

BYLAWS
FOR THE
INTERNATIONAL LAW SECTION
OF THE STATE BAR OF TEXAS
AMENDED AND RESTATED:

October 2, 2010

ARTICLE I
NAME

Section 1: This Section shall be known as the International Law Section of the State Bar of Texas.

ARTICLE II
PURPOSES

Section 1: The purpose of this Section shall be to promote the objects and purposes of the State Bar of Texas in the field of International Law by:

- (a) Conducting studies, analyses, and conferences with respect to Federal, State and foreign legislation, new and existing, affecting transnational legal and business transactions;
- (b) Preparing reports and other educational material with respect to such studies, analyses, and conferences for presentation to and the enhancement of the skills of the interested members of the State Bar of Texas;
- (c) Cooperating and working with the various law schools of the State, institutions, and foundations in their work in the international field;

- (d) Encouraging the exchange of law professors and students between other nations and this State and the United States;
- (e) Cooperating and working with other bar associations, whether local, state, national, or international, and any of their sections or committees, that work in the area of International Law;
- (f) Encouraging cordial association and exchange of ideas and visits between officers and members of the State Bar and officers and members of the bars of other countries in order to promote greater understanding of the differences and similarities of the various legal systems; and
- (g) Undertaking and promoting such other work and projects as might reasonably be expected to enhance and advance the knowledge and understanding of international legal problems and the availability of such knowledge and understanding to the members of the State Bar of Texas and others;

all subject to and consistent with the Bylaws of this Section and the Bylaws, purposes, and objectives of the State Bar of Texas.

ARTICLE III

MEMBERSHIP AND DUES

Section 1: Any member in good standing of the State Bar of Texas, upon request to the Secretary of this Section, shall be enrolled as a member of this Section. Persons so enrolled shall constitute the membership of this Section.

Section 2: Any attorney licensed or otherwise authorized to practice law in his or her jurisdiction (whether a foreign jurisdiction or another jurisdiction in the United States) and any professor at any state, national, or foreign law school, upon request to the Secretary of this Section, shall be enrolled as an “Associate Member” of this Section, with full privileges of membership except that of holding office or voting.

Section 3: Any person who is currently employed, either full-time or part-time, as a legal assistant, who performs his or her duties under the supervision of one or more members in good standing of the State Bar of Texas and who is eligible for membership

in (whether or not, in fact, a member of) the Legal Assistants Division of the State Bar of Texas shall, upon application to the Secretary, be enrolled as a “Legal Assistant Member” of the Section, with full privileges of membership except that of holding office or voting.

Section 4: Any person who is currently a student in good standing in an accredited law school may, upon application to the Secretary, be enrolled as a “Student Member” of the Section, with full privileges of membership except that of holding office or voting.

Section 5: Membership dues will be established, from time to time, by the Council, subject to the approval, if required, of the State Bar of Texas. Dues shall be payable, in the first instance, upon enrollment and shall accompany the request for enrollment. Thereafter, dues shall be paid in advance each year beginning on the July first next succeeding such enrollment. Dues will not be prorated. Any member whose annual dues shall be more than six months past due shall thereupon cease to be a member of this Section.

ARTICLE IV OFFICERS AND COUNCIL

Section 1: The officers of this section shall be a Chair, Chair-elect, Secretary and Treasurer.

Section 2: There shall be a Council, which shall consist of the Chair, Chair-elect, Secretary and Treasurer, together with twelve (12) other members to be elected by the Section as hereinafter provided. In addition the following shall each serve as ex-officio members of the Council: (a) the Past-Chairs of the Section, (b) the President and President-elect of the State Bar of Texas, and (c) the Board Advisor and Co-Board Advisor to the Section, as selected by the State Bar of Texas. Each Past-Chair shall be a voting member of the Council during the three years next following his or her term as Chair. No other ex-officio members of the Council shall have voting privileges.

Section 3: The Chair-elect (except as provided in Article IV, Section 8), 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 at which they shall have been elected, and ending at the close of the next

succeeding annual meeting of this Section, and until their successors shall have been elected and qualified. The Chair-elect shall automatically become the Chair at the end of his or her term as the Chair-elect without need of a further election, to serve until the close of the next succeeding annual meeting of this Section. No Chair shall succeed to consecutive terms as Chair, except as provided in Article VII, Section 3.

Section 4: The Chair of the Section shall direct that notice of the nominees for Council positions be given to the entire membership of the Section not less than thirty days prior to the date set for the election of the nominees. Floor nominations may be permitted at the Section's annual meeting without such thirty day notice to the entire Section.

Section 5: At the initial annual meeting of the Section, four members of the Council were nominated and elected to serve for one year; four for two years; and four for three years; ("year" as herein used meaning a term beginning at the close of the annual meeting at which said election occurs and ending at the close of the next annual meeting of the Section). Thereafter, upon the expiration of each of these initial terms, four members have been and hereafter shall be elected at each annual meeting of the Section for a term of three years each ending at the close of the third succeeding annual meeting of the Section.

Section 6: Council members shall be eligible for election as officers, but no Council member shall be eligible for reelection until one year shall have elapsed subsequent to the expiration of his or her term of office. No officer shall be eligible for reelection to his or her same office until one year shall have elapsed subsequent to the expiration of his or her term of office. ("Term of Office" as used herein shall not include a period of service as a provisional or acting officer prior to the first annual meeting of this Section after its creation, nor a part of a term thereafter to which the incumbent was appointed to fill a vacancy.)

