers listed in section 3.2 above.

## **ARTICLE IV. Nominations and Elections**

### **4.1 Nominations.**

a. **Appointment.** Within 90 days after assuming office, the Chair will appoint a Nominating Committee consisting of five (5) individuals, including the Chair and Immediate Past-Chair, one elected Council member, and two other voting members of the Section.

b. **Notice.** Within 30 days following the appointment of the Nominating Committee, the Chair will cause notice to be given to the voting members of the Section, identifying the members of the Nominating Committee and calling for nominations for Chair-Elect, Secretary, Treasurer, elected Council members whose terms expire that year, and for any vacancies created by unexpired terms. Notice is sufficient if made by electronic mail, U.S. mail,

prominent posting on the Section's website, or publication in the Section's newsletter.

c. **Nominations.** Any member of the Section may submit nominations to any member of the Nominating Committee, for any open position, during the time beginning on the date of the notification and ending 90 days before the Section's next annual meeting. Upon receipt of a nomination, the Nominating Committee will confirm that each nominee wishes to be considered for election. From the candidates who have accepted nomination, the Nominating Committee will select one individual for each position up for election and will notify the voting members of the full nominations slate. Notification of nominations will be delivered or published no later than 30 days prior to the Section's annual meeting. Such notification may be made by electronic mail, U.S. mail, prominent posting on the Section's website, or publication in the Section's newsletter.

**4.2 Elections.** The voting members present at the Section's annual meeting will elect the Chair-Elect, Secretary, Treasurer, council members to fill the three expired terms and council member(s) to fill any unexpired vacant terms, from the Nominating Committee's nominees or from nominations made from the floor. Elections will be by simple majority; voting may be by written ballot or show of hands as the Council deems appropriate.

**4.3 Chair Succession.** Upon the expiration of the Chair's term, the Chair-Elect will assume the office of Chair.

#### **4.4 Vacancies.**

a. **Inability to Serve.** Upon any member of the Council's death, disability, resignation or termination of section membership, that place shall be deemed vacant.

b. **Removal for Absences.** If any member of the Board of Directors accumulates two consecutive absences from properly noticed meetings that are not excused by the Chair, the Chair shall notify the council member that his/her position is deemed vacated.

c. **Vacancy by the Chair.** In the event the Chair's position is vacated, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or disability.

d. **Other Vacancies.** In the event of any other vacancy, the Council may fill the vacancy by appointment. The person so filling the vacancy will serve until the close of the next Section annual meeting. The remainder of any elected Council member's vacated, unexpired term will be filled by election at the next Section annual meeting in accordance with these Bylaws.

## **ARTICLE V.**

### **Duties and Powers of Officers**

**5.1 Chair.** The Chair will preside over all meetings of the Section and of the Council, plan and supervise the activities of the Section, serve on the State Bar's Council of Chairs Committee, and perform such other duties and acts as usually pertain to the office.

**5.2 Chair-Elect.** The Chair-Elect will perform the duties of Chair during the disability or absence of the Chair and will perform such other duties as directed by the Chair or the Council.

**5.3 Secretary.** The Secretary will serve as the custodian of the books, reports, and records of the Section, with the exception of the financial records, keep a correct record of the proceedings of all meetings of the Section and the Council, and maintain the rosters of the Section members, the Section committees, and the Council.

**5.4 Treasurer.** The Treasurer will serve as the custodian of all financial reports of the Section, receive all dues and other funds paid to the Section, provide required financial information to the State Bar, invest the funds of the Section subject to the requirements and parameters established by the State Bar, and provide financial reports to the Council at each of its meetings. Subject to requirements of the State Bar and the approval of the Council, the Treasurer, has full authority to appoint depositories of the funds of the Section and to make deposits thereto and withdrawals therefrom.

**5.5 Immediate Past Chair.** The Immediate Past Chair shall perform such duties as directed by the Chair and the Council.

**5.6 Executive Committee.** The Executive Committee shall consist of each of the section officers and is empowered to take action with regard to the time-sensitive

affairs of the Section, between regular meetings of the council and may authorize expenditures up to \$250 without a vote of the full council.

**ARTICLE VI.**  
**Duties and Powers of the Council**

**6.1 Authority.** Subject to applicable law and the policies of the State Bar, the Council will have general supervision and control of the affairs of the Section to ensure that the purposes and objectives of the Section are carried out. The Council will supervise the expenditure of funds received by the Section from dues and all other Section activities.

