

BYLAWS OF THE STATE BAR OF TEXAS
GOVERNMENT LAWYERS SECTION

ARTICLE I

Name and Purpose

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

Section 2. Purpose. The purpose of this Section shall be to promote the objectives of the State Bar of Texas within the field of government law practice.

ARTICLE II

Membership and Dues

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

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

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

~~ARTICLE III~~

~~Officers and Council~~

~~Section 1. Officers. The officers of this Section shall be a Chair, Chair Elect, Secretary, Treasurer, each of whom shall be a voting member of the Section in good standing. Each officer with the exception of the Treasurer shall hold office for a one-year term beginning with the close of the annual meeting at which the officer is elected and ending at the close of the next succeeding annual meeting of the Section and until a successor officer has been elected. The Treasurer shall hold office for a term beginning with the close of the annual meeting at which the Treasurer is elected and ending at the close of the annual meeting of the Section held two years hence and until a successor Treasurer has been elected.~~

~~Section 2. Council. There shall be a Council composed of fourteen voting members: the officers, the Immediate Past Chair, and nine other general Council members. The general Council members shall serve three-year terms. The Webmaster, the Newsletter Editor, and the Assistant Newsletter Editor shall be non-voting *ex officio* members of the Council. The President and the President-Elect of the State Bar of Texas shall be nonvoting *ex officio* members of the Council.~~

~~-ARTICLE III
Officers and Council~~

~~Section 1. Officers. There shall be five officers of this Section: a Chair, Chair-Elect, Immediate Past Chair, Secretary, and Treasurer, each of whom shall be a voting member of the Section in good standing. Each officer shall hold office for a two-year term beginning with the close of the annual meeting at which the officer is elected and ending at the close of the annual meeting of the Section two years hence and until a successor officer has been elected.~~

~~Section 2. Council. There shall be a Council composed of fourteen voting members: the officers and nine other general Council members. The general Council members shall serve three-year terms. The Webmaster, the Newsletter Editor, and the Assistant Newsletter Editor, or their functional equivalent if held under a different title or combined with other functions, shall be non-voting *ex officio* members of the Council, unless these offices are held by a regular Council member, in which case, they shall have their regular voting rights as Council members.~~

ARTICLE IV
Duties and Powers of Officers

Section 1. Chair. The Chair, or the Chair-Elect in the absence of the Chair, shall preside at all meetings of the Council and at the annual meeting of the Section, and shall be an *ex officio* member of all committees, have general and active management of the business of the Section, and shall represent the Section in matters involving the State Bar of Texas. The Chair shall formulate and present at each annual meeting of the State Bar of Texas a report of the work of the Section for the then past year. The Chair shall perform such other duties and acts as usually pertain to the office.

Section 2. Chair-Elect. The Chair-Elect shall be an *ex officio* member of all the committees appointed by the Chair of the Council. Upon the death, resignation, or during the disability of the Chair, or upon the Chair's absence or refusal to act, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term except in cases of the Chair's absence or disability and then only during so much of the term as the absence or disability continues.

Section 3. Secretary. The Secretary shall be the custodian of all books, papers, documents, and other property of the Section. The Secretary shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. With the Chair, the Secretary shall prepare a summary or digest of the proceedings of the Section at its annual meeting for publication in the Texas Bar Journal, upon approval by the President of the State Bar of Texas. The Secretary, in conjunction with the Chair, as authorized by the Council, shall attend generally to the business of the Section.

Section 4. Treasurer. The Treasurer shall receive all dues payable by members of the Section and all other funds to which the Section is entitled and shall make payments for expenses incurred in the regular course of the Section's business, and for other items approved by the Chair or the Council. The Treasurer shall keep accurate records and shall account for all sums received. The Treasurer shall keep an accurate account of all dues collected and of any monies appropriated to the Section and expended for its use.

ARTICLE V Duties and Powers of Council

Section 1. General Responsibility. The Council shall have general supervision and control of the affairs of the Section subject to the limitations of these Bylaws and the State Bar Act, State Bar Board Policy Manual, and State Bar Rules. The Council shall adopt procedures to authorize expenditures of money generally, and shall approve any expenditures that exceed the amount of annual dues collected by the Section and commitments or contracts that involve obligations for the payment of money by the Section in excess of Five Hundred Dollars (\$500).

Section 2. Filling Vacancies in Office. The Council, during the interim between annual meetings of the Section, may fill vacancies of general Council members, in the office of Secretary or Treasurer, or in the event of a vacancy in both the office of Chair and ChairElect, then in the office of Chair.

