

Bylaws of the General Practice, Solo and Small Firm Section of the State Bar of Texas

Article I. Purpose

Section 1. This Section shall be known as the General Practice, Solo and Small Firm Section of the State Bar of Texas.

Section 2. The purpose of this Section shall be to enhance the role and skills of lawyers engaged in general practice of law, through study, collection, development, and dissemination of material on subjects of interest and concern to them, cooperating with and encouraging membership in other Sections of the State Bar, gearing its activities to basic principles and procedures and utilizing the publications, meetings, seminars, and committees and other suitable media for this end, thereby promoting the objects of the State Bar of Texas.

Section 3. This Section may prepare and present a legislative position that is in the interest of its members and in conformity with the policies of the State Bar.

Article II. Membership

Section 1. There shall be three classes of members; active, associate, and honorary.

a. Active Members: Any member of the State Bar of Texas who has paid General Practice Section dues for the current year.

b. Associate Members: Any member of the Legal Assistants Division of the State Bar of Texas who has paid General Practice Section dues for the current year. Associate members shall not be entitled to vote.

c. Honorary Members: Any person appointed as an honorary member by a majority vote of the council of the General Practice Section. Honorary membership shall include all the privileges of an active membership except voting and holding office and shall be exempt from payment of dues.

Section 2. Each member of the Section shall pay to the General Practice Section annual dues as established by the Council of the Section and as approved by the Board of Directors of the State Bar. Such dues will be \$17.00 for the 1992 year. Thereafter the Council, after reviewing the budgetary needs of the Section and in keeping with the purposes of the Section as set forth in these Bylaws shall report the amount of the dues necessary for the conduct of the Section business for the next succeeding year. The Council is hereby authorized to recommend an increase in such dues beginning in 1992, up to a maximum amount of \$30.00 without further action of the Section, said authorization for such increase having been previously approved. Any current member of the State Bar of Texas, or the Legal Assistants Division of the State Bar of Texas, upon request to the Secretary of the Section, and upon payment of the dues for the current year, may be enrolled as an Active or Associate Member of this Section. Thereafter, said dues shall be paid in advance each year beginning on the 1st day of July next succeeding such enrollment. Any member of this Section whose annual dues shall be more than six (6) months past due shall thereupon cease to be a member of this Section. Members so enrolled and whose dues are so paid shall constitute the membership of this Section.

Article III. Officers

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

Section 2. Chair. The Chair, or successively the Chair-Elect or Vice-Chair, in the absence of the Chair, shall preside at all meetings of the Section, and of the Council. He 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 closing year. He shall appoint the Chairmen and members all Committees of the Section who are to hold office during his term as Chair. He shall plan and supervise the program of the Section at the Annual Meeting of the State Bar of Texas during his term, subject to the directions and approval of the Council. He shall oversee the performance of all activities of the Section. He shall keep the Council duly informed and carry out its decisions. He shall perform such other duties and acts as usually pertain to his office or as may be designated by the Council.

Section 3. Chair-Elect. The Chair-Elect shall, in consultation with the Chair, arrange for the appointment of the Chairmen and members of all Committees who are to hold office during his coming term as Chair. He shall aid the Chair in the performance of his responsibilities in such manner and to such extent as the Chair may request. He shall perform such further duties and have such further powers as usually pertain to his office or as may be designated by the Council or the Chair. In case of the death, resignation or disability of the Chair, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or disability, as the case may be. The Chair-Elect shall, unless he shall have refused, failed, or been unable to act as Chair-Elect, at the end of the Annual Meeting following the one at which he was elected, automatically assume the office of Chair, for the term of one year.

Section 4. Vice-Chair. The Vice-Chair shall be responsible for procuring and publishing suitable articles to advance the purpose of the Section, in consultation with the other officers of the Section and with the aid of the Secretary. The Vice-Chair shall aid the Chair and the Chair-Elect in the performance of their responsibilities in such manner and to such extent as either may request. The Vice-Chair shall perform such further duties and have such further powers as usually pertain to his office or as may be designated by the Council or the Chair.

