

**Bylaws of the Tax Law Section
of the Tennessee Bar Association**

**Article I
Name**

This section shall be known as the Tax Law Section of the Tennessee Bar Association (TBA), hereinafter referred to as the “section.”

**Article II
Purpose**

The purpose of the section shall be:

- (a) to further the legal knowledge of the members of the section in the areas of the law that most directly affect their practices;
- (b) to increase the legal skills of its members through the dissemination of information and material on subjects of interest and concern to their practices;
- (c) to provide an opportunity for members to exchange ideas and seek solutions for problems common to the practice of law in such fields, for the mutual benefit and improvement of all members of the section;
- (d) to assist in the formulation, administration, and implementation of programs, forums, and other activities for the education of the general membership of the TBA in these and related fields;
- (e) to act upon all matters the section deems germane to its purposes as described (within the scope of the authority granted to it by the TBA), as well as those referred by the Board of Governors;
- (f) to seek uniformity in, and improvements to, the laws, court or administrative rules affecting the practices of section members by collaborating with appropriate TBA entities and personnel regarding court rules, legislative or administrative recommendations; and
- (g) to promote the highest levels of professionalism in its members, as well as to encourage service to the bar and to the public including providing pro bono representation.

The purpose of the section shall be accomplished through its executive council, officers and committees by utilizing publications, meetings, seminars, projects and other suitable means, thereby promoting the objectives of its members and the TBA.

Article III Membership and Dues

§1 Membership

Any member of the TBA is eligible for section membership, and upon payment of section dues for the current bar year, such TBA member shall be enrolled as a section member. The term of section membership shall run concurrent with membership in the TBA and shall be renewed annually, along with general TBA membership renewal.

§2 Dues

The annual dues of this section shall be set by the Board of Governors for the TBA, and shall be payable to the TBA upon renewal of the general TBA membership dues. The membership of this section shall be made up of those TBA members in good standing who also pay these annual section dues, as set by the Board of Governors for the TBA. All funds collected by the TBA for section dues shall be deposited into the general operating funds of the TBA, and a budget for the section shall then be established by the TBA Board of Governors.

Article IV Executive Council

§1 Duties

The section shall be governed by a council. The council shall supervise and direct the affairs and policies of the section, subject to, and in accordance with, these bylaws, policies, and the rules and regulations of the TBA. The council shall also assist the TBA Board of Governors and other TBA entities and staff in carrying out the purposes of the section and the TBA.

§2 Members

The council shall consist of a chair, vice chair, secretary/treasurer, and delegates from each of the three Grand Divisions of the state, to be chosen immediately prior to the commencement of their service. To the extent possible, the number of delegates from each of the Grand Divisions should be equal. In the event that one or more of the Grand Division delegate positions cannot be reasonably filled at a particular time, the council may function as a fully constituted council, without those delegates until such time as the positions may be filled. [The suggested size for the council is twelve: nine delegates plus the three officers.]

Nominations for members of the council may be made by the council acting as a nominating committee, by declaration of candidacy filed by a member of the section, or from the floor at any properly called meeting of the membership of the section. Members of the council shall not receive compensation for services. In the event that these positions are not timely filled by council, the President of the TBA may appoint the officers and members of council in order to maintain proper administration of the section.

§3 Terms of Office

The members of the council shall continue in office until their successors are elected or appointed, and assume office.

§4 Meetings

Meetings of the council may be called by the chair or by a majority of the members of the council. Notice of such meetings, including the date, time, and “place” of said meeting, shall be directed to members of the council at least five (5) days prior to such meeting by First Class U.S. mail, e-mail or facsimile. At meetings of the council, the majority of its members shall constitute a quorum for the purposes of transacting council business. Meetings may be conducted in person; by telephone; by webcast; by using a combination of these meeting types, such as in person with telephone or webcast participation; or in any other manner generally accepted for conducting business in Tennessee. (All other section and council meetings referred to in these bylaws may also be conducted by any of the means described here.)

Article V Officers

§1 Officers

The officers of the section shall be a chair, vice chair, and the secretary/treasurer. Election of the officers of the section shall be either in person, at a properly noticed section meeting, or by mailed ballot. (Ballots may be sent by e-mail or by regular U.S. Mail, at the discretion of the section, taking into account budgetary constraints and timeliness issues.) Nominations may be made by the executive council, the general membership, or upon application from a qualified section member. Officers shall be elected not later than March 1 of the bar year preceding commencement of the officers’ terms. The newly elected chair, vice chair, and secretary/treasurer shall assume the duties of their respective offices at the annual meeting of the TBA in June and shall continue in office until their successors are elected and assume office.

