

SCHOOL LAW SECTION
OF THE STATE BAR OF TEXAS
BYLAWS

Article I

Name and Purpose

Section 1. Name. This section shall be known as the School Law Section ("Section") of the State Bar of Texas.

Section 2. Purposes. The purposes of this Section shall be to promote the objectives of the State Bar of Texas within the area of gathering, improving and analyzing existing laws as related to all matters involving schools and colleges, both public and private, and to keep the members of the State Bar of Texas advised in that respect;

Section 3. To compile and submit suggestions to the Legislative Committee of the State Bar of Texas regarding legislation prior to the beginning of each Regular Session of the Legislature which the Section believes would positively affect all constituencies involved in education in Texas;

Section 4. To provide continuing legal education to Section members on matters involving the practice of education law;

Section 5. To provide a newsletter to Section members, which shall be distributed to the members on a periodic basis, in the manner determined by the Executive Committee, and which shall address matters involving the practice of education law; and

Section 6. To correspond and cooperate with similarly-oriented Sections of the American Bar Association, other State Bar organizations and similar organizations.

Article II

Membership

Section 1. Eligibility. Any member of the State Bar of Texas who desires to become a member of this Section shall, upon registering his/her name with the Treasurer of this Section and payment of a fee to be established by this Section, not to exceed \$50.00 per year, be enrolled as a member. Members so enrolled shall constitute the membership of this Section.

Article III

Officers and Directors

Section 1. Officers. The officers of this Section shall be a Chair, a Chair-Elect, a Vice-Chair, a Treasurer, and the Immediate Past Chair.

Section 2. Executive Committee. There shall be an Executive Committee, which shall consist of all officers designated above, together with six (6) directors to be elected by the Section, as hereinafter provided, and the two (2) directors appointed by the Chair, as hereinafter provided, all with full vote and voice.

Section 3. Election of Officers. All officers, except the Chair and the Immediate Past Chair, shall be nominated and elected in the manner hereinafter provided at each annual meeting of this Section, to hold office for a term of one-year (as defined below in Section 5) and each shall serve until his/her successor is elected and qualifies. The Chair-Elect shall, at the end of his/her term of office, become Chair for a term of one year, and no Chair shall be eligible to succeed himself/herself for consecutive terms as Chair. The year following service as Chair, the Chair shall become the Immediate Past Chair for a term of one year.

Section 4. Elected Directors. Two (2) directors shall be elected at each annual meeting of the Section. Each director shall serve for a term of three (3) years, beginning at the close of the annual meeting at which the director is elected and ending at the close of the third succeeding annual meeting of the Section and each shall serve until his/her successor is elected and qualifies.

Section 5. Definition. The word "year", as herein used, means a term beginning at the close of the annual meeting of this Section at which they shall have been elected and ending at the closing of the next succeeding annual meeting of this Section.

Section 6. Appointed Directors. The Chair-Elect, upon his elevation to Chair, may appoint two (2) Directors to serve for a one-year term (to run with the term of the appointing Chair) and each shall serve until his/her successor is appointed and qualifies. These appointed Directors shall, with the rest of the Section membership, continue to be eligible to be elected by this Section as directors or officers.

Section 7. Additional Directors. In the event of a determination by the Executive Committee that all constituents of the membership are not represented on the Executive Committee, the Chair may also appoint such representative(s) as directors and in such capacity to serve as member(s) of the Executive Committee for a term of one (1) year to run with the term of the appointing Chair.

Section 8. Resignations. Any member of the Executive Committee except the Chair may resign his/her position, which shall be effective upon receipt by the Chair or upon the date noted in the resignation letter, whichever is later. The Chair's resignation shall be effective the date noted in the resignation letter or upon receipt by the Chair-Elect, whichever is later.

