

AS ADOPTED JUNE 30, 1982, AND  
AMENDED ON JUNE 7, 1985, JUNE 18, 1993, JUNE 12, 1998,  
JUNE 23, 2000, AND JANUARY 11, 2019

ARTICLE I  
NAME AND PURPOSE

**1.1 Name.**

This Section shall be known as the Environmental and Natural Resources Law Section of the State Bar of Texas (“Section”).

**1.2 Purpose.**

The purpose of the Section shall be to further the purposes and objectives of the State Bar of Texas within the field of environmental and natural resources law through the gathering, improvement, and distribution of knowledge and materials related to these areas of law as they develop over time, subject to applicable federal and state laws, rules and regulations and the policies of the State Bar of Texas (the “State Bar”).

ARTICLE II  
MEMBERSHIP

**2.1 Membership.**

(a) *Voting Members.* Voting Members of the Section are those licensed Texas attorneys who are members in good standing of the State Bar, have joined the Section and are current in the payment of their Section dues (“Voting Members”). Only Voting Members may vote in Section elections and on matters coming before the Section members for action.

(b) *Associate Members.* Associate Members of the Section are those individuals who are not licensed to practice law in Texas, including out of state attorneys, paralegals, law students, and non-attorney academics, who have joined the Section and are current in the payment of their Section dues (“Associate Members”). Associate Members may not hold themselves out as being members of the State Bar or make any representation that they are licensed by the State Bar. Associate Members shall have no Section member voting rights.

(c) Voting Members and Associate Members shall constitute the full membership of the Section.

**2.2 Section Dues.**

Each member of the Section shall pay annual Section dues in the amount established from time to time by the Section Council and approved by the State Bar Board of Directors. Section dues shall be due and payable on or before June 1 of each year.

**2.3 Termination of Membership.**

On the occurrence of any of the following, a Section member shall immediately cease to be a member of the Section without any further action required:

- (a) any member who is six months or more delinquent on payment of Section dues;
- (b) any Voting Member who ceases to be a member in good standing of the State Bar of Texas; or
- (c) any Associate Member who is found by a majority vote of the Council to have represented himself or herself as a member of the State Bar or as a member licensed by the State Bar.

**ARTICLE III  
COUNCIL; OFFICERS AND EXECUTIVE COMMITTEE**

**3.1 Council.**

(a) The powers, business and property of the Section shall be conducted, controlled and managed by a Council, to the extent authorized by law and the policies of the State Bar (“Council”).

(b) The Council is composed of fifteen (15) members, as follows:

- Five (5) officers, including a Chair, a Vice-Chair, a Chair-Elect, a Secretary, and a Treasurer, each of whom must be a member of the Section (“Officers”).
- The Immediate Past Chair.
- Nine (9) elected members, all of whom must be Voting Members (“Executive Committee”).

**3.2 Term of Office; Officers.**

(a) The term of the Chair, the Vice-Chair, and the Chair-Elect shall be for one year beginning at the close of the annual meeting of the Section at which the membership elected the officer and shall end at the close of the next succeeding annual meeting of the Section and when the officer's successor has been elected and qualified, or upon the officer's earlier death, resignation, disqualification, or removal from office.

(b) The Chair-Elect shall, at the end of his or her term in office, succeed to the office of Chair for the immediately succeeding one-year term.

(c) The term of the Secretary and the Treasurer shall be for two years beginning at the close of the annual meeting of the Section at which the membership elected the officer and shall end at the close of the second succeeding annual meeting of the Section and when the officer's successor has been elected and qualified, or upon the officer's earlier death, resignation,

disqualification, or removal from office. The Secretary and Treasurer terms shall be staggered such that each officer's successor will begin his or her term in alternating years.

(d) A Chair, a Vice-Chair, and a Chair-Elect shall be eligible to serve two or more consecutive terms in the office that they hold.

### **3.3 Term of Office; Executive Committee.**

Pursuant to the nomination process set out in Section 4.1, the Council shall nominate three Voting Members to become Executive Committee members for a term of three years, to begin at the close of the annual meeting of the Section at which they were elected and to end at the close of the third succeeding annual meeting of the Section and when such Executive Committee member's successors have been elected and qualified, or upon any such Executive Committee member's earlier death, resignation, disqualification, or removal from office.

### **3.4 Immediate Past Chair.**

(a) The term of the Immediate Past Chair shall begin upon the date that his or her successor in the office of Chair succeeds him or her in the office of Chair and shall continue while that successor is in office as Chair, including multiple terms, and shall then end at the end of the term(s) of his or her successor in the office of Chair other than by death, resignation, disqualification, or removal from office.

