

EARL CARL INSTITUTE FOR LEGAL AND SOCIAL POLICY, INC.

BOARD OF DIRECTORS MANUAL

Updated February 2010

POLICIES OF THE BOARD

IT IS THE POLICY OF THE BOARD:

- 1. To operate and manage the Institute in accordance with all requisite laws, regulations and procedures;**
- 2. To ensure fiscal responsibility and to mandate fiscal recordkeeping at the strictest standard;**
- 3. To ensure that all goods and services purchased by the Institute are selected after a review of the marketplace to assure that the best available price and quality is received;**
- 4. To provide operations accountability and to employ internal monitoring procedures to ensure such compliance; and**
- 5. To concentrate on keeping the organization's staff focused on the mission, vision, values and strategic goals of the organization. Board members should limit its focus to top-level policy making activities. The day-to-day affairs of the organization are the responsibility of the director and staff.**

ROLES AND RESPONSIBILITIES OF BOARD MEMBERS

The board of directors is the governing body of the Earl Carl Institute for Legal and Social Policy, Inc. (hereafter ECI) and directs its business and affairs. It is imperative that each board member understands the roles and responsibilities of the board of directors.

BOARD CODE OF CONDUCT

1. The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and professional decorum when acting as board members.
2. In their capacity as governors, board members must demonstrate unconflicted loyalty to the interests of the ownership of ECI.
3. Board members must avoid conflicts of interest with respect to their fiduciary responsibility.
 - a) Information exclusive to ECI shall not be used by board members for personal gain or the gain of a family member or associate.
 - b) It is the board member's obligation to immediately disclose to the board any and all impending conflicts of interest. That member shall absent herself or himself without comment from both the deliberation and final decision-making.
4. Board committees are created to do board work exclusively.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.

About Board Committees

Sometimes it is necessary for the board to form committees to address certain needs of the organization. Below are general guidelines and issues to consider when forming committees:

1. establish committees when it's apparent that issues are too complex and/or numerous to be handled by the entire board;

2. for ongoing, major activities establish standing committees; for short-term activities, establish ad hoc committees that cease when the activities are completed;

3. committees recommend policy for approval by the entire board;

4. committees make full use of board members' expertise, time and commitment, and ensure diversity of opinions on the board;

5. committees do not supplant responsibility of each board member; committees operate at the board level and not the staff level;

6. minutes should be recorded for committee meetings;

Developing Committees

1. ensure the committee has a specific charge or set of tasks to address, and ensure board members understand the committee's charge;

2. avoid having a member on more than two committees;

3. in each board meeting, have each committee chair report the committee's work since the past board meeting;

4. consider having a relevant staff member as a member of the committee;

5. committee chairs are often appointed by the board chair;

FIDUCIARY DUTIES OF THE BOARD

1. *Legal and Fiduciary Role*

The affairs of ECI shall be managed by a board of directors. Each member of the board of directors shall perform his or her duties in good faith and in a manner he or she reasonably believes to be in the best interest of ECI.

An officer of the board is not liable for an action taken or omission made in the person's capacity as an officer unless the officer's conduct was not exercised:

- (1) in good faith;
- (2) with ordinary care; and
- (3) in a manner the officer reasonably believes to be in the best interest of the corporation.

The fiduciary duties of the board are considered its legal responsibilities. Board members have fiduciary, or legal, duties as established by law. These are the duty of care and the duty of loyalty. The nature of the two duties can overlap. A board member should always act in good-faith and in the best of interest of ECI. A board member should always:

1. be aware of ECI's mission, plans and policies, and be sure that they serve the needs of the community that the Board members represent;
2. be sure that all ECI activities are in accordance with the mission, plans and policies;
3. fully participate in board meetings, deliberations and decisions;
4. read, evaluate and ensure accuracy of all reports, board minutes, etc.;
5. ensure the organization has sufficient resources, including people, funding and other assets;

Board members should always make a reasonable and good-faith effort to:

1. focus on the priorities of ECI;
2. share ideas, opinions and advice to forward the progress of ECI;
3. represent ECI in a favorable light;

2. *General Responsibilities*

a. *Governance*

1. govern the organization by broad policies and objectives;
2. oversee and evaluate progress toward program and financial goals;
3. ensure the continuity of the organization through development and recruitment of executive staff;

b. *Leadership*

1. work in partnership with the director and management to stay focused on the mission of ECI;
2. ensure the continuity of ECI through development and recruitment of future board members;

c. *Stewardship*

1. ensure dedication to activities and programs that benefit the public;
2. ensure use of assets in a manner that benefits the public;

d. *Other Responsibilities*

1. fundraising;
2. public and community relations;

- 3. long-range planning;

3. *Methods for Meeting Responsibilities*

- a. board orientation;
- b. effective information flow;
- c. exercise of informed, independent judgment;
- d. appropriate board organization and continuity;
- e. appropriate committee structure;
- f. regular board meetings;
- g. effective recordkeeping (agendas, minutes, etc.);

CONDUCTING BOARD MEETINGS

Board Meetings Guidelines

Policy

Board meetings will be conducted in public to the greatest extent possible. If during the course of the meeting, discussion of any item on the agenda should be held in closed session, the Board will conduct the closed session in accordance with the Texas Open Meetings Act. Before any closed session is convened, the presiding officer will publicly identify the section or sections of the Act authorizing the closed session. All final votes, actions or decisions will be taken in open session.

General Guidelines

1. only discuss items identified on the agenda;
2. meetings will be conducted in accordance with Robert's Rules of Order;
3. persons wishing to make a presentation to the board shall:
 - a. generally submit a written explanation of the nature of the presentation or request to the director at least seven days prior to the date of the meeting;
 - b. identify a spokesperson if the presentation is on behalf of a group;
4. during presentations board members may ask questions for clarification;
5. presenters may ask questions to gather specific information;

THE IMPORTANCE OF BOARD MINUTES

Board members have the legal responsibility to perform their board duties with care, diligence, obedience and loyalty. A member's failure to meet any of these duties can result in a claim against the organization, the board and/or its members. An effective method to minimize the chance of such a claim and to aid in its defense is to maintain detailed records of the board's activities. Thorough documentation of the board's actions also provides a system for monitoring the members' fulfillment of their legal duties. The minutes of the board's meetings are a good place to start.

The minutes should include:

1. a list, by name, of whom attended the meeting. Note if anyone left or arrived during the meeting;
2. a copy of the agenda and any other material that the board members received either before or during the meeting;
3. a summary of the members' discussions. The summary should document

all of the various points considered by the board including references to any opposition;

4. the proper wording of any motions, resolutions, etc.;

5. a record of the vote on each item by the number of "ayes" and "nays." List by name the members that voted in the minority; and

6. the time the meeting began and adjourned.

Document the declaration of anyone who stated a conflict and how the board handled the situation (i.e., the person left the room during the discussion and vote).

The minutes should reflect that the board members were prepared, participated actively, and decided issues without undue haste or pressure. Due to the importance of the meeting minutes, the members should receive and review the previous meeting's minutes before the next meeting. The minutes must document any corrections or changes that the members make.

Board minutes provide evidence of the level of care and loyalty that the members exercised in carrying out their duties. Therefore, make sure the minutes are complete and accurate.

BOARD JOB DESCRIPTIONS

Officers shall perform duties as provided by the governing documents of ECI.

A. Board Chair

Major Role and Responsibilities:

1. must be a member of the board of directors;
2. is a partner with the director in achieving the organization's mission;
3. provides leadership to the board of directors;
4. works with director to develop agenda for board meetings;
5. chairs meetings of the board of directors;
6. appoints the chairpersons of committees in consultation with other board members;

7. serves *ex officio* as a member of committees and attends committee meetings when necessary;
8. meets regularly with director;
9. helps guide and mediate board actions with respect to organizational priorities and governance concerns;
10. leads fundraising efforts;
11. performs other responsibilities as needed;

The chairperson is empowered to chair board meetings and exercise the commonly accepted power of that position. In addition, the chairperson assures the integrity and fulfillment of the Board's process and assures that the board conducts business consistent with its own rules. The chairperson also assures that deliberations are fair, open, thorough, timely, orderly and to the point.