Section 9. Removals. The Executive Committee may vote to remove a member of the Executive Committee at any time for cause. A meeting to consider the removal of a director or officer may be called and noticed following the procedures provided in these Bylaws. Any notice of the meeting shall state that the issue of the possible removal of the director or officer will be on the agenda. The director or officer being considered for removal shall have the right to present information at the meeting as to why he or she should not be removed. Removal of the director or officer pursuant to this section requires an affirmative vote of at least fifty percent (50%) of the remaining Executive Committee.

Section 10. Vacancies. Any vacancy occurring in a director's or officer's position may be filled by the affirmative vote of a majority of the remaining members of the Executive Committee. A director or officer appointed to fill a vacancy is appointed to serve until the next annual meeting, at which point the vacancy shall be filled, by a membership vote, for the remainder of the unexpired term.

Section 11. Term Limits. Except as provided otherwise herein, no member of the Executive Committee is eligible to serve consecutive terms as a member of the Executive Committee, provided, however, that: an appointed director may be elected as a director immediately after having served as an appointed director; an appointed or elected director may be elected to an officer position immediately after having served as a director; all officers may be elected to another officer position; and the Chair shall have full authority to appoint Directors pursuant to Sections 6 and 7 of this Article, regardless of prior position held.

Article IV

Nomination and Election of Officers

Section 1. Nomination. Prior to each annual meeting of the Section, the Chair and the Chair-Elect shall serve as a Nominating Committee, which Committee shall make and report nominations to the Section for the offices of Chair-Elect, Vice Chair, Treasurer and directors, 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 may be made from the floor at the annual meeting of the Section.

Section 2. Representation. In selecting nominees for officers and directors, the Nominating Committee shall adhere, insofar as is practicable, to the principle that the nominees as a group shall be representative of all constituents of the membership.

Section 3. Election. Elections may be by oral vote or written ballot, and such elections shall be made by majority vote of the members in attendance at the annual meeting.

Article V

Duties of Officers

Section 1. Chair. The Chair shall preside at all meetings of the Section and of the Executive Committee. The Chair 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 prepare a summary or digest of the past year's proceedings of the Section, which the Chair will present at the annual meeting of the Section. The Chair shall submit said report to the Board of Directors of the State Bar of Texas for publication in the annual report. The Chair may appoint committees from the Executive Committee or from Section members to perform such duties and exercise such powers as the Chair may direct, subject to the limitations of these Bylaws and the laws, rules, regulations and policies of the State Bar of Texas. The Chair shall 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 the Chair's absence or refusal to act, the Chair-Elect shall perform the duties of the Chair, unless and until the Executive Committee shall have designated another person as Chair. The Chair-Elect shall lead continuing legal education efforts of the Section. The Chair-Elect shall perform such other duties as directed by the Chair.

Section 3. Vice Chair. The Vice Chair shall serve as Secretary of the Section, and, in doing so, shall keep a current record of all proceedings at all meetings of the Section and of the Executive Committee, and shall maintain a roster of the members of the Section. The Vice Chair shall head recruitment efforts to increase the membership of the Section. The Vice Chair shall perform such other duties as directed by the Chair.

Section 4. Treasurer. The Treasurer shall be custodian of all the books, reports, and records of the Section, including all financial records of the Section, and shall receive all dues and other funds paid to the Section. The Treasurer shall perform all functions detailed in Article VI of these Bylaws, entitled Finances. In conjunction with the Chair and as authorized by the Executive Committee or the Chair, the Treasurer shall attend generally to the business of the Section.

Section 5. Immediate Past Chair. The Immediate Past Chair shall provide information and advice to the Chair, and shall perform other duties, upon the request of the Chair.

Article VI

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 membership dues shall be waived for members of the Law Student Division of the State Bar of Texas who wish to become members of the Section.

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 and Budget. The Treasurer shall submit to the State Bar by June 15 of each year a complete financial report for the preceding Fiscal Year ending May 31. The Treasurer in consultation with the Chair shall annually draft the next year's proposed budget, which shall provide projected expenditures and revenue by July 1. The Treasurer will submit the proposed budget to the State Bar by July 15. The budget shall then be submitted to the Section membership for approval during annual meeting of the Section held during the School Law Section Retreat.

