

AMENDED & RESTATED BY-LAWS  
OF THE  
SECTION ON CONSTRUCTION LAW  
HOUSTON BAR ASSOCIATION

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ARTICLE I

Name and Jurisdiction

Section 1. The name of this Section shall be the Section on Construction Law.

Section 2. The purpose of this Section shall be to promote the objectives of the Houston Bar Association within the field of construction law.

ARTICLE II

Membership and Dues

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

Section 2. Each member of the Section shall pay annual Section dues of \$40.00. 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 this 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 through June 30 of the following year.

Section 3. The annual Section dues may be changed only upon a two-thirds (2/3rds) vote of the Council.

Section 4. All Civil District Judges of Harris County, Texas shall be ex-officio members of this Section, and they shall be exempt from the payment of dues.

## ARTICLE III

### Officers and Council

Section 1. The officers of this Section shall be a Chairman, a Chairman-Elect, and a Secretary-Treasurer.

Section 2. There shall be a Council, which shall consist of the officers, together with five (5) other members to be elected by the Section as hereinafter provided.

Section 3. Subject to the terms of Article III, Section 5, at the meeting of this Section at which these By-Laws shall be adopted, up to seven members of the Council shall be nominated and elected to Serve on the Counsel for a Term Year (a "Term Year" as herein used means a term beginning at the close of the Annual Meeting ("Annual Meeting") which immediately preceded the meeting at which said elections occur and ending at the close of the next Annual Meeting of the Section.) Thereafter, upon the expiration of each Term Year, seven Counsel Members shall be elected at each Annual Meeting of the Section.

Section 4. The officers 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. No Chairman shall succeed himself for consecutive terms as Chairman, except as provided in Article VI, Section 3. The Chairman-Elect shall automatically become the Chairman of the Section at the close of the next succeeding Annual Meeting of the Section following the meeting at which he/she shall have been elected Chairman-Elect. Following his or her Term Year in office, the outgoing Chairman shall automatically serve the Council in an advisory capacity.

Section 5. Any Council Member shall be eligible for election as an officer. Further, in order to promote continuity in the leadership of the Section, any Council Member shall be eligible for re-election to the Council. No officer shall be eligible for re-election to his/her same office until one year has elapsed subsequent to the expiration of his/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 6. If any elected Member of the Council fails to attend three (3) successive meetings of the Council, the office held by such Council Member shall be

automatically vacated, and the Council shall proceed to fill the vacancy by majority vote forthwith for the unexpired term; provided, however, that upon good cause shown by the defaulting Member in the judgment and discretion of the Council, and upon such Member's written request directed to the Chairman of the Council, the Council may by a majority vote, elect to excuse such Member's default and reinstate such Member for the balance of the elective term to which he or she was originally elected.

#### ARTICLE IV

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

Section 1. Not less than thirty days before the Annual Meeting, the Chairman shall appoint a Nominating Committee of at least three members of the Section, of whom not more than one may be a Council Member. The Nominating Committee shall make and report to the Section at the Annual Meeting, and shall report nominations for Chairman, Chairman-Elect, Secretary-Treasurer, and for members of the Council for terms then expiring and to fill any Council vacancies then existing.

Section 2. Two members of the Nominating Committee shall constitute a quorum, and if less than a quorum is present at the Annual Meeting, the Chairman of the Section shall appoint new members sufficient to constitute a quorum. Other nominations may be made from the floor at the Annual Meeting of the Section, unless the election shall be conducted by mail or email.

Section 3. All elections shall be by majority vote by show of hands, unless otherwise ordered by resolution duly adopted by the Section at the Annual Meeting at which the election is held, and all elections shall be held at the Annual Meetings, provided, however, that the Council may upon resolution timely adopted, cause such election to be conducted by mail or email ballot, with such ballots to be mailed or emailed to members listed upon, and at the addresses indicated upon, the Secretary's last membership roll prior to such mailing or emailing of ballots. Such mailing or emailing, if any, shall occur at least thirty days prior to the Annual Meeting and the results shall be announced by the Council at the Annual Meeting.

## ARTICLE V

### Duties of Officers

Section 1. Chairman: The Chairman shall preside at all meetings of the Section and of the Council. The Chairman shall formulate and present at each Annual Meeting of the Houston Bar Association a report of work of the Section for the prior Term Year. The Chairman shall perform such other duties and acts as usually pertain to his office and as may be reasonably necessary to discharge his other duties hereunder.

Section 2. Chairman-Elect: Upon the death, resignation, or during the disability of the Chairman, or upon his absence or refusal to act, the Chairman-Elect, if one has been elected, shall perform the duties of the Chairman, unless and until the Council designates another person as Chairman. The Chairman-Elect shall perform such duties only during so much of the term as the absence or disability of the Chairman continues. In addition, the Chairman-Elect shall perform such other duties as delegated by the Chairman.

