

# STATE BAR OF TEXAS APPELLATE SECTION

## Bylaws

### ARTICLE I

#### Name and Purpose

**Section 1.** This Section shall be known as the Appellate Section of the State Bar of Texas.

**Section 2.** The purpose of this Section is to promote the role and enhance the skills of members of the State Bar of Texas engaged in appellate practice and to improve the practice of appellate law in Texas. The Section shall further these goals by offering continuing legal education, disseminating materials on matters of interest and concern to the membership, and creating opportunities for the exchange of ideas among the membership of the Section. The Section also will cooperate with other Sections, promote the objectives of the State Bar of Texas, and encourage participation in the State Bar by appellate practitioners.

### ARTICLE II

#### Membership and Dues

**Section 1.** Any member of the State Bar of Texas shall be enrolled as a member of the Section after registering with the Treasurer of the Section and paying annual dues.

In an effort to promote the Section and enroll new members, the Council may, on an annual basis, exempt particular classes of members of the State Bar of Texas (e.g., new inductees, judicial members, etc.), from the obligation of paying dues. Any member of a non-lawyer division of the State Bar of Texas shall be enrolled as a non-voting member of the Section after registering with the Treasurer of the Section and paying annual dues.

**Section 2.** Dues shall be payable by June 1 of each year. The amount of the dues shall be by a vote of the Council, subject to the approval of the Board of Directors of the State Bar of Texas.

## ARTICLE III

### Officers and Council

**Section 1.** The officers of the Section shall be Chair, Chair-Elect, Vice-Chair, Treasurer, and Secretary.

**Section 2.** The Council shall consist of the five officers, the two immediate past Chairs, and nine other members to be elected by the Section to serve staggered three-year terms. Each member of the Council shall cast only one vote on Council actions. The President and President-Elect of the State Bar of Texas, the State Bar Board Advisor assigned to the Section, and the editor of the Section's Newsletter shall be ex-officio members of the Council, without the right to vote.

## ARTICLE IV

### Duties and Power of Officers

**Section 1.** The Chair shall preside at all meetings of the Section and the Council. If the Chair is absent, the Chair-Elect or Vice-Chair, in that order, shall preside. At each Annual Meeting of the State Bar of Texas, the Chair shall present a report of the work of the Section for the preceding year. The Chair shall appoint the Chairs and members of all Committees of the Section who are to hold office during the Chair's term. The Chair shall plan and supervise the program of the Section and the Annual Meeting of the Section, subject to the direction and approval of the Council. The Chair shall oversee the performance of all activities of the Section, keep the Council informed, and carry out its decisions. The Chair shall perform other duties designated by the Council.

**Section 2.** The Chair-Elect, after consulting with the Chair, shall arrange for the appointment of the Chairs and members of all Committees who are to hold office during the upcoming term. The Chair-Elect shall aid the Chair in the performance of responsibilities at the request of the Chair. The Chair-Elect shall perform other duties and have other powers designated by the Council or the Chair.

**Section 3.** The Vice-Chair shall advance the purposes of the Section, in consultation with the Chair of appropriate Committees and other officers of the Section. The Vice-Chair shall aid the Chair and the Chair-Elect in the performance of their responsibilities. The Vice-Chair will perform other duties and have other powers designated by the Council or the Chair.

**Section 4.** The Treasurer shall maintain all financial records of the Section and collect, receive and account for the funds of the Section. This includes maintaining the Section's bank accounts, making deposits, writing checks, and preparing a financial report for the Annual Meeting of the Section. The Treasurer shall maintain the financial records so that they can be made available for inspection by any Section officer, upon reasonable notice. The Treasurer is authorized to hire a bookkeeper to do accounting for the Section, and may engage an auditor to prepare a financial report, if necessary. The Treasurer shall make a monthly report to the accounting department of the State Bar of Texas, which shall include copies of the Section's bank statement, canceled checks, deposit slips, and check register. The Treasurer shall prepare and submit to the State Bar Executive Director by July 15 each year a complete financial report for the preceding fiscal year ending May 31, which shall include a balance sheet and income statement, and a section budget for the current fiscal year. The Treasurer shall instruct the Section's depository to provide directly to the State Bar a duplicate of the bank statements, canceled checks, and deposit slips. Any expense incurred in providing duplicates to the State Bar shall be borne by the Section.

