

BYLAWS
of the
WOMEN AND THE LAW SECTION
of the
STATE BAR OF TEXAS
(As Revised Through June 2001)

ARTICLE I: Name and Purpose

Section 1. This Section shall be known as the Women and the Law Section.

Section 2. The purpose of this Section shall be to encourage and facilitate the active and effective participation of women in the legal profession and in the community, and to address the current needs of and issues affecting women.

ARTICLE II: Membership and Dues

Section 1. Any member of the State Bar of Texas who desires to become a member of this Section shall, upon request and payment of annual dues, be enrolled as a member. Members so enrolled shall constitute the membership of the Section.

Section 2. Annual dues for membership in the Women and the Law Section shall be determined by a majority vote of the Council of the Section, but shall not exceed Thirty Dollars (\$30.00). Initial annual dues shall be Twenty (\$20.00) for members of the State Bar of Texas and Five Dollars (\$5.00) for law students and/or Associate Members of the State Bar of Texas, until changed by majority vote of the Council.

ARTICLE III: Officers

Section 1. The word "year" as used throughout these Bylaws means a term beginning at the close of the annual meeting of the Section at which elections for officers are held and ending at the close of the succeeding annual meeting.

Section 2. The officers of this Section shall be a Chair, Chair-Elect, Vice-Chair/Membership, Vice-Chair/Newsletter Editor, Secretary, Treasurer, and Chronologist.

Section 3. There shall be a Women and the Law Section Council, which shall consist of the Chair, Past-Chair, Chair-Elect, Vice-Chair/Membership, Vice-Chair/Newsletter Editor, Secretary, Treasurer, and Chronologist, together with nine (9) other members to be elected by the Section as hereinafter provided. The Council may also nominate one or more distinguished former Officers or members of the Council to serve as emeritus voting members of the Council. The State Bar President, President-Elect, and Board Advisor to the Section shall be Ex-Officio non-voting members of the Section Council.

Section 4. The Chair-Elect, Vice-Chair/Membership, Vice-Chair/Newsletter Editor, Secretary, Treasurer, and Chronologist, shall be nominated and elected in the manner provided, at each annual meeting of the Section, to hold office for a term beginning at the close of the annual meeting of the State Bar of Texas, at which they shall have been elected, and ending with the close of the next succeeding annual

meeting of the State Bar or until their successors have been elected and shall qualify.

Section 5. At the annual meeting of the Section at which these Bylaws shall have been adopted, five (5) members of the Council shall be nominated and elected to serve for a term of two years. At the next annual meeting, four (4) members of the Council shall be nominated and elected to serve for a term of two years. Thereafter, upon the expiration of each of these initial terms, either five (5) or four (4) members of the Council shall be elected at each annual meeting of the Section, in respect of the number of such two-year terms then being completed.

Section 6. Persons who have served two full two-year elected terms may not succeed themselves as members of the Council but shall be eligible for election to an officer position.

Section 7. If any elected member of the Council, without good cause in the opinion of the Council, shall fail to attend two consecutive meetings of the Council, the office held by such member shall be automatically vacated, and the vacancy shall be filled for the unexpired term, by the Section if at an annual meeting, and by the Council if the vacancy occurs between annual meetings.

ARTICLE IV: Nomination and Election of Officers

Section 1. Nomination. A nominating committee consisting of the Chair-Elect and three other Section members appointed by the Chair, shall make and report nominations at the annual meeting to the Section for the offices of Chair-Elect, Vice-Chair/Membership, Vice-Chair/Newsletter Editor, Secretary, Treasurer, Chronologist, and members of the Council, to succeed those whose terms will expire at the close of the then annual meeting, and to fill vacancies then existing for unexpired terms. Other nominations for the same offices and positions on the Council may be made from the floor.

Section 2. The nominating committee shall nominate, insofar as practicable, nominees who are as a group representative of all constituents of the Section.