President Elect


Major Role and Responsibilities:

1. must be a member of the board of directors;
2. typically succeeds the chair;
3. performs responsibilities of the board chair when chair is not available;
4. works closely with board chair;
5. assists board chair in developing and implementing officer transition plans;
6. performs other responsibilities as needed;

Committee Chair

Major Role and Responsibilities:

1. must be a board member;
2. ensures that members have information and material to ensure productive committee meetings;
3. oversees the logistics of committee operations;
4. reports to the board chair;

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5. presents reports to full board on committee decisions and recommendations;
 6. assigns work to committee members, sets the agenda, runs committee meeting, and ensures distribution of meeting minutes;

Board Members

Major Role and Responsibilities:

1. regularly attends board meetings and other related meetings;
2. makes serious commitment to participate actively in committee work;
3. volunteers for and willingly accepts assignments;
4. completes assignments on time;
5. stays informed about committee matters;
6. prepares for meetings by reviewing minutes and reports;
7. actively participates in board meetings;
8. participates in fundraising efforts;



Board Secretary

Major Role and Responsibilities:

1. must be a board member;
2. maintains board records and ensures effective management of the organization's records;
3. manages minutes of board meetings;
4. ensures minutes are distributed to member shortly after each meeting;
5. is sufficiently familiar with board by-laws and other relevant documents to note applicability during board meetings;

BOARD FAQs



What is the procedure for handling confidential matters?

When a board of directors must discuss matters of a confidential nature, as permitted by the Texas Open Meetings Act, it may do so in a private session called an executive session. A typical procedure for convening an executive session is as follows:


1. A board member moves that the board go into executive session. If the motion is adopted by a majority of members, all present who are not members or essential to the matter to be considered, may be excluded from the session.
2. The secretary records in the minutes that the motion was carried.
3. The board conducts its confidential business. Anyone not a board member must be invited by the board to attend.
4. Minutes of the executive session are confidential. The secretary takes minutes but keeps them separate from the public minutes.
5. The board reviews and approves the confidential minutes the next time it goes into executive session.
6. When the executive session is adjourned, the "public" minutes should record that the executive session has concluded.

What is a "consent agenda" and how will it make our meetings go faster?

At every board meeting, at least a few items come to the agenda that do not need any discussion or debate either because they are routine procedures or are already unanimous consent. A consent agenda allows the board to approve all these items together without discussion or individual motions.



What belongs on the consent agenda?

Typical consent agenda items are routine, procedural decisions, and decisions that are likely to be noncontroversial. Examples include:

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1. approval of the minutes;
 2. final approval of proposals or reports that the board has been dealing with for some time and all members are familiar with the implications;
 3. routine matters such as appointments to committees;
 4. staff appointments requiring board confirmation;
 5. reports provided for information only;
 6. correspondence requiring no action;

How are consent items handled?

A consent agenda can only work if the reports and other matters for the meeting agenda are known in advance and distributed with agenda package in sufficient time to be read by all members prior to the meeting. A typical procedure is as follows:

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1. when preparing the meeting agenda, the chairperson determines whether an item belongs on the consent agenda;
 2. the chairperson prepares a numbered list of the consent items as part of, or as an attachment to the meeting agenda;
 3. the list and supporting documents are included in the board's agenda package in sufficient time to be read by all members prior to the meeting;
 4. at the beginning of the meeting, the chair asks members what items they wish to be removed from the consent agenda and discussed individually;
 5. if any member requests that an item be removed from the consent agenda, it must be removed. Members may request that an item be removed for any reason;
 6. once it has been removed, the chair can decide whether to take up the matter immediately or place it on the regular meeting agenda;
 7. when there are no more items to be removed, the chair or secretary reads out the numbers of the remaining consent items. Then the chair states: "If there is no objection, these items will be adopted." After
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pausing for any objections, the chair states "As there are no objections, these items are adopted." It is not necessary to ask for a show of hands;

ROBERT'S RULES OF ORDER FAQs
The Official Robert's Rules of Order Website©

CAUTION: THE ANSWERS GIVEN HERE TO THE QUESTIONS PRESENTED ARE BASED UPON THE RULES CONTAINED IN *ROBERTS RULES OF ORDER NEWLY REVISED*. THESE RULES ARE, IN EFFECT, DEFAULT RULES; THAT IS TO SAY, THEY GOVERN ONLY IF THERE ARE NO CONTRARY PROVISIONS IN ANY FEDERAL, STATE OR OTHER LAW APPLICABLE TO THE SOCIETY, OR IN THE SOCIETY'S BYLAWS, OR IN ANY SPECIAL RULES OF ORDER THAT THE SOCIETY MAY HAVE ADOPTED. THIS FACT MUST ALWAYS BE KEPT IN MIND WHEN READING ANY OF THE ANSWERS GIVEN.

The questions in this chapter are based on queries repeatedly received on the Question and Answer Forum of The Official Robert's Rules of Order Website. Questions 1 through 20 derive from *Robert's Rules of Order Newly Revised In Brief*.

1. Is it true that the president can vote only to break a tie?
2. Can ex-officio members vote, and are they counted in determining whether a quorum is present?
3. Is it true that, once a quorum has been established, it continues to exist no matter how many members leave during the course of the meeting?
4. In determining the result of a vote, what constitutes a majority?
5. Can we round to the nearest number in computing the result of a vote?
6. Do abstention votes count?
7. What is a vote of no confidence?
8. How do you deal with a "friendly amendment"?
9. Isn't it true that a member who has a conflict of interest with respect to a motion cannot vote on the motion?
10. Should proxy votes be counted?
11. Must debate on a motion stop immediately as soon as any member calls the question?
12. Isn't it always in order to move to table a motion to the next meeting?
13. Can something be defeated by adopting a motion to table it?
14. How can I get an item on the agenda for a meeting?

15. Isn't it necessary to summarize matters discussed at a meeting in the minutes of that meeting in order for the minutes to be complete?
16. If minutes of a previous meeting are corrected, are the corrections entered in the minutes of the meeting at which the corrections were made?
17. Can votes be taken in an executive session?
18. Is it possible to withdraw a resignation after it has been submitted?
19. Can we hold our board meetings by conference telephone call?
20. How can we get rid of officers we don't like before their term is up?

Question 1:

Is it true that the president can vote only to break a tie?

Answer:

No, it is not true that the president can vote only to break a tie. If the president is a member of the assembly, he or she has exactly the same rights and privileges as all other members have, including the right to make motions, speak in debate and to vote on all questions. However, the impartiality required of the presiding officer of an assembly (especially a large one) precludes exercising the right to make motions or debate while presiding, and also requires refraining from voting except (i) when the vote is by ballot, or (ii) whenever his or her vote will affect the result.

When will the chair's vote affect the result? On a vote which is not by ballot, if a majority vote is required and there is a tie, he or she may vote in the affirmative to cause the motion to prevail. If there is one more in the affirmative than in the negative, he or she can create a tie by voting in the negative to cause the motion to fail. Similarly, if a two-thirds vote is required, he or she may vote either to cause, or to block, attainment of the necessary two thirds. [RONR (10th ed.), p. 392-93; see also Table A, p.190 of RONR In Brief.]

Question 2:

Can ex-officio members vote, and are they counted in determining whether a quorum is present?

