

BYLAWS OF THE  
ENTERTAINMENT AND SPORTS LAW SECTION  
OF THE AUSTIN BAR ASSOCIATION

**ARTICLE I**  
**Name and Purpose of the Section**

**Section 1.1 Name.** The name of this Section shall be the Entertainment and Sports Law Section of the Austin Bar Association.

**Section 1.2 Purpose.** The purpose of the Entertainment and Sports Law Section of the Austin Bar Association (“**Section**”) shall be to:

- Promote the objectives of the Austin Bar Association within the fields of entertainment and sports law.
- Provide a forum for the exchange of information and ideas relating to entertainment and sports law among those within or affected by the Austin legal community.
- Promote improvement and clarification of laws and rules affecting entertainment and sports law, including continuing legal education in this field.

**Section 1.3 Mission Statement.** The mission of the Section is to be a resource for Austin-area lawyers, law students, and prospective clients in the arts and sports communities. The Section shall host regular events offering networking, educational, and mentoring opportunities. Members of the Section include lawyers who currently practice entertainment or sports law, dream of representing creatives or sports clients, or simply enjoy the arts and wish to learn more about the legal issues involved.

**ARTICLE II**  
**Membership**

**Section 2.1 Members.** The members of the Section shall consist of those members of the Austin Bar Association who have paid the dues for membership established from time to time by these bylaws.

**Section 2.2 Services.** The Section may, through its Council (see Article IV below), establish fees and charges for such services or benefits that the Section may from time to time provide. The Council shall have authority to establish different levels of fees and charges for members and non-members. The services and benefits to be provided by or through the Section shall be determined by its Council.

**Section 2.3 Dues.** The annual dues for membership shall be established by the Council. Members who are duly qualified and have paid such dues shall be members of the Section until January 1 of the year following the date of such qualification and payment. Membership in the Section shall in no event continue if a member is not qualified to be a member. Dues may be pro-rated in the event a person is a member for less than a full year,

at the discretion of the Council. Upon application and payment of dues, the Council may admit attorneys from outside the City of Austin as associate members of the Section.

**Section 2.4 Honorary Members.** Members of other bars and other persons of distinction in the law or in other disciplines, may be elected by the Council to honorary membership in the Section.

**Section 2.5 Student Members.** Law students in good standing with their law schools may become student members of the Section by paying dues in accordance with Austin Bar membership rules and regulations. The Council may in their discretion designate a Student Member to hold the position of Law School Liaison, the duties of which shall include helping the Section build a relationship with law students, and from time to time as designated by the Council, helping the Section develop content, programs and events for or involving law students.

**Section 2.6 Voting Privileges.** All regular members of the Section (i.e., members other than Honorary Members and Student Members), shall have equal rights and privileges, provided their annual dues are current.

**Section 2.7. Removal.** The Section shall have power to remove officers and suspend or expel members for good cause, upon written charges against them by a member and due notice of the charges and of the time they will be brought before the Section.

### **ARTICLE III Officers**

**Section 3.1 Officers.** The officers of the Section shall be Chair, Chair-Elect, Immediate-Past Chair, Vice Chair, Secretary, and Treasurer. The Chair-Elect, Vice Chair, Secretary, and Treasurer shall be nominated and elected, in the manner hereinafter provided, at each annual meeting of the 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. The Chair-Elect shall automatically become the Chair of the Section at the close of the next succeeding annual meeting of the Section following the meeting at which he or she shall have been elected Chair-Elect, and the Chair shall automatically become the Immediate-Past Chair. A single person may hold multiple officer positions.

**Section 3.2 Duties.** The principal duties of the several officers are as follows:

(a) **Chair.** The Chair shall preside at all meetings of the Section and of the Council. Subject to the control of the Council, the Chair shall have general charge and supervision of the administration of the affairs and business of the Section. He or she shall sign and execute all legal documents and instruments in the name of the Section when authorized to do so by the Council. He or she shall also submit a report of the activities and business affairs of the Section at each annual meeting of the Council and at other times when called upon to do so by the Council. The Chair of the Section shall be its representative to the Board of Directors of the Austin Bar Association.

(b) Chair-Elect. The Chair-Elect shall discharge the duties of the Chair in the event of his or her absence or disability for any cause whatever, and shall perform such additional duties as may be prescribed from time to time by the Chair and/or the Council.

(c) Immediate-Past Chair. The Immediate-Past Chair shall discharge the duties of the Chair in the event of the absence or disability for any cause whatever of both the Chair and Chair-Elect, and shall perform such additional duties as may be prescribed from time to time by the Chair and/or the Council.

