

# SBOT BOARD OF DIRECTORS' CODE OF CONDUCT

(April 2021)

The Board of Directors of the State Bar of Texas (“SBOT”) has adopted the following Code of Conduct for its Officers, Attorney Directors, Elected Directors, Public Directors, At-Large Directors, and *Ex officio* Directors (collectively referred to herein as “Board Members”) when participating in the affairs of the Board and its committees and sections. This Code is not intended to override or conflict with any applicable laws or obligations pursuant to the State Bar Act, the State Bar Rules, the State Bar Board Policy Manual, or the Texas Lawyer’s Creed, the SBOT Board of Directors Social Media Guidelines, or the SBOT Events and Conferences Code of Conduct (the “SBOT Governing Documents”).

Board Members are to be guided by this Code in carrying out their responsibilities as SBOT Officers and Directors. No code of conduct can anticipate every situation that may arise. Accordingly, this Code provides guiding principles to be applied in various circumstances. Generally, the goal is to ensure that Board Members strive to foster SBOT’s Mission Statement and act in an ethical manner by setting a minimum standard for the conduct of SBOT Board Members.

*The mission of the State Bar of Texas is to support the administration of the legal system, assure all citizens equal access to justice, foster high standards of ethical conduct for lawyers, enable its members to better serve their clients and the public, educate the public about the rule of law, and promote diversity in the administration of justice and the practice of law.*

a. **Professionalism and Ethics.** The reputation of the SBOT depends upon the way Board Members conduct themselves and the way the public perceives that conduct. Board Members must adhere to a high standard of professionalism and act ethically in conducting their duties. This includes being honest and acting with integrity. Unethical actions, or the appearance of unethical actions, are not acceptable. The SBOT’s Events and Conferences Code of Conduct is extended to the participation of Board Members in all of the affairs of the Board and its committees and sections.

b. **Care, Inquiry and Attendance.** Board Members shall apply themselves with due care when conducting SBOT business. Board Members are expected to be generally familiar with the SBOT Documents. Board Members shall take such steps as are reasonably necessary to be sufficiently informed to make decisions on behalf of the SBOT and to participate in an informed manner in the Board's activities. Board Members should aspire to attend all meetings of the Board and attempt to schedule personal and work obligations around meetings of the Board.

c. **Compliance with Laws, Rules and Regulations.** Board Members shall comply with all laws, rules and regulations applicable to the SBOT, including the SBOT Governing Documents. In accordance with Section 39.06 of the Texas Penal Code, a Board Member may not disclose or misuse information obtained in closed session, and must keep such information confidential.

d. **Diversity, Equity and Inclusion.** Board Members should aspire to create an inclusive environment, regardless of race, ethnicity, religion, color, national origin, age, sex, disability (physical or mental), military and/or veteran status, sexual orientation, gender identity, gender expression, or other characteristics protected by applicable federal, state or local law. Board Members shall not engage in behavior intended to harass, intimidate, degrade, or humiliate others based on these characteristics.

e. **Enforcement.** Any Board Member may report a potential violation of the Code to the SBOT Ad Hoc Submission Committee, which may forward legitimate reports to the Executive Committee for consideration and investigation. Before determining that a violation has occurred or that a corrective action is appropriate, the Board Member in question shall be given an opportunity to appear before the Executive Committee and respond in writing. Any decision by the Executive Committee may be appealed by the Board Member in question to the full Board.

f. **Corrective Action.** Corrective action may include, without limitation, a private warning, public censure, removal of the Board Member from a SBOT Board Committee or Subcommittee, or as Board Advisor or Board Alternate Advisor to any SBOT Section or Division, expelling the Board Member from an SBOT event without a refund, or disqualification of the Board Member from participating in any discussion or vote on a matter in which he/she is an adverse party.

g. **Clarifications.** Any Board Member may discuss with the General Counsel any questions or issues that may arise concerning compliance with this Code.

h. **No Prior Restraint.** Nothing herein shall preclude any Board Member from making comments that are protected as free speech under the First Amendment to the U.S. Constitution and under Article 1, Section 8 of the Texas Constitution.

i. **Board Training.** This Code shall be a component of the training required of new Board Members by Section 81.0201 of the State Bar Act.