Answer:

"Ex officio" is a Latin term meaning "by virtue of office or position." Ex-officio members of boards and committees, therefore, are persons who are members by virtue of some other office or position that they hold. For example, if the bylaws of an organization provide for a Committee on Finance consisting of the treasurer and three other members appointed by the president, the treasurer is said to be an ex-officio member of the finance committee, since he or she is automatically a member of that committee by virtue of the fact that he or she holds the office of treasurer.

Without exception, ex-officio members of boards and committees have exactly the same rights and privileges as do all other members, including, of course, the right to vote. There are, however, two instances in which ex-officio members are not counted in determining the number required for a quorum or in determining whether or not a quorum is present. These two instances are:

1. In the case of the president, whenever the bylaws provide that the president shall be an ex-officio member of all committees (except the nominating committee); and
2. If the ex-officio member is not a member, officer, or employee of the society (for example, when the governor of a state is made ex officio a member of a private college board).

Again, however, it should be emphasized that in these instances the ex-officio member still has all of the rights and privileges of membership, including the right to vote. [RONR (10th ed.), p. 466-67; p. 480, l. 18-27.]

Question 3:

Is it true that, once a quorum has been established, it continues to exist no matter how many members leave during the course of the meeting?

Answer:

No. Once a quorum at a meeting has been established, the continued presence of a quorum is presumed to exist only until the chair or any other member notices that a quorum is no longer present. If the chair notices the absence of a quorum, he or she should declare this fact, at least before taking any vote or stating the question on any new motion. Any member noticing the apparent absence of a quorum can and should make a *Point of Order* to that effect

whenever another person is not speaking. It is dangerous to allow the transaction of substantive business to continue in the absence of a quorum. Although a Point of Order relating to the absence of a quorum is generally not permitted to affect prior action, if there is clear and convincing proof no quorum was present when business was transacted, the presiding officer can rule that business invalid (subject to appeal). [RONR (10th ed.), p. 337-38; see also p. 12-13 of RONR In Brief.]

Question 4:

In determining the result of a vote, what constitutes a majority?

Answer:

The word "majority" in this context means, simply, *more than half*. The use of any other definition, such as 50 percent plus one, is apt to cause problems. Suppose in voting on a motion 17 votes are cast, 9 in favor and 8 opposed. Fifty percent of the votes cast is $8\frac{1}{2}$, so that 50 percent plus one would be $9\frac{1}{2}$. Under such an erroneous definition of a majority, one might say that the motion was not adopted because it did not receive fifty percent plus one of the votes cast, although it was, quite clearly, passed by a majority vote. [RONR (10th ed.), p. 387; see also p. 66 of RONR In Brief.]

Question 5:

**Can we round to the nearest number in computing the result of a vote?
For example, since two thirds of 101 is 67.3333, will 67 affirmative votes out of 101 votes cast meet the requirement of a two-thirds vote?**

Answer:

No. The requirement of a two-thirds vote means at least two thirds. As a consequence, nothing less will do. If 101 votes are cast, 67 affirmative votes are not at least two thirds. It is less than two thirds, and will not suffice. [RONR (10th ed.), p. 388.]

Question 6:

Do abstention votes count?

Answer:

The phrase "abstention votes" is an oxymoron, an abstention being a refusal to vote. To abstain means to refrain from voting, and, as a consequence, there can be no such thing as an "abstention vote."

In the usual situation, where either a majority vote or a two-thirds vote is required, abstentions have absolutely no effect on the outcome of the vote since what is required is either a majority or two thirds of the votes cast. On the other hand, if the vote required is a majority or two thirds of the members present, or a majority or two thirds of the entire membership, an abstention will have the same effect as a "no" vote. Even in such a case, however, an abstention is not a vote. [RONR (10th ed.), p. 387, l. 7-13; p. 388, l. 3-6; p. 390, l. 13-24; see also p.66 of RONR In Brief.]

Question 7:

What is a vote of no confidence?

Answer:

The term "vote of no confidence" is not used or defined anywhere in RONR, and there is no mention of any motion for such a vote. However, this does not mean that an assembly cannot adopt a motion, if it wishes, expressing either its confidence or lack of confidence in any of its officers or subordinate boards or committees. Any such motion would simply be a main motion, and would have no effect other than to express the assembly's views concerning the matter. A vote of "no confidence" does not - as it would in the British Parliament - remove an officer from office.

Question 8:

How do you deal with a "friendly amendment"?

Answer:

On occasion, while a motion is being debated, someone will get up and offer what he or she terms a "friendly amendment" to the motion, the maker of the original motion will "accept" the amendment, and the chair will treat the motion as amended. This is wrong. Once a motion has been stated by the chair, it is no longer the property of the mover, but of the assembly. Any amendment, "friendly" or otherwise, must be adopted by the full body, either by a vote or by unanimous consent.

If it appears to the chair that an amendment (or any other motion) is uncontroversial, it is proper for the chair to ask if there is "any objection" to adopting the amendment. If no objection is made, the chair may declare the amendment adopted. If even one member objects, however, the amendment is subject to debate and vote like any other, regardless of whether its proposer calls it "friendly" and regardless of whether the maker of the original motion endorses its adoption. [RONR (10th ed.), p. 154.]

Question 9:

Isn't it true that a member who has a conflict of interest with respect to a motion cannot vote on the motion?

Answer:

Under the rules in RONR, no member can be compelled to refrain from voting simply because it is perceived that he or she may have some "conflict of interest" with respect to the motion under consideration. If a member has a direct personal or pecuniary (monetary) interest in a motion under consideration not common to other members, the rule in RONR is that he *should not* vote on such a motion, but even then he or she cannot be *compelled* to refrain from voting. [RONR (10th ed.), p. 394, l. 15-25.]

Question 10:

Should proxy votes be counted?

Answer:

A "proxy" is a means by which a member who expects to be absent from a meeting authorizes someone else to act in his or her place at the meeting. Proxy voting is not permitted in ordinary deliberative assemblies unless federal, state or other laws applicable to the society require it, or the bylaws of the organization authorize it, since proxy voting is incompatible with the essential characteristics of a deliberative assembly. As a consequence, the answers to any questions concerning the correct use of proxies, the extent of the power conferred by a proxy, the duration, revocability, or transferability of proxies, and so forth, must be found in the provisions of the law or bylaws which require or authorize their use. [RONR (10th ed.), p. 414-15.]

Question 11:

Must debate on a motion stop immediately as soon as any member calls the question?

Answer:

It is a fairly common misconception that, after debate has continued for some time, if any member shouts out "Question!" or "I call the question!", debate must immediately cease and the chair must put the pending question to a vote. This is simply not the case. Any member who wishes to force an end to debate must first obtain the floor by being duly recognized to speak by the chair, and must then move the *Previous Question*. Such a motion must be seconded, and then adopted by a two-thirds vote, or by unanimous consent. It is not in order to interrupt a speaker with cries of "Question" or "Call the Question," and even if no one is speaking, it is still necessary to seek recognition. [RONR (10th ed.), p. 193-94; see also p 35-37 of RONR In Brief.]

Question 12:

Isn't it always in order to move to table a motion to the next meeting?

Answer:

This question confuses the motion to *Lay on the Table* with the motion to *Postpone to a Certain Time*. The purpose of the motion to *Lay on the Table* is to enable an assembly, by majority vote and without debate, to lay a pending question aside temporarily in order to take up something else of immediate urgency. In ordinary societies it is rarely needed, and hence seldom in order. [RONR (10th ed.), p. 201-210; see also p. 127 of RONR In Brief.]

Question 13:

Can something be defeated by adopting a motion to table it?

Answer:

This is a common violation of fair procedure. Such a motion is not in order, because it would permit debate to be suppressed by a majority vote, and only a two-thirds vote can do that. The proper use of the motion to *Lay on the Table* is stated in the answer to Question 12, immediately above. [RONR (10th ed.), p. 207-209.]

