

BYLAWS OF THE TEXAS YOUNG LAWYERS ASSOCIATION

ARTICLE I NAME AND PURPOSES

Section 1. **Name.**

The name of this organization shall be Texas Young Lawyers Association ("TYLA" or "Association").

Section 2. **Purposes.**

The purposes of this Association shall be to serve the public interest by facilitating the administration of justice, promoting reform in the law, fostering respect for the law, and advancing the role of the legal profession in serving the public; to serve young lawyers by activities which will be of assistance to their practice of law, undertaking projects and programs which will be of benefit to young lawyers, stimulating the interest of young lawyers in this Association, and establishing a close relationship among young lawyers; to provide training and experience for future bar leadership; to encourage and aid the organization and/or improvement of local young lawyers associations and foster a closer relationship between them and this Association; to promote diversity in the administration of justice and the practice of law; and to cooperate with the State Bar of Texas, American Bar Association Young Lawyers Division, state young lawyers associations, and other legal and civic organizations in furtherance of the aforementioned objectives.

ARTICLE II MEMBERSHIP

Section 1. **Regular Members.**

The TYLA's regular membership is comprised of all members of the State Bar of Texas, irrespective of age, licensed twelve (12) years or less at the beginning of each fiscal year beginning June 1.

ARTICLE III OFFICERS

Section 1. **Offices Created.**

The "Officers" of the Association shall consist of the President, Chair of the Board, Vice President, Secretary, Treasurer, President-elect, Chair-elect, and Immediate Past President, each of whom shall serve for one year.

Section 2. **Officers Elected by the Board.**

(a) *Nomination.*

At the first regular Board meeting of each calendar year the Nominations Committee shall recommend two Board Members as nominees for Chair-elect, Vice President, Secretary, and Treasurer. Board Members shall be given an opportunity to make additional recommendations from the floor after the Nominations Committee recommendations are announced. The nominees shall be determined by the majority vote of the Board. Nominees for Chair-elect, Vice President, Secretary, and Treasurer shall each have an opportunity to address the Board, subject to the following conditions:

(i) if time permits, nominees may address the Board during

the board meeting at which they are nominated for up to two (2) minutes each, or (ii) if time does not permit nominees to speak to the Board during the meeting at which they are nominated, nominees may send a two hundred fifty (250) word statement to the Executive Director by 5:00 p.m (CST) on the Tuesday following the meeting at which they are nominated, which the Executive Director shall distribute to the Board either with the Official Ballot or in a separate email to the Board, in the Executive Director's discretion.

(b) *Eligibility.*

Nominees for Chair-elect may be from any district. In even-numbered years, nominees for Vice President and Treasurer shall be from districts encompassing Austin, Dallas, Fort Worth, Houston, and San Antonio, and nominees for Secretary shall be from the remaining districts. In odd-numbered years, eligibility shall be reversed. Any Officer or Director or Representative who is a regular TYLA member in good standing at the time of nomination may be nominated and elected.

(c) *Election.*

Within fourteen days after the conclusion of the nominations process as provided for in paragraph (a) above, the Chair of the Nominations Committee shall cause to be distributed to each Officer of the Association, Director elected from each of the districts described in Article V, At-large Director described in Article V, ABA/YLD District Representative described in Article V, and Access to Justice Representative described in Article V a ballot listing all nominees for the offices of Chair-elect, Vice President, Secretary, and Treasurer. The order of listing the nominees shall be determined by the drawing of names, or other method of lot or chance, under the supervision of the Chair of the Nominations Committee. This ballot shall be designated as "Official Ballot, Texas Young Lawyers Association." Clear instructions for voting shall be included on the Official Ballot. The nominee receiving a majority of the votes cast shall be the winner.

The Chair of the Nominations Committee, on the advice and counsel of the Executive Committee, shall adopt such further regulations as he or she may deem advisable to ensure the validity and secrecy of ballots, and any such regulations shall be reported to the Board. The Official Ballot shall be marked and returned in accordance with any such regulations.

The Chair of the Nominations Committee, or his or her designee, shall act as tally keeper for all balloting. The Chair of the Nominations Committee, or his or her designee, shall certify the vote count of persons elected to office and immediately notify the Chair of the Board of their election, retaining and preserving all Official Ballots for at least thirty days thereafter, at which time they shall be destroyed. The Chair of the Nominations Committee shall notify the Board of the persons elected to office as soon as practicable and not later than 48 hours after the election results are certified.

(d) *Term.*

Those elected shall take office immediately upon the adjournment of the next Annual Meeting and may hold office for a full term and until a successor is elected and qualified.

Section 3. Duties.