Section 5. Secretary-Treasurer. The Secretary-Treasurer shall consult with and assist all the officers of the Section as to the work of the Section generally in such manner and to such extent as they may request. The Secretary-Treasurer shall be the custodian of all books, papers, documents, and other property of the Section. He shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. He shall assist the Chair in the preparation of the Section's annual report submitted in the Spring of each year for publication in the June issue of the Texas Bar Journal, describing the activities and plans of the Section. He, in conjunction with the Chair, as authorized by the Council, shall attend generally to the business of the Section. He shall keep an accurate record of all moneys appropriated to and extended for the use of the Section. He shall collect, receipt and account for all moneys.

Section 6. Immediate Past Chair. At the end of his term of office as Chair, the Immediate Past Chair shall become a member of the Council for the term of one year, and an ex officio member for three additional years.

Article IV. The Council

Section 1. There shall be a Council, which shall consist of the Chair, Chair-Elect, Vice Chair, Immediate Retiring Chair and Secretary-Treasurer, fifteen members to be elected by the Section as hereinafter provided, and three ex-officio members.

Section 2. The Council shall have general supervision and control of the affairs of the Section subject to the provisions of the Rules Governing the State Bar of Texas, the policies

adopted by the Board of Directors of the State Bar of Texas, and the Bylaws of this Section. It shall especially authorize all commitments or contracts which shall entail the payment of money.

Section 3. The Council may act for the Section on any matter which comes before the Section during intervals between the Annual Meetings of the Section.

Section 4. Unless otherwise provided in these Bylaws, the standing committees of the Section to be appointed by the Chair are Program Committee, Liaison Committee with other Sections, Policies and Projects Committee, Budget and Finance Committee, Membership Committee, and Nominations Committee. The Chair may establish other committees that Council deems advisable.

Section 5. 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 or, in the event of the vacancy in all of the offices of Chair, Chair-Elect and Vice Chair, then may fill vacancies in the offices of Chair and Vice-Chair. Members of the Council and officers so selected shall serve until the close of the next annual meeting of the Section.

Section 6. If any member of the Council including an officer fails to attend any two consecutive Council meetings without reasonable excuse communicated to the Chair, or in his absence, the Chair-Elect, the office held by such member shall be automatically vacated, and the Council shall elect a member to fill the vacancy created thereby until the close of the next Annual Meeting of the Council.

Article V. Meetings and Official Actions

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 or place as such Annual Meeting of the State Bar of Texas, with such program and order of business as may be arranged by the Council. The time and place of the Annual Meeting of the Section may be changed by a majority vote of the Council.

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

Section 3. The active members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 4. All binding action of the Section shall be by a majority vote of the active members present.

Council Meetings

Section 5. The Council may direct that a matter be submitted to the members of the Section for vote by mail. In such event, binding action of the Section shall be by a majority of the votes received in accordance with rules fixed by the Council.

Section 6. The Council shall meet periodically each year in the Fall, Winter, and Spring at such time and place as the Chair determines. The Chair may also call special meetings of the Council upon not less than three days' notice.

Section 7. Seven members of the Council present in person or by telephone conference at any meeting shall constitute a quorum of the Council

Section 8. All binding actions of the Council at a called meeting shall be by majority vote of the Council members present in person or by telephone conference.

Section 9. In addition to action at called meetings, the Chair of the Section may, and upon the request of any member of the Council shall, submit or cause to be submitted in writing, to each of the members of the Council, any proposition upon which the Council may be authorized to act, and the members of the Council may vote upon such proposition or propositions so submitted, by communicating their vote thereon in writing over their respective signatures transmitted by mail or facsimile or, upon satisfactory validation, by electronic mail, to the Secretary-Treasurer, who shall record upon his minutes each proposition so submitted, when, how, and at whose request same was submitted, at any annual or called meeting.

Section 10. Notice of any special meeting of the Section or the Council shall be in writing and be sent by mail, facsimile or electronic transmission in a manner designed to provide reasonable notice of the meeting and its purpose.

Section 11. Action Without Meeting. Any action which may be taken by the Council, may be taken without a meeting if a consent in writing setting forth the action so taken shall be approved by all of the Council members entitled to vote and such consent shall have the same force and effect as a unanimous vote of the Council members. The consent may be in more than one counterpart so long as each Council member signs or signifies his or her consent to one of the counterparts. A valid counterpart may be originally signed by a Council member, a facsimile transmission of a counterpart originally signed by a Council member or a printable electronic message. The Council shall be the judge of, or may adopt rules to assure, the authenticity of any counterpart that is not originally signed. The approved consent and any counterparts shall be placed in the Minute Book.

