

**STATE BAR OF TEXAS
INSURANCE LAW
SECTION BYLAWS**

ARTICLE I

Name and Purpose

Section 1. This section shall be known as the Insurance Law Section (the "Section").

Section 2. The purpose of this Section shall be to promote on a bi-partisan basis (i.e., encourage participation by policyholder counsel as well as carrier counsel) the objectives of the State Bar of Texas within the field of insurance law.

ARTICLE II

Membership and Dues

Section 1. In addition to the regular annual dues of the State Bar of Texas, each member of this Section shall pay to this Section annual section dues as set from time to time by the Voting Council Members. Any member in good standing with the State Bar of Texas shall be enrolled as a member of the Section upon request to the State Bar of Texas or the Treasurer of this Section, and upon payment of dues for the then current fiscal year of the Section. Thereafter, said dues shall be payable in advance of each fiscal year to the Treasurer of this Section. Any member of this Section whose annual dues shall be more than six months delinquent or who ceases to be a member in good standing of the State Bar of Texas shall thereupon cease to be a member of this Section. Persons so enrolled and whose dues are so paid shall constitute the membership of this Section. The Voting Council Members may, from time to time, raise or lower such dues subject to approval by the Board of the State Bar of Texas. The Voting Council Members may also allow non-lawyer "associate members" to be placed upon the Section's mailing list at its discretion. The Voting Council Members may from time to time waive Section membership dues for various individuals. Section funds can only be invested within the parameters outlined in Section 10.05 of the State Bar Board Policy manual.

ARTICLE III

Officers and Council

Section 1. The Officers of this Section shall be a Chair; a Chair-Elect; a Secretary; a Treasurer; a Publications Editor; a Technology Officer; and such other officers as the Council may, from time to time, deem appropriate (hereinafter "Officers"). Additional Officer positions may be created by a majority vote of all Voting Council Members (not just of a Quorum) as defined in Section 2, pursuant to the procedures established in Sections 5, 6 and 8. Officers shall be elected by the Voting Council Members from the current voting members of the Council at the Council's annual meeting and shall have served at least one complete term on the Council before being elected.

Section 2. The Council shall consist of:

- (a) The Officers;
- (b) The Fourteen (14) Elected Council Members; and
- (c) The Non-Voting Ex-Officio Council Members.

(hereinafter “the Council”).

The Voting Council Members shall consist of:

- (a) The Officers; and
- (b) The Fourteen (14) Elected Council Members.

(hereinafter “the Voting Council Members”).

The Non-Voting Ex-Officio Council Members shall consist of:

- (a) The President of the State Bar of Texas;
- (b) The President Elect of the State Bar of Texas;
- (c) The Board Advisor appointed by the State Bar of Texas Board of Directors;
- (d) All Past Chairs of the Insurance Law Section (in good standing); and
- (e) Up to Three (3) Judicial Liaisons.

(hereinafter “the Non-Voting Council Members”).

When an Elected Council Member is elected to be an Officer, that person's seat thereby made vacant shall be filled with a new member as part of the election process described in Sections 5-8 below..

Section 3. The Voting Council Members may expand or decrease the number of Council members by a majority vote of all Voting Council Members (not just of a Quorum), pursuant to the procedures set forth in Sections 5 and 6. The Fourteen (14) Elected Council Members may serve no more than three (3) consecutive two-year terms as an Elected Council Member. In the event a vacancy occurs during a term among the Voting Council Members, the Voting Council Members may vote to fill that vacancy for the balance of the unfilled term. As determined by the Voting Council Members and at the Chair’s request, the Nominating Committee will make a recommendation to the Voting Council Members to fill the vacancy pursuant to the procedures in Sections 5 and 6.

The Voting Council Members may also appoint up to three (3) Judicial Liaisons. The Judicial Liaisons shall be sitting trial or appellate judges who are proposed by the Nominating Committee and approved by the Voting Council Members, and who agree to serve as members on the Council as advisory Non-Voting Council Members for a term of two (2) years. Section membership is not a requirement for appointment as a Judicial Liaison. Any Judicial Liaison may be reappointed for additional terms, pursuant to the procedures in Sections 5 and 6.