Section 3. Secretary-Treasurer: The Secretary-Treasurer shall be the custodian of all books, papers, documents, and other property of the Section. The Secretary-Treasurer shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. In conjunction with the Chairman, the Secretary-Treasurer shall prepare a summary or digest of the proceedings of the Section at its Annual Meeting for distribution to Section members. The Secretary-Treasurer, in conjunction with the Chairman, as authorized by the council, shall attend generally to the business of the Section. Further, responsibility for fiscal matters is hereby vested in the Secretary-Treasurer who shall diligently handle the funds of the Section and its finances. The Secretary-Treasurer shall render an accounting at the Section's Annual Meeting and at such other times as the Council in its discretion may direct. Unless the Houston Bar Association has taken responsibility for maintaining the Section's funds, the Secretary-Treasurer shall keep the funds of the Section in a national banking association and in a trustee account for the exclusive use and benefit of the Section, and shall not commingle said funds with any other funds. The Secretary-Treasurer shall not disburse any Section funds except upon approval of the Chairman.

## 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 Constitution and By-Laws of the Houston 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 this Section. The Council shall especially authorize all commitments or contracts which shall entail the payment of money, and shall authorize the expenditure of all monies 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 the amount reasonably anticipated to be available to the Section for such fiscal year. Neither the Council nor any Member thereof, nor any member of the Section, shall incur any debt, liability or obligation on behalf of the Houston Bar Association, or represent to any person or entity that he or she is authorized to do so, without the express written approval of the Board of Directors of the Houston Bar Association by resolution thereof, or by its authorized officers.

Section 2. The Council may authorize the Chairman 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 Houston Bar Association.

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 of the Section, the Members of the Council and officers so appointed shall serve as an appointed Council Member until the closing of the next Annual Meeting of the Section; provided, however, that if the Council appoints the Chairman-Elect to any vacancy in the Chairmanship as "Acting Chairman" during the Term Year, then the Acting Chairman so appointed may succeed himself and may serve as Chairman for the term for which he was elected.

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 Council Members present, or participating in telephone or remote communication meetings.

Section 5. The Chairman 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 as submitted, by communicating their vote thereon, in writing over their respective signatures, to the Secretary-Treasurer, who shall record upon the minutes each proposition so submitted, when submitted and at whose request the same was submitted, and the vote of each Member of the Council thereon, and keep on file such written and signed votes. If the votes of a majority of the Members of the 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

### Meetings

Section 1. Subject to the provisions herein, the Annual Meeting of the Section shall be held at Noon on the third Thursday of June of each year in Houston, Texas, with such program and order of business as may be arranged by the Council. However, the Annual Meeting may be held at such other time during the year as the Council may by two-thirds (2/3rds) vote determine, so long as written notice is mailed or emailed to all members (named on and at the addresses listed on the Secretary-Treasurer's last membership roll) at least thirty (30) days in advance of such selected Annual Meeting date. Provided further, however, that upon a two-thirds (2/3rds) affirmative vote of the Council, the Annual Meeting may be held at a different time in Houston, Texas, if such Annual Meeting is to be held at, or in conjunction with, the Annual convention of the State Bar of Texas when such convention is held in Houston, Texas. No more than one Annual Meeting shall be held in any year.

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

Section 3. The Secretary-Treasurer shall give written notice to all of the members of the Section of each annual, special and/or seminar meeting of the Section, such notice to be given a reasonable time in advance of the meeting unless otherwise herein provided. The members of the Section present at any meeting of the Section 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. Seminars and institutes may be held at such times and places as the Council may determine.

Section 6. Meetings of the Council may be held by conference telephone call, or any other means of remote communication wherein the participating members may hear and/or see each other simultaneously, provided that at least 24 hours prior notice or reasonable notice in the event of an emergency situation has been given to each Council Member by telephone or otherwise. The action of a majority of a quorum participating in such telephone or remote communication meeting shall be binding and shall be recorded

in the minutes of the Section by the Secretary-Treasurer, or such other participating Council Member designated by the Chairman or his substitute.

## ARTICLE VIII

### Miscellaneous Provisions

Section 1. The fiscal year of the Section shall be the same as that of the Houston Bar Association.

Section 2. No debts or liabilities shall be incurred by the Section, or any officer, without the approval of the Council.

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

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

## ARTICLE IX

### Amendments

These By-Laws may be amended at any meeting of the Section by a majority vote of the members of the Section present and voting, after such proposed amendment has been approved by a majority of the Council. However, no amendment so adopted shall become effective until adopted by the Board of Directors of the Houston Bar Association. The written notice of the Section, at which it is proposed to present an amendment of these By-Laws, shall include the substance of such proposed amendment.

## ARTICLE X

### Indemnity

The Section shall, to the fullest extent permitted by law, indemnify each person who serves or has served as an Officer or Member of the Council from and against all claims, liabilities, costs and expenses that arise from serving in that capacity if that person acted in good faith and in a manner in which he or she believed was in the best interest of the Section.