The duties of the Officers, except as herein otherwise stated, shall be such as usually inure to such positions, and may be regulated and prescribed from time to time by the President, Executive Committee or Board and shall include the following:

- (a) The President shall be the chief executive officer of the Association.
- (b) The Chair of the Board shall preside over all Board meetings.
- (c) The Vice President shall be the legal advisor to the Board.
- (d) The Secretary shall prepare and promptly distribute to the Board minutes of all Board, Executive Committee, and Annual Meetings.
- (e) The Treasurer shall keep financial records and submit a written financial report at the beginning of each regular Board meeting.
- (f) The Immediate Past President shall be Chair of the Nominations Committee and shall vote in the election of Board-elected Officers only to break a tie.
- (g) The Chair-elect shall perform such duties as designated by the President of the Association.

Section 4. Presidential Succession.

(a) Regular Procedure.

The President-elect shall take office as President immediately upon the adjournment of the Annual Meeting held at the close of his or her term as President-elect.

(b) Replacement of President.

In the event the President is unable or unwilling to serve a full term, the Vice President shall assume the office, duties and term of President.

Section 5. Chair Succession.

The Chair-elect shall take office as Chair of the Board immediately upon the passage of the gavel at the Annual Meeting held at the close of his or her term as Chair-elect.

Section 6. Director-Officer to Complete Elected Term.

Any Board-elected Officer shall continue to serve any portion of an unexpired or elected term as Director or Representative and shall not resign as Director or Representative, so as to create a vacancy in his or her position, unless the elected office is also resigned or refused. Upon the moving of his or her principal place of business outside the district represented on the Board or other ineligibility to serve as a Representative, a Director or Representative shall resign his or her office as a Director or Representative, but he or she may continue to serve any unexpired term of an elected office as an officer of the Association.

Section 7. Replacement of Officers.

(a) Cause for Replacement.

Any Officer who is no longer in good standing with the State Bar of Texas shall immediately resign his or her office. This Section also applies to any officer who can no longer continue to serve or act as an Officer for any reason.

(b) Vacancy Occurring more than 60 Days Before Nominations Committee Meeting.

If any Officer (other than President, the President-Elect, or the Immediate Past President) resigns or is otherwise unable for any reason to continue in office, and that vacancy occurs more than 60 days before the next regularly scheduled meeting of the Nominations Committee, the office shall be filled at the next regularly scheduled Board meeting in the same manner as the absent Officer to be replaced was selected. In the interim and before the next regularly scheduled Nominations Committee meeting, the President at his or her discretion may recommend to the Executive Committee a Board member to fill the vacant Officer position and the Executive Committee shall vote to approve any such interim officer. Any replacement Officer selected to serve under this subsection shall serve his or her term until the Officer position is filled in the normal course in accordance with Article III, Section 2.

(c) Vacancy Occurring Fewer than 60 Days Before Nominations Committee Meeting.

If any Officer (other than President, the President-Elect, or the Immediate Past President) resigns or is otherwise unable for any reason to continue in office, and said vacancy occurs less than 60 days before the next scheduled meeting of the Nominations Committee, the office shall remain vacant and be filled in accordance with Article III, Section 2.

(d) President and Chair Vacancy Unaffected

This Section does not apply to the replacement of President or Chair. Those terms shall be filled in accordance with Article III, Sections 2, 4(b) and 5.

**ARTICLE IV
PRESIDENT-ELECT**

Section 1. Eligibility.

Any Association member, who is a regular member in good standing at the time of nomination and election, other than the President-elect, President, or Immediate Past President, may be a candidate for President-elect. In odd-numbered years, nominees for President-elect must come from districts encompassing the following cities: Austin, Dallas, Fort Worth, Houston, and San Antonio. In even-numbered years, nominees must come from the remaining districts.

Section 2. Nomination by Board.

At the first regular meeting of each calendar year, the Nominations Committee shall make recommendations and the Board shall nominate by majority vote at least two regular members in good standing of the Association for President-elect. These nominations shall be published in the TEXAS BAR JOURNAL and printed on the Official Ballot.

Section 3. Nomination by Petition.

(a) Petition and Certification

Any other eligible member's name shall also be on the Official Ballot as a candidate when a petition, in a form prescribed by the Board and signed by no less than 500 regular members in good standing requesting the nomination, is filed with the Executive Director of the State Bar of Texas on or before March 1 in the year of the subject election and such petition is certified by the Executive Director.

(b) President-elect Petition Signatures

A President-elect petition signature is invalid if the signer signed the petition earlier than the 180th day before the date the petition must be filed with the Executive Director of the State Bar of Texas under Section 3(a). To be valid, a signature must include the date it was affixed to the petition.