Section 3. Election. All elections shall be by written ballot unless otherwise ordered by resolution duly adopted by the Section at the annual meeting at which the election is held.

ARTICLE V: Duties of Officers

Section 1. Chair. The Chair shall preside at all meetings of the Section and of the Council, call special meetings of the officers, the Council, and the Section, formulate and present at each meeting of the State Bar of Texas a report of the work of the Section for the then past year, establish committees composed of Section members and/or non-attorneys to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these Bylaws and the Constitution and Bylaws of the State Bar of Texas, and perform such other duties and acts as usually pertain to the office.

Section 2. Chair-Elect. Upon the death, resignation, or during the disability of the Chair, or upon his or her absence or refusal to act, and upon expiration of the Chair's term, the Chair-Elect shall perform the duties of the Chair.

Section 3. Vice-Chair/Membership. The membership vice-Chair shall engage in activities to increase membership in the Section, provide services to members, and take any other action necessary and proper to perform any of the foregoing duties.

Section 4. Vice-Chair/Newsletter Editor. The newsletter vice-Chair shall be in charge of publishing the Section's newsletter three to four times per year, and may take all action necessary and proper to perform this duty.

Section 5. Secretary. The Secretary shall record the minutes of all meetings of the Section and of the Council, maintain current record of addresses and telephone numbers of the members of the Section and the Council, carry on correspondence with associations and maintain a file of such correspondence, and make any other action necessary and proper to perform any of the foregoing duties.

Section 6. Treasurer. The Treasurer shall dispense the funds of the Section for budgeted items when authorized to do so by the Section or by the Council, subject to the limitations otherwise specified in these Bylaws or in the constitution and Bylaws of the State Bar of Texas, maintain a current record of all financial transactions and provide a written summary when requested by the Chair, collect all monies for the Section, publish an annual financial statement and budget, and take any other action necessary or proper to perform any of the foregoing duties.

Section 7. Chronologist. The Chronologist shall chronicle the activities of the Section, beginning with its inception in 1980. This shall include the gathering of articles and other information concerning the Section printed in legal or other publications, the preservation of the annual Section reports submitted to the State Bar Board of Directors by the Chair of the Section, the preservation of any other summaries compiled of Section activities, and the preservation of any other pertinent information concerning the Section. Further, the Chronologist shall chronicle the Section's Sarah T. Hughes Award, including information about Judge Hughes, about the award recipients, and about the award ceremony held each year. And lastly, the Chronologist shall act in the capacity of Section liaison to assist and work with other sections and/or committees of the State Bar of Texas, to compile written and/or oral histories of pioneer women attorneys in the State Bar of Texas: women who have served in an exemplary manner as role models and mentors to the women of this state.

ARTICLE VI: Duties and Powers of the Council

Section 1. The council shall have general supervision and control of the affairs of the Section subject to the provisions of the Constitution and Bylaws of the State Bar of Texas and the Bylaws of this Section.

Section 2. The Council may receive membership dues and govern expenditures of dues income for the Section. Any revision in the Section dues must be submitted to the State Bar Board of Directors for approval. The Council shall not, however, authorize commitments to contracts which shall entail the payment of any money during any fiscal year unless the funds shall have been previously appropriated to

the Section for that fiscal year by the Board of Directors of the State Bar of Texas. The Council shall submit to the State Bar of Texas Executive Director by July 15 each year a complete finance report for the preceding fiscal year ending May 31, which includes a balance sheet and income statement. The Council will also submit to the State Bar accounting department on a monthly basis all bank statements along with all canceled checks and deposit slips and the check register. Section funds can only be invested within the parameters outlined in the State Bar of Texas Investment Policy as set forth in Section 10.05 of the Board policy manual.

Section 3. . The council may authorize the Chair to establish committees composed of Section members and/or non-attorneys to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these Bylaws and the Constitution and Bylaws of the State Bar of Texas.