How can something be defeated without a direct vote on it?

Before debate on an original (ordinary substantive) main motion has begun you may raise an *Objection to Consideration of [the] Question*, which is undebatable and can suppress the main question by a two-thirds vote against consideration. [RONR (10th ed.), p. 209, l. 1-4; p. 258-61; see also p. 129 of RONR In Brief.]

If debate on the main motion has begun and you want to get rid of that motion without a direct vote on it, use the motion to *Postpone Indefinitely*. That motion requires only a majority vote, but until it is adopted, it leaves the main question open to debate. [RONR (10th ed.), p. 121-24; see also p. 126 of RONR In Brief.] If you feel that it is undesirable that debate take place, move the *Previous Question* immediately after moving to *Postpone Indefinitely*. If adopted by a two-thirds vote, this motion will cause an immediate vote on the motion to *Postpone Indefinitely* without further debate. [RONR (10th ed.), p. 189-201.]

Question 14:

How can I get an item on the agenda for a meeting?

Answer:

For a proposed agenda to become the official agenda for a meeting, it must be adopted by the assembly at the outset of the meeting. At the time that an agenda is presented for adoption, it is in order for any member to move to amend the proposed agenda by adding any item which the member desires to add, or by proposing any other change.

It is wrong to assume, as many do, that the president "sets the agenda." It is common for the president to prepare a proposed agenda, but that becomes binding only if it is adopted by the full assembly, perhaps after amendments as just described. [RONR (10th ed.), p. 363, l. 8-20; see also p. 16 of RONR In Brief.]

Question 15:

Isn't it necessary to summarize matters discussed at a meeting in the minutes of that meeting in order for the minutes to be complete?

Answer:

Not only is it not necessary to summarize matters discussed at a meeting in the minutes of that meeting, it is improper to do so. Minutes are a record of what was done at a meeting, not a record of what was said. [RONR (10th ed.), p. 451, l. 25-28; see also p. 146 of RONR In Brief.]

Question 16:

If minutes of a previous meeting are corrected, are the corrections entered in the minutes of the meeting at which the corrections were made?

Answer:

If corrections to minutes are made at the time when those minutes are originally submitted for approval, such corrections are made in the text of the minutes being approved. The minutes of the meeting at which the corrections are made should merely indicate that the minutes were approved "as corrected."

If it becomes necessary to correct minutes after they have initially been approved, such correction can be made by means of the motion to *Amend Something Previously Adopted*. In this event, since the motion to *Amend Something Previously Adopted* is a main motion, the exact wording of that motion, whether adopted or rejected, should be entered in the minutes of the meeting at which it was considered. [RONR (10th ed.), p. 452, l. 12-15; p. 458, l. 10-16; see also p.151 of RONR In Brief.]

Question 17:

Can votes be taken in an executive session?

Answer:

Yes, votes can be taken in executive session. Proceedings in an executive session are secret, but are not restricted in any other way. [RONR (10th ed.), p. 92-93.]

Question 18:

Is it possible to withdraw a resignation after it has been submitted?

Answer:

A resignation is a *Request to Be Excused from a Duty*. It may be withdrawn in the same manner as any motion may be withdrawn - that is to say, before the proposed resignation has been placed before the assembly by the chair stating the question on its acceptance, it may be withdrawn without the consent of the assembly, but it may not be withdrawn without permission of the assembly once it has been placed before the assembly for its approval. [RONR (10th ed.), p. 277-80; 283-85.]

Question 19:

Can we hold our board meetings by conference telephone call?

Answer:

You may hold board meetings by conference telephone call only if your

bylaws specifically authorize you to do so. If they do, such meetings must be conducted in such a way that all members participating can hear each other at the same time, and special rules should be adopted to specify precisely how recognition is to be sought and the floor obtained during such meetings. [RONR (10th ed.), p. 482, l. 28, to p. 483, l. 5; see also p. 159 of RONR In Brief.]

It should be noted in this connection that the personal approval of a proposed action obtained from a majority of, or even all, board members separately is not valid board approval, since no meeting was held during which the proposed action could be properly debated. If action is taken by the board on the basis of individual approval, such action must be ratified by the board at its next regular meeting in order to become an official act. [RONR (10th ed.), p. 469, l. 24, to p. 470, l. 2.]

Question 20:

How can we get rid of officers we don't like before their term is up?

Answer:

It depends. If the bylaws just state a fixed term for the officer, such as "two years," or if they say the officer serves for a specified term "*and* until [the officer's] successor is elected" (or words to that effect), then the group must use formal disciplinary proceedings, which involve the appointment of an investigating committee, referral of charges by such a committee, and the conduct of a formal trial. The procedure is complex, and should be undertaken only after a careful review of Chapter XX of RONR.

On the other hand, if the bylaws state a term for the office but add "or until [the officer's] successor is elected," or contain other wording explicitly indicating that the officer may be removed before the term expires, then the election can be rescinded (see Chapter 7 of RONR In Brief) and a successor then elected for the remainder of the term.

Of course, if the bylaws themselves establish a procedure for removal from office, that procedure must be followed. [RONR (10th ed.), p. 642-43.]

C.

EARL CARL INSTITUTE FOR LEGAL AND SOCIAL POLICY	
BOARD OF DIRECTORS	OCCUPATION
James Beard	Associate Professor -Thurgood Marshall School of Law
McKen V. Carrington	Professor -Thurgood Marshall School of Law
Okezie Chukwumerije	Professor -Thurgood Marshall School of Law
Fernando Colon-Navarro	Associate Dean & Professor -Thurgood Marshall School of Law
James Cotton	Associate Professor -Thurgood Marshall School of Law
Martha Davis	Associate Professor -Thurgood Marshall School of Law
James Douglas	Executive Vice President/General Counsel - Texas Southern University
Constance Fain	Professor -Thurgood Marshall School of Law
Robert L. Ford	Professor - College of Science & Technology
Lonnie Gooden	Professor -Thurgood Marshall School of Law
Theo Herrington	Dean School of Public Affairs
Dannye Holley	Interim Dean / Professor -Thurgood Marshall School of Law
Anna T. James	Associate Professor -Thurgood Marshall School of Law
Thomas Kleven	Professor -Thurgood Marshall School of Law
Marcia Johnson	Professor -Thurgood Marshall School of Law
Manuel Leal	Professor -Thurgood Marshall School of Law
Martin Levy	Professor -Thurgood Marshall School of Law
Ana Otero	Associate Professor -Thurgood Marshall School of Law
Carlton Perkins	Professor - Jesse h. Jones School of Business
Deanna Pollard	Professor -Thurgood Marshall School of Law
Docia Rudley	Professor -Thurgood Marshall School of Law
Claude R. Superville	Assistant Provost - Texas Southern University
April Walker	Associate Professor -Thurgood Marshall School of Law
L. Darnell Weeden	Associate Professor -Thurgood Marshall School of Law

b.

Amended By laws of
Earl Carl Institute for Legal and Social Policy, Inc.
(A NON-PROFIT CORPORATION)
[Amended April 16, 2009]

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6.00 ADOPTION OF INITIAL BYLAWS

ARTICLE ONE-CORPORATE CHARTER AND OFFICES

1.01 CORPORATE CHARTER PROVISIONS

Each provision of the Corporation's Charter shall be observed until amended by Restated Articles or Articles of Amendment, filed with the Texas Secretary of State.

1.02 REGISTERED OFFICE AND AGENT

The address of the Registered Office provided in the Articles of Incorporation, as duly filed with the Secretary of State for the State of Texas, is:

TMSL-TSU
3100 Cleburne, Office 230
Houston, Texas 77004.