Section 4. Bookkeeping Duties. At the Section's expense, the Section shall use the State Bar banking depository and the State Bar Accounting Department for the following bookkeeping duties:

- a) Issue checks.
- b) Pay invoices within two weeks of receiving the invoice.
- c) Obtain approval on all payments as established in these policies.
- d) Deposit revenue within three business days of receipt.
- e) Keep accounting books according to Generally Accepted Accounting Standards. Revenues should be recognized when earned and expenses should be recognized when a liability is incurred.
- f) Reconcile bank and investment accounts by the end of the month following the reporting month.
- g) Prepare financial reports by the end of the month following the reporting month.
- h) Retain all documentation, such as invoices, approvals, reports, etc. according to the records retention policy.
- i) Calculate and pay sales tax.
- j) Collect W-9 forms for all contracted services.
- k) Provide State Bar with financial reports in a timely manner.
- l) Provide section chair and treasurer with financial reports in a timely manner.
- m) Protect the confidentiality of and access to section financial information.
- n) Provide financial information or complete other duties as required.
- o) Communicate yearly with State Bar auditors.
- p) Provide explanation on budget-to-actual variances.

Section 5. Treasurer Duties. The Treasurer shall review and monitor the Section finances by serving as the primary approver of Section expenditures.

- a) Detailed transactions and checks are reviewed by the Treasurer upon receipt from the Bookkeeper on a quarterly basis. Documentation of approval must be retained for two years.
- b) All invoices shall be approved by the Chair in advance of payment by the Treasurer, unless the expenditure is made by the Chair, and in that case, the expenditure shall be reviewed and approved by the Chair Elect prior to payment by the Treasurer. Documentation of approval must be retained for two years.
- c) All invoice or expenditure approval must be done in writing by email to the Treasurer. Documentation of approval must be retained for two years.
- d) Any expenditure over \$5,000 shall require the approval of the Chair Elect in addition to the Chair. Documentation of approval must be retained for two years.

Section 6. Payment and Reimbursement Requirements.

- a) A detailed invoice and/or contract shall be required by the Treasurer for any payment. Money should not be paid to any person or company without detailed documentation.
- b) A reimbursement request form must be completed by the requestor (an electronic signature is permissible) and contain itemized receipts and/or invoices or an explanation for any lost receipts or requests that do not have back-up documentation.
- c) Vendors shall not be paid in advance of full completion of the contracted services with the exception of reasonable advance deposits, airfare, or payments for subscription services, such as insurance, rent, software licenses, etc.

- d) Payment should meet the following criteria: (1) the expenses are reasonable and necessary; (2) the expenses have been budgeted; (3) the goods and services have been received; and (4) the contracted terms have been met.

Section 7. Fund Balance. A minimum fund balance for the section is defined as approximately one year of budgeted operating expenses. The Section's Board of Directors and Officers shall review the fund balance in the event it exceeds one and half years of budgeted expenses or \$150,000, whichever is greater, and consider an investment strategy in order to protect the Section's principle while producing the best yield for the Section. Any investments will comply with the Public Funds Investment Act.

Article VII

Duties and Powers of the Executive Committee

Section 1. Duties of Directors and Officers. Directors and officers shall exercise ordinary business judgment in managing the affairs of the Section. In acting in their official capacity as directors and/or officers of the Section, directors and/or officers shall act in good faith and take actions they reasonably believe to be in the best interests of the Section and that are not unlawful. Any act or thing done by any director, officer or committee member taken in furtherance of the purposes of the Section, and accomplished in conformity with the procedures set forth in these Bylaws and/or the laws of the State of Texas, shall be reviewed under the standard of the business judgment rule as established by the common law of Texas, and such act or thing done shall not be a breach of duty on the part of the director or officer if they have been done within the exercise of their discretion and judgment.