Section 4. Official Ballot.

Consistent with the State Bar of Texas election schedule, the State Bar of Texas shall cause to be distributed to each regular member of the Association a ballot listing all candidates for the office of President-elect. The order of listing the candidates for that office on the ballot shall be determined by the drawing of names, or other method of lot or chance, under the supervision of the Chair of the Nominations Committee or his or her designee. The ballot shall be designated as "Official Ballot, Texas Young Lawyers Association." Clear instructions for voting shall be included on the Official Ballot.

Section 5. Return of Ballot.

The Board shall adopt such further regulations as it may deem advisable to ensure the validity and secrecy of ballots, and any such regulations shall be reported to the Association. Members shall mark and return the ballot in accordance with any regulations adopted by the Board.

Section 6. Vote Tallies.

The Executive Director shall keep the ballots untallied in a secure location until the day of the deadline for voting. Thereafter, the Executive Director with such assistants as he or she may require and designate, including an outside election vendor, shall count and tally, or shall cause to be counted and tallied, all votes cast. The final count shall be announced no later than the fifth day following the deadline for voting (or the next working day if the fifth day is a Saturday, Sunday, or a legal holiday). The person receiving a majority of the votes cast shall be declared elected for the position for the succeeding term.

Section 7. Runoff Election.

If no candidate receives a majority of the votes cast, a runoff election shall be initiated within fourteen days of the announcement date of the final count as set out in Section 6 above. Only the names of the two candidates who receive the highest number of votes for such office shall be placed on the Official Ballot.

Section 8. Certification of Results.

The Executive Director or his or her designee shall certify the vote count of persons elected. The Executive Director shall safely preserve the ballots and election records for at least ninety days thereafter, at which time

they may be destroyed.

Section 9. Election Protests.

The official certification of the Executive Director shall be presumed correct, unless, prior to May 15th in the year of the subject election, written protest is filed by a candidate with the TYLA President. Any such protest must be signed by the candidate and must specify the exact grounds for the protest. Any such protest shall be heard and determined by the Board at its next meeting. The burden of proof shall be on the candidate filing the protest, and a majority of the Board Members voting shall declare a winner or a runoff election.

Section 10. President-elect to Complete Elected Term.

The President-elect shall continue to serve any portion of an unexpired or elected term as Director or Representative and shall not resign as Director or Representative, so as to create a vacancy in his or her position, unless the elected office is also resigned or refused. Upon the moving of his or her principal place of business outside the district represented on the Board or his or her other ineligibility to serve as a Representative, the President-elect shall resign his or her office as a Director or Representative, but he or she may continue to serve any unexpired term of President-elect.

**ARTICLE V
BOARD OF DIRECTORS**

Section 1. Membership.

The Board of Directors ("Board") shall be composed of the Officers of the Association, Directors elected from each of the districts described herein, four At-Large Directors as described herein, ABA/YLD District Representatives, the Access to Justice Representative, and other liaisons as described herein.

Section 2. Term.

(a) Elected.

Each Director representing a district shall be a regular member elected to serve a two-year term, except as provided herein.

(b) Law Student Liaison.

The Chair of the State Bar Law Student Division shall be designated as the Law Student Liaison. In the event the Chair is unable to participate, the Vice-Chair of the Law Student Division may serve in place of the Chair. The Law Student Liaison shall not vote or hold office.

(c) At-large Directors.

The Board of Directors shall appoint four At-large Directors, each appointed for two-year terms. Two of the directors shall be from districts including the cities of Austin, Dallas, Fort Worth, Houston, and San Antonio and two of the Directors shall be from the remaining districts.

The positions shall be numbered At-large Director Small City Place 1, At-large Director Small City Place 2, At-large Director Large City Place 1, and At-large Director Large City Place 2. The selection of the At-large positions shall be staggered so that Place 1 positions are appointed

in odd-numbered years and Place 2 positions are appointed in even-numbered years. At-large Directors may be reappointed for one two-year term.

Only written nominations for At-large Director will be accepted. Nominations may be accepted from any of the following: an individual seeking the position; a TYLA Board Member; or a local affiliate or minority bar association that is recommending a member from among its membership.

The At-large Selection Subcommittee shall screen all nominations and make recommendations to the Executive Committee in accordance with the procedures set out in the Policy Manual. The Executive Committee shall consider such recommendations and recommend appointments to the Board. The Board shall make appointments based upon such recommendations but may appoint persons other than those recommended.

The At-large Selection Subcommittee shall consist of the President, President-elect, two Board Members and two non-Board Members appointed by the President.