The name of the Registered Agent of the Corporation at such address, as set forth in its Articles of Incorporation, is: **Marcia Johnson.**

The registered agent or office may be changed by filing a Statement of Change of Registered Agent or Office or Both with the Texas Secretary of State, and not otherwise. Such filing shall be made promptly with each change. Arrangements for each change in registered agent or office shall ensure that the Corporation is not exposed to the possibility of a default judgment. Each successive registered agent shall be of reliable character and well informed of the necessity of immediately furnishing the papers of any lawsuit against the Corporation to its attorneys.

1.03 INITIAL BUSINESS OFFICE

The address of the initial principal business office of the Corporation is hereby established as:

TMSL-TSU
3100 Cleburne, Office 230
Houston, Texas 77004.

The Corporation may have additional business offices within the State of Texas, and where it may be duly qualified to do business outside of Texas, as the Board of Directors may designate or the business of the Corporation may require.

1.04 AMENDMENT OF BYLAWS

The Board of Directors may alter, amend, or repeal these Bylaws, and adopt new Bylaws. All such Bylaw changes shall take effect upon adoption by the Directors. Notice of Bylaws changes shall be given in or before notice of the first Members' meeting following their adoption.

ARTICLE TWO- DIRECTORS AND DIRECTORS' MEETINGS

2.01 POWERS

The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors, subject to the limitations imposed by law, the Articles of Incorporation, and these Bylaws.

2.02 VACANCIES

Vacancies on the Board of Directors shall exist upon: (a) the failure of the Members to elect the full authorized number of Directors to be voted for at any Member's meeting at which any Director is to be elected; (b) a declaration of vacancy under Section 2.03(a) of these Bylaws; (c) an increase in the authorized number of Directors; or (d) the death, resignation, or removal of any Director.

2.02(a) DECLARATION OF A VACANCY

A majority of the Board of Directors may declare the office of a Director vacant if the Director is adjudged incompetent by a court; is convicted of a crime involving moral turpitude; or fails to accept the office of Director, either by a letter of acceptance or by attending a meeting of the Board of Directors within thirty (30) days of notice of election.

2.02(b) FILLING VACANCIES BY DIRECTORS

Vacancies other than those caused by an increase in the number of Directors shall be temporarily filled by majority vote of the remaining Directors, though less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until a successor is elected at a Member's meeting. Vacancies reducing the number of Directors to less than three shall be filled before the transaction of any other business.

2.03 REMOVAL OF DIRECTORS

The entire Board of Directors or any individual Director may be removed from office by a vote of a majority of entitled to vote at an election of Directors. If any or all Directors are so removed, their replacements may be elected at the same meeting.

2.04 ACTION BY CONSENT OF BOARD WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and shall have the same force and effect as a unanimous vote of Directors if all the Directors consent to the action in writing. Such consent may be given individually or collectively.

2.05 PLACE OF MEETINGS

Meetings of the Board of Directors shall be held at any place within or without the State of Texas as may be designated by the Board.

2.06 REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held quarterly, or without call or notice at any regularly repeating times as the Directors may designate.

2.07 SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose may be called at any time by the President or, if the President is absent or unable or refuses to act, by any President Elect or any two Directors. Written notice of the special meeting, stating the time and place of the meeting, shall be mailed ten (10) days before, or personally delivered so as to be received by each Director not later than two (2) days before, the day appointed for the meeting. The notice may include a tentative agenda, but the meeting shall not be confined to any agenda included with the notice, and none is required.

Upon providing notice, the Secretary or other officer sending notice shall sign and file in the Corporate Record Book a statement of the details of the notice given to each Director. If such statement should later not be found in the Corporate Record Book, due notice shall be presumed.

2.08 QUORUM

The presence at the commencement of any Directors' meeting of a majority of the authorized number of Directors shall be necessary to constitute a quorum to transact any business, except to adjourn. If a quorum is present, every act done or resolution passed by a majority of the Directors present and voting shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Directors present by proxy may not be counted toward a quorum.

2.09 ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS

A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated hour on a stated day. Notice of the time and place where an adjourned meeting will be held need not be given to absent Directors if the time and place are fixed at the adjourned meeting. In the absence of a quorum, a majority of the Directors present may adjourn to a set time and place if notice is duly given to the absent members, or until the time of the next regular meeting of the Board.

2.10 CONDUCT OF MEETINGS

The President shall chair all meetings of the Board of Directors. In the President's absence, the President Elect or a Chairman chosen by a majority of the Directors present shall preside. The Secretary of the Corporation shall act as Secretary of the Board of Directors' meetings. When the Secretary is absent from any meeting, the Chairman may appoint any person to act as Secretary of that meeting.

2.10(a) TELEPHONE MEETINGS

Subject to the notice provisions required by these Bylaws and by the Texas Non-Profit Corporation Act, board members may participate in and hold a meeting by means of conference telephone or similar communications equipment by which all persons participating can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

2.10(b) PROXIES

A director may vote either in person or by proxy executed in writing by the director or his or her duly authorized attorney in fact. Unless otherwise provided in the proxy or by law, each proxy shall be revocable and shall not be valid after three months from the date of its execution.

2.11 NUMBER OF DIRECTORS

The number of Directors of this Corporation may be up to twenty-five, none of whom need be residents of Texas. The number of Directors may be increased or decreased from time to time by amendment of these Bylaws. Any decrease in the total number of Directors shall not have the effect of reducing the total number of Directors below three, nor of shortening the tenure which any incumbent Director would otherwise enjoy.

2.12 TERM OF OFFICE

Directors shall be entitled to hold office until removed or their successors are elected and qualified. Election for all Director positions, vacant or not, shall occur at each annual meeting and may be held at any special meeting called specifically for that purpose.

2.13 COMPENSATION

Directors as such shall not receive salaries for their services, but by resolution of the Board of Directors a fixed sum plus expenses of attendance, if any, may be paid to Directors for attendance at each meeting of the Board. This policy does not preclude any Director from serving the Corporation in any other capacity and receiving compensation for such additional service.

2.14 INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify all officers, Directors, employees, and agents to the extent required by law. The Board of Directors may, by separate resolution, provide for additional indemnification as allowed by law.

2.15 INSURING DIRECTORS, OFFICERS, AND EMPLOYEES

The Corporation may purchase and maintain insurance, or make any other arrangement, on behalf of any person as permitted by Article 2.22A(R) of the Texas Non-Profit Corporation Act, whether or not the Corporation has the power to indemnify that person against liability for any acts.

2.16 BOARD COMMITTEES-AUTHORITY TO APPOINT

The Board of Directors may designate one or more committees to conduct the business and affairs of the Corporation to the extent authorized. Each Board committee shall contain at least two (2) members, a majority of whom must be Directors. The Board shall have the power to change the powers and membership of, fill in vacancies in, and dissolve any committee at any

time. The designation of any committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

2.17 SUBORDINATE BOARDS

The Board of Directors may designate one or more subordinate and or advisory boards to conduct the affairs and business of the Corporation to the extent authorized. Each subordinate board shall consist of at least two (2) members,

2.18 PROXIES

A Director may vote in person or by proxy executed in writing. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and otherwise irrevocable by law.

ARTICLE THREE-OFFICERS

3.01

TITLE AND APPOINTMENT

The officers of the Corporation shall be a President, a President Elect, a Secretary, and such other officers as the Board may designate. Any two or more offices, except President and Secretary, may be held by the same person. All officers shall be elected by and hold office at the pleasure of the Board of Directors, which shall fix the compensation and tenure, not to exceed three (3) years, of all officers. The Board of Directors may delegate this power to appoint officers to any officer or committee, and such officer or committee shall have full authority over the officers they appoint, subject to the power of the Board as a whole. Election or appointment of an officer shall not of itself create contract rights.

