

**BYLAWS
OF THE
OIL, GAS AND ENERGY RESOURCES LAW SECTION
OF THE
STATE BAR OF TEXAS
(REVISED JUNE, 2019)**

ARTICLE I

NAME AND PURPOSE

Section 1. Name. This Section shall be known as the Oil, Gas and Energy Resources Law Section of the State Bar of Texas (this "Section").

Section 2. Purpose. The purpose of this Section shall be to promote the objects of the State Bar of Texas within the fields of Oil, Gas and Energy Resources Law.

ARTICLE II

MEMBERSHIP

Section 1. Members. Any member of the State Bar of Texas who desires to become a member of this Section shall, upon request to the Secretary of this Section and payment of the annual Section dues, be enrolled as a member. Members so enrolled (each a "Member" and collectively, the "Members") shall constitute the membership of this Section.

Section 2. Associate Members. Any individual who is not licensed to practice law in the State of Texas, including out-of-state attorneys, paralegals, law students, non-attorney academics and business persons, upon application and payment of membership dues for the current year, shall be enrolled as a nonvoting associate member of this Section (each an "Associate Member" and collectively, the "Associate Members"). Associate Members may not and shall not vote on any business of this Section and may not and shall not be elected to or serve on the Council of this Section. Associate Members may not and shall not be elected to or hold any officer position of this Section. Associate Members may not and shall not hold themselves out as being members of the State Bar of Texas or make any representation that they are licensed to practice law in the State of Texas.

Section 3. Termination of Membership. On the occurrence of any of the following, a member of this Section shall immediately cease to be a member of this Section without any further action required:

- A. any member (other than an Associate Member) who ceases to be a member in good standing of the State Bar of Texas; or
- B. 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 of Texas or as being licensed to practice law in the State of Texas.

ARTICLE III

OFFICERS AND COUNCIL

Section 1. Designation of Officers. The officers of this Section shall be a Chairman, Immediate Past Chairman, Chairman-Elect, Vice Chairman, Secretary and Treasurer (the "Officers"). The offices of Secretary and Treasurer may be held by the same person.

Section 2. Council. There shall be a council which shall consist of the Officers, all of whom shall be members ex-officio, together with nine (9) other Members to be elected by this Section as hereinafter provided (the "Council"). The President, President-Elect, and Vice President of the State Bar of Texas and the State Bar Board Advisor to this Section shall be ex-officio non-voting members of the Council.

Section 3. Term of Office for Officers. The Chairman, Chairman-Elect, Vice Chairman, Secretary and Treasurer 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.

Section 4. Term of Office for Council Members. At the annual meeting of this Section at which these Bylaws shall have been amended to adopt Section 2 of this Article III in the form appearing hereinabove, three (3) Members shall be nominated and elected to the Council to serve for one (1) year, three (3) Members for a term of two (2) years, and three (3) Members for a term of three (3) years. (The word "year" as herein used means a term beginning at the close of the first, second, and third succeeding annual meeting of this Section, respectively.) Thereafter, upon the expiration of each of these initial terms, three (3) Members shall be elected to the Council at each annual meeting of this Section, for terms of three (3) 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 this Section.

Section 5. Eligibility to Serve on Council. No Member shall be eligible for election to the Council if he is then a member of the Council and has been such a member continuously for a period of two (2) years or more, except as provided in Section 6.

Section 6. Required Attendance; Filling of Vacancy. If any member of the Council shall fail to attend two (2) consecutive meetings of the Council, the office held by such member shall be automatically vacated, and the vacancy shall be filled for the unexpired term by vote of the Section, if at an annual meeting, or by the Council, if the vacancy occurs between annual meetings. A Member filling a vacancy as provided in this section may be eligible for election as a member of the Council under Section 5.

ARTICLE IV

NOMINATION AND ELECTION OF OFFICERS AND COUNCIL MEMBERS

Section 1. Nomination. A nominating committee consisting of the Council shall suggest a slate of Council members and Officers (other than the Immediate Past Chairman, such office to be filled each fiscal year by the individual serving as Chairman the immediately preceding fiscal year) to this Section at each annual meeting. In addition, nominations from the floor will be accepted.

Section 2. Election. All elections shall be by written ballot unless otherwise ordered by resolution duly adopted by this Section at the annual meeting at which the election is held.

ARTICLE V

DUTIES OF OFFICERS

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

Section 2. Immediate Past Chairman. The Immediate Past Chairman shall be available to consult with the Chairman and the other members of the Council and shall perform, on behalf of this Section, such duties as the Chairman may assign.

Section 3. Chairman-Elect. The Chairman-Elect shall perform, on behalf of this Section, such duties as the Chairman may assign. Upon the death, resignation, or during the disability of the Chairman, or upon his absence or refusal to act, the Chairman-Elect shall perform the duties of the Chairman.

Section 4. Vice Chairman. The Vice Chairman shall perform, on behalf of this Section, such duties as the Chairman may assign.

Section 5. Secretary. The Secretary shall be custodian of the minutes, reports and records of this Section. The Secretary shall keep a correct record of the proceedings of all meetings of this Section and of the Council. With the Chairman, the Secretary shall prepare a summary or digest of the proceedings of this Section at its annual meeting and shall submit the same to the Board of Directors of the State Bar of Texas for publication in the annual report. In conjunction with the Chairman, as authorized by the Council, the Secretary shall attend generally to the business of this Section.

Section 6. Treasurer. The Treasurer shall be responsible for the funds and accounts of this Section. The Treasurer shall: (i) keep an accurate account of all monies of this Section (ii) pay all bills and (iii) take such other action with respect to the finances of this Section as the Council may direct. In performing such duties, the Treasurer shall comply with the provisions of Section 2 of Article VI of these Bylaws.