(d) *ABA/YLD District Representative.*

Two ABA/YLD District Representatives shall be elected in compliance with the ABA/YLD Bylaws. Any ABA/YLD District Representative who is a regular TYLA member in good standing at the time of his or her election may vote on matters coming before the Board and is eligible for nomination to an Officer position pursuant to Article III, Section 2(b), which eligibility shall be based on address of the principal place of business of the Representative at the time of nomination, *provided, however,* that the Representative shall be held to the same standard of performance, conduct, and attendance as a Director under the TYLA Bylaws, Policy Manual, and any related governing documents, including, but not limited to, those listed in Article V, Section 7. Failure to comply with the requirements of a Director may result in a forfeiture of the Representative's (i) right to vote on Board matters and (ii) eligibility to be nominated for an Officer position.

(e) *Access to Justice Representative.*

The Texas Access to Justice Commission shall appoint a representative to sit on the Board. If the Access to Justice Representative is a regular TYLA member in good standing at the time of his or her appointment, the Access to Justice Representative may vote on matters coming before the Board and is eligible for nomination to an Officer position pursuant to Article III, Section 2(b), which eligibility shall be based on address of the principal place of business of the Representative at the time of nomination, *provided, however,* that the Representative shall be held to the same standard of performance, conduct, and attendance as a Director under the TYLA Bylaws, Policy Manual, and any related governing documents, including, but not limited to, those listed in Article V, Section 7. Failure to comply with the requirements of a Director may result in a forfeiture of the Representative's (i) right to vote on Board matters and (ii) eligibility to be nominated for an Officer position.

(f) *Law School Liaison.*

The President shall appoint a dean, or his or her

designee, from a Texas law school to serve as a liaison to the Board. The Law School Liaison shall not vote or hold office.

(g) *Supreme Court of Texas Liaison.*

The Chief Justice of the Supreme Court of Texas shall appoint a member of the Court to serve as a liaison to the Board. The Supreme Court of Texas Liaison shall not vote or hold office.

Section 3. **Director Eligibility.**

(a) *Membership requirement.*

Any regular member in good standing of the TYLA at the time of nomination and election is eligible to be a Director if he or she fulfills the other requirements set forth herein.

(b) *Term.*

Each Director shall be limited to two full terms of office. Any Director elected to fill a vacancy on the Board who serves for a period of more than one year in filling a vacancy shall be considered to have served a full term. Any Director who is no longer in good standing with the State Bar of Texas shall immediately resign his or her directorship.

(c) *Residency Requirement.*

Each Director shall have and keep his or her principal place of business within the district represented on the Board.

Section 4. **Election of Directors from Districts.**

The Directors from the districts shall be elected as follows:

(a) *Election of Director.*

(1) In the event there are two or fewer nominating petitions received in accordance with subsection (b), the candidate receiving the most votes of the members having their principal place of business in that district and voting in the election shall be declared the winner.

(2) In the event there are three or more nominating petitions received in accordance with subsection (b) below, the Director shall be elected by a majority of the total votes of the members whose principal place of business is in such district.

(b) *Nominating Petitions.*

A candidate's name shall be printed on the Official Ballot as a Director candidate for a district upon submission of a petition in writing requesting such action to the Executive Director on or before March 1 in the year of the subject election. The petition must be signed by at least 3% or 50 of the members whose principal place of business is in such district, whichever is less. An electronic signature may be used on the petition form. A member's "principal place of business" shall be defined by the policy and procedures of the State Bar of Texas.

(c) *Lack of Nominating Petition*

In the event no member of a district submits a petition as set out in Section (b) above which causes the ballot for that district to have no candidate for an election, a Director shall be appointed in accordance with Article V, Section 9, and no election shall be held.

(d) *Official Ballot.*

Consistent with the State Bar of Texas election schedule, the State Bar of Texas shall cause to be distributed to each regular member of the Association whose principal place of business is in a district for which a Director is to be elected during that year a ballot listing the name and place of practice of each eligible candidate for Director of that district. The ballot shall be designated as "Official Ballot, Texas Young Lawyers Association." Clear instructions for voting shall be included on the Official Ballot.

(e) *Principal Place of Business.*

The principal place of business for purposes of elections is the address so designated in the membership database of the State Bar of Texas. If there is no designated principal place of business, the member's home address will be used.

(f) *Vote Tallies.*

The Executive Director shall keep the ballots untallied in a secure location until the day of the deadline for voting. Thereafter, the Executive Director with such assistants as he or she may require and designate, including an outside election vendor, shall count and tally, or shall cause to be counted and tallied, all votes cast. The final count shall be announced no later than the fifth day following the deadline for voting (or the next working day if the fifth day is a Saturday, Sunday, or legal holiday). The person receiving a majority of the votes cast shall be declared elected for the position for the succeeding term.