**Section 5.** The Secretary shall consult with and assist all the officers of the Section with the work of the Section generally, as they may request. The Secretary shall be the custodian of all books, papers, documents, and other property of the Section, and shall keep a record of all meetings of the Section and of the Council, whether assembled or acting under submission. The Secretary shall assist the Chair in the preparation of the Section's annual report submitted in the Spring of each year for publication in the Texas Bar Journal, describing the activities and plans of the Section. In conjunction with the Chair, as authorized by the Council, the Secretary shall attend generally to the business of the Section.

## **ARTICLE V**

### **Duties and Power of Council**

**Section 1.** The Council shall have general supervision and control of the affairs of the Section, subject to the provisions of the State Bar Act, the State Bar Rules, the policies adopted by the Board of Directors of the State Bar of Texas, and these Bylaws.

**Section 2.** No payments of money shall be made without the Council's authorization. For amounts of \$500 or less, the Chair can give authorization on behalf

of the Council. Amounts over \$500 must be approved by the Council, either at a meeting of the Council, by conference call, by mail, by e-mail, or by fax.

**Section 3.** All binding action of the Council shall be by majority vote of those voting, provided that a quorum of not less than six voting members are present when any meeting is convened. Members of the Council may vote in person, by conference call, by mail, by e-mail, or by fax, within a reasonable time prescribed by the Chair, provided, however, that any vote taken only by mail, e-mail, or fax shall not be certified until at least six voting members have registered their votes.

**Section 4.** The Council shall meet at least once during the term of the Chair, and as often as the reasonable needs of the Section require. Reasonable advance written notice of meetings shall be given to all members of the Council by the Chair or the Secretary.

**Section 5.** The Council shall annually appoint the Editor of the Section's Newsletter. Before filling a vacancy or appointing a new Editor, the Council shall solicit applications from Section members to serve as Editor of the Section Newsletter. The Editor shall serve at the pleasure of the Council. In no event shall an Editor serve as Editor for more than three consecutive years. The Council shall determine the form and general substance of the Section Newsletter. If the Council determines that the Editor should be compensated pursuant to Article X, Section 2, the Council shall provide for such compensation in the Section Budget. The Council may not bind the Section to an agreement to compensate the Editor for a term in excess of one year.

## ARTICLE VI

### Meetings of the Section

**Section 1.** The Annual Meeting of the Section shall be held during the Annual Meeting of the State Bar of Texas or such other place and time chosen by the Council, as permitted by applicable State Bar rules, with such program and order of business as may be arranged by the Council. The order of business and a program may be arranged by the Chair, subject to the direction and approval of the Council.

**Section 2.** Special meetings of the Section may be called by the Chair, upon approval of the Council, at a time and place determined by the Council. Reasonable notice of any special meeting shall be given to all Members of the Section.

**Section 3.** The Members of the Section present at any meeting shall constitute a quorum for transacting business.

**Section 4.** All binding action of the Section shall be by majority vote of the Members present.

**Section 5.** The procedure of Section meetings shall be governed by Robert's Rules of Order Revised, unless otherwise provided in these Bylaws.

**Section 6.** The Council has authority to act for the Section in matters that may come before the Section during intervals between the Annual and Special meetings of the Section.

**Section 7.** The Council may direct that a matter be submitted to the Members of the Section for written vote. The Members of the Section may vote upon such submitted proposition by tendering their vote to the Secretary, in writing, with their signature, within a reasonable time prescribed by the Council. For purposes of this Section, an electronic transmission, including email, with the name of the sender shall constitute a signed writing of the Member. The Secretary shall record in the minutes of the Section the text of the proposition submitted, that it was submitted to all Members of the Section in writing without a meeting, and the vote. Binding action of the Section shall be by a majority of the votes received in accordance with the provisions of this section. Ballots may be transmitted by mail, fax, electronic mail, including email, or any other reasonable and reliable means.

## **ARTICLE VII**

### **Elections**

**Section 1.** The officers, other than the Chair, shall be elected by a majority of the members voting at the Annual Meeting of the Section. They shall serve one-year terms, beginning at the adjournment of the Annual Meeting at which they are elected, or until their successors have been elected and qualified. The Chair-Elect shall become Chair upon adjournment of the Annual Meeting.

**Section 2.** Three Members of the Council, other than the officers of the Section, shall be elected by a majority of the members voting at the Annual Meeting of the Section. They shall serve three-year terms, beginning at the adjournment of the Annual Meeting at which they are elected and qualified.

**Section 3.** No non-officer Member of the Council who has served a full term may be elected to a successive term as a non-officer Member of the Council, unless at least one year has elapsed since that Member left the Council.

