



REPTL SECTION BYLAWS

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REPTL SECTION BYLAWS

Article I. – Name and Purpose

Section 1. Name.

This Section shall be known as the Real Estate, Probate and Trust Law Section of the State Bar of Texas ("The Section").

Section 2. Purpose.

The purpose of the Section shall be to promote the objectives of the State Bar of Texas (the "State Bar") within the field for real estate, probate, and trust law.

Article II. – Membership and Dues

Section 1. Voting Members.

Any member in good standing of the State Bar, upon the payment of dues for the current year, shall be enrolled as a voting member of the Section.

Section 2. Nonvoting Associate Members.

Any individual who is not licensed to practice law in Texas, including out-of-state attorneys, paralegals, law students, and non-attorney academics, upon application and payment of membership dues for the current year, shall be enrolled as a nonvoting associate member of the Section. 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.

Section 3. Annual Membership Dues.

The annual membership dues of the Section shall be set from time to time by the members of the Council of the Real Estate Probate and Trust Law Council of the Section (the "Council") with the approval of the Directors of the State Bar. The annual membership dues shall be due and payable in advance each year concurrently with the payment of the regular annual dues of the State Bar.

Section 4. Termination of Membership.

On the occurrence of any of the following, a member of the Section 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 member (other than an associate member) who ceases to be a member in good standing of the State Bar of Texas;
- 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. – Officers

Section 1. Officers.

The officers of the Section shall be a Chair, a Chair-Elect/Secretary a Treasurer, and an Immediate Past Chair, each of whom shall be a voting member of the Section in good standing. Each shall hold office for a term beginning with the close of the annual meeting of the Section at which the officer is elected and ending at the close of the next succeeding annual meeting and until the officer's successor has been elected. No officer shall serve more than one term in the same office.

Section 2. Chair.

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

Section 3. Chair-Elect/Secretary.

The Chair-Elect/Secretary shall be an ex-officio member of all of the committees appointed by the Chair of the Council. Upon the death, resignation, or during the disability of the Chair, or upon the absence or refusal to act of the Chair, the Chair-Elect/Secretary shall perform the duties of the Chair for the remainder of the Chair's term, except in case of the Chair's absence or disability, and then only during so much of the term as the absence or disability continues. The Chair-Elect/Secretary shall be custodian of all books, papers, documents, and other property of the Section. The Chair-Elect Secretary shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. With the Chair, the Chair-Elect/Secretary shall prepare a summary or digest of the proceedings of the Section at its annual meeting for publication in the Texas Bar Journal, upon approval by the President of the State Bar. The Chair-Elect/Secretary, in conjunction with the Chair, as authorized by the Council, shall attend generally to the business of the Section.

Section 4. Treasurer.

Upon the death, resignation, or during the disability of the Chair-Elect/Secretary, or upon the absence or refusal to act of the Chair-Elect/Secretary, the Treasurer shall



perform the duties of the Chair-Elect/Secretary for the remainder of the Chair-Elect/Secretary's term, except in case of the Chair-Elect/Secretary's absence or disability, and then only during so much of the term as the absence or disability continues. The Treasurer shall receive all dues payable by members of the Section and all other funds to which the Section is entitled and shall make payments for expenses incurred in the regular course of the Section's business, and for other items approved by the Chair or the Council. The Treasurer shall keep accurate records and shall account for all sums received. The Treasurer shall select the depository of all funds of the Section and shall keep an accurate account of all dues collected and of any monies appropriated to the Section and expended for its use.

Article IV. – The Council

Section 1. General Responsibility.

The Council shall have general supervision and control of the affairs of the Section subject to the provisions of the Charter and Bylaws of the State Bar and the Bylaws of the Section. The Council shall adopt procedures to authorize expenditures of money generally, and shall approve any expenditures.

Section 2. Membership.

The Council for the Section shall consist of the Chair, Chair-Elect/Secretary, Treasurer, Immediate Past Chair, and 16 general Council members to be elected by the Section as hereinafter provided. All members of the Section in good standing who have served as Chairs of the Section shall be ex-officio members of the Council. The Editor of the Newsletter also shall be an ex-officio member of the Council. In addition, the President and President-Elect of the State Bar, and the Board advisors to this Section from the Board of Directors of the State Bar, shall be ex-officio. Ex-officio members of the Council other than the Immediate Past Chair shall be nonvoting members.

Section 3. Filling Vacancies in Office.

The Council, during the interim between annual meetings of the Section, may fill vacancies in the Council's membership, in the office of Chair-Elect/Secretary, or Treasurer, or in the position of Editor of the Newsletter, or in the event of a vacancy in both the office of Chair and Chair-Elect/Secretary, then in the office of Chair.

Section 4. Ex-Officio Members.

Ex-officio members of the Council shall have the right to attend all Council meetings and participate in the discussions at Council meetings, but shall have no right to vote. Ex-officio members may serve on any committees, either as committee members or as chair.