(g) *Runoff Election.*

In the event of a tie under subsection (a)(1), the Director election shall be decided by a flip of a coin. If no candidate receives a majority of the votes cast as required by subsection (a)(2) above, a runoff election shall be initiated within fourteen days of the announcement of the final count as set out in Section (f) above. Only the names of the two candidates who receive the highest number of votes for such office shall be placed on the Official Ballot.

Section 5. **Districts.**

The districts of the Association shall be comprised of the following counties:

(a) District #1: Bowie, Camp, Cass, Cherokee, Gregg, Harrison, Marion, Morris, Panola, Red River, Rusk, Shelby, Titus, and Upshur.

(b) District #2: Anderson, Angelina, Brazos, Freestone, Grimes, Henderson, Houston, Jasper, Leon, Madison, Montgomery, Nacogdoches, Newton, Polk, Sabine, San Augustine, San Jacinto, Trinity, Tyler, and Walker.

(c) District #3: Bailey, Cochran, Cottle, Crosby, Dickens, Floyd, Garza, Hale, Hockley, Kent, King, Lamb, Lubbock, Lynn, Motley, Stonewall, Terry, and Yoakum.

(d) District #4: Collin, Delta, Fannin, Franklin, Grayson, Hopkins, Hunt, Kaufman, Lamar, Rains, Rockwall, Smith, Van Zandt, and Wood.

(e) District #5: Place 1; Place 2; Place 3; Place 4: Dallas.

(f) District #6: Place 2; Place 3; Place 4; Place 5; Place 6: Harris.

(g) District # 7: Chambers, Hardin, Jefferson, Liberty, and Orange.

(h) District #8: Place 1; Place 2: Bastrop, Blanco, Burnet, Caldwell, Hays, Travis, and Williamson.

(i) District # 9: Bell, Bosque, Coryell, Falls, Lampasas, Limestone, McLennan, Milam, Mills, and Robertson.

(j) District #10: Place 1; Place 2: Ellis, Hill, Hood, Johnson, Navarro, Parker, Somervell, and Tarrant.

(k) District # 11: Archer, Baylor, Clay, Cooke, Denton, Foard, Hardeman, Haskell, Jack, Knox, Montague, Throckmorton, Wichita, Wilbarger, Wise, and Young.

(l) District # 12: Aransas, Calhoun, Goliad, Jackson, Matagorda, Nueces, Refugio, San Patricio, Victoria, and Wharton.

(m) District # 13: Cameron, Hidalgo, Kenedy, Kleberg, Starr, and Willacy.

(n) District # 14: Brewster, Culberson, El Paso, Hudspeth, Jeff Davis, Pecos, Presidio, Reeves, and Terrell.

(o) District # 15: Bandera, Brown, Callahan, Coke, Coleman, Comanche, Concho, Eastland, Erath, Fisher, Gillespie, Hamilton, Howard, Irion, Jones, Kendall, Kerr, Kimball, Llano, McCulloch, Mason, Menard, Mitchell, Nolan, Palo Pinto, Runnels, San Saba, Schleicher, Shackelford, Stephens, Sterling, Sutton, Taylor, and Tom Green.

(p) District # 16: Armstrong, Briscoe, Carson, Castro, Childress, Collingsworth, Dallam, Deaf Smith, Donley, Gray, Hall, Hansford, Hartley, Hemphill, Hutchinson, Lipscomb, Moore, Ochiltree, Oldham, Parmer, Potter, Randall, Roberts, Sherman, Swisher, and Wheeler.

(q) District # 17: Andrews, Borden, Crane, Crockett, Dawson, Ector, Gaines, Glasscock, Loving, Martin, Midland, Reagan, Scurry, Upton, Ward, and Winkler.

(r) District #18: Place 1; Place 2: Austin, Bexar, Burleson, Colorado, Comal, Dewitt, Fayette, Gonzales, Guadalupe, Karnes, Lavaca, Lee, Waller, Washington, and Wilson.

(s) District # 19: Atascosa, Bee, Brooks, Dimmitt, Duval, Edwards, Frio, Jim Hogg, Jim Wells, Kinney, Live Oak, Maverick, McMullen, Medina, Real, Uvalde, Val Verde, Webb, Zapata, and Zavala.

(t) District # 21: Brazoria, Fort Bend, and Galveston.

Since 1981, the Board has periodically evaluated the TYLA districts for geographic changes. Redistricting was most recently considered in 2017. In 2022, and every five years thereafter, a "redistricting committee" shall be appointed by the President and shall be composed of the President-elect, Chair-elect, and representatives of various geographical areas of the state.