Article VI. Elections

Section 1. At each Annual Meeting of the Section the following shall be elected:

- a. Chair-Elect, Vice-Chair and Secretary-Treasurer for a term of one year.
- b. In the event that the office of Chair-Elect, at the time of the election, is vacant because of death or resignation, or in the event that the Chair-Elect has refused, failed or is unable to act, then a Chair shall also be elected.
- c. Five new members of the Council shall be elected for terms of three years beginning at the close of the Annual Meeting at which they shall have been elected and ending at the close of the third succeeding Annual Meeting of the Section. Any other vacancies which may have occurred in the membership of the Council since the last Annual Meeting shall also be filled.

Section 2. All terms of office herein specified shall begin at the close of the Annual Meeting at which election takes place, and shall end at the close of the Annual Meeting at the end of the term specified. If at the close of any term of office, a successor has not been elected and qualified, then the term shall be extended until a successor shall have been elected and qualified.

Section 3. At or prior to the first session of each Annual Meeting of the Section, the Chair shall appoint a Nominating Committee of three members of the Section, which committee shall make and report nominations to the Section for such officers and Council members as are scheduled to be elected at the Annual Meeting. Other nominations for the same offices may be made from the floor.

Section 4. Eligibility for service to the Section as an officer or Council member is limited only as follows:

- a. To be eligible for election or appointment to the Council, a person must have been a member of the Section for one year immediately prior to the election; to be eligible for

election to the Council, a person may not have served as a member of the Council for a period of six or more continuous years immediately prior to the election.

b. To be eligible for election or appointment as an officer of the Section, a person must have been a member of the Section for one year immediately prior to the election or appointment and must have previously served for at least two years on the Council, although such service need not have been immediately prior such election.

Article VII. Finances

Section 1. The Section is authorized to collect membership dues and govern expenditure of dues income. Expenditures shall be controlled by the Council. The Council shall approve a financial report for the previous fiscal year and a budget for the current fiscal year, and the Secretary-Treasurer will submit both to the Executive Director of the State Bar by July 15 of each year.

Section 2. Section funds will be invested within the parameters outlined in the State Bar of Texas Investment Policy as set forth in section 10.05 of the State Bar Board policy manual.

Section 3. The Section will deposit dues income into a banking depository meeting the requirements of section 10.05 of the State Bar Board policy manual. The Secretary-Treasurer will instruct the depository to provide duplicate bank statements, canceled checks, and deposit slips to the State Bar.

Article VIII. 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 officer of the Section, member of the Council, or member of a Committee.

Section 3. Members of the Council and other persons the Council requests to attend a Council meeting shall be reimbursed for actual out-of-pocket expenses incurred in attending 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 the Chair of the Council has approved reimbursement before or after the meeting. Members of the Council shall be reimbursed for actual out-of-pocket expenses in attending meetings of the State Bar Board of Directors for purposes of representing the Section or reporting to the Council. Members of the Council shall be reimbursed for actual out-of-pocket expenses incurred in conducting the business of the Council such as postage, photocopying, long distances charges and the like.

Section 4. Officers and general members of the Council and duly authorized permanent and special committee members of the Section shall be indemnified by the Section for losses and expenses incurred as a result of a suit for any conduct in the course of their official duties, not as a result of intentional acts or gross negligence on the part of such person. The indemnification granted here shall extend to actions at law or in equity. Notwithstanding the provisions of this indemnification, this indemnification shall be qualified to the extent that professional liability insurance is maintained by each person, and is effective in this instance, and at no time shall the amount for which any individual may seek indemnification exceed the amount of funds held on deposit by the Section. □

Section 5. 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 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 Board of Directors action thereon.

Section 6. The Section may assert its own position on legislative, judicial or executive action in conformity with the policy of the Board of Directors of the State Bar. The Section's position must be adopted by a majority of a quorum of the Council, if the Council has been elected by a majority of the members voting after written notice of the nominees for election to the Council sent to the entire membership of the Section not less than thirty days before the date set for the election. No position 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 will not act as a political or social advocacy group and shall comply with all State Bar policies, the State Bar Act and within the guidelines of Keller-Gibson case law.

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

Article IX. 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 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 approved by the Board of Directors of the State Bar of Texas.