3.02 REMOVAL AND RESIGNATION

Any officer may be removed, with or without cause, by vote of a majority of the Directors at any meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any committee or officer upon whom that power of removal may be conferred by the Board. Such removal shall be without prejudice to the contract rights, if any, of the person removed. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any resignation shall take effect upon receipt or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.03 VACANCIES

Should any vacancy occur in any office of the Corporation, the Board of Directors may elect an acting successor to hold office for the unexpired term or until a permanent successor is elected.

3.04 COMPENSATION

The compensation of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving a salary by reason of the fact that the officer is also a Director of the Corporation, or both.

However, A dividend may not be paid to, and no part of the income of the corporation may be distributed to, the corporation's members, directors, or officers, except that the Corporation may pay compensation in a reasonable amount to the members, directors, or officers of the corporation for services provided.

3.05 PRESIDENT

The President shall be the chief executive officer of the Corporation, subject to the control of the Board of Directors. The President shall have general supervision, direction, and control of the business and officers of the Corporation; shall have the general powers and duties of management usually vested in the office of the President of a corporation; shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws; and shall be ex officio a member of all standing committees, including the executive committee, if any. In addition, the President shall preside at all meetings of the Members and Board of Directors. The President shall have such additional duties and responsibilities as set out in Article 3.08 of these by-laws.

3.06 PRESIDENT ELECT

The President Elect(s) shall have such powers and perform such duties as from time to time may be prescribed by these Bylaws, the Board of Directors, or the President. In the absence or disability of the President, the senior President Elect shall perform all the duties of the President, pending action by the Board. While so acting, the senior President Elect shall have the powers of, and be subject to all the restrictions on, the President.

3.07 SECRETARY

The Secretary shall:

(A) See that all notices are duly given as required by law, the Articles of Incorporation, or these Bylaws. In case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to act, notice may be given and served by an Assistant Secretary or by the President, President Elect, or Board of Directors.

(B) Be custodian of the minutes of the Corporation's meetings, its Corporate Record Book, its other records, and any seal which it may adopt. When the Corporation exercises its right to use a seal, the Secretary shall see that the seal is embossed upon all documents authorized to be executed under seal in accordance with these Bylaws.

(C) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be required by Article Five of these Bylaws, by these Bylaws generally, by the President, by the Board of Directors, or by law.

3.08 TREASURER

The Treasurer shall:

(A) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all funds in the name of the Corporation in those banks, trust companies, or other depositories as the Board of Directors select.

(B) Receive, and give receipt for, monies due and payable to the Corporation.

(C) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for those disbursements.

(D) If required by the Board of Directors or the President, give to the Corporation a bond to assure the faithful performance of the duties of the Treasurer's office and the restoration to the Corporation of all corporate books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or control, in case of the Treasurer's death, resignation, retirement, or removal from office. Any such bond shall be in a sum satisfactory to the Board of Directors, with one or more individual securities or with a surety company satisfactory to the Board of Directors.

(E) In general, perform all the duties incident to the office of the Treasurer, and such other duties as from time to time may be assigned to the Treasurer by Article Five of these Bylaws, by these Bylaws generally, by the President, by the Board of Directors, or by law.

(F) Be authorized to sign all checks for the corporation for any sums; although the Executive Director is authorized to sign all checks as here in these by-laws provided.

3.09 ASSISTANT SECRETARY AND ASSISTANT TREASURER

The Assistant Secretary and Assistant Treasurer shall have such powers and perform such duties as the Secretary or Treasurer, respectively, or as the President or Board of Directors may prescribe. In the absence of the Secretary or Treasurer, the Assistant Secretary or Assistant Treasurer, respectively, may perform all the functions of the Secretary or Treasurer.

3.10 EXECUTIVE DIRECTOR

An executive director for the Corporation may be appointed by the Dean of the Thurgood Marshall School of Law with the approval of the Board OR may be hired, appointed or selected solely by the Board of Directors. The Executive Director shall be authorized to hire such additional staff as (s)he may determine is necessary to carry out the business of the Corporation.

The Executive Director is authorized to sign all checks for routine and recurring operating expenses without additional signature. The Executive Director is further authorized to sign all checks for non-routine; unbudgeted expenses up to \$750.00 and for all expenses in excess of \$750.00, the Executive Director is authorized to sign along with the President and or the Treasurer.

ARTICLE FOUR-AUTHORITY TO EXECUTE INSTRUMENTS

4.01 NO AUTHORITY ABSENT SPECIFIC AUTHORIZATION

These Bylaws provide certain authority for the execution of instruments. The Board of Directors, except as otherwise provided in these Bylaws, may additionally authorize any officer(s) or agent(s), to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless expressly authorized by these Bylaws or the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement nor to pledge its credit nor to render it liable pecuniarily for any purpose or in any amount.

4.02 EXECUTION OF CERTAIN INSTRUMENTS

Formal contracts, promissory notes, deeds, deeds of trust, mortgages, pledges, and other evidences of indebtedness of the Corporation, other corporate documents, and certificates of ownership of liquid assets held by the Corporation shall be signed or endorsed by the President or any President Elect and by the Secretary or the Treasurer, unless otherwise specifically determined by the Board of Directors or otherwise required by law.

ARTICLE FIVE-CORPORATE RECORDS AND ADMINISTRATION

5.01 MINUTES OF CORPORATE MEETINGS

The Corporation shall keep at the principal office, or such other place as the Board of Directors may order, a Corporate Record Book containing minutes of all meetings of the Corporation's Directors and committees. The minutes shall show the time and place of each meeting, whether the meeting was regular or special, a copy of the notice given or written waiver thereof, and, if it is a special meeting, how the meeting was authorized. The minutes of all meetings shall further show the proceedings and the names of those present.

5.02 BOOKS OF ACCOUNT AND ANNUAL REPORTS

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions, including all income and expenditures, in accordance with generally accepted accounting practices. Based on these records, the Board of Directors shall annually prepare or approve a report of the Corporation's financial activity for the preceding year. The report must conform to accounting standards as promulgated by the

American Institute of Certified Public Accountants and must include a statement of support, revenue, expenses, and changes in fund balances, a statement of functional expenses, and balance sheets for all funds. All records, books, and annual reports of the financial activity of the Corporation shall be kept at its principal office for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

5.03 CORPORATE SEAL

The Board of Directors may at any time adopt, prescribe the use of, or discontinue the use of, such corporate seal as it deems desirable, and the appropriate officers shall cause such seal to be affixed to such documents as the Board of Directors may direct.

5.04 FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Board of Directors and approved by the Internal Revenue Service. The Treasurer shall forthwith arrange a consultation with the Corporation's tax advisers to determine whether the Corporation is to have a fiscal year other than the calendar year. If so, the Treasurer shall file an election with the Internal Revenue Service as early as possible, and all correspondence with the IRS, including the application for the Corporation's Employer Identification Number, shall reflect such non-calendar year election.

5.05 MANAGEMENT OF FUNDS

All institutional and endowment funds shall be handled pursuant to the Uniform Management of Institutional Funds Act. (Texas Property Code Sections 163.001 et seq.)

5.06 LOANS TO OFFICERS AND DIRECTORS

The Corporation shall not loan money to any of its Directors or Officers.

5.07 WAIVER OF NOTICE AND CONSENT TO ACTION

Meetings provided for in these Bylaws shall not be invalid for lack of notice if all persons entitled to notice either waive notice or consent to the meeting, in writing, or are present and do not object to the notice given. Waiver or consent may be given either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person 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.

ARTICLE SIX-ADOPTION OF INITIAL BYLAWS

The foregoing bylaws were amended by the Board of Directors on April 7, 2005.

Attested to, and certified by:

_____, Secretary
Martina Cartwright

_____, President
J. Cummings

Corporate Seal

3



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

EARL CARL INSTITUTE FOR LEGAL AND SOCIAL POLICY, INC.