A "redistricting committee" shall be composed every five years to determine whether or not demographic changes to the state necessitate redistricting. The committee shall then either draft a plan for new district allocation or issue a report supporting its conclusion that no changes of the districts are necessary. The committee shall then submit its plan or report to the Board, which shall require a 2/3rds vote of the Board for adoption. In the event no plan or report is submitted, a redistricting committee shall reconvene in each succeeding year and submit a plan or report to the Board. If a redistricting plan is adopted by a 2/3rds majority vote of the Board, it shall be submitted to the membership of the Association present at its Annual Meeting, whose approval by a 2/3rds majority vote shall make such plan effective.

Section 6. Biannual Elections.

Directors representing odd-numbered districts and odd-numbered places within any district shall be elected during odd-numbered years, and Directors representing even-numbered districts and even-numbered places within any district shall be elected in even-numbered years, except as provided in Article V, Sections 9 and 10.

Section 7. Duties of Directors.

It is the duty of a Director, whether elected or appointed, to supply leadership to the Association and to the Board; to represent his or her district at all Board meetings; to attend all Board meetings; to attend the Annual Meeting, if feasible; to be an active representative of the Association within his or her district; to advise the Board of local needs and programs being conducted within his or her district; to carry out assigned committee responsibilities and to promote Association programs within his or her district; to report the actions of the Board to members of his or her district; to be available at all times to further the objectives and meet the responsibilities of the Association; and to perform such duties as the President, Executive Committee, or Board may from time to time direct.

Section 8. Board Meetings.

(a) *Regular Meetings.*

The Board shall meet on such dates and at such locations as determined and communicated to the Board by the Executive Committee.

(b) *Quorum.*

A majority of the voting Board Members shall constitute a quorum for the transaction of any business, except as otherwise provided in these Bylaws. Except as expressly provided otherwise herein, a majority vote of those Board Members present and voting during a regular or special meeting at which a quorum was present at the

beginning of the meeting shall be required to approve matters brought before the Board.

(c) *Parliamentary Procedure.*

All meetings will be conducted in accordance with ROBERT'S RULES OF ORDER.

Section 9. Board Vacancies.

When vacancies occur in the Board, the Board shall appoint, by majority vote, a replacement from among the membership of the Association who shall serve the remainder of that term. If the district with such vacancy has a local young lawyers association affiliated with the TYLA, an invitation for a recommendation for the position shall be made by the President to the local association(s). Any recommendations may be considered by the Board in filling such vacancy, but shall not be binding.

Section 10. Appointment of Directors in New Districts.

In the event districts in addition to those in existence are created at an Annual Meeting, but before March 1 in the calendar year following, the Board shall appoint a Director from that district who shall serve the remainder of that term.

Section 11. Action Without Formal Board Meeting.

Unless otherwise restricted by these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if acted upon in the following manner:

(a) Each item of business to be presented to the Board shall be submitted to the President in the form of a written motion.

(b) Each motion shall be presented to, and approved by a majority vote of, the Executive Committee.

(c) A copy of each motion, in the form as approved by the Executive Committee, shall be distributed to each Board member accompanied by a statement setting forth the number of votes cast for and against such motion and a summary of the discussions of the Executive Committee concerning such motion.

(d) On or before the 15th day subsequent to the distribution date of such motion, each Board member shall communicate his or her vote on such motion in writing to the Secretary. Any vote received by the Secretary after the 15th day shall not be counted.

(e) The affirmative vote of 80% of the Board shall be required to approve any motion brought before the Board pursuant to this Section.

(f) The vote cast by each Board member for or against said motion and method by which each vote was cast shall be certified in writing by the Secretary and distributed to each Board member no later than ten days following the above referenced 15th day.

(g) Any and all actions taken and effected by the Board in accordance with this Section 11 shall have the same force and effect as an action taken and effected at a

regular or special meeting of the Board.

**ARTICLE VI
COMMITTEES**

Section 1. Executive Committee.

The TYLA Officers shall constitute the "Executive Committee." The Executive Committee shall meet from time to time upon call and notice reasonably given by the Chair of the Board to consider the agenda for the Board meetings and the Annual Meeting except where action by the Board is otherwise specified by these Bylaws or by Board resolution. The designation of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed upon it, or him or her, by law. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board.

Section 2. Nominations Committee.

The Nominations Committee shall provide rules and supervision for the conduct of all elections. Members shall be appointed by the President. The Nominations Committee shall be comprised of the President, Immediate Past President, President-Elect, and former TYLA Presidents and Chairs. The Chair of the Committee shall be the Immediate Past President.