Section 7: If any member of the Council shall fail to attend two (2) successive meetings of the Council, the Chair may vacate any office held by such member, and the Council may proceed to fill the vacancy forthwith for the unexpired term; provided, however, that upon good cause shown by the defaulting member in the judgment and discretion of the Chair, and upon such member's request directed to the Chair, the Chair

may elect to excuse such member's default and reinstate such member for the balance of the term to which he or she was originally elected.

Section 8: Upon the adoption of these Bylaws as amended, for the remainder of the current term, the Vice-Chair shall have the office of Chair-elect, the Secretary/Treasurer shall have the office of Secretary and the Council shall appoint a Treasurer to hold office until the end of the next term, at which time elections shall proceed as provided in Article V below.

ARTICLE V
NOMINATION AND ELECTION OF OFFICERS

Section 1: Nominations: During the Chair's term of office, the Chair shall appoint a Nominating Committee of three (3) members of the Section, which Committee shall make and report nominations to the Section for Chair-elect, Secretary and Treasurer, as well as for members of the Council to succeed those whose terms will expire at the close of the next annual meeting, and to fill vacancies then existing for unexpired terms. Other nominations for the same offices may be made from the floor. In the event the Nominating Committee nominates a member of the Council for a position as an officer, the Nominating Committee, in addition to the regular nominations for memberships on the Council for that year, shall nominate alternates for membership to the Council, the alternate who is elected to take the place of the Council member nominated as an officer, but only in the event of the election of such Council member as an officer of this Section.

Section 2: Elections: All elections shall be by written ballot unless otherwise ordered by resolution duly adopted by the Section at the annual meeting at which the election is held and such elections shall be made by majority vote of the members in attendance at the annual meeting.

ARTICLE VI
DUTIES OF OFFICERS

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

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

Section 3: Secretary: The Secretary shall be the custodian of all books, papers, documents, and other property of the Section and 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 Secretary shall prepare a summary or digest of the proceedings of the Section at the annual meeting for publication in the Texas Bar Journal.

Section 4: Treasurer: The Treasurer shall, in conjunction with the Chair and, as authorized by the Council, attend generally to the business of the Section. Responsibility for fiscal matters is hereby vested in the Treasurer, who shall diligently handle the funds of the Section and its finances. The Treasurer shall render an accounting at the Section's annual meeting and at such other times as the Council in its discretion may direct. The Treasurer shall keep the funds of the Section in a national banking establishment and in a trust account for the exclusive use and benefit of the Section, or in such other manner as may be established from time to time by the State Bar of Texas. Such funds may only be invested in accordance with the investment policies of the State Bar of Texas, as in effect from time to time, and shall not be commingled with the personal funds of any individual. The Treasurer shall not disburse any Section funds except upon approval of the Chair or in accordance with the practices and procedures established from time to time by the State Bar of Texas. The Treasurer shall make any filings or reports required by the rules of the State Bar of Texas.

ARTICLE VII
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 Bylaws of the State Bar of Texas and the Bylaws of this Section.

Section 2: The Council may authorize the Chair to appoint committees of Section members to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these Bylaws and the Bylaws of the State Bar of Texas. At the discretion of the Chair, chairs of those committees or their designees may attend Council meetings and be entitled to reimbursement of expenses to the same extent as Council members.

Section 3: The Council, during the interim period between annual meetings of the Section, may fill vacancies in its own membership or in any office of the Section. In the event of a vacancy in the Council or in any office, the members of the Council and officers so appointed shall serve until the closing of the next annual meeting of the Section; provided, however, that if the Council appoints the Chair-elect to fill a vacancy in the office of Chair, the Chair-elect so appointed may succeed to and serve the term as Chair pursuant to Article IV, Section 3.

Section 4: All binding action of the Council shall be by a majority vote of the members of the Council voting on the relevant matter.

Section 5: 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 Secretary, who shall record upon the minutes each proposition so submitted, when, by whom, and 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 VIII

MEETING

Section 1: The annual meeting of the Section shall be held at the place and on the date selected by the Council.

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

Section 3: The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 4: All binding action of the Section shall be by a majority vote of the members present.

Section 5: The Council shall meet annually on or about the day of the annual meeting of the Section.

Section 6: Special meetings of the Council may be called by the Chair at such place and time as he or she may designate.

ARTICLE IX

MISCELLANEOUS PROVISIONS

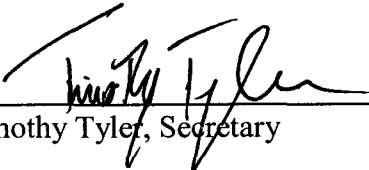
Section 1: No salary or compensation shall be paid to any officer.

Section 2: 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 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 Chair to the annual meeting of the State Bar of Texas for action thereon.

Section 3: These Bylaws may be amended at any annual or special meeting of this Section by a majority vote of the members of the Section present and voting, or by a two-thirds vote of the members of the Council present at a Council meeting on the agenda of which is such a vote, with notice of such agenda given not fewer than seven days before such meeting. All amendments to these Bylaws shall not become effective until approved by the Board of Directors of the State Bar of Texas.

Section 4: These Bylaws shall become effective upon approval by the Board of Directors of the State Bar of Texas.

Certified Correct as Restated, October 2, 2010:



Timothy Tyler, Secretary