**Section 4.** Before each Annual Meeting of the Section, the Chair shall appoint a Nominating Committee of three members, consisting of one of the two immediate past Chairs, one of the non-officer Council members whose term is not going to expire at the next Annual Meeting, and one non-Council member of the Section who is not a candidate for a position on the Council. That Committee shall report nominations to the Section for the officers and other Council Members scheduled to be elected at the Annual Meeting. No nominees shall be reported to the Section unless they have agreed to serve if elected. Other nominations may be made from the floor at the Annual Meeting, if the nominee has agreed to serve if elected.

## ARTICLE VIII

### Succession of Officers and Vacancies

**Section 1.** The Chair-Elect shall automatically assume the office of Chair at the end of the Annual Meeting unless prevented by death or disability, or refusal to act as Chair. The Chair shall serve a term of one year.

**Section 2.** In the event of death, disability, or refusal of the Chair to serve during the term, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or disability.

**Section 3.** In the event of the death, disability, or refusal of the Chair-Elect to serve during the term, the Vice-Chair shall perform the duties of the Chair-Elect for the remainder of the Chair-Elect's term or disability.

**Section 4.** In the event of the death, disability, or refusal of the Vice-Chair to serve during the term, the Treasurer shall perform the duties of the Vice-Chair for the remainder of the Vice-Chair's term or disability.

**Section 5.** Between Annual Meetings of the Section, the Council may fill vacancies in its own non-officer membership, or in the offices of Treasurer or Secretary. Members of the Council and officers selected in this manner shall serve until the close of the next Annual Meeting of the Section. The remainder of any Council

Member's unexpired term shall be filled by election at the next Annual Meeting, as provided in Article VII of these Bylaws.

**Section 6.** If any elected Member of the Council fails to attend a Council meeting held in conjunction with each of two successive Annual Meetings of the Section, the office held by the Member shall be vacated automatically, and the vacancy shall be filled according to these Bylaws.

**Section 7.** At the end of the term in office as Chair, the immediate past Chair shall serve as a member of the Council for the next two years.

## **ARTICLE IX**

### **Committees**

**Section 1.** Except as otherwise provided in these Bylaws, all Committees shall be appointed in accordance with the provisions of Article IV, and any Member of the Section, including members of the Council, may serve as a Committee Chair or as a member of a Committee.

**Section 2.** Committees shall be appointed, as needed.

## **ARTICLE X**

### **Miscellaneous Provisions**

**Section 1.** The fiscal year of the Section shall be the same as that of the State Bar of Texas.

**Section 2.** No salary or compensation shall be paid to any officers of the Section, members of the Council, or members of a Committee for their professional services or time, except that the Council may authorize reasonable compensation for the Editor of the Section Newsletter. Officers, members and ex-officio members of the Council, and persons whom the Chair has requested to attend a Council meeting shall be reimbursed for expenses reasonably and necessarily incurred on behalf of the Section by submitting requests and receipts to the Treasurer.

**Section 3.** Notices to Members of the Council may be given in writing, by fax or other electronic transmission, including email. Waiver of notice of any meeting may be made in writing before or after any meeting and attendance at a meeting shall

constitute waiver of notice. Notice to Members of the Section with respect to any Annual or other meeting of the Section or any other matter may be given (a) in writing, (b) by publication in the Texas Bar Journal, The Appellate Advocate or any other publication of the Section or the State Bar of Texas that is distributed physically or by electronic transmission to the Members of the Section, (c) by fax, or (d) any other electronic transmission, including email.

**Section 4.** No action by this Section shall become effective as the action of the State Bar of Texas until it is approved by the Board of Directors of the State Bar of Texas. Any resolution adopted or action taken by the Section may, if requested by the Section, be reported by the Chair of the Section to the Annual Meeting of the State Bar of Texas for action by its Board of Directors.

**Section 5.** Except as may be provided by the policies and procedures of the Board of Directors 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. In accordance with the policies and procedures of the Board of Directors of the State Bar of Texas, governing the assertion by a section of its own position, which are incorporated herein by reference, the Section may assert an independent position regarding legislative, judicial, or executive action. Any such position must be adopted by a majority of a quorum of the Council of the Section.

**Section 6.** The provisions of Section 5.02 of the State Bar of Texas Board of Directors Policy Manual, governing finances, are incorporated herein by reference.

**Section 7.** These Bylaws shall become effective upon their approval by the Board of Directors of the State Bar of Texas and by the Section.

## **ARTICLE XI**

### **Amendments**

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 that any proposed amendment shall first be approved by a majority of the Council and notice of the proposed amendment in accordance with these Bylaws shall be provided to all Members of the Section at least 30 days prior to the Annual Meeting. No amendment shall become effective until approved by the Board of Directors of the State Bar of Texas.