Section 3. Additional Committees.

The President shall create, appoint and empower such additional committees as may be deemed advisable and necessary. As soon as practicable after the close of the Annual Meeting, the President, with the advice of the Executive Committee, shall appoint the members of all committees. Vacancies occurring in the membership of committees shall be filled by the President, following consultation with the committee chair. All committees shall submit a written report to the Board at each regular meeting of the Board and shall provide such additional reports as may be requested by the President or the Board.

**ARTICLE VII
REMOVAL OF OFFICERS AND DIRECTORS**

Section 1. Removal for Cause.

(a) *Generally.*

For cause shown upon the presentation of written charges, the Board shall have the power to remove any Officer, Director elected from a district described in Article V, or At-large Director not less than fourteen days after notice has been given to the Board and such Officer or Director. The notice shall state the asserted charges and the date and time the same will be presented to the Board for action.

(b) *Vote Requirement.*

It shall require at least a 2/3rds vote of the Board Members present and voting in favor of removal in order to remove an Officer or Director from the Board, except as provided in Article VII, Section 2.

(c) *Representatives.*

While Representatives may not be removed from the Board in the manner described above, the Board may vote to rescind a Representative's voting rights and Officer nomination eligibility under the same process as described in this Article VII, Section 1.

Section 2. Attendance Requirement.

(a) An Officer, Director elected from a district described in Article V, or At-large Director shall be removed from the Board, or in the case of a Representative, shall be denied his or her voting rights and officer nomination eligibility, effective upon twice failing to attend a regularly scheduled Board meeting without an excused absence during his or her term, or for failing to attend four regularly scheduled Board meetings during his or her term, regardless of whether such absences were excused or unexcused. Attendance at a regularly scheduled Board meeting shall be fulfilled by the Board Member answering any one of the roll calls taken during the meeting and by substantial attendance during the meeting. As used in this section, "substantial attendance" means attendance for at least 25% of the business portions of the meeting. If a Board Member is attending a meeting virtually, "substantial attendance" requires the Board to have their video camera on and be visible on screen.

(b) Any Board Member seeking the Board's excuse of an absence from any meeting of the Board shall, at the earliest opportunity before the meeting, deliver to the Executive Director of the Association and the Secretary a request in writing (including letter, memo, email, facsimile, or other means of electronic communication). If for any reason the Board Member is unable to deliver the request before the meeting at which such Board Member is to be absent, the voting member shall deliver the request to the Executive Director as soon as practicable after the meeting.

(c) If a Board Member's absence is included in the following list of reasons and a request for an excused absence is timely made, the Executive Director and the Executive Committee may excuse the absence. The reasons deemed adequate for excused absence are:

- (1) illness of the Board Member or a member of the Board Member's family, or other medical reason necessitating absence from the meeting;
- (2) conflicts in the Board Member's practice of law or profession that cannot be reasonably rescheduled to allow the Board Member to attend the meeting; or
- (3) personal or family commitments, scheduled before the notice of the meeting, that cannot reasonably be rescheduled to allow the Board Member to attend the meeting.

(d) Any Board Member who does not timely submit to the Executive Director a written request for an excused absence (including letter, memo, email, facsimile, or other means of electronic communication) and the grounds therefore shall be deemed to have an unexcused absence.

(e) A Board Member may appeal the determination that an absence is not excused by delivering a written notice of appeal to the Executive Director stating the basis for the appeal. If the written notice of appeal is received within ten (10) days of when the Board Member was notified their absence is not excused, then the Executive Director shall include the notice of appeal among the board materials for the subsequent board meeting. The absence shall be excused if approved by the affirmative vote of 2/3rds of the Board Members present and voting.

**ARTICLE VIII
ANNUAL MEETING**

Section 1. Date, Place, and Notice.

The Association shall meet annually during and in the same county as the Annual Meeting of the State Bar of Texas. If the Annual Meeting of the State Bar does not occur, the Association may have its Annual Meeting virtually at a date and time determined by the Executive Committee, subject to the approval of the Executive Director of the State Bar. Announcement of the Annual Meeting shall be made to the membership at least thirty days in advance.

Section 2. Program.

The program of the Association for its Annual Meeting shall be prepared by the Executive Committee.

Section 3. Quorum.

Regular members in good standing in attendance shall constitute a quorum for transacting business at the Annual Meeting.

Section 4. Procedure.

The Annual Meeting of the Association will be governed by ROBERT'S RULES OF ORDER.

**ARTICLE IX
FINANCES**

Section 1. Fiscal Year.

