

## **ARTICLE I. NAME AND PURPOSE**

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

**Section 2.** The purpose of this Section shall be to (1) promote the study of Bankruptcy law, (2) study and report on laws and decisions as they may affect the rights of parties in the bankruptcy process, and (3) provide a forum for members of the legal and financial communities interested in Bankruptcy law, and (4) facilitate the provision of pro bono legal services directly by Section members or through qualified legal aid organizations.

## **ARTICLE II. MEMBERSHIP**

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

**Section 2.** Any individual who is not a member of the State Bar of Texas but who desires to be a member of the Section may be so enrolled upon approval by the Chair as a non-voting associate member upon payment of annual Section dues for non-State Bar members, as determined from year to year by the Council.

**Section 3.** Any member of this Section whose annual dues are more than six months delinquent shall automatically cease to be a member.

**Section 4.** The Council may from time to time designate one or more persons as “Honorary Permanent Members” of the Section. Honorary Permanent Members shall be enrolled as members of the Section without application by such persons and or the payment of annual Section dues and shall be included as members for all purposes. The criteria for the designation of such Honorary Permanent Members shall be decided on a case-by-case basis by the majority vote of the Council.

**Section 5.** All current United States Bankruptcy Judges for the Northern, Western, Southern and Eastern Districts of Texas shall be enrolled as members of the Section without application or the payment of annual Section dues and shall be included as members for all purposes.

## **ARTICLE III. OFFICERS AND COUNCIL**

**Section 1.** The Officers of this Section shall be a Chair, a Vice-Chair, a Vice President – Consumer Bankruptcy, a Vice President – Business Bankruptcy, a Vice President – Publications and Communications, a Vice President – Public Education, a Vice President – Professional Education, a Vice President – Law School Relations, a Vice President – Membership, a Secretary, a Treasurer and a Historian.

**Section 2.** There shall be a Council which shall consist of the Officers of the Section, together with nine other members to be elected as hereinafter provided. The Immediate Past Chair shall be an ex-officio non-voting member of the Council. The Chair shall have the right to appoint additional ex-officio members to serve during the Chair’s term including, but not limited to, an ex-officio, non-voting representative of those associate members described in Article II, Section 2 hereof.

**Section 3.** The Chair and the Vice-Chair shall be nominated and elected at the Annual Meeting of this Section in the manner hereinafter provided, to hold office for a one year term beginning at the close of the Annual Meeting of this Section at which they shall have been elected, and ending at the close of the next succeeding Annual Meeting of this Section after such election and until their successors shall have been elected and qualify. The other Officers shall be nominated and elected at an Annual Meeting of this Section in the manner hereinafter provided, to hold office for a two-year term beginning at the close of the Annual Meeting of this Section at which they shall have been elected, and ending at the close of the second succeeding Annual Meeting of this Section after such election and until their successors shall have been elected and qualify.

**Section 4.** Three members of the Council shall be elected at each Annual Meeting of this Section, 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 this Section.

**Section 5.** A member of the Council, who is not an officer, is eligible to be elected to the Council for one additional three-year consecutive term. There is no limit on the number of consecutive terms a member of the Council may serve while serving as an Officer but no Officer may serve more than two full consecutive terms in the same office. There is no limit on the number of non-consecutive terms a member of the Council may serve. Require Attendance; Filling of Vacancy. If any elected member of the Council shall fail to attend two consecutive meetings of the Council, the office held by such member shall be deemed automatically vacated unless otherwise decided by the Council in its sole and absolute discretion, and the un-expired term shall be filled by the Council.

#### **ARTICLE IV. NOMINATION AND ELECTION OF OFFICERS AND COUNCIL MEMBERS**

**Section 1.** A nominating committee consisting of the Officers and Council members shall report a slate of proposed Council members and Officers to this Section at each annual meeting at which a vacancy is to be filled. In addition, nominations from the floor will be accepted.

**Section 2.** All elections shall be by written ballot unless otherwise ordered by resolution duly adopted by this Section at the Annual Meeting at which the election is held. The Vice President – Consumer Bankruptcy shall be elected by the majority of the members in attendance at the meeting of the Consumer Bankruptcy Committee held during the Annual Meeting of the Section. The Vice President – Business Bankruptcy shall be elected by the majority of the members in attendance at the meeting of the Business Bankruptcy Committee held during the Annual Meeting of the Section. All other Officers (except Chair) and members of the Council shall be elected by the majority of the members of the Section held in attendance at the Annual Meeting of the Section.

#### **ARTICLE V. DUTIES OF OFFICERS**

**Section 1.** The Chair shall preside at all meetings of this Section and of the Council. The Chair shall formulate and present at each Annual Meeting of the State Bar of Texas a report of the work of this Section for the then past year. The Chair shall perform such other duties and acts as usually pertain to such office.

