

SECTION OF CONSUMER AND COMMERCIAL LAW

of the State Bar of Texas
BY- LAWS

(As Amended through October 1, 2006)

Article I Name and Purpose

Section 1. This Section shall be known as the Section of Consumer and Commercial Law of the State Bar of Texas.

Section 2. The purpose of this Section shall be to promote the objectives of the State Bar of Texas within the particular field designated by the name of the Section, and to that end to create a better understanding and cooperation those attorneys engaged in the practice of consumer and commercial law.

Article II Membership

Section 1. Any member of the State Bar of Texas who desires to become a member of this Section shall, upon registering his name with the Secretary of this Section and upon payment of the Section dues for the current year, be enrolled as a member. Members so enrolled shall constitute the membership of this Section.

Article III Officers

Section 1. The officers of this Section shall be a Chairperson, Chairperson-Elect, Immediate Past Chairperson, a Secretary, and a Treasurer.

Section 2. There shall be a Council, which shall consist of the Chairperson, Chairperson-Elect, Immediate Past Chairperson, the Secretary, the Treasurer, and the Editor of the Journal of Texas Consumer & Commercial Law, all of whom shall be members ex-officio, together with nine other members to be elected by the Section as hereinafter provided, subject to the transitional provisions included in Article III, Section 4 below.

Section 3. All officers except the Chairperson shall be nominated and elected in the manner hereinafter provided at each annual meeting of this Section, to hold office for a term beginning at the close of the annual meeting of the State Bar of Texas at which they shall have been elected, and ending at the close of the next succeeding annual meeting of the State Bar of Texas and until their successors shall have been elected and qualify. The Chairperson-Elect shall, at the end of his term of office, become Chairperson for a term of one year, and no Chairperson shall be eligible to serve two consecutive terms as chairperson.

Section 4. At each annual meeting of the Section beginning with the 2000 annual meeting, three members shall be nominated and elected to serve on the Council for a term 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 the Section. The Council for the year beginning with the 2000 annual meeting shall consist of seventeen members (exclusive of the officers named above), including those previously elected to terms expiring in the year 2001 and 2002. The Council for the year beginning with the 2001 annual meeting shall consist of thirteen members (exclusive of the officers named above), including those previously elected to terms expiring in the year 2002. (The word "year" as herein used means a term beginning at the close of the annual meeting at which they shall have been elected and ending at the close of the first, second, and third succeeding annual meeting of this Section, respectively).

Section 5. If any elected member of the Council shall fail to attend two meetings of the Council during any one year, without excuse acceptable to the Council, or fails to attend three meetings of the Council within any one year regardless of whether such absence is excused or unexcused, the office held by such member shall be automatically vacated, and the vacancy shall be filled for the unexpired term by the Section if at an annual meeting, and the Council if the vacancy occurs between annual meetings.

Article IV Nomination and Election of Officers

Section 1. Nomination. At the first session of each annual meeting of the Section, the Chairperson shall appoint a nominating committee of five members of the Section, which committee shall make and report nominations to the Section for the offices of Chairperson and Chairperson-Elect, Secretary and Treasurer and members of the Council, to succeed those whose terms will expire at the close of the then annual meeting, and to fill vacancies then existing for unexpired terms. Other nominations for the same offices may be made from the floor.

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

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

Article V Duties of Officers

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

Section 2. Chairperson-Elect. Upon the death, resignation, or during the disability of the Chairperson, or upon absence or refusal of the Chairperson to act, the Chairperson-Elect shall perform the duties of the Chairperson, unless and until the Council shall have designated another person as Chairperson.

Section 3. Secretary. The Secretary shall be custodian of all the books, reports and records of the Section with the exception of the financial records. The secretary shall keep a correct record of the proceedings of all meetings of the Section and of the Council and shall maintain the roster of members of the Section. With the Chairperson, the Secretary shall prepare a summary or digest of the proceedings of the Section at its annual meeting and shall submit the same to the Board of Directors of the State Bar of Texas for publications in, the annual report. In conjunction with the Chairperson, as authorized by the Council, the Secretary shall attend generally to the business of the Section.