The fiscal year of the Association shall begin June 1 in each calendar year and shall end May 31 of the following calendar year.

Section 2. Budget Request.

The President-elect shall prepare a budget request for the next fiscal year, which shall be submitted to the Board of Directors of the State Bar of Texas for its consideration, approval and for allocation of funds of the State Bar of Texas for use by the Association during the fiscal year.

Section 3. Amendments to Annual Budget.

The Executive Committee shall have the authority, by majority vote of those present and voting, to amend the allocation of budgeted funds, provided that the total amount of the budget shall not be increased beyond the amount allocated by the Board of Directors of the State Bar

of Texas, plus retained funds or funds from any other source.

Section 4. Expenditures.

All expenditures, other than those described in the Annual Budget, shall be approved by a majority of the Executive Committee and reported to the Board.

Section 5. Source of Funds.

Any source of funds other than those allocated by the State Bar of Texas shall be reported to the Board.

**ARTICLE X
PUBLICATIONS**

Section 1. Official Publications.

The TYLA section of the TEXAS BAR JOURNAL, the official directory published by the State Bar of Texas and TYLA, and the TYLA Newsletter shall be the official publications of the Association. The President, Executive Committee, or Board may submit for publication therein any matters that are deemed necessary or of interest to the membership.

Section 2. Other Publications.

The Board may authorize such additional publications as will serve the Association's purposes.

**ARTICLE XI
AMENDMENTS**

Section 1. Review.

All proposals to alter, amend, repeal, or otherwise modify these Bylaws shall be submitted in writing to the Chair of the Bylaws Committee (or to its successor committee). The Chair of the Bylaws Committee shall furnish a copy of such proposal to the membership of the Committee, and at the next regular or special meeting of the Committee called within a reasonable time after the furnishing of such notice the Committee shall prepare a report which shall identify the author of the proposal, the proposal submitted, changes recommended or adopted by the Bylaws Committee, the Committee's recommendations on the proposal and a minority report, if appropriate.

Section 2. Action by Board of Directors.

The report of the Bylaws Committee will be presented to the Board as soon thereafter as the Board can conveniently hear the report. The Board may adopt the proposal or may propose additions, alterations or amendments thereto by the affirmative vote of 2/3rds of the members present and voting. Board action shall be reported to all affiliated local young lawyers associations prior to the next Annual Meeting and submitted to the membership for approval at the next Annual Meeting. Other reasonable notice shall be given to the membership when possible and practical.

Section 3. Ratification at Annual Meeting.

A 2/3rds vote of the regular TYLA members in good standing present and voting at the Annual Meeting shall be

necessary to amend, alter, repeal, or otherwise modify these Bylaws.

Section 4. Date Effective.

Any repeal, amendment, alteration, or additions to these Bylaws shall become effective immediately upon adoption or passage by the membership at the Annual Meeting, unless otherwise stated in the proposal.

Section 5. Emergency Clause.

In the event that the Board determines by unanimous vote of Board Members present and voting that action either not permitted or contemplated by these Bylaws is required on an emergency basis, the Board, after documenting the basis of the emergency in the minutes of the meeting, can by unanimous vote of Board Members present and voting temporarily suspend or amend these Bylaws, but only to the extent necessary to provide for the specific emergency. Any permanent amendment to these Bylaws shall thereafter be submitted to the membership of the Association as provided above.

**ARTICLE XII
LOCAL AFFILIATES**

Section 1. Definition.

As used in these bylaws, or TYLA's policy manual or other written materials, "affiliate" or "local affiliate" means any Texas-based lawyer organization or unit of any bar association in which membership primarily consists of regular members of the TYLA in good standing. "Affiliate" is not used to indicate any official relationship but is instead used to indicate TYLA's connection to those organizations by virtue of shared membership.

**ARTICLE XIII
REPEAL OF FORMER CONSTITUTION AND BYLAWS**

All provisions of any former Constitution or Bylaws of any predecessor to this Association, and any former Bylaws of the Association, are hereby repealed and superseded.

**ARTICLE XIV
GENERAL DEFINITIONS**

Section 1. General Definitions

- (a) "Board Member(s)" shall include Directors, Officers, and Representatives.
- (b) "Director(s)" shall include any individual elected to the Director seat from a district described herein as well as the four At-large Directors.
- (c) "Liaison(s)" may refer to the Law Student Liaison, the Law School Liaison, the Supreme Court of Texas Liaison, or all collectively.
- (d) "Representative(s)" may refer to an ABA/YLD Representatives, an Access to Justice Representative, or all collectively.

TYLA Bylaws Effective June 1, 2023
as adopted at TYLA Annual Meeting in June 2023