Section 3. Ex officio Members. *Ex officio* members of the Council shall have the right to attend all Council meetings and participate in the discussions at Council meetings, but shall have no right to vote. *Ex officio* members may serve on any committees, either as committee members or as a committee chair.

Section 4. Removal for Failure to Attend Meetings. If any elected general member of the Council fails to attend three regular meetings of the Council without an excused absence, the office held by such member shall be automatically vacated, and the Council shall fill the vacancy for the unexpired term.

Section 5. Newsletter. The Council shall cause to be published a newsletter and the Chair shall appoint a Newsletter Editor and Assistant Newsletter Editor for that purpose. The Newsletter Editor and Assistant Newsletter Editor shall serve at the pleasure of the Chair.

Section 6. Special Committees. The Council may authorize the Chair to appoint special committees from Section members, to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these Bylaws and the State Bar Act, State Bar Board Policy Manual and State Bar Rules. The chair and members of such special committees may, but need not, be members or officers of the Council. The Chair may designate to whom any special committee shall report.

Section 7. Continuing Legal Education. The Council may authorize the study of any and all problems related to the field of government law practice, may conduct institutes and seminars and study sessions thereon, and may authorize participation in any institute or meeting relating to such subject matters conducted by the State Bar of Texas or any Section or committee authorized by it.

ARTICLE VI.

Nomination and Election of Officers and General Council Members

Section 1. Nominations. Not less than ninety (90) days prior to the next annual meeting, the Chair shall appoint a nominating committee of three members of the Council, one of whom to be designated chair of the nominating committee. The nominating committee shall nominate persons for the offices of Chair, Chair-Elect, Secretary and Treasurer, when applicable, and shall nominate three general Council members to succeed those whose terms will expire at the close of the next annual meeting to which officers and general Council members will be elected. *Ex officio* members of the Council may serve on the nominating committee. The nominating committee shall submit a report to the Chair and Council in sufficient time to conform to the notice requirement of Section 3 of this Article VI. The Chair shall present the report to the Section members at the annual meeting for a vote. Nominations for the four officers and general Council members may be made from the floor.

Section 2. Representative Membership. The voting membership of the Section Council should reflect, as much as possible, the membership of the Section as a whole, taking into consideration all relevant factors, including, but not limited to, the cultural diversity and geographical location of the membership as a whole and other factors relevant to

maintaining a Section Council membership which reflects the membership of the Section as a whole.

Section 3. Notice. Written notice of the nominees for election to the offices and general Council positions as nominated by the nominating committee shall be given to members of the Section not less than thirty days prior to the date set for the election.

Section 4. Elections. All elections shall be made by voice vote or by written ballot, as determined by the Chair. A majority vote of the Section members in attendance at the annual meeting shall constitute binding action of the Section.

ARTICLE VII Meetings

Section 1. Annual Meeting of Section. The Council shall hold at least one annual Section membership meeting and shall decide the time and the place for the meeting. Notices of all membership meetings shall be provided to the President, President-elect, Executive Director and Board advisors.

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

Section 3. Voting at Section Meetings. The members of the Section present at any meeting shall constitute a quorum for the transaction of business. A vote may be taken by voice vote or by written ballot, as determined by the Chair. A majority vote of the Section members present shall constitute binding action of the Section.

Section 4. Meetings of Council. Meetings of the Council may be called by the Chair at such place and time as the Chair may designate. Regular meetings of the Council shall be held in the fall, winter and spring at such place and time as the Chair may designate. Eight (8) members of the Council shall constitute a quorum at a meeting of the Council. Any meeting of the Council may be held in person or by means of telephone conferencing equipment, videoconferencing equipment or other similar equipment. Any person participating in such a meeting by means of such equipment shall be deemed to be present and in attendance at such meeting and shall have the ability to vote at such meeting. Notices of all membership meetings shall be provided to the President, President-elect, Executive Director and Board advisors.

Section 5. Voting at Council Meetings. During Council meetings, all binding action of the Council shall be by vote of a majority of those members present at a meeting at which a quorum is present, except as provided in Section 6 of Article VII. Members of the Council when present at a meeting of the Council may vote by voice vote, written ballot, or any combination thereof. Voice votes may be made in person or through the use of telephone

conferencing equipment, video conferencing equipment or other similar means of communication, and written ballots may be delivered to the Secretary in writing or by facsimile or other electronic transmission (including, without limitation, e-mail). A majority voice vote of the members present at the meeting shall constitute binding action of the Council on behalf of the Section membership.