In the event of vacancy among the officers, the council may elect a successor to fill the unexpired term. If the council does not act to fill the vacancy, the President of the TBA may appoint a replacement in order to maintain proper administration of the section.

The chair shall preside at all meetings of the section and the council, and shall administer the affairs of the section and council subject to, and in accordance with, these bylaws and the rules, regulations, and policies of the TBA. The chair shall also work with TBA staff to prepare a budget for submission to the TBA Board of Governors.

The vice chair shall perform all the duties of the chair when the chair is absent or unable to act, and when so acting shall have all the powers of, and be subject to the same restrictions as, the chair. The vice chair shall automatically succeed to the office of chair, after serving one year as vice chair.

The secretary/treasurer shall oversee preparation by TBA Staff of the section minutes and assist with budget requests and expenditures. TBA Staff will also prepare the section budget, in consultation with the chair and the secretary/treasurer.

Article VI Committees

§1 Standing and Ad Hoc Committees

The chair and the council shall have the power to create such committees as they deem appropriate, including standing and ad hoc committees, for such purposes and for such terms as they deem to be in the best interest of the section.

§2 Committee Chairs

Each committee shall have a chair and such other officers as may be required who shall be selected by, and serve at the pleasure of, the chair of the section. Such officers shall have such powers and duties as authorized by the chair and/or council.

§3 Members of the Committees

The members of the committees shall be selected from the members of the section. The council may, on recommendation of any committee, remove or replace any committee member who shall fail to attend committee meetings, or discharge their duty as a member.

Article VII Meetings

§1 Meetings and Notices

The section may meet during the annual meeting of the TBA at such time and location there to be determined, as the TBA provides the opportunity for each section to meet then, or at such other times as a substantial number of members will be present. The section may also hold such other meetings as may be called by the chair or council upon notice given to the members of the section at least 20 days prior to any such

meeting. Notice of the meetings shall be provided by First Class U.S. mail, e-mail, facsimile, or by publication in an official publication of the TBA.

§2 Quorum

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

§3 Vote

All binding action of the section shall be by majority vote of the members present, except with regard to amendments to the bylaws, which shall be as outlined otherwise herein.

Article VIII Fiscal Matters and Reports

§1 Fiscal Year

The fiscal year of the section shall correspond to the fiscal year of the TBA.

§2 Expenditure of Funds

The section shall only expend those funds actually approved in its budget by the TBA Board of Governors and may not obligate the TBA in any financial matter. Any funds budgeted but not approved during the fiscal year shall not be carried over to the next bar year, but shall revert to the TBA general fund.

§3 Quarterly Report

The chair shall work with TBA Staff to submit a quarterly report of the activities of the section to the TBA Board of Governors prior to each quarterly meeting of Board of Governors. In addition, the chair shall submit such other reports as may be requested by the Board of Governors or the president of the TBA.

Article IX Miscellaneous Provisions

§1 Tennessee Bar Association

No action of the section shall become effective as an action of the TBA until it is approved by the Board of Governors of the TBA. All programs, procedures, and policies of the section shall also be subject to the approval of the Board of Governors of the TBA.

§2 Publications

The section shall produce such publications as the chair and council deem beneficial for the section and the TBA, consistent with these bylaws and the rules, regulations, and policies of the TBA. The Secretary/Treasurer, or designee, shall oversee the publication of said publications. The use of electronic publication is encouraged when practical.

§3 Continuing Legal Education

All continuing legal education programs, shall be prepared and conducted in consultation with, and upon approval of, the Continuing Legal Education Committee and CLE staff to allow proper coordination of all TBA continuing legal education programs and provide the greatest possible benefit to all members of the TBA.

§4 Amendment

The council or any section member may propose an amendment(s) to these bylaws, so long as twenty days advance notice of the proposed amendment(s) is provided to the membership twenty days in advance of the vote on said amendment(s). Notice shall be given in any manner authorized for providing notice of a meeting. A vote on any proposed bylaws amendment may be by ballot or at any properly noticed section meeting, using the same voting procedures as called for in the election of section officers. However, a vote by two-thirds of the members present at a properly noticed meeting, or two-thirds of the entire section membership if the amendment question is presented by ballot, is required to successfully amend these bylaws. Upon such approval by the section, the amendment(s) must be approved by the Board of Governors of the TBA before becoming effective.

Approved by the TBA Board of Governors:

October 24, 2009