

**BYLAWS**  
**SECTION OF TAXATION**  
**DALLAS BAR ASSOCIATION**

**ARTICLE I**

Name and Jurisdiction

Section 1. The name of the Section shall be the Section of Taxation.

Section 2. The purpose of the Section shall be to promote the objects of the Dallas Bar Association within the field of taxation, not assigned by the Board of Directors to any other Section or to a Committee.

**ARTICLE II**

Membership

Section 1. Any member of the Dallas Bar Association upon request to the Secretary of this Section, and upon payments of the dues for the current year, shall be enrolled as a member of the Section. Members so enrolled whose dues are paid shall constitute the membership of the Section.

Section 2. Each member of the Section shall pay annual Section dues of \$30. After the initial payment of a member's dues, subsequent dues shall be payable in advance on July 1 of each year. Any member of this Section whose annual dues shall be more than six months past due shall thereupon cease to be a member of the Section. Anyone becoming a new member after April 1 of any year shall, upon payment of one full year's dues, be credited as paid in full through June 30 of the following year.

**ARTICLE III**

Officers

Section 1. The officers of the Section shall be a Chair, Vice-Chair, and Secretary-Treasurer.

Section 2. There shall be a Council, which shall consist of the Chair, Vice-Chair and Secretary-Treasurer and up to eight but not less than six additional members of the Section. The immediate past Chair shall be an ex-officio member of the Council.

Section 3. Up to four but *not* less than three members of the Council shall be nominated and elected in the manner hereinafter provided at each annual meeting of the Section, to hold office for terms of two years beginning at the close of the annual meeting at which they are elected and ending upon the second succeeding annual meeting of the Section.

Section 4. The Chair, Vice-Chair, and Secretary-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 the Section, or until their successors shall have been elected and qualified.

Section 5. No person shall be eligible for election as a member of the Council if he is then a member of the Council and has been such member continuously for a period of two years or more.

Section 6. If any elected member of the Council shall fail to attend three successive meetings of the Council, the Council may, in its discretion, consider that the office held by such member to be vacated, and the Council shall fill the vacancy for the unexpired term.

## ARTICLE IV

### Nomination and Election of Officers and Members of the Council

Section 1. Nominations: Not less than sixty days before the annual meeting of the Section the Chair shall appoint a Nominating Committee of at least three members of the Section of whom not more than one may be a member of the Council. The Nominating Committee shall make and report to the Section at the annual meeting nominations for (a) Chair, Vice-Chair and Secretary-Treasurer, (b) for not less than three nor more than four members of the Council for terms then expiring (such number to be determined in the discretion of the Nominating Committee), (c) to fill any Council vacancies then existing, and (d) in the discretion of the Nominating Committee, as necessary to increase the size of the Council to a maximum of eight members.

Two members of the Nominating Committee shall constitute a quorum, and if less than a quorum are present the Chair of the Section shall appoint new members sufficient to constitute a quorum.

Other nominations may be made from the floor.

Section 2. Elections: All elections shall be by voice vote or a show of hands unless otherwise ordered by resolution duly adopted by the Section at the annual meeting at which the election is held, and shall be held at the annual meeting.

## ARTICLE V

### Duties of Officers

Section 1. Chair: The Chair shall preside at all meetings of the Section and of the Council. He shall perform such other duties and acts as usually pertain to his office.

Section 2. Vice-Chair: Upon the death, resignation, or during the absence or disability of the Chair, or upon his refusal to act, the Vice-Chair shall perform the duties of the Chair for the remainder of the Chair's term except in case of the Chair's disability and then only during so *much of the* term as the disability continues. In addition, the Vice-Chair shall perform such duties as the Chair shall delegate to him.

Section 3. Secretary-Treasurer: The Secretary-Treasurer, as Secretary, shall be the custodian of all books, papers, documents, and other property of the Section. He shall keep a true record of the proceedings of all meetings of the Section and of the Council. He, as Treasurer, in conjunction with the Chair, as authorized by the Council shall attend generally to the business of the Section. He, as Treasurer, shall keep an accurate record of all moneys appropriated to and expended for the use of the Section.

## 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 Articles of Incorporation and By-Laws of the Dallas Bar Association and the By-Laws of this Section. During the interval between meetings of the Section, the Council shall have full authority to act for the Section in any way in which the Section itself would be authorized to act, and any such action taken by the Council pursuant to this provision shall be reported to the members of the Section at the next meeting of the Section. The Council shall especially authorize all commitments or contracts which shall entail the payment of money, and shall authorize the expenditure of all moneys appropriated for the use or benefit of the Section. It shall not, however, authorize commitments or contracts which shall entail the payment of more money during any fiscal year than available in the treasury of the Section unless the money shall have been previously appropriated to the Section by the Board of Directors of the Dallas Bar Association for such fiscal year.

Section 2. The Council may authorize the Chair 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 By-Laws of the Dallas Bar Association.

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 Secretary-Treasurer or, in the event of a vacancy in both the office of Chair and Vice-Chair, then in the office of Chair. Members, of the Council and officers so selected shall serve the unexpired term of the office vacated.

Section 4. A majority of the Council shall constitute a quorum and all binding action of the Council shall be by a majority vote of the members voting.

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 *or* by e-mail, 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 or by e-mail over their respective signatures (however, in the case of e-mail, no signature will be required), to the Secretary, who shall record upon his minutes each proposition so submitted, when, how, at whose request same was submitted, and the vote of each member of the Council thereon, and keep on file such votes. If the votes of a majority of the members of the Council shall be in favor of such proposition such majority vote shall constitute the binding action of the Council.

## ARTICLE VII

### Meetings

Section 1. The annual meeting of the Section shall be held at 10:00 A. M. on the first Monday of November of each year at Dallas, Texas, with such program and order of business as may be arranged by the Council.

Section 2. Special meetings of the Section maybe called by the Chair upon approval of a majority of the 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. Regular meetings of the Section shall be held approximately once every month, upon notice to the members of the Section, at the headquarters of the Dallas Bar Association (or at such other place as may, from time to time, be designated by the Chair) on such date and at such time and place specified in the notice.

Section 6. The Secretary-Treasurer of the Section shall cause all members of the Section to be given written notice or notice by e-mail of the annual and regular meetings, and all special meetings.

## ARTICLE VIII

### Miscellaneous Provisions

Section 1. The Fiscal Year of the Section shall be the same as that of the Dallas Bar Association.

Section 2. All expenses incurred by the Section, before payment by the Secretary-Treasurer, shall be approved by the Chair, or, if the Council shall so direct, by it.

Section 3. No salary or compensation shall be paid to any officer or member of the Council.

Section 4. Any action by this Section must be approved by the Board of Directors of the Dallas Bar Association before the same becomes effective as the action of the Dallas Bar Association. Any resolution adopted or action taken by this Section may on request of the Section be reported by the Chair of the Section to any meeting of the Board of Directors of the Dallas Bar Association.

Section 5. These By-Laws shall become effective upon approval thereof by the Board of Directors of the Dallas Bar Association and by this Section.

## ARTICLE IX

These By-Laws may be amended at any meeting of the Section present and voting, provided such proposed amendment shall first have been approved by a majority of the Council and provided, further, that no amendment so adopted shall become effective until approved by the Board of Directors of the Dallas Bar Association. Notice of any proposed amendment to these By-Laws shall be contained in the notice to the members of the Section of the meeting at which such amendment is to be considered.