(d) Vice Chair. The Vice Chair shall discharge the duties of the Secretary and/or Treasurer in the event of the absence or disability for any cause whatever of the Secretary and/or Treasurer, and shall discharge such other duties as shall be assigned by the Chair. More than one vice chair may be elected for any given year, at the discretion of the Section.

(e) Secretary. The Secretary shall have charge of the records and correspondence of the Section under the direction of the Chair. The Secretary shall give notice of and attend all meetings of the Council and shall take and keep true minutes of all meetings of the Council and annual meeting of the membership. The Secretary shall discharge such other duties as shall be assigned by the Chair.

(f) Treasurer. The Treasurer, in conjunction with the Chair, shall attend generally to the business of the Section. The Treasurer shall keep an accurate record of all moneys appropriated to and expended for the use of the Section, and shall send Council quarterly statements (or more frequently upon reasonable request of the Council). Any of the Treasurer's duties may be delegated to or shared with employees or representatives of the Austin Bar Association.

**Section 3.3 Term of Office**. Officers shall hold their places for one year (except as otherwise provided) and until their successors shall be elected as provided by these bylaws. The annual terms of the officers and directors shall run concurrently with the terms of office of the Austin Bar Association officers and directors. An officer may be elected to succeed himself or herself in the same office.

**Section 3.4 Council**. There shall be a Council consisting of the officers and any such other members as may be elected by the Section (if any). Any such non-officer Council members shall serve staggered two-year terms. Each year, no more than two new Council members may be elected, and the two Council members completing their two-year terms will either be promoted to officer or will leave the Council and be eligible for re-election the following year.

## ARTICLE IV Duties and Powers of the Council

**Section 4.1 Control of Affairs**: The Council shall have general supervision and control of the affairs of the Section subject to the provisions of the Articles of Incorporation and Bylaws of the Austin Bar Association and the bylaws of the 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, which shall be reported to the members of the Section at the next meeting of the Section.

**Section 4.2 Vacancies:** The Council, during the interim between annual meetings of the Section, may fill vacancies in its own membership, except in the offices of Chair and Immediate-Past Chair. Members of the Council and officers so selected shall serve until the close of the next annual meeting of the Section.

**Section 4.3 Quorum:** 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 present and voting. Voting via electronic or other means (e.g., via email) shall be allowed subject to the approval of a majority of the Council and reasonable notice to all Council members.

**Section 4.4 Actions:** 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.

**Section 4.5 Failure to Attend Meetings:** If any elected member of the Council shall fail to attend three successive meetings of the Council, the Council may, in its discretion, consider the office held by such member to be vacated and fill the vacancy for the unexpired term.

**Section 4.6 Duties of Officers and Council:** Officers and Council shall discharge their duties, including any duties as members of the Section, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Section. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Officers and Council, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Section or another person that were prepared or presented by a variety of persons. An Officer or Council member is not relying in good faith if the Officer or Council member has knowledge concerning a matter in question that renders reliance unwarranted.

## ARTICLE V

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

**Section 5.1 Nominations.** Not less than thirty days before the annual meeting, the Chair shall appoint a Nominating Committee of at least three members of the Section. The Nominating Committee shall report to the Section all positions up for election and shall announce all nominees to the Section via email, or otherwise, as soon as reasonably practicable before the annual meeting. Other nominations may be made from the floor.

**Section 5.2 Elections.** All elections shall be held at the annual meeting. All elections shall be by secret ballot by a majority of those members present and voting unless otherwise ordered by resolution duly adopted by the Section at the annual meeting at which the election is held.

## **ARTICLE VI Committees**

**Section 6.1 Standing Committees.** There shall be no Standing Committees.

**Section 6.2 Special Committees.** The Chair, with the advice and consent of the majority of those members in attendance at any regular meeting, or of two members of the Council of the Section, may create and appoint special committees as needed to carry out the purposes of the Section, giving to them such specific authority as is consistent with these bylaws.

## **ARTICLE VII Meetings**

**Section 7.1 Annual Meetings.** The annual meeting of the Section shall be held once each year no more than forty-five (45) days prior to the start of the Austin Bar Association's new bar year at such place and time as determined by the Council.

**Section 7.2 Special Meetings.** Special meetings of the Section may be called by the Chair upon approval of a majority of the Council, at such time and place as the Council may determine.

**Section 7.3 Regular Meetings.** Regular meetings of the Section shall be held at the time and place designated by the Council.