ARTICLE VI

DUTIES AND POWERS OF THE COUNCIL

Section 1. Jurisdiction. The Council shall have general supervision and control of the affairs of this Section subject to the provisions of the Constitution and Bylaws of the State Bar of Texas and the further provisions of these Bylaws. It shall specifically authorize the expenditure of any monies appropriate for the use or benefit of this Section. It shall not, however, authorize commitments to contracts which shall entail the payment of any money during any fiscal year unless the funds shall have been previously appropriated to this Section for that fiscal year by the Board of Directors of the State Bar of Texas.

Section 2. Finances. This Section is authorized to collect membership dues and govern expenditures of dues income. The establishment of or any revision in this Section's dues requires approval by the Board of Directors of the State Bar of Texas. This Section shall submit to the Executive Director of the State Bar of Texas by July 15 each year a complete financial report for the preceding fiscal year ending May 31 and a Section budget for the current fiscal year. Funds of this Section may only be invested within the parameters outlined in the State Bar of Texas Investment Policy as set forth in Section 3.05 of the State Bar of Texas Board of Directors Policy Manual (or as otherwise provided in such Policy Manual). This Section shall deposit dues income into either a branch of the State Bar of Texas banking depository or an alternative banking depository meeting the requirements of the above-mentioned State Bar of Texas Investment Policy. In the event this Section selects an alternative depository, it shall instruct the depository to provide directly to the State Bar of Texas a duplicate of the bank statements, canceled checks, and deposit slips. Any expense incurred in providing duplicates to the State Bar of Texas shall be borne by this Section. This Section may request the accounting department of the State Bar of Texas to prepare a monthly and year-to-date Section financial report. This Section may opt to have the State Bar of Texas manage Section funds, including depositing dues, managing operating expenses, issuing checks, and preparing financial reports and budgets. This optional latter service will be provided by the State Bar of Texas for a *per capita* fee per member not to exceed \$1.00.

Section 3. Committees. The Council may authorize the Chairman to appoint committees from Members to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these Bylaws and the Constitution and Bylaws of the State Bar of Texas.

Section 4. **Vacancies.** The Council, during the interim between annual meetings of this Section, may fill vacancies in its own membership or among the Officers. Members of the Council and the Officers so selected shall serve until the close of the next annual meeting of this Section.

Section 5. **Required Vote/Quorum.** Unless otherwise expressly provided for in these Bylaws, all binding action of the Council shall require the presence of a quorum which is a minimum of ten (10) Members of the Council and shall require the affirmative vote of at least ten (10) Members of the Council.

Section 6. **Manner of Voting.** Members of the Council when present at a meeting of the Council shall vote in person, but when absent may communicate their vote upon any proposition in writing to the Secretary and have it counted with the same effect as if cast personally at such meeting.

Section 7. **Notice of Required Vote.** The Chairman of this 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 8. **Electronically Communicated Vote.** E-mail, facsimile and other electronic communication shall constitute a writing for the purposes of Sections 6 and 7.

ARTICLE VII

MEETINGS

Section 1. **Annual Meeting.** The annual meeting of this Section shall be held either during the annual meeting of the State Bar of Texas, or in conjunction with a continuing legal education seminar, course or institute sponsored by this Section, at such time and place as may be fixed by the Council, with such program and order of business as may be arranged by the Council.

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

Section 3. **Quorum.** The Members of this Section present at any meeting shall constitute a quorum for the transaction of business and all binding action of this Section shall be by a majority vote of the Members present.

Section 4. **Meeting Attendance at a Council Meeting.** A Member of the Council who attends a Council meeting by teleconference shall be counted as present at such meeting for purposes of determining quorums and voting.

ARTICLE VIII

GOVERNMENTAL AUTHORITY

Section 1. **Section Action not Action of State Bar of Texas.** No action, policy determination, or recommendation of this Section 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 may on request of this Section be reported by the Chairman to the annual meeting of the State Bar of Texas for action thereon.

Section 2. **Governmental Authority Process.** This Section, through the process called "Governmental Authority", may seek the authority to present a position of the State Bar of Texas before a public, judicial, executive or legislative body.

Section 3. Required Council Action. A position of this 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. The proposed position must be adopted by a three-fourths (3/4) vote of the Council.

Section 4. Compliance with Governmental Authority Handbook. If a proposed position is adopted by the Council as provided in Section 3 immediately preceding, thereafter all requirements and procedures set forth in the Governmental Authority Handbook dated January 30, 1981, 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.

ARTICLE IX

MISCELLANEOUS PROVISIONS

Section 1. Approval by State Bar of Texas. Any action by this Section must be approved by the State Bar of Texas before it becomes effective as action 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 Chairman of this Section to the annual meeting of the State Bar of Texas for action thereon by the State Bar of Texas.

Section 2. Effectiveness. These Bylaws shall become effective upon approval thereof by the Board of Directors of the State Bar of Texas, and upon adoption by this Section.

Section 3. Printing. All printing for this Section or for any committee of this Section shall be done under the supervision of the headquarters office of the State Bar of Texas.

Section 4. Gender. The use of the masculine gender in these Bylaws shall include the feminine.

ARTICLE X

AMENDMENTS

These Bylaws may be amended at any annual meeting of this Section by a majority vote of the Members present and voting, provided such proposed amendment shall first have been approved by a two-thirds (2/3) vote of the Council and provided, further, that no amendment so adopted shall become effective until it has been approved by a majority of the members of the Board of Directors of the State Bar of Texas.