

**CORPORATE COUNSEL SECTION
OF THE STATE BAR OF TEXAS**

BY-LAWS

Amended and Restated as of June 15, 2001

**ARTICLE I
Name and Purpose**

Section 1. The Section shall be known as the Corporate Counsel Section of the State Bar of Texas.

Section 2. The purpose of the Section shall be to enhance the role and skills of members of the State Bar of Texas who are engaged in the practice of law as Corporate Counsel, through study, continuing legal education projects and seminars, the dissemination of materials on matters of interest and concern to the membership, and through the exchange of ideas among the membership of the Section. It is also the aim of the Section to cooperate with and encourage membership in other Sections of the State Bar, as well as encourage broader participation in the State Bar by Corporate Counsel, and to cooperate with similarly oriented committees of the American Bar Association, local bar associations and similar organizations. Toward those ends, the Section has adopted the following mission statement: To develop, establish, and promote programs, and to provide resources and information, designed to give corporate counsel the tools and skills most helpful in meeting the demands of an in-house corporate practice in any size company.

**ARTICLE II
Membership**

Section 1. Any dues paying member of the State Bar of Texas, upon registering with the Secretary of the Section and paying an annual membership fee, shall be enrolled as a member. Members so enrolled and whose dues are so paid shall constitute the membership of the Section. Any member of the Section whose annual dues shall be more than six months delinquent or who ceases to be a member in good standing of the State Bar of Texas shall thereupon cease to be a member of the Section.

Section 2. The amount of the annual membership fee or any other membership fees shall be determined by a vote of the Council, subject to the approval of the State Bar Board of Directors.

ARTICLE III

Officers and Council

Section 1. The officers of the Section shall be a Chair, Chair-Elect, Vice Chair, Secretary, Treasurer and such other officer positions as the Council may determine from time to time. A person may hold more than one officer position.

Section 2. There shall be a Council composed of the officers, the Immediate Past Chair and other Council members, the number of whom shall be determined by a vote of the Council from time to time.

Section 3. The Council may, from time to time, select other persons to serve as ex-officio or advisory members of the Council, based on the needs and purposes of the Section. Such ex-officio or advisory members shall not have any voting rights at meetings of the Council or committees of the Council nor be considered in determining whether a quorum is present at such meeting.

ARTICLE IV

Duties and Power of Officers

Section 1. 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. The Chair 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. The Chair shall appoint the chair 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 at the Annual Meeting of the State Bar of Texas during his or her term, subject to the directions and approval of the Council. The Chair shall oversee the performance of all activities of the Section and shall keep the Council duly informed and carry out its decisions. The Chair shall perform such other duties and acts as usually pertain to the office or as may be designated by the Council.

Section 2. Chair-Elect. The Chair-Elect shall, in consultation with the Chair, arrange for the appointment of the chair and members of all committees who are to hold office during the Chair-Elect's coming term as Chair. The Chair-Elect shall aid the Chair in the performance of his or her responsibilities in such manner and to such extent as the Chair may request. The Chair-Elect shall perform such further duties and such further powers as usually pertain to the 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.

Section 3. Vice Chair. The Vice Chair shall be responsible for procuring and publishing suitable articles to advance the purpose of the Section, in consultation with and, with the aid of, the other officers of the Section. 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 the office or as may be designated by the Council or the Chair.

Section 4. Secretary. The Secretary 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. Except for financial records kept by the Treasurer, the Secretary shall be the custodian of all books, papers, documents, and other property of the Section and shall keep a true record of the proceedings 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 June issue of 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.

Section 5. Treasurer. The 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 Treasurer shall be the custodian of the financial records of the Section. The Treasurer shall collect, receipt and account for all moneys and shall keep an accurate record of the moneys appropriated to and extended for the use 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 Rules Governing the State Bar of Texas, the State Bar Act, the policies adopted by the Board of Directors of the State Bar of Texas, and the By-Laws of the Section, as each may be amended from time to time. It shall especially authorize all expenditures of money in excess of \$1,000 and commitments or contracts which shall entail the payment of money in excess of \$1,000, either at a meeting of the Council, by conference call, mail, e-mail, fax or any other reasonable and reliable means.

Section 2. All binding action of the Council shall be by majority vote of those voting in person or by proxy (as provided in Section 3 of this Article), provided that a quorum shall consist of not less than a majority of the members, and provided further that such action may be taken without a meeting by written proposition submitted to all Council members as provided in Section 4 of this Article V, in which case the written affirmative vote of a majority of the Council is required.

Section 3. Meetings of the Council shall be called in accordance with the reasonable needs of the Section as determined by the Chair. Reasonable advance written notice of such

meetings shall be given by either the Chair or the Secretary. Members of the Council when personally present at a meeting of the Council shall vote in person, but when absent may communicate their vote in writing upon any proposition to the Secretary and have it counted with the same effect as if cast personally at such meeting. Meetings may be held by means of conference telephone or similar communication equipment by which all participants can hear each other, and participation in this manner shall constitute presence in person at such meeting.