**Section 2.** The Vice-Chair shall perform, on behalf of this Section, such duties as the Chair may assign. The Vice-Chair shall automatically become Chair at the end of the term of a Chair. Upon the death, resignation, or during the disability of the Chair or upon any absence or refusal to act, the Vice-Chair shall perform the duties of the Chair.

**Section 3.** The Vice President – Consumer Bankruptcy shall preside at all meetings of the Consumer Bankruptcy Committee and shall otherwise perform such duties as delegated by the Chair.

**Section 4.** The Vice President – Business Bankruptcy shall preside at all meetings of the Business Bankruptcy Committee and shall otherwise perform such duties as delegated by the Chair.

**Section 5.** The Vice President – Publications and Communications shall supervise the publications and communications activities of the Section and other similar activities and shall otherwise perform such duties as delegated by the Chair.

**Section 6.** The Vice President – Public Education shall supervise the Section’s educational activities directed to the non-legal public, including, without limitation, consumers and shall otherwise perform such duties as delegated by the Chair.

**Section 7.** The Vice President – Professional Education shall supervise the Section’s educational activities directed to attorneys and shall otherwise perform such duties as delegated by the Chair.

**Section 8.** The Vice President – Law School Relations shall supervise the Section’s activities directed to law schools and law students and shall otherwise perform such duties as delegated by the Chair.

**Section 9.** The Vice President – Membership shall supervise the Section’s activities for the solicitation of new members and the retention of existing members and shall otherwise perform such duties as delegated by the Chair.

**Section 10.** The Secretary shall be custodian of the minutes, reports and records of this Section. The Secretary shall keep a correct record of the proceedings of all meetings of this Section and of the Council. With the Chair, the Secretary shall prepare a summary or digest of the proceedings of this Section at its Annual Meeting and shall submit the same to the Board of Directors of the State Bar of Texas for publication in the annual report. In conjunction with the Chair, as authorized by the Council, the Secretary shall attend generally to the business of this Section.

**Section 11.** The Treasurer shall be responsible for the funds and accounts of this Section. The Treasurer shall: (i) keep an accurate account of all monies of this Section, (ii) pay all bills, and (iii) take such other action with respect to the finances of this Section as the Council may direct. In performing such duties, the Treasurer shall comply with the provisions of Section 2 of Article VI of these ByLaws.

## **ARTICLE VI . SPECIAL APPOINTMENTS**

**Section 1.** The Historian, to be appointed annually by the Chair, shall be responsible for developing and maintaining the history of the Section, and shall, on an annual basis, provide the Council with a written account as well as such other activities as the Chair may deem appropriate.

**Section 2.** The Amicus Committee would be a standing committee that would be appointed every year at the first meeting after the Annual Meeting. The Chair will appoint the members to serve on the Amicus Committee, but at a minimum, the Amicus Committee shall consist of (1) either the Chair or Chair Elect or both the Chair and Chair Elect, (2) the Vice President – Consumer Bankruptcy, (3) the Vice President – Business Bankruptcy, and (4) one other member of the Council that does not hold an officer position. The Chair has the discretion to appoint additional members to the Amicus Committee. The Chair also has the discretion to designate a chair of the Amicus Committee. The Amicus Committee is responsible for becoming familiar with the process for seeking approval from the Texas State Bar for submitting amicus briefs. The Amicus Committee shall also be responsible for considering amicus requests and making recommendations to the Council regarding such requests.

## **ARTICLE VII. DUTIES AND POWERS OF THE COUNCIL**

**Section 1.** The Council shall have general supervision and control of the affairs of this Section subject to the provisions of the Constitution and ByLaws of the State Bar of Texas and the further provisions of these ByLaws. The Council shall specifically authorize the expenditure of any monies appropriate for the use or benefit of this Section. It 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 this Section for that fiscal year by the Board of Directors of the State Bar of Texas or funds are otherwise available nor shall the Section authorize reimbursement of seminar expenses to speakers from firms with five (5) or more full-time employees who would be eligible to be members of the Section.

**Section 2.** This Section is authorized to determine the amount of annual membership dues (subject to approval by the Board of Directors of the State Bar of Texas), collect annual membership dues and govern expenditures of any income. This Section shall submit to the Executive Director of the State Bar of Texas by July 15 each year a complete financial report for the preceding fiscal year ending May 31 and a Section budget for the current fiscal year. Funds of this Section may only 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 of Texas Board of Directors Policy Manual. This Section shall deposit dues income into either a branch of the State Bar of Texas Banking depository or an alternative banking depository meeting the requirements of the above-mentioned State Bar of Texas Investment Policy. In the event this Section selects an alternative depository, it shall instruct the depository to provide directly to the State Bar of Texas a duplicate of the bank statements, canceled checks, and deposit slips. Any expense incurred in providing duplicates to the State Bar of Texas shall be borne by this Section. This Section may request the accounting department of the State Bar of Texas to prepare a monthly and year-to-date Section financial report. This Section may opt to have the State Bar of Texas manage Section funds, including depositing dues, managing operating

expenses, issuing checks, and preparing financial reports and budgets. This optional latter service will be provided by the State Bar of Texas for a per capita fee per member not to exceed \$1.00.