Section 4. At the first meeting of the Council following each annual meeting of the Council, the current Chair shall appoint a Nominating Committee. The Nominating Committee will consist of the Chair; the immediate Past Chair; the Chair Elect; and two (2) members of the Fourteen (14) Elected Council Members who have completed at least one full two-year term, and whose terms are not set to expire at the next annual meeting of the State Bar. The immediate Past Chair will serve as the Chair of the Nominating

Committee. All five members of the Nominating Committee shall have a vote on nomination recommendations to the Council.

Section 5. The Nominating Committee shall make and report to the Council nominations for:

(i) new Elected Council Members to succeed those current Elected Council Members being recommended for election as an Officer, and/or whose terms will expire at the next annual meeting of the State Bar, and/or to renew existing Elected Council Members for a second or third term;

(ii) new members of the Voting Council Members as may be warranted from time to time to fill vacancies then existing for unexpired terms;

(iii) new Non-Voting Judicial Liaison(s) and/or to renew the expiring term of existing Non-Voting Judicial Liaison(s); and

(iv) the slate of Officers of this Section for the upcoming year, including any additional Officer positions.

No person shall be eligible for nomination, election, or appointment as a Voting Council Member unless he or she is and has been a member in good standing of this Section for the year immediately preceding the next annual meeting of this Section.

Section 6. The Nominating Committee shall report in writing and circulate to each Voting Council Member its recommendations pursuant to Section 5 above no later than fourteen (14) days before any vote by the Voting Council Members on the recommended candidates.

Section 7. At the annual meeting of this Section, the Chair shall present to the Section the Voting Council Members' recommendations for new Elected Council Members and for renewal of existing Elected Council Members for a second or third term, and such Council positions shall be filled by election at the annual Section Meeting by a majority of the Section members attending the annual meeting. The new and renewing Elected Council Members elected by a majority of the Section members attending the annual meeting shall serve for a term of two (2) years each, beginning at the close of the State Bar of Texas annual meeting which occurs during the calendar year of their election, and ending at the close of the second succeeding annual meeting of the State Bar of Texas, and until their successors shall have been elected.

Section 8. At the annual meeting of the Council, the Officers for the coming year shall be elected by the Voting Council Members, and the Officers so elected shall serve for a single term of one (1) year in the position to which they are elected, beginning at the close of the State Bar of Texas annual meeting which occurs during the calendar year of their election, 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, except that the Publications Editor and the Technology officer shall serve up to three (3) consecutive two (2) year terms, beginning at the close of the State Bar of Texas annual meeting which occurs during the calendar year of their election, and ending at the close of the second succeeding annual meeting of the State Bar of Texas, and until their successors shall have been elected.

Section 9. If any Voting Council Member shall fail without reasonable excuse to attend in person or telephonically three (3) meetings of the Council, including telephone meetings, within a twelve (12) month period (not a calendar year), the office held by such member shall be automatically vacated, and the Voting Council Members

shall fill the vacancy for the unexpired term pursuant to the procedures set forth in this Article III. The Secretary shall notify the Chair of any Voting Council Member who fails to meet the attendance requirement of this Section.

ARTICLE IV

Duties of Officers

Section 1. The Chair shall preside at all meetings of the Section and of the Council. The Chair shall also formulate and present at each meeting of the State Bar of Texas a report of the work of the Section for the past year. The Chair shall perform such other duties and acts as usually pertain to the office, including without limitation the appointment of Section members to such committees of the Section as the Council may authorize.

Section 2. Upon the death, removal, or resignation of the Chair, or upon the Chair's refusal to act, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term. Upon and during the disability or absence of the Chair, the Chair-Elect shall perform the duties of the Chair for so much of the term as the disability or absence continues. After the Chair has completed his or her one year term as Chair, the Chair will automatically become the immediate Past Chair for the following year, with the duties and responsibilities of that position. When the Chair Elect has completed his or her one year term as the Chair Elect, the Chair Elect will automatically become the Chair for the succeeding one-year term, with the duties and responsibilities of that position.