(b) The Immediate Past Chair shall be the chair of any bar association outreach committee created under these Bylaws.

### **3.5 Eligibility.**

(a) An Executive Committee member shall not be eligible for election to two full consecutive terms as an Executive Committee member. However, an Executive Committee member shall be eligible for election as an officer of the Section at any time during his or her term, and shall be eligible for election to a full three-year term as an Executive Committee member immediately after serving the remainder of an unexpired term of another Executive Committee member.

(b) If an Executive Committee member is elected to be an officer of the Section during his or her three-year term, then that position will be vacant, and the Council will fill that vacancy in accordance with these Bylaws.

### **3.6 Removal.**

(a) The membership of the Section by the affirmative vote of a majority of the members voting at any meeting of the Section may remove any officer or Executive Committee member.

(b) If any Executive Committee member fails to attend two consecutive meetings of the Council, the Chair may, in the exercise of his or her discretion, declare the position of that Executive Committee member vacant.

## ARTICLE IV NOMINATIONS AND ELECTIONS

### 4.1 Nominations.

(a) *Appointment.* Within 90 days after assuming office, the Chair will appoint a Nominating Committee consisting of the Chair and Immediate Past Chair, one Executive Committee member, and not less than three Voting Members of the Section who are not then serving on the Council.

(b) *Notice.* Within 120 days following the appointment of the Nominating Committee, the Chair will cause notice to be given to the Voting Members of the Section, identifying the members of the Nominating Committee and identifying the proposed slate for Chair-Elect, Vice-Chair, Secretary and/or Treasurer, and the Executive Committee members to replace those whose terms expire that year. Notice is sufficient if made by electronic mail, U.S. mail, prominent posting on the Section's website, or publication in the Section's newsletter.

(c) *Nominations.* Any member of the Section may submit nominations to any member of the Nominating Committee during the time beginning on the date of the notification and ending 90 days before the Section's next annual meeting. Upon receipt of a nomination, the Nominating Committee will confirm that the nominee is eligible and wishes to be considered for election. From the candidates who have agreed to be considered for nomination, and any additional candidates identified by the Nominating Committee, the Nominating Committee will create the final proposed slate for Officers and Executive Committee positions up for election and will notify the Voting Members of the nominations. In making its nominations for Officers and Executive Committee members, the Nominating Committee shall adhere, insofar as is practicable, to the principle that the nominees, as a group and taken together with the current Council membership, shall be representative of all constituents of the membership of the Section. Notification of nominations will be delivered or published no later than 30 days prior to the Section's annual meeting. Such notification may be made by electronic mail, U.S. mail, prominent posting on the Section's website, or publication in the Section's newsletter.

### 4.2 Elections.

(a) All offices and positions filled pursuant to this Article shall be approved by a majority vote of the Voting Members of the Section in attendance at the annual meeting.

(b) Elections will be by simple majority and voting may be by written ballot or show of hands as the Council deems appropriate.

### **4.3 Vacancies.**

(a) *Chair.* In the event of the death, disability, resignation, or termination of Section membership of the Chair, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or disability. If necessary, the Council shall appoint a new Chair at the earliest possible time to serve until the close of the next Section annual meeting.

(b) *Chair-Elect.* In the event of the death, disability, resignation, or termination of Section membership of the Chair-Elect, the Treasurer shall perform the duties of the Chair-Elect for the remainder of the Chair-Elect's term or disability. If necessary, the Council shall appoint a new Chair-Elect at the earliest possible time to serve until the close of the next Section annual meeting.

(c) *Vice-Chair, Secretary, Treasurer, and Executive Committee Members.* In the event of the death, disability, resignation, or termination of Section membership of the Vice-Chair, Secretary, Treasurer, or any Executive Committee member, the Council shall appoint a new Vice-Chair, Secretary, Treasurer, or Executive Committee member at the earliest possible time. . The person so filling the vacancy will serve until the close of the next Section annual meeting. The remainder of any Executive Committee member's vacated unexpired term will be filled by election at the next Section annual meeting in accordance with these Bylaws.

## **ARTICLE V DUTIES OF OFFICERS**

### **5.1 Chair.**

(a) The Chair shall be the chief executive officer of the Section. Subject to the provisions of these Bylaws, the Chair shall have general supervision of the affairs of the Section.

(b) The Chair shall serve as Chair of the Council and shall preside both at meetings of the Council and at meetings of the members of the Section.

(c) The Chair shall formulate and present an annual report on the work of the Section at the end of his or her term in office, and generally shall exercise all of the powers usually appertaining to the office.