Charter No. 1249765-01

The undersigned, as Secretary of State of the State of Texas, hereby certifies that Articles of Incorporation for the above corporation duly signed pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation and attaches hereto a copy of the Articles of Incorporation.

Dated November 13, 1992.



John Hannah Jr.
1sv Secretary of State

NOV 13 1992

Corporations Section

ARTICLES OF INCORPORATION
OF
EARL CARL INSTITUTE FOR LEGAL AND SOCIAL POLICY, INC.

Pursuant to the provisions of Article 1396 of the Texas Non-Profit Corporation Act, the undersigned Corporation adopts the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is EARL CARL INSTITUTE FOR LEGAL AND SOCIAL POLICY, INC.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and to have and exercise all the powers conferred by the laws of the State of Texas upon non-profit corporations formed under the Texas Non-Profit Corporation Act.

ARTICLE FIVE

The Street address of its initial registered office, and the name of its registered agent at this address is as follows:

Marcia Johnson
Thurgood Marshall School of Law
Texas Southern University
3100 Cleburne, Office 230
Houston, Texas 77004

ARTICLE SIX

The incorporator of the corporation is Marcia Johnson.

The corporation shall have a Board of Directors (the Board) in which all powers of the corporation shall be vested. Such board shall have no greater number than seven (7) Directors. The initial board shall be three (3) Directors who shall serve until the organization meeting of the corporation, or until their successors

are elected, selected, or chosen in accordance with the by-laws of the corporation. The initial term of office for each director of the initial board shall be one year or until the first election of officers is held by the corporation at its organization meeting, whichever comes first. The names and addresses of the initial Board of Directors are as follows:

Marcia Johnson
Thurgood Marshall School of Law
Texas Southern University
3100 Cleburne, Office 230
Houston, Texas 77004

Gerald Wilson
15415 Katy Freeway, Ste 611
Houston, Texas 77094

Rafael Acosta
2509 Navigation Blvd.
Houston, Texas 77003

ARTICLE SEVEN

Said corporation is organized exclusively for charitable, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE EIGHT

If the corporation is a private foundation within the meaning of section 509(a) of the Code, or corresponding provisions of any subsequent federal tax laws, the corporation:

- (1) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the code, or corresponding provisions of any subsequent federal tax laws;
- (2) Shall not engage in any act of self dealing as defined in section 4941 (d) of the code, or any corresponding provision of any subsequent federal tax laws;
- (3) Shall not retain any excess business holdings as defined in section 4943(c) of the code, or corresponding provisions of any subsequent federal tax laws;
- (4) Shall not make any investment in such manner as to subject it to tax under section 4944 of the code, or corresponding provisions of any subsequent federal tax laws; and
- (5) Shall not make any taxable expenditures as defined in section 4945(d) of the code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE NINE

In the event of the dissolution of this corporation, its assets and properties shall first be used to pay all existing debts, obligations and liabilities of the corporation. Any remaining assets shall be distributed exclusively to any one or more charitable organizations as described in section 501 (c) (3) of the Code (or corresponding provisions of any subsequent federal tax laws), selected by the Board of Directors. Any such assets not so disposed of shall be disposed of by the court of the county which the principal office of the corporation is then located, exclusively for such purposes and to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE TEN

The corporation shall have no members.

ARTICLE ELEVEN

A director of the corporation shall not be liable to the corporation for monetary damages for an act or omission in the director's capacity as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith that constitute a breach of duty of the director to the corporation or which involve intentional misconduct or a knowing violation of law, (iii) for any

transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, or (iv) for acts or omissions for which the liability of a director is expressly provided by applicable statute. If either the Texas Non-Profit Corporation Act, the Texas Miscellaneous Corporation Laws Act, or any other applicable Texas statute hereafter is amended to authorize the further elimination or limitation on liability provided herein, then the liability of a director of the corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by such amended act. Any repeal or modification of this Article Eleven shall be prospective only, and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or modification.

ARTICLE TWELVE

These articles of incorporation may be amended or modified from time to time, if any such amendment or modification shall receive at least a majority vote of the directors then in office favoring the amendment or modification.

Dated November 13, 1992.

EARL CARL INSTITUTE FOR LEGAL AND SOCIAL
POLICY, INC.

Marcia Johnson

STATE OF TEXAS

COUNTY OF HARRIS

Before me, a Notary Public, on this day personally appeared Marcia Johnson known to me to be the incorporator of the Earl Carl Institute for Legal and Social Policy, Inc. and also known to me to be the person whose named is subscribed to the foregoing document, and being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office, this 13th day of November, 1992.

Notary Public in and for
the State of Texas

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: FEB 09 1999

EARL CARL INSTITUTE FOR LEGAL AND
SOCIAL POLICY INC
THURGOOD MARSHALL SCHOOL OF LAW
TSU
3100 CLEBURNE OFFICE 230
HOUSTON, TX 77004

Employer Identification Number:
76-0385044

DLN:

17053297748028

Contact Person:

PAULA J MOLL-MALONE

ID# 31262

Contact Telephone Number:

(877) 829-5500

Addendum Applies:

Yes

Dear Applicant:

Based on the information you recently submitted, we have classified your organization as one that is not a private foundation within the meaning of section 509(a) of the Internal Revenue Code because you are described in sections 509(a)(1) and 170(b)(1)(A)(vi).

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in 501(c)(3) is still in effect.

This classification is based on the assumption that your operations will continue as you have stated. If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status.

This supersedes our letter dated See Addendum.

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

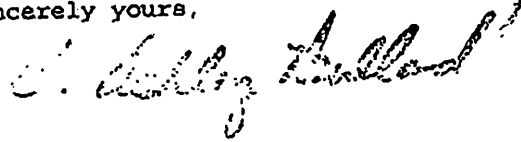
Because this letter could help resolve any questions about your private foundation status, you should keep it in your permanent records.

Letter 1078 (DO/CG)

EARL CARL INSTITUTE FOR LEGAL AND

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "C. Kelly Allen". The signature is written in a cursive, somewhat stylized script.

District Director

Enclosure;
Addendum

Letter 1078 (DO/CG)

EARL CARL INSTITUTE FOR LEGAL AND

Addendum

This letter supersedes our previous letter in which you were presumed to be a private foundation.

Letter 1078 (DO/CG)

Advisory Board Contact Information

Last Name	First Name	School	Phone Number	Email Address
Burney	Hon. Zinetta	Burney & Foreman Law Firm 5445 Almeda, Suite 400 Houston, Texas 77004	(713) 526-6404	zburney@aol.com
Green	Al	3003 S. Loop West - #460 Houston, Texas 77054	(713)839-9234-T (713) 839-9202 -F	crystal.broussard@mail.house.gov
Jefferson	Howard	2600 S. Loop West - #520 Houston, Texas 77054	(713) 660-7272	hjefferson@protectorinsurance.com
Lawson	William, Rev.	3826 Wheeler Avenue Houston, Texas 77004	(713)748-5350	wlawson@wheelerbc.org
Reynolds	Ronald	Brown, Brown & Reynolds 440 Louisiana - Suite 900 Houston, Texas 77002	(713) 334-2667	ron@brownreynolds.com
Robinson	Carroll	SOPA 415-D	(713) 313-6848	robonson_cg@tsu.edu

ECI STAFF/STUDENTS

Last Name	First Name	School/Office	Phone Number	Email Address
Johnson [Ad Hoc]	Marcia	TSU Campus - ECI	(713) 313-1027	mjohnson@tmslaw.tsu.edu