Section 3. The Treasurer shall be the custodian of all books of account, legal documents, funds, and other valuable property of this Section. The Treasurer shall keep a true record of all receipts and disbursements of funds of this Section, and make periodic written reports to the Council and the Section. The Treasurer shall assist the Chair in the preparation of the annual report to the State Bar of Texas and/ or to the Section, especially concerning the financial position of the Section. The Treasurer shall provide financial information to the State Bar and invest the funds of the Section subject to the requirements and regulations established by the State Bar.

Section 4. The Secretary shall assist the Chair in keeping a true record of the proceedings of all Council and Section meetings and perform such other tasks as may be assigned to him or her. The Secretary shall assist the Chair in the preparation of the annual report to the State Bar of Texas and/or to the Section of the work of the Section.

Section 5. The Publications Officer oversees, delegates, and directs all the major electronic and tangible publications issued by or to the Section, with primary responsibility as Publisher/Editor-in-Chief of the Section's Journal of Texas Insurance Law. Duties include managing editorial staff, soliciting articles, preparing drafts for publication, coordinating publication and distribution with Section staff, and working with Section staff to advise on business aspects of any third-party vendors used in the process.

Section 6. The Technology Officer is responsible for developing and maintaining the Insurance Law Section website, including the gathering and updating of relevant content to support the goals of the Section. The Technology Officer will coordinate with other section officers and committees to ensure that the website is

appropriately used to increase section membership, promote section events, and provide an accessible platform for member benefits, including publications, case updates, and CLE and webinar materials. The Technology Officer will also assist section leadership in special projects and initiatives requiring technology support.

ARTICLE V

Duties and Powers of the Council

Section 1. The Council shall exercise general supervision and control of the affairs of this Section, subject to the provisions of these Bylaws and the Charter and Bylaws of the State Bar.

Section 2. During the interim between annual meetings of this Section, and upon recommendation of the Nominating Committee pursuant to Article III herein, the Voting Council Members may fill vacancies in its own membership. The Fourteen (14) Elected Council Members so elected shall serve until the next annual meeting of this Section, and then are eligible to stand for election for up to three consecutive two (2)-year terms upon recommendation of the Nominating Committee. During the interim between annual meetings of the Council, the Voting Council Members may fill vacancies in the offices of the Secretary or Treasurer, or in the event of a vacancy in both the office of Chair and Chair-Elect, then in the office of Chair; and Officers so elected shall serve until the close of the next annual meeting of the State Bar of Texas, and until their successors shall have been elected by the Voting Council Members. Service by an Officer so selected for a partial term shall not preclude that person from then serving a full term of office if elected to that same position by the Voting Council Members for the following annual term.

Section 3. Except as specifically provided otherwise elsewhere in these Bylaws, all binding action of the Council shall be by a majority vote of a Quorum of the Voting Council Members, following timely written notice thereof if necessary. A Quorum means at least fifty percent of the Voting Council Members.

ARTICLE VI

Meetings of the Section and Council

Section 1. The annual meetings of this Section and the Council shall be held during the annual meeting of the State Bar of Texas, 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. If held during the annual meeting of the State Bar of Texas, the annual meeting of the Section or the Council need not be preceded by any notice except that customarily published by the State Bar, if any. If the annual meeting of the Section or the Council is held at a place and time other than during the annual meeting of the State Bar of Texas, written notice electronically or via U.S. Mail of the revised time and place of the annual Section meeting or the annual Council meeting as the case may be, shall be communicated to the Section or the Council, respectively, at least thirty (30) days before the date set for the respective annual meeting.

Section 3. Special meetings of the Section or the Council, including by telephone conference call, may be called by the Chair at such time and place as the Chair may determine. Written notice at least ten (10) days prior to the date of any special meeting shall be communicated electronically or via U.S. Mail to the general membership of the Section in the case of a special meeting of the Section or to each Voting Council Member, and in the Chair's discretion to any Non-Voting Council Members, in the case of a special meeting of the Council. Such notice shall set forth the purpose or purposes and agenda of such meeting in reasonable detail, and no prospective action may be approved at any special meeting unless such action is set forth in such notice as one of the purposes of the meeting.

Section 4. Voting Council Members, when personally or telephonically present at a meeting of the Council, shall vote in person or telephonically upon any proposition. Members of the Voting Council Members who are absent personally or telephonically from a meeting cannot vote on any proposition presented at that meeting, by proxy or otherwise.