**Section 7.4 Notice of Meetings.** Reasonable notice (to be no less than twenty-four hours) of the time and place of all regular and special meetings shall be given to members by the Section or by notice from the Austin Bar Association. Attendance of a member at a meeting constitutes a waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**Section 7.5 Quorum.** The members of the Section present at any annual, regular or special meeting shall constitute a quorum for the transaction of business. A majority vote of those present and voting shall constitute the will of the Section, except where otherwise provided in the Bylaws. Members may vote by proxy executed in writing by the member. No proxy is valid after three (3) months from the date of its execution.

**Section 7.6 Meeting Format.** Meetings may be held by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, provided the telephone or other equipment or system permits each individual participating in the meeting to communicate with all other individuals participating in the meeting. Participation in a meeting pursuant to the Section constitutes presence in person at the meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## ARTICLE VIII Transactions

**Section 8.1 Contracts.** The Officers may authorize any Section member, or Section agent or agents, in addition to the Officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Section, and this authority may be general or confined to specific instances.

**Section 8.2 Checks Drafts or Orders for Payment.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Section shall be signed by the officer or officers, or agent or agents of the Section and in the manner as determined by resolution of the Officers. In the absence of a determination by the Officers, such instruments shall be signed by the Treasurer and countersigned by the Chair, except where the amount of the instrument is less than \$500.00 in which case the signature of either the Chair or the Treasurer is sufficient.

**Section 8.3 Deposits.** All funds of the Section shall be deposited from time to time to the credit of the Section in such banks, trust companies, or other depositories as the Officers may select.

**Section 8.4 Prohibited Acts.** As long as the Section is in existence, and except with the prior written approval of the Council, no member shall:

- a) Do any act in violation of the Bylaws or a binding obligation of the Section;
- b) Do any act with the intention of harming the Section or any of its operations;
- c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Section;
  
- d) Receive an improper personal benefit from the operation of the Section;
- e) Use the assets of the Section, directly or indirectly, for any purpose other than carrying on the business of the Section;
- f) Wrongfully transfer or dispose of Section property, including intangible property such as good will; or
- g) Use the name of the Section (or any substantially similar name) or any trademark or trade name adopted by the Section, except on behalf of the Section in the ordinary course of the Section's business.

**Section 8.5 Required Books and Records.** The Section shall keep correct and complete books and records of account including financial statements, these bylaws, a list of the names and addresses of members, and any other documents relating to the business affairs of this Section.

**Section 8.6 Expenses.** Expenses incurred by Section members for Section business may be reimbursed upon approval of such expenses by the Council or by motion and majority vote at a regular or special meeting.

**Section 8.7 Indemnification.** The Section has the full power to indemnify pursuant to the provisions of the Texas Business Organizations Code any member entitled to indemnification.

## ARTICLE IX

### Miscellaneous Provisions

**Section 9.1 Fiscal Year.** The Fiscal Year of the Section shall be the same as that of the Austin Bar Association.

**Section 9.2 Compensation.** No salary or compensation shall be paid to any officer or member of the Council.

**Section 9.3 Events.** Seminars, institutes, and social events may be held at such times and places as the Council may determine.

**Section 9.4 Invalid Provisions.** If any part of these Bylaws is held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

**Section 9.5 Legal Authority.** These Bylaws shall be construed in accordance with the laws of the State of Texas.

**Section 9.6 Parties Bound.** These Bylaws shall be binding upon and inure to the benefit of all members of the Section and any agents of the Section and their respective heirs, executors, administrators, legal representatives, successors and assigns.

**Section 9.7 Effective Date of Bylaws.** These amended bylaws shall become effective upon approval by the Section.

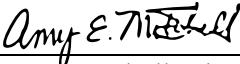
## ARTICLE X

### Amendments

**Section 10.1 Amendments.** These bylaws may be amended at any meeting of the Section by a majority of members present and voting, provided such proposed amendment shall first have been approved by a majority of the Council. Notice of any proposed amendment to these Bylaws shall be included in the notice to the members of the Section of the meeting at which such amendment is to be considered.

### CERTIFICATION

I certify that I am the duly elected and acting Chair of the Entertainment and Sports Law Section of the Austin Bar Association and that these bylaws constitute the Section's bylaws. These bylaws were duly adopted at a Section meeting held on June 24, 2020.

  
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Amy E. Mitchell, Chair

ATTESTED BY:

  
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Gwendolyn Seale, Secretary