Section 2. Limitations on Duties. The Executive Committee shall have general supervision and control of the affairs of the Section subject to the provisions of the Bylaws of this Section and the laws, rules, regulations and policies of the State Bar of Texas. It shall supervise the expenditure of any monies received as dues by the Section appropriated for the use or benefit of the Section. It shall not, however, authorize commitments to contracts which shall entail the payment of any money during any fiscal year beyond that in the treasury of the Section unless the money shall have been previously approved and/or appropriated to the Section for that fiscal year by the Board of Directors of the State Bar of Texas.

Section 3. Indemnification of Directors and Officers. To the full extent permitted by the State Bar of Texas, to the extent that an officer or director is specifically representing the State Bar of Texas, and to the extent of its directors and officers liability insurance, the State Bar of Texas shall indemnify any director or officer, or former director or former officer, who was, is, or is threatened to be made a named defendant or respondent in a legal proceeding. Any indemnification hereunder shall be promptly reported to the members of the Section. Any such right of indemnification shall not be deemed exclusive of any other rights to which a director or officer, or former director or former officer, may be entitled by law or under any agreement, bylaws, rules, regulations, votes, resolutions or otherwise.

Section 4. Quorum. A majority of members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 5. Notice. Notice of meetings may be provided in any manner deemed most efficient by the Chair.

Section 6. Majority Vote. All binding action of the Executive Committee shall be by a majority vote of the Executive Committee present and voting. The affirmative vote of a majority of the Executive Committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Executive Committee unless that of a greater number of members is required by law or these Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Executive Committee.

Section 7. No Proxy Votes. Members of the Executive Committee when present at a meeting of the Executive Committee, or when present via telephone or telecommunications meetings, shall vote in person. No proxy votes shall be allowed.

Section 8. Telephone or Telecommunications Meetings. Subject to the provisions for notice required by these Bylaws for notice of meetings, directors may participate in and hold a meeting by means of conference telephone or video or similar communications equipment by which all persons participating can hear each other. Participation in the meeting shall constitute presence in person at the meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Telephone meetings shall be evidenced by written minutes of the telephone meeting prepared by the Vice Chair, to be signed by the Chair for approval as to form and not substance. Failure to execute the minutes of the telephone meeting shall not void the actions taken during such meeting.

Section 9. Action by Consent of Directors Without Meeting. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all members shall individually or collectively consent in writing to the action. The written consent shall be filed with the minutes of the proceedings of the Executive Committee. Any action by written consent shall have the same force and effect as a unanimous vote of those consenting members.

Section 10. Propositions. The Chair of the Section may, and upon the request of any member of the Executive Committee shall, submit or cause to be submitted in writing to each member of the Executive Committee, any proposition upon which the Executive Committee may be authorized to act, and the members of the Executive Committee may vote upon such proposition so submitted by communicating their vote thereon in writing over their respective signatures to the Vice Chair, who shall record upon the Minutes each proposition so submitted, when, how, at whose request submitted, and the vote of each member of the Executive Committee thereon, and keep on file such written and signed votes.

Section 11. Official Action. Any action or policy recommendation of the Section shall not be construed to represent the official actions or policy of the State Bar of Texas. Such action

or policy recommendation of the Section shall reflect State Bar action or policy only if the same is acted on and approved by the State Bar Board of Directors, the General Assembly, or by the membership in response to a referendum. Otherwise, any action or policy recommendation of the Section is merely informative and represents only the view of the Section or committee submitting them.

Article VIII

Section Meetings

Section 1. Annual Meeting. The annual meeting of the Section shall be held during the annual retreat of the Section, in the same city, and at such time and place as may be fixed by the Executive Committee, with such program and order of business as may be arranged by the Chair. The registration and related fees for the annual retreat shall be as may be fixed by the Executive Committee; provided, however, that registration fees and associated expenses may be waived in the discretion of the Executive Committee for speakers and other persons whose attendance and participation at the retreat is necessary, as determined by the Executive Committee. The registration fee shall be waived for any attendee who is both the current or former Chair of the School Law Section and also the current or a former President of the State Bar of Texas.

Section 2. Special Meetings. Special meetings of the Section may be called by the Chair, at such time and place and in such manner as the Chair may determine.