Section 4. The Council, during the interim between annual meetings of the Section, may fill vacancies in its own membership or in the office of Secretary, Treasurer, Chronologist, or Chair-Elect. Members of the Council and officers so selected shall serve until the close of the next annual meeting of the Section.

Section 5. A majority of the members of the Council shall constitute a quorum for the transaction of business. All binding action of the Council shall be by majority vote of Council membership present in person and voting. The Council may participate in and hold meetings by telephone conference call or by other electronic means through which all persons participating can hear each other, or by written communication including but not limited to mail, facsimile or electronic mail. Participation in a meeting by written communication, telephonically or electronically shall constitute presence in person at such meeting for all purposes

Section 6. The Chair of the Section may, and upon the request of any member of the Council shall, submit or cause to be submitted to each member of the Council, by written communication as described in Section 5 of this Article, any proposition upon which the Council may be authorized to act. The members of the Council may vote upon such proposition so submitted, within the time specified by the Chair, by communicating their vote thereon to the Secretary, who shall record upon the Minutes each proposition so submitted, when, how, at whose request submitted, and the vote of each member of the Council thereon, and keep on file such written signed votes.

Section 7. Notice. All Council members shall be given reasonable notice of all Council meetings and a copy of the meeting agenda.

ARTICLE VII: Section Meetings

Section 1. The annual meeting of the Section shall be held during the annual meeting of the State Bar of Texas, in the same city, and at such time and place as may be fixed by the Council, with such program and order of business as may be arranged by the Council of the Section.

Section 2. Special meetings of the Section may be called by the President upon approval of the Council, at such time and place as the Council may determine.

Section 3. The members of the Section present at any meeting shall constitute a quorum for the transaction of business and all binding action of the Section shall be by a majority vote of the members present.

ARTICLE VIII: Miscellaneous Provisions

Section 1. Any resolution adopted or action taken by this Section may, on request of the Section, be reported by the Chair of the Section to the annual meeting of the State Bar of Texas for the State Bar's action thereon.

ARTICLE IX: Amendments

Section 1. Section 1. These Bylaws may be amended at any annual meeting of the Section by a two-thirds (⅔) vote of the members of the Section present and voting, provided such proposed amendments shall first have been approved by two-thirds (⅔) of the Council of the Section 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.

NOTES

1. Amended 2001 to eliminate reference to payment of annual dues "to the Treasurer of the Section," since dues are paid through the State Bar.
2. Amended 1992 to raise dues from \$15.00 to \$20.00 effective 1993/1994.
3. Amended 1997 to add the offices of Vice-President/Membership and Vice-President/ Newsletter Editor to this section and to sections 3 and 4, and to art. IV, section 1 and to art. V, sections 3 and 4. Amended 2001 to change all references to President throughout these Bylaws to Chair.
4. Amended 2001 to include named officers as members of the Council, rather than "ex officio voting members."
5. Amended 1997 to provide for emeritus voting members of the Council. Amended 1999 to reduce the size of the Council from 13 to 9 members.
6. Amended 1999 to reduce the size of the Council from 13 to 9 members over a period of two years.
7. The following provision, added in 1994 to conform to State Bar Board requirements, was deleted in 2000 as obsolete: "The Treasurer shall submit to the State Bar on a quarterly basis copies of all financial activities or transactions." See now Article VI, Section 2.
8. Amended 1997 to conform to State Bar Board requirements.
9. Amended 2001 to define a quorum for Council meetings and permit the Council to meet by telephone conference or other electronic means, including e-mail and facsimile. Amendments to Art. VI, § 6 conforms voting procedures to this section.
10. A previous Section 7, which read as follows, "Section 7. The Council shall meet at the Mid-Year State Bar meeting, unless the officers of the Section shall determine that a meeting is not practicable," was deleted as obsolete at the 2000 Annual Meeting.

A previous Section 2, which read as follows, "Section 2. These Bylaws shall become effective upon approval thereof by the Board of Directors of the State Bar, and upon adoption by this Section," was deleted as obsolete at the 2001 Annual Meeting.