Section 5. In lieu of calling a formal meeting of the Council, the Chair may submit to the Voting Council Members by means of email or other similar electronic communication, including electronic voting programs that transparently reveal votes in real time, any proposition upon which the Council may be authorized to act. Each of the Voting Council Members may vote upon such proposition by communicating his or her own vote by replying to said email via reply-all to all other Voting Council Members or by casting his or her own vote via the online voting program, within ten (10) days of the Chair's submission. The ten (10) day notification period may be shortened by the Chair only for pro forma actions or for propositions involving expenditure of less than \$1,500.00 of Section funds, but in no event shall voting be closed earlier than two (2) days from the Chair's submission. Upon expiration of the allotted time the Secretary shall immediately communicate the results of the vote to all Voting Council Members. The Secretary shall record in the minutes the proposition and the vote totals, and shall keep on file the emails or other electronic communication constituting such votes, which shall be available to any member upon request.

Section 6. Except as specifically provided otherwise elsewhere in these Bylaws, meetings of the Section and Council shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VII

Financial Accounting

Section 1. The fiscal year of this Section shall begin at the close of the annual meeting of the State Bar of Texas and end at the close of next succeeding annual meeting of the State Bar of Texas.

Section 2. All bills incurred by this Section before being paid shall be submitted to and approved by the Treasurer, or the Chair or the Chair-Elect; provided that the Treasurer shall submit periodic written accounting reports to the Council.

Section 3. The Section shall submit to the Executive Director of the State Bar of Texas by July 15th of each year a complete financial report for the preceding fiscal year

ending May 31st which includes a balance sheet and income statement. A section budget for the current year will also be submitted to the Bar by July 15 in accordance with State Bar Board Policy Manual section 5.01.06.

Section 4. The Section shall submit to the State Bar Accounting Department on a monthly basis all bank statements, along with all canceled checks and deposit slips and the check register, as required by the State Bar rules and/or regulations. The Section shall comply with 5.01.06 (Finances) of the State Bar Board Policy Manual and 5.01.06 is incorporated into these Bylaws.

ARTICLE VIII

Committees

Section 1. The Section shall also have such other ad hoc committees as the Chair may suggest and the Voting Council Members may adopt. Such ad hoc committees and their related subcommittees typically but not necessarily may include, but are not limited to: Bylaws Committee; CLE Committee; Journal of Texas Insurance Law; Legends Award Committee; Membership Committee; Policies & Procedures Committee; Sponsorships Committee; and Website Committee.

ARTICLE IX

Miscellaneous Provisions

Section 1. No salary or compensation for services shall be paid to any member of the Council or of any Committee. But Voting Council Members, and others at the Chair's discretion, may be entitled to reimbursement for expenses ordinarily, reasonably, and necessarily incurred on behalf of the Section, upon submission to the Treasurer of appropriate requests with receipts, subject to such guidelines as the Voting Council Members may adopt from time to time.

Section 2. No action, policy determination, or recommendation of this Section, the Council, or any 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, the General Assembly of the State Bar of Texas in annual convention, or duly authorized referendum of the State Bar of Texas. Any resolution adopted or action taken by this Section or Council may, on request of this Section or Council, be reported by the Chair to the annual meeting of the State Bar of Texas for action thereon.

Section 3. The Bylaws may be amended at any meeting of the Section by a majority vote of the Section members present and voting, provided that any proposed amendment is first approved by a majority of the entire Voting Council Members (not just of a Quorum) and notice of the proposed amendment(s) in accordance with these Bylaws has been provided to all voting members of the Section at least 30 days prior to the meeting at which the amendment(s) 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.

Section 4. No positions may be taken by the Section or its members in the name of the Section that advocates or advances a political or social policy position.

Section 5. All information concerning any Section member that is deemed confidential by state or federal law, including Texas Government Code Chapter 552 and Texas Occupation Code Chapter 59, including email addresses, may be used only for official Section business and may not be disclosed to the public or any third party (does not include the Section's management consultant, vendors, and other third parties necessary to carry out Section business and/or mission). The Section will take reasonable and necessary precautions to protect the confidentiality of all such information.