### **5.2 Chair-Elect.**

The Chair-Elect generally shall assist the Chair and shall have such powers and perform such duties and services as from time to time the Chair or the Council may prescribe or delegate to the Chair-Elect.

### **5.3 Vice-Chair.**

(a) The Vice-Chair shall generally assist the Chair and shall have such powers and perform such duties and services as from time to time the Chair or the Council may prescribe or delegate to the Vice-Chair.

(b) During the absence of the Chair, the Vice-Chair shall perform the duties of the Chair during so much of the Chair's term as the absence continues.

**5.4 Secretary.**

The Secretary shall serve as the custodian of the books, reports and records of the Section, with the exception of the financial records, keep a correct record of the proceedings of all meetings of the Section and the Council, and maintain the rosters of the Section committees and the Council.

**5.5 Treasurer.**

The Treasurer shall serve as the custodian of all financial reports of the Section, oversee all dues and other funds paid to the Section, provide required financial information to the State Bar, invest the funds of the Section subject to the requirements and parameters established by the State Bar, develop for Council approval and maintain the annual budget for the Section subject to the requirements and parameters established by the State Bar, and provide financial reports to the Council at each of its meetings. Subject to requirements of the State Bar and the approval of the Council, the Treasurer, along with the Chair, has full authority to appoint depositories of the funds of the Section and to make deposits thereto and withdrawals therefrom.

**ARTICLE VI  
DUTIES AND POWERS OF THE COUNCIL**

**6.1 Authority.**

Subject to applicable law and the policies of the State Bar, the Council will have general supervision and control of the affairs of the Section to ensure that the purposes and objectives of the Section are carried out. The Council will supervise the expenditure of funds received by the Section from dues and other sources, and all other Section activities.

**6.2 Committees.**

(a) *Establishment.* From time to time, the Council may establish Section committees and task forces as it deems advisable to perform such duties and exercise such powers as the Council directs, subject to the limitations of these Bylaws, the policies and procedures of the State Bar and all applicable law.

(b) *Membership of Committees.* Membership of Section committees may consist of Council members, non-voting *ex officio* (former Council) members, Voting Members, and Associate Members. The Chair, with the advice of the Chair-Elect, may appoint the co-chairs of Section committees, subject to the approval of the Council.

(c) *Standing Committees.* Until otherwise determined by action of the Council, the standing Section committees will include, but are not limited to:

- i. Pro Bono Committee
- ii. Website and Technology Committee

- iii. Sponsorship and Membership Committee
- iv. Publications and Communications Committee
- v. Education Committee
- vi. Law School Committee.

(d) *Standing Committee Reports.* The Council will monitor the activities and functions of the Section committees and may require such committees to report to the Council with such frequency as the Council deems advisable.

## ARTICLE VII MEETINGS

### 7.1 Council Meetings.

(a) *Quorum.* A quorum of the Council consists of a simple majority of the current Council members. No action may be taken at any Council meeting without the presence of a quorum of the Council.

(b) *Voting.* Unless otherwise stated in these Bylaws or required by the policies of the State Bar, all binding actions of the Council must be by a majority vote of the voting Council members present at the Council meeting. Voting may be by written ballot, hand count, or voice vote. Voting by proxy shall not be allowed. Except as may be otherwise provided in these Bylaws, Council meetings shall be governed by the then-current edition of Roberts Rules of Order.

(c) *Regular Meetings.* Regular meetings of the Council shall be held quarterly at such time and place as determined by the Chair. Notice of regular meetings will be delivered to Council members by electronic mail or U.S. mail at least ten days prior to the date of the meeting.

(d) *Special Meetings.* Special meetings of the Council may be held at such time and place as determined by the Chair for the purpose of taking such necessary or emergency action as may be required before the next scheduled regular Council meeting. Notice of a special meeting will be delivered to the Council members by electronic mail or U.S. mail at least three days prior to the date of the meeting. The notice must describe the general purpose or purposes of the meeting and the reason a special meeting is deemed necessary.

(e) *Waiver of Notice by Attendance.* Attendance of a Council member at a Council meeting constitutes waiver of notice unless the Council member's attendance is expressly for the purpose of objecting to the transaction of business at the meeting without adequate notice.

(f) *Participation.* Council members may participate in Council meetings by teleconference or videoconference. A Council member participating by teleconference or videoconference is counted toward a quorum and may vote on any matters coming before the Council at the meeting.