Section 5. No Reelection of General Members.

No person shall be eligible for election as a general member of the Council if that person is then a general member of the Council and has been such member continuously for a period of three years or more.

Section 6. Removal for Failure to Attend Meetings.

If any elected general member of the Council shall fail to attend three consecutive regular meetings of the Council, the office held by such member shall be automatically vacated, and the Council shall fill the vacancy for the unexpired term.

Section 7. Newsletter.

The Council shall cause to be published a newsletter. It shall appoint an editor for the newsletter who shall serve at the pleasure of the Council. The newsletter editor shall appoint one or more assistant editors for the newsletter, who shall serve at the pleasure of the editor.

Section 8. Divisions and Committees.

There shall be the following divisions and committees:

- A.** A division to be known as the Real Estate Law Division whose responsibilities will be to study and make reports and recommendations concerning legislation, and to conduct institutes and otherwise deal with problems and subjects related to the field of real estate law.
- B.** A division to be known as the Probate and Trust Law Division whose responsibilities will be to study and make reports and recommendations concerning legislation and to conduct institutes and otherwise deal with problems and subjects related to the field of probate and trust law.
- C.** Committees which deal with substantial real estate law, or probate and trust law, as may be authorized by the Council, shall function as a committee under the respective divisions, with chairs and members appointed by the chairs of the respective divisions.

The Chair of the Real Estate Law Division and the Probate and Trust Law Division shall be either the Chair of the Council or the Chair-Elect/Secretary of the Council. Division Chairs shall serve as coordinators for all business matters of the Council falling under the area of responsibility of the division. Other members of such committees shall be selected from members of the Section and may, but need not, be members or officers of the Council.



Section 9. Special Committees.

The Council may authorize the Chair to appoint permanent or special committees on any subject matter from Section members, to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these Bylaws and the Charter and Bylaws of the State Bar. Special committees may be appointed to draft and study proposed legislation in any of the three fields of law of special interest to this Section. The chair and members of each of these special committees may, but need not, be members or officers of the Council. The Chair may designate to whom any special committee shall report.

Section 10. Continuing Legal Education.

The Council may authorize the study of any and all problems related to the field of real estate, probate and trust law, may conduct institutes and seminars and study sessions thereon, and may authorize participation in any institute or meeting relating to such subject matters conducted by the State Bar or any section or committee authorized by it.

Section 11. Council, Division or Committee Action.

The presence in person or by telephone at the commencement of any Council, division or committee meetings, of a majority of the total number Council, division or Committee members entitled to vote, shall be sufficient to constitute a quorum for the transaction of any business. The withdrawal of any member after the commencement of a meeting shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

Any action required or permitted to be taken by the Council may be taken without a meeting, if members of the Council shall individually or collectively consent in writing to such action. Written consents shall include consents transmitted via facsimile or electronically. Such written consent or consents shall be filed with the minutes of the proceedings of the Council. Such action by written consent shall have the same force and effect as a vote of the Council.

Article V. – Nomination and Election of Officers and Council Members.

Section 1. Nominations by Committee.

A 3-member nominating committee shall make and report nominations to the Council at the Winter Council Meeting for the offices of Chair-Elect/Secretary and Treasurer, and general members of the Council to succeed those whose terms will expire at the close of the next annual meeting. The nominating committee shall consist of the immediate past three Chairs of the Council. If any of such past Chairs shall fail to serve on the nominating committee, the current Chair shall fill the vacancies from other past Chairs, if possible, or from other general members of the Council if the nominating



committee cannot be filled from past Chairs. A copy of the report of the nominating committee shall be presented to the annual meeting by the Chair of the Section.

Section 2. Nominations by Petition.

Any member of the Section may submit nominations to the Chair no later than 90 days before the Section's next annual meeting, accompanied by a petition bearing the signatures of members constituting 10% of the entire voting Section membership as of the end of the Section's immediately preceding fiscal year. Upon receipt of a valid nomination by petition, the Chair shall include the nomination in the report presented to the annual meeting by the Chair of the Section.

Section 3. Notice.

Thirty days prior to the annual meeting, notice of the time and place of the annual meeting and of the nominees for election to the offices and Council positions, as nominated by the nominating committee and by petition, shall be (i) published in a Section Newsletter or (ii) distributed to the members of the Section.

Section 4. Number and Term of Council Members.

The word "year," as used in this Section, shall mean for the period beginning at the close of the annual meeting of the Section and extending to the close of the next succeeding annual meeting. Four general Council members shall be elected at each annual meeting of the Section. Each shall hold office for a term of four years beginning at the close of the meeting at which he or she is elected, and ending at the close of the fourth annual meeting next succeeding the election.

Section 5. Elections.

All elections shall be made by majority vote of the voting members of the Section in attendance at the annual meeting.

Section 6. Chair Succession.

Upon the expiration of the Chair's term, the Chair-Elect will succeed to the office of Chair.