#### Committees

**Section 3.** There shall be Business Bankruptcy and Consumer Bankruptcy Committees. The Council may authorize the Chair to appoint additional 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 Constitution and ByLaws of the State Bar of Texas.

**Section 4.** The Council may fill vacancies in its own membership. Members of the Council so selected shall serve until the expiration of the term which vacancy is filled.

**Section 5.** Unless otherwise expressly provided for in these ByLaws, all binding action of the Council shall be by a majority vote of the whole Council.

**Section 6.** Members of the Council may vote in person, telephonically, via electronic mail or via videoconference.

**Section 7.** The Chair may, and upon the request of any member of the Council shall, submit or cause to be submitted in writing to each member 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 so submitted by communicating their vote thereon in writing over their respective signatures 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 and signed votes.

**Section 8.** The Council may authorize any officer or officers, agent or agents of the Section in addition to the officers so authorized by these ByLaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Section, and such authority may be general or confined to specific instances.

**Section 9.** All checks, drafts or orders for the payment of money issued in the name of the Section shall be signed by such Officer or Officers, agent or agents of the Section and in such manner as shall from time to time be determined by the Council. In the absence of such determination by the Council, such instruments shall be signed by the Chair, the Treasurer and countersigned by any Officer of the Council.

#### **ARTICLE VIII. MEETINGS**

**Section 1.** The Annual Meeting of this Section may 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 Board of Directors of the State Bar of Texas, or, alternatively, at such time and place as determined by the Council, taking into consideration the convenience of the members of the Section. The program and order of business to be conducted at the Annual Meeting shall be arranged by the Council.

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

**Section 3.** The members of this Section present at any meeting shall constitute a quorum for the transaction of business and all binding action of this Section shall be by a majority vote of the members present. Unless otherwise provided by the Council or these ByLaws, a majority of any committee's members present shall constitute a quorum, and the act of a majority of any committee's members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 4.** A member who attends a meeting by teleconference or video conference shall be counted as present at such meeting.

**Section 5.** The Consumer Bankruptcy Committee shall meet at the Annual Meeting of this Section and also in conjunction with the Advanced Consumer Bankruptcy Law Conference sponsored by the State Bar of Texas or at such other time and place as the Vice President-Consumer Bankruptcy, in consultation with the Chair, shall deem appropriate.

**Section 6.** The Business Bankruptcy Committee shall meet at the Annual Meeting of this Section and also in conjunction with the Advanced Business Bankruptcy Law Conference sponsored by the State Bar of Texas or at such other time and place as the Vice President-Business Bankruptcy, in consultation with the Chair, shall deem appropriate.

#### **ARTICLE IX. GOVERNMENTAL AUTHORITY.**

**Section 1.** Section Action not Action of the State Bar of Texas.

**Section 2.** 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. Any resolution adopted or action taken by this Section may on request of this Section be reported by the Chair to the State Bar of Texas for action thereon.

**Section 3.** This Section, through the process called "Governmental Authority", may seek the authority to present a position of the State Bar of Texas before a public, judicial, executive or legislative body.

**Section 4.** A position of this Section with respect to which the Governmental Authority process is desired shall be authorized by the Council only after written notice to all members of the Council of the proposed position to be adopted and the date at which the position will be considered by the Council. The proposed position must be adopted by a three-fourths (3/4) vote of the Council.

**Section 5.** If a proposed position is adopted by the Council as provided in Section 3 immediately preceding, thereafter all requirements and procedures set forth in the Governmental Authority Handbook dated January 30, 1981, as amended from time to time, with respect to application, notice, circulation, clearance, objections, disclaimer, presentation, filing and all other matters shall be strictly followed.

#### **ARTICLE X. MISCELLANEOUS PROVISIONS**

**Section 1.** Any action by this Section must be approved by the State Bar of Texas before it becomes effective as action of the State Bar. Any resolution adopted or action taken by

this Section may, on request of the Section, be reported by the Chair of this Section to the Annual Meeting of the State Bar of Texas for action thereon by the State Bar of Texas.

**Section 2.** 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.

Printing. Unless the Council determines it is prudent to proceed otherwise, all printing for this Section or for any committee of this Section shall be done under the supervision of the headquarters office of the State Bar of Texas.

**Section 3.** E-mail, facsimile and other electronic communication shall constitute notice for all purposes of these ByLaws.

**Section 4.** In order to facilitate cooperation and communications with other Sections of the State Bar of Texas, the Council may appoint an ex officio member to or a liaison with any Section of the State Bar of Texas.

**Section 5.** These ByLaws may be amended by a two-thirds (2/3) vote 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.

These Bylaws were approved by the State Bar Board of Directors on [DATE].