**6.2. Council Committees.**

- a. **Establishment.** From time to time, the Council may establish such committees and task forces as it deems advisable to perform such duties and exercise such powers as the Council directs, subject to the limitations of these Bylaws, the policies and procedures of the State Bar of Texas, and all applicable law.
- b. **Membership of Council Committees.** Membership of Council committees will consist of Council members, members-at-large, and such non-voting *ex officio* members as the Council determines. The Chair will appoint the chair and members of each committee.
- c. **Standing Committees.** Until otherwise determined by action of the Council, the standing committees of the Section will include, but are not limited to:
  - i. *Newsletter/Publications Editorial Committee;*
  - ii. *Technology/Website Committee;*
  - iii. *Continuing Legal Education Committee;*
  - iv. *Legislative Committee;*
  - v. *Communications Committee*

vi. *Scope Committee*

vii *Nominations Committee*

viii *Executive Committee*

d. ***Standing Committee Reports.*** The Council will monitor the activities and functions of the Section committees and may require such committees to report to the Council with such frequency as the Council deems advisable.

## **ARTICLE VII. Meetings**

### **7.1 Meetings of the Council.**

a. ***Quorum.*** A quorum of the Council consists of a simple majority of the voting Council members. No action may be taken at any Council meeting without the presence of a quorum of the Council.

b. ***Voting.*** Unless otherwise stated in these Bylaws or required by the policies of the State Bar, all binding actions of the Council must be by a majority vote of the voting Council members. Voting may be by written ballot, hand count, or voice vote. Voting by proxy shall not be allowed. Except as may be otherwise provided in these Bylaws, Council meetings shall be governed by the current edition of *Roberts Rules of Order*.

c. ***Regular Meetings.*** Regular meetings of the Council shall be held in the summer, winter, spring and fall, at such time and place as determined by the Chair. Notice of regular meetings will be delivered to Council members by electronic mail or U.S. mail at least ten days prior to the date of the meeting.

d. ***Special Meetings.*** Special meetings of the Council may be held at such time and place as determined by the Chair for the purpose of taking such necessary or emergency action as may be required before the next scheduled regular Council meeting. Notice of a special meeting will be delivered to the Council members by electronic mail or U.S. mail at least three days prior to the date of the meeting. The notice must describe the general purpose or purposes of the meeting and the reason a special meeting is deemed necessary. A quorum of the Council members may waive the notification requirement by affirmative vote at the special meeting.

e. **Waiver of Notice by Attendance.** Attendance of a Council member at a Council meeting constitutes waiver of notice unless the Council member's attendance is expressly for the purpose of objecting to the transaction of business at the meeting without adequate notice.

f. **Participation.** With the approval of the Chair, Council members may participate in Council meetings by teleconference or videoconference. A Council member participating by teleconference or videoconference is counted toward a quorum and may vote on any matters coming before the Council at the meeting.

g. **Actions in Lieu of Meeting.** With the written consent of two-thirds of the voting members of the Council, the Council may take action on a matter concerning the Section through the use of electronic mail or U.S. mail. In such event, the Chair will send notice by electronic mail or U.S. mail to all Council members with an explanation of the action and fiscal impact of the action, if any, and will request each member of the Council to cast their vote for or against the action by electronic mail to the entire council. Upon receipt of all votes, the Secretary will notify the Council members of the result.

## 7.2 Section Meetings.

a. **Annual Meeting.** The Section will hold an annual meeting at such time and place as determined by the Chair and approved by the Council. Notice of the annual meeting will be provided to Section members at least 30 days prior to the meeting and may be delivered by electronic mail, U.S. mail, or prominent posting on the Section's website.

b. **Special Meetings.** Special meetings of the Section may be held at such time and place as may be determined by the Chair and approved by the Council. Notice of a special meeting shall be provided to Section members at least 10 days prior to the meeting and may be delivered by electronic mail, U.S. mail, or posting on the homepage of the Section's website. The notice must describe the general purpose or purposes of the special meeting and the reason a special meeting is deemed necessary.

c. **Quorum and Voting.** At all Section meetings, a quorum consists of a simple majority of voting members present at the meeting. Voting may be by written ballot, hand count, or voice vote. Voting by proxy shall not be allowed.

## **ARTICLE VIII.** **Financial Provisions**



**8.1 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 State Bar's Investment Policy.

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

**8.3 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.

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

## **ARTICLE IX.** **Miscellaneous**

**9.1 Political or Social Policy Advocacy Position.** No position may be taken by the Section or its members in the name of the Section or the State Bar that advocates or advances a political or social policy position in violation of State Bar policies, the State Bar Act, the State Bar Rules, or any other applicable state or federal law.

**9.2 Section Name Change.** The Section may not change its name without the approval of the State Bar Board of Directors in accordance with the then-current State Bar policies and procedures.

**9.3 Confidentiality of Section Member Information.** All information concerning any Section member that is deemed confidential by state or federal law, including Tex. Gov't 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.

**9.4 Amendment of Bylaws.** These Bylaws may be amended at any meeting of the Section by a majority vote of the Voting Members present and voting, provided that any proposed amendment is first approved by a majority of the Council and notice of the proposed amendment in accordance with these Bylaws has been provided to all Voting Members at least 30 days prior to the meeting at which the amendment will be considered. No amendment will become effective until approved by the State Bar Board of Directors in accordance with the then-current State Bar policies and procedures.