Section 6. Voting on Formal Propositions in the Absence of a Meeting. In the absence of a meeting, the Chair of the Council at any time, and upon the request of any member of the Council, may submit or cause to be submitted in writing or by facsimile or other electronic transmission (including, without limitation, e-mail) to each of the members of the Council, any formal proposition upon which the Council may be authorized to act. The members of the Council may vote upon such proposition or propositions so submitted by communicating their vote thereon, in writing over their respective signature or by facsimile or other electronic transmission (including, without limitation, e-mail), to the Chair and Secretary, who shall record upon the minutes each proposition so submitted, when, how, at whose request same was submitted, and the vote of each member of Council thereon. The Secretary shall keep on file a record of such votes. If the votes of a majority of the Council members who communicate their vote so recorded shall be in favor of such proposition or if such majority shall be against such proposition, such majority vote shall constitute the binding action of the Council. At any time, the Chair or Chair's designee may take informal polls by telephone or electronic transmission (including, without limitation, e-mail) on any matter that does not constitute a formal proposition.

ARTICLE VIII Finances

Section 1. Section Dues. The Section shall collect membership dues and govern expenditures of dues income. The State Bar of Texas Board must approve the establishment or revision of any Section dues.

Section 2. Investment. Section funds are to be invested consistent with the State Bar investment policy, as set forth in Policy Manual Section 3.05 and Policy Supplement Section 3.05.

Section 3. Report. The Treasurer shall submit to the State Bar of Texas Executive Director by July 15 of each year a complete financial report for the preceding Fiscal Year ending May 31 and a Section budget for the current Fiscal Year.

Section 4. Depositories. The Treasurer shall collect and deposit dues income into either a branch of the State Bar banking depository, or an alternative banking depository meeting the requirements of the investment policy as set forth in Policy Manual Section 3.05 and Policy Supplement Section 3.05. In the event the Treasurer selects an alternative depository, he or she shall instruct the depository to provide directly to the State Bar a duplicate of the bank statements, canceled checks and deposit slips. Any expense incurred in providing such duplicates to the State Bar shall be borne by the Section.

Section 5. State Bar Assistance to Sections. Upon request by the Treasurer, following approval by the Council, the accounting department of the State Bar shall prepare a monthly and year-to-date section financial report. Additionally, the Treasurer may elect to have the State Bar manage Section funds, including depositing dues, managing operating expenses, issuing checks, and preparing financial reports and budgets, at the Section's expense.

ARTICLE IX
Miscellaneous Provisions

Section 1. Fiscal Year. The Fiscal Year shall be the same as that of the State Bar of Texas.

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

Section 3. Limitation on Compensation. No salary or compensation shall be paid to any officer, member of the Council, or member of a committee. Nevertheless, the Council may employ and compensate a person to perform work outside the meetings of the Council on any special study or project approved by the Council.

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

Section 5. Exerting Positions on Behalf of State Bar of Texas. No action, policy determination, or recommendation of this Section or any committee thereof shall be deemed to be, or be referred to as, the action of the State Bar of Texas prior to submission of the same to, and approval by, the Board of Directors of the State Bar of Texas, the General Assembly of the State Bar of Texas in annual convention, or duly authorized referendum of the State Bar of Texas. No positions may be taken by the Section or its members in the name of the Section that advocates or advances a political or social policy position. The Section must conform to the Legislative Policies of the State Bar contained in Board of Directors Policy 5.03.04. Any resolution adopted or action taken by this Section may on request of this Section be reported by the Chair to the annual meeting of the State Bar of Texas for action thereon.

Section 6. Notice to Section Members. In lieu of any notice which may be authorized or required in these Bylaws to be sent in writing or by mail or other similar means to any

member of the Section, or to any member of the Council or any other person, such notice may instead be provided by facsimile or other electronic transmission (including, without limitation, e-mail) or on a list serve or website in a manner designed to provide substantially the same type of notice as would have been provided by mail or other specified means.

Section 7. Amendment. These Bylaws may be amended at any meeting of the Section by a majority vote of the members of the Section present and voting, provided such proposed amendment shall first have been approved by a majority of the Council and provided, further, that no amendment so adopted shall become effective until it has been approved by a majority of the members of the Board of Directors of the State Bar of Texas. These Bylaws may be amended at any annual meeting of the Section by a majority vote of the members of the Section present and voting, provided such proposed amendment shall first have been approved by a majority of the Section Council and provided, further, that no amendment so adopted shall become effective until it has been approved by a majority of the members of the Board of Directors of the State Bar of Texas.