Section 4. 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 to the Secretary, within a reasonable time prescribed by the Council. The Secretary shall record in the minutes of the Section the propositions so submitted, that they were submitted to all members of the Council in writing without a meeting, and the vote thereon. Ballots may be transmitted by mail, e-mail, fax or any other reasonable and reliable means.

Section 5. The Council may determine if the Section will consider any legislative proposals within the scope of the Section's purposes and, if so, shall compile and submit suggestions to the Legislative Committee of the State Bar of Texas in accordance with the procedures set forth in the policies adopted by the Board of Directors of the State Bar of Texas, as amended from time to time.

ARTICLE VI

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 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 or an appropriate committee.

Section 2. Other meetings of the 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 the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 4. Other than for the election of officers or members of the Council, all binding action of the Section shall be by a majority vote of the members present. A plurality of the votes cast for a nominee for a position as an officer or member of the Council is necessary to elect such nominee to such position.

Section 5. The Council has authority to act for the Section in matters that may come before the Section during intervals between Annual and Special meetings of the Section.

Section 6. The Council may direct that a matter be submitted to the members of the Section for vote by mail, e-mail, fax or any other reasonable and reliable means. In such event binding action of the Section shall be by a majority of the votes received in accordance with rules reasonably fixed by the Council.

ARTICLE VII

Elections

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

(a) A Chair-Elect, Vice Chair and Secretary and Treasurer until the next Annual Meeting.

(b) In the event that the office of Chair at the time of the Annual Meeting is vacant, a Chair until the next Annual Meeting; and

(c) Such number of members of the Council that belong to the class of members of the Council whose terms expire at such Annual Meeting.

From time to time as applicable and as determined by the Council, the Council members shall be divided into two classes as nearly equal in number as possible, and the term of office of each of the Council members of only one class shall expire at each Annual Meeting. It is the intent of these bylaws that each member of a class of Council members be elected at the Annual Meeting for two year terms that are staggered with the members of the other class of Council members.

Section 2. All terms of office herein specified shall begin at the close of the Annual Meeting at which the 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. Nominations. Prior to each Annual Meeting of the Section, the Chair shall appoint a Nominating Committee of at least 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 by other members of the Section if made in writing and delivered to the Chair not less than thirty (30) days prior to the Annual Meeting.

Section 4. In selecting nominees for officers and Council members, 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.

ARTICLE VIII Succession of Officers and Vacancies

Section 1. Chair. At the end of the Annual Meeting following the one at which the Chair-Elect was elected, the Chair-Elect shall automatically assume the office of Chair for the term of one year, unless he or she refuses to act in such capacity.

Section 2. Council. The Council, during the interim between Annual Meetings of the Section, may fill vacancies in its own membership or in the offices of Secretary or Treasurer or, in the event of a 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.

If any elected member of the Council fails to attend two consecutive meetings of the Council, absent a showing of good cause, such member shall be subject to expulsion, in which event the Council shall elect a member to fill the vacancy until the close of the next Annual Meeting of the Section.

Section 3. Immediate Past Chair. At the end of his or her term of office as Chair, the Immediate Past Chair shall become a voting member of the Council for the term of one year.

ARTICLE IX Committees

Section 1. Except as otherwise provided in these By-Laws, 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 in accordance with the purposes and needs of the Section, as determined by the Council from time to time.

ARTICLE X Finances

Section 1. The Section is authorized by the Board of Directors of the State Bar of Texas to collect membership dues and govern expenditures of dues income. The Section shall timely

submit to the State Bar of Texas each year a complete financial report for the preceding fiscal year and a Section budget for the current fiscal year.

Section 2. Section funds shall 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 Board policy manual, as amended from time to time.

Section 3. The Section shall deposit dues income in accordance with Section 6.02.08(C) of the State Bar Board policy manual, as amended from time to time.

ARTICLE XI

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. Officers, members of the Council or members of a Committee shall be reimbursed the reasonable expenses they incur in attending Council meetings, Committee meetings or meetings of members of the Section, as applicable. Only upon the approval by the Council (which authority may be delegated to the Treasurer), may advisory members of Council and other guests at Council, Committee or Section member meetings be reimbursed the reasonable expenses they incur in attending such meetings.

Section 3. No action, policy determination, or recommendation of either the Section or any Committee 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. Any resolution adopted or action taken by the 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 action by its Board of Directors.

Section 4. All bills incurred by the Section, before being paid by the Treasurer, shall be submitted to and approved by the Chair or the Vice Chair, or, if the Council shall so direct, by both of them.

Section 5. The Section and its members may not, in the name of the Section, advocate or advance a political or social position.

Section 6. These By-Laws shall become effective upon the approval thereof by the Board of Directors of the State Bar of Texas and by the Section.