Section 3. Quorum. 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 and voting.

Section 4. Executive Committee Meeting. The Executive Committee shall meet at least annually during the annual meeting of the Section.

Section 5. Special Executive Committee Meetings. Special meetings of the Executive Committee may be called by the Chair at such place, time and manner as he/she may designate.

Article IX

Newsletter Board

Section 1. Establishment. The Section hereby establishes a Communications Committee, which shall be composed of at least five members of the Section, but not more than one (1) of whom may be a member of the Executive Committee while serving on the Communications Committee. The five members shall consist of three members and two co-chairs.

Section 2. Co-chairs. Each co-chair shall serve for a term of two years—one year as junior co-chair and one as senior co-chair. The senior co-chair rotates rotating off the Committee after completing their second year of service as co-chair. The senior co-chair shall serve as an *ex officio* member of the Section's Executive Committee. The senior co-chair shall appoint the junior co-chair. The co-chairs shall appoint the members of the Communications Committee, who must represent different groups and areas of practice within the Section. Committee members may serve no more than two consecutive two-year terms. In the event of a vacancy in the position of senior co-chair, the Chair of the Section shall appoint a senior co-chair

to serve the remainder of the existing term.

Section 3. Communication to the Section. The Communications Committee is responsible for maintaining the Section's website and social media accounts, as well as communicating with the Section membership as appropriate. The Communications Committee will publish a newsletter at least twice per year in a format determined by the Committee. The Communications Committee shall have sole control over the content of the Section website, social media accounts, and newsletter, but shall consult with the Chair of the Section in exercising its authority.

Article X

Miscellaneous Provisions

Section 1. Official Action. No action, policy determination, or recommendation of this Section or 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, or the General Assembly of the State Bar of Texas. 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 2. Effective Date. These Bylaws shall become effective upon approval thereof by the Board of Directors of the State Bar of Texas, and upon adoption by this Section.

Section 3. Severability. Only Bylaws approved by the Section and the Board of Directors of the State Bar of Texas shall be effective. Any Bylaws or amendments to Bylaws not so approved shall be deemed severed from these Bylaws and the remainder shall remain in full force and effect.

Article XI

Lifetime Achievement Award

Section 1. Criteria. The Section may award a Lifetime Achievement Award to a current or former member who has made outstanding contributions to school law and the school law community. The purpose of the award shall be to acknowledge a current or former member who has made outstanding contributions to school law jurisprudence on the state and/or federal level, has been a recognized leader in this Section and the school law community generally, has demonstrated the highest standards of ethical behavior, and has demonstrated a high level of collegiality and professionalism in dealing with other members of the Section while zealously representing his or her client(s).

Section 2. Name of Award. The award shall be known as the "Kelly Frels Lifetime Achievement Award," in honor of its first recipient.

Section 3. Nomination Procedure. If a member wishes to nominate someone for the award, the member shall submit the nomination to the Chair of the Section. Upon receipt of a nomination, the Chair shall forward it to the Selection Committee.

Section 4. Selection Committee. Each year, the Selection Committee shall consist of the three most immediate past Chairs of the Section, and the three most immediate past recipients of the award. If one of the three most immediate past Chairs of the Section is a nominee, then that person shall not serve on the Selection Committee for the remainder of the year in which such person is nominated. In such a case, the Chair may replace that member of the Committee by appointing another former Chair of the Section.

Section 5. Selection Process. The Selection Committee may request additional information from the member submitting the nomination, may solicit additional nominations from the membership of the Section, and members of the Committee may themselves also nominate persons for consideration by the Selection Committee as a whole. Unless the decision of the Selection Committee to issue the award to a nominee is unanimous, no award shall be issued to that nominee that year, although such nominee may be nominated again in a future year. The honor need not be awarded every year.

Article XII

Amendments

Section 1. 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 Executive Committee 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.

Approved:

State Bar of Texas School Law Section: July 17, 2020

State Bar of Texas Board of Directors: _____, 2020