(g) *Actions in Lieu of Meeting.* With the written consent of two-thirds of the current Council members, the Council may take action on a matter concerning the Section through the use of electronic mail or U.S.

mail. In such event, the Chair will send notice by electronic mail or U.S. mail to all Council members with an explanation of the action and fiscal impact of the action, if any, and will request each member of the Council to cast their vote (for, against, or abstain from) the action by electronic mail or U.S. mail. Upon receipt of all votes, the Chair will notify the Council members of the result. The Secretary shall maintain a record of all votes taken under this provision and maintain those with other meeting minutes.

## **7.2 Section Meetings.**

(a) *Annual Meeting.* The Section will hold an annual meeting at such time and place as determined by the Chair and approved by the Council. Notice of the annual meeting will be provided to Section members at least 20 days prior to the meeting and may be delivered by electronic mail, U.S. mail, or prominent posting on the Section's website.

(b) *Special Meetings.* Special meetings of the Section may be held at such time and place as may be determined by the Chair and approved by the Council. Notice of a special meeting shall be provided to Section members at least 10 days prior to the meeting and may be delivered by electronic mail, U.S. mail, or posting on the homepage of the Section's website. The notice must describe the general purpose or purposes of the special meeting and the reason a special meeting is deemed necessary.

(c) *Quorum and Voting.* At all Section meetings, a simple majority of Voting Members present at the meeting may approve a proposed action or decision, voting by written ballot, hand count, or voice vote. Voting by proxy shall not be allowed.

# ARTICLE VIII FINANCIAL PROVISIONS

## **8.1 Compensation.**

(a) The Section shall not pay a salary or compensation to any Officer or to any Executive Committee member or to any member of a Standing Committee or other Section committee, except that the Section may pay the Editor-in-Chief and the Associate Editor of the Journal a stipend for the execution of their duties in the publication of the Environmental Law Journal.

(b) The Section may reimburse Council members and Standing Committee members for their actual out-of-pocket expenses incurred in conducting the business of the Section, including without limitation the actual transportation costs incurred to attend any Section or Council meeting.

## **8.2 Depositories and Investments.**

Section funds must be invested consistent with the State Bar's Investment Policy as set forth in the State Bar Board of Directors Policy Manual, as the same may be amended from time to time. Section funds must be deposited into either a branch of the State Bar banking depository or an alternative banking depository meeting the requirements of the State Bar's Investment Policy.



**8.3 Financial Books, Records and Reports.**

The Section must maintain accurate financial books and records and have appropriate controls on the maintenance and disbursement of the Section’s funds, all in a fashion that permits the inclusion of the Section’s financial information in the State Bar’s financial statements and audit. The Section must provide to the State Bar such financial information as may be required for compliance with the requirements for the independent financial and/or internal audits of the State Bar as required by applicable law, rules and regulations, and pursuant to the State Bar’s procedures for section financial reporting, as such procedures may be amended from time to time. The Section will submit to the Executive Director of the State Bar by July 15th of each year a budget for the then current fiscal year.

**8.4 Sales Tax.**

To the extent required by law, the Section will collect sales tax on goods or services that it sells, and will remit monthly to the State Bar all sales tax collected during the immediately preceding month, along with a report listing the price, quantity and description of the goods or services so sold in such detail as the State Bar Accounting Department reasonably may require to ensure compliance with applicable law, rules and regulations.

**8.5 State Bar Assistance.**

The Section may request the State Bar Accounting Department to manage Section funds, including depositing dues, managing operating expenses, issuing checks and preparing financial reports and budgets.

**ARTICLE IX  
MISCELLANEOUS**

**9.1 Political or Social Policy Advocacy Position.**

No position may be taken by the Section or its members in the name of the Section or the State Bar that advocates or advances a political or social policy position in violation of State Bar policies, the State Bar Act, the State Bar Rules, or any other applicable state or federal law.

**9.2 Section Name Change.**

The Section may not change its name without the approval of the State Bar Board of Directors in accordance with the then current State Bar policies and procedures.

**9.3 Confidentiality of Section Member Information.**

All information concerning any Section member that is deemed confidential by state or federal law, including Tex. Govt. Code Ch. 552 and Tex. Occ. Code Ch. 59, including email addresses, may be used only for official section business and may not be disclosed to the public or any third party. The Section will take reasonable and necessary precautions to protect the confidentiality of all such information.

#### **9.4 Amendment of Bylaws.**

These Bylaws may be amended at any meeting of the Section by a majority vote of the Voting Members present and voting, provided that any proposed amendment is first approved by a majority of the Council members and notice of the proposed amendment in accordance with these Bylaws has been provided to all Voting Members at least 30 days prior to the meeting at which the amendment will be considered. No amendment will become effective until approved by the State Bar Board of Directors in accordance with the then current State Bar policies and procedures.