Section 4. Treasurer. The Treasurer shall be the custodian of all financial records of the Section and shall receive all dues and other funds paid to the Section. With the Chairperson, the Treasurer shall have full authority to appoint depositories of the funds of the Section, to make deposits thereto and to withdraw funds therefrom. The Treasurer shall also have the responsibility to comply with the financial requirements contained in subsections 6.02.08(A), (B), and (C) of the State Bar of Texas Board of Directors Policy Manual, a copy of which is attached to these Bylaws. As provided by subsection 6.02.08(D) of the Policy Manual, those subsections are incorporated into these Bylaws and made a part hereof for all purposes.

Article VI Duties and Powers of the Council

Section 1. The Council shall have general supervision and control of the affairs of the Section subject to the provisions of the Constitution and By-Laws of the State Bar of Texas and the By-Laws of this Section. It shall supervise the expenditure of any monies received as dues by the Section appropriated for the use or benefit of the Section. It shall not, however, authorize commitments to contracts which shall entail the payment of any money during any fiscal year beyond that in the treasury of the Section unless the money shall have been previously appropriated to the Section for that fiscal year by the Board of Directors of the State Bar of Texas.

Section 2. The Council may authorize the Chairperson to appoint committees from Section members to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these By-Laws and the Constitution and By-Laws of the State Bar of Texas.

Section 3. The Council, during the interim between annual meetings of the Section, may fill vacancies in its own membership or in the office of Chairperson, Chairperson-Elect, Secretary and Treasurer. Members of the Council and officers so elected shall serve until the close of the next annual meeting of the Section.

Section 4. All binding action of the Council shall be by a majority vote of the whole Council.

Section 5. 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.

Section 6. The Chairperson 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 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 7. The Chairperson, by resolution adopted by a majority of members of the Council, may designate and appoint one or more committees, each of which shall consist of two or more officers or members of the Council, which committees to the extent provided in said resolution shall have and exercise the authority granted by the Council.

Article VII Meetings

Section 1. The annual meeting of the Section shall be held at the annual meeting of the State Bar of Texas, in conjunction with the Section's Advanced DTPA Seminar, or at 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.

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

Section 3. Written notice to all members of all meetings shall be given at least thirty (30) days in advance setting forth any resolution to be presented.

Section 4. The notice requirement in Section 3 may be waived and resolutions may be presented to a quorum of members attending any meeting without prior notice if at least two-thirds of the Council favor the presentment of such resolutions and accord them "emergency" status.

Section 5. The members of the Section present at any meeting shall constitute a quorum for the transaction of business and all binding action of the Section shall be by a majority vote of the members present.

Section 6. The Council shall meet annually on the morning preceding the annual meeting of the Section.

Section 7. Special meetings of the Council may be called by the Chairperson at such place and time as the Chairperson may designate.

Article VIII Miscellaneous Provisions

Section 1. No action, policy determination or recommendation of this Section or Committee thereof, shall be deemed to be, or be referred to as, the action of the State Bar of Texas prior to submission of the same to, and approval by, the Board of Directors of the State Bar of Texas, or the General Assembly of the State Bar of Texas. Any resolution adopted or action taken by this Section may, on request of this Section, be reported by the Chairperson to the annual meeting of the State Bar of Texas for action thereon. No positions may be taken by the section or its members in the name of the section that advocate or advance a political or social policy position.

Section 2. These By-Laws shall become effective upon approval thereof by the Board of

Directors of the State Bar of Texas, and upon adoption by this Section.

Article IX
Amendments

Section 1. These By-Laws may be amended at any meeting of the Section by a majority vote of the members of the Section present and voting, provided such proposed amendment shall first have been approved by a majority of the Council of the Section, and provided further that all members be given 30 days advance notice of the proposed amendment, and provided, further, that no amendment so adopted shall become effective until it has approved by a majority of the members of the Board of Directors of the State Bar of Texas.