Article VI. – Meetings

Section 1. Annual Meeting of Section.

The annual meeting of the Section shall be held at a time and place designated by the Chair and approved by the Council with such program and order of business as may be warranted by the Council.



Section 2. Special Meetings of Section.

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

Section 3. Voting at Section Meetings.

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

Section 4. Meeting of Council.

Special meetings of the Council may be called by the Chair at such place and time as the Chair may designate. Regular meetings of the Council shall be had in the Fall, Winter and Spring, at such place and time as the Chair may designate.

Section 5. Voting at Council Meetings.

A majority of the voting members of the Council shall constitute a quorum for the transaction of business. Action by a majority vote of the Council members present shall constitute the binding action of the Council, except as provided in Section 6 of Article VI. 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 Chair-Elect/Secretary, and have it counted with the same effect as if cast personally at such meeting.

Section 6. Council Voting on Formal Propositions.

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 Chair-Elect/Secretary, who shall record upon the minutes each proposition so submitted, when, how, at whose request same was submitted, and the vote of each member of Council thereon, and keep on file such written and signed votes. If the votes of a majority of the members of Council so recorded shall be in favor of such proposition, or if such majority shall be against such proposition, such majority vote shall constitute the binding action of the Council.



Article VII. – Expenses and Compensation

Section 1. Limitation on Compensation for Services.

No salary or compensation shall be paid to any officer or to any member of the Council, or any member of a committee. Nevertheless, a person may be compensated for work done outside the meetings of the Council on any special study or project, provided that person has been employed by vote of the Council.

Section 2. Reimbursement for Expenses.

Members of the Council and other persons expressly requested to attend a Council meeting shall be reimbursed for actual out-of-pocket expenses incurred in attendance at any meeting of the Council. Members of any committee shall be reimbursed for actual out-of-pocket expenses incurred in attending any meeting of the committee, provided the Chair of the Council has approved reimbursement before or after the meeting. Except for non-Council members expressly requested to attend a Council meeting, the amount of the reimbursement shall not exceed the maximum amount of reimbursement from time to time established by the Directors of the State Bar for persons attending meetings of the Board of Directors of the State Bar or other official meetings.

Article VIII. – State Bar

Section 1. Exerting Positions on Behalf of State Bar of Texas.

No action, policy, determination, or recommendation of the Section, or any committee thereof, shall be deemed to be, or be referred to as, the action of the State Bar prior to submission of the same to, and approval by, the Board of Directors of the State Bar, the General Assembly of the State Bar in annual convention, or duly authorized referendum of the State Bar. Any resolution adopted or action taken by the Section may, on request of the Section, be reported by the Chair to the annual meeting of the State Bar for action thereon.

Section 2. Governmental Authority.

The Section, through the process called "Governmental Authority," may seek the authority to present a position of the State Bar before a public, judicial, executive or legislative body. A position of the Section with respect to which the Governmental Authority process is desired shall be authorized by the Council only after written notice to all members of the Council of the proposed position to be adopted and the date at which the position will be considered by the Council. If a proposed position is adopted by the Council as provided above, thereafter, all requirements and procedures set forth in the Policy Governing Legislative Action by the State Bar adopted by the Board of Directors of the State Bar, as amended from time to time, with respect to application,



notice, circulation, clearance, objections, disclaimer, presentation, filing, and all other matters shall be strictly followed.

Section 3. 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.

Section 4. 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.

Article IX. – Financial Provisions

Section 1. Fiscal Year.

The fiscal year of the Section shall begin June 1 and close on May 31 of the following year.

Section 2. 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 reporting 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.

Section 3. 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 of the State Bar's Investment Policy.



Section 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.

Section 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 X. – Indemnification

Officers and general members of the Council and duly authorized permanent and special committee members of the Section shall be indemnified by the Section for losses and expenses incurred as a result of a suit for any conduct in the course of their official duties, not as a result of intentional acts or gross negligence on the part of such person. The indemnification granted here shall extend to actions at law or in equity. Notwithstanding the provisions of this indemnification, this indemnification shall be qualified to the extent that professional liability insurance is maintained by each person, and is effective in this instance, and at no time shall the amount for which any individual may seek indemnification exceed the amount of funds held on deposit by the Section.

Article XI. – Amendment

The Bylaws may be amended at any annual meeting of the Section. No amendment shall become effective until approved by the Board of Directors of the State Bar. No amendment may be submitted at any annual meeting of the Section unless it has first been submitted to the Chair, and by the Chair, presented to the Council at a meeting of the Council held prior to the annual meeting of the Section.

Article XII. – Form of Notice, Consent, or Publication

Any communication referred to in these Bylaws, including notices, consents, and the publication of the Section's Newsletter, may be by electronic transmission, including facsimile or e-mail or electronic media. Any photographic, photostatic, facsimile, electronic, or similarly reliable reproduction may be substituted or used instead of an original item for any purpose for which the original item could be used.