Board of Law Advisors Contact Information

Last Name	First Name	School/Address	Phone Number	Email Address
Dewberry	Donald	1314 Texas Ave, Ste 914 Houston, Texas 77002	(713) 225-2033	
Hall	Benjamin	530 Lovett Blvd. Houston, Texas 77006	(713) 942-9600	bhall@bhalllawfirm.com
James	Kimberly M.	Bracewell & Giuliani, LLP 711 Louisiana, Ste 2300 Houston, Texas 77002	(713) 221-1518	kim.james@bllp.com
Londa	Jeffrey	Oagletree Deakins, et al. 500 Dallas Street - Suite 3000 Houston, Texas 77002	(713) 655-5750	Jeffrey.londa@odnss.com
Mack	Jalene	The Law Offices of Jalene Mack 2207 N. MacGregor Way Houston, Texas 77004	(713) 661-6225	jmacklaw@aol.com
Nelson	Jo	1900 North Loop West - Suite 500 Houston, Texas 77018	(713) 680-9922	jonelson@suite500.com
Peake	Sandra	9660 Hillcroft - Suite 435 Houston, Texas 77096	(713) 723-5082	sandrapeake@aol.com
Phillips	Kim	Shell Oil Company 910 Louisiana - OSP 4804 Houston, Texas 77002	9713) 241-3200	Kimberly.phillips@shell.com
Reyes	Frumencio	3715 N. Main Street Houston, Texas 77009	(713) 864-4700	jr4700@aol.com
Washington	Craig	1000 The Houston Bldg. 2323 Caroline Street Houston, Texas 77004	(713) 659-9090	washlawfirm@aol.com

ECI STAFF/STUDENTS

Last Name	First Name	School/Office	Phone	Email Address
Johnson [Ad Hoc]	Marcia	TSU Campus - ECI	(713) 313-1027	mjohnson@tmslaw.tsu.edu

Criminal Justice Task Force Contact Information

Last Name	First Name	School/Office	Phone Number	Email Address
Bradford	C. O.	Post Office Box 321309 Houston, Texas 77221	(832) 393-3012	info@cobradford.com
Johnson	Lydia	TMSL Legal Clinic - 101D	(713) 313-7004	lydjohnson@tmslaw.tsu.edu
Salazar	Joel	1500 McGowan - Suite 200 Houston, Texas 77004	(713) 652-5800	win@salazarlawfirm.com
Spurling, Attorney	Dennis	4720 Dowling St., Houston, Texas 77002	(713) 523-4050	attyspurling@yahoo.com
Superville	Claude	TSU Campus - HH315	(713) 313-4244	superville_cr@tsu.edu
Vinson [Chair]	Mark	3539 Hidden Creek Drive Sugar Land, Texas 77479	(713) 899-7956	Gslam1@aol.com
Washington	Craig	1000 The Houston Building 2323 Caroline Street Houston, Texas 77004	(713) 659- 9090	washlawfirmbaw@aol.com

ECI STAFF/STUDENTS

Last Name	First Name	School/Office	Phone Number	Email Address
Blacklock	Demetrius	ECI Student		demetrius_blacklock@yahoo.com
Dixon	Camisha	ECI Student		cmdixon2@hotmail.com
Guidry, Assoc. Director	Sarah	TSU Campus - ECI	(713) 313-1321	srguidry@tmslaw.tsu.edu
Johnson [Ad Hoc]	Marcia	TSU Campus - ECI	(713) 313-1027	mjohnson@tmslaw.tsu.edu
Okwueze	Jacqueline	ECI Student		j_okwueze@yahoo.com

Deveopment/Fundraising Committee Contact Information

Updated: 06/10/10

Last Name	First Name	School	Phone Number	Email Address
Anderson, Chair	Ricky	One Arena Place 7322 S. W. Freeway, Ste 2010 Houston, Texas 77074	(713) 621-5522	rickya5@sbcglobal.net ; ricky@attorneyrickyanderson.com
Burkley	Kim		(972) 709-4468 (817) 255-8733	
Davis	Algenita	511 Jackson Street Houston, Texas 77004	(713) 533-1694 (713) 741-3600 (Lawson Institute)	algenitad@aol.com
Mukuro	John	Muloro & Associates Law Firm 7100 Regency Square, Ste 123 Houston, Texas 77036	(713) 334-0511	mukorolaw@sbcglobal.net
Nwogu	Matthew	6666 Harwin Drive - Suite 345 Houston, Texas 77036	(713) 785-8484	nuogulaw@worldnet.att.net
Smith	Prudence	TMSL - 213H	(713) 313-1142	prsmith@tmslaw.tsu.edu
Williams	Enid	9119 S. Gessner, Suite #1 Houston, Texas 77074	(713) 777-0772	cwilliams@minnslaw.com
Yates	Cary P.			

ECI STAFF/STUDENTS

Last Name	First Name	School/Office	Phone Number	Email Address
Daniels, Assoc. Director	Lucinda	TSU Campus - ECI	(713) 313-1156	ldaniels@tmslaw.tsu.edu
Johnson [Ad Hoc]	Marcia	TSU Campus - ECI	(713) 313-1027	mjohnson@tmslaw.tsu.edu

Executive Governing Board

Last Name	First Name	School	Phone Number	Email Address
Beard	James	TMSL - 236-L	(713) 313-7111	jbeard@tmslaw.tsu.edu
Butler	Marguerite	TMSL - 243	(713) 313-1010	mbutler@tmslaw.tsu.edu
Carrington	McKen	TMSL - 204	(713) 313-4241	mcarring@tmslaw.tsu.edu
Chukwumerije	Okezie	TMSL - 231-G	(713) 313-1128	omerije@tmslaw.tsu.edu
Colon-Navarro	Fernando	TMSL - 223-G	(713) 313-1918	fcolon@tmslaw.tsu.edu
Cummings	Jay	College of Education - ED - 241	(73) 313-7343	cummings_jr@tsu.edu
Davis	Martha	TMSL - 236-C	(713) 313-4477	mdavis@tmslaw.tsu.edu
Douglas	James	Hannah Hall - Room 115	(713) 313-1122	jdouglas@tmslaw.tsu.edu
Fain	Constance	TMSL - 221-F	(713) 313-7393	cfain@tmslaw.tsu.edu
Ford	Robert	TSSB 403F	(713) 313-7593	fordrl@tsu.edu
Herrington [Interim Dean]	Theophilus	Department of Public Affairs -415F	(713) 313-7401	herrington_tx@tsu.edu
Holley [Ad Hoc]	Dannye	TSMU -- Dean's office	(713) 313-1071	dholley@tmslaw.tsu.edu
James	Anna	TMSL - 236-K	(713) 313-7394	ajames@tmslaw.tsu.edu
Johnson	Marcia	TSU Campus - ECI Bldg	(713) 313-1027	mjohnson@tmslaw.tsu.edu
Kleven	Thomas	TMSL - 221-C	(713) 313-7355	tkleven@tmslaw.tsu.edu
Leal	Manuel	TMSL -- 221G	(713) 313-1131	mleal@tmslaw.tsu.edu
Levy	Martin	TMSL - 221-B	(713) 313-7368	mlevy@tmslaw.tsu.edu
Otero	Ana	TMSL - 236-A	(713) 313-1025	aotero@tmslaw.tsu.edu maxxlaw@hotmail.com
Perkins	Carlton	JHJ School of Business - Rm. 342	(713) 313-7187	perkins_cl@tsu.edu
Pollard-Sacks	Deana	TMSL 236-M	(713) 313-7159	dpollard@tmslaw.tsu.edu
Rudley	Docia	TMSL - 236-H	(713) 313-1146	dorudley@tmslaw.tsu.edu
Weeden	L. Darnell	TMSL - 223C	(713) 313-4249	lweeden@tmslaw.tsu.edu

Education Task Force Contact Information

Last Name	First Name	School	Phone Number	Email Address
Cummings	Jay [Chair]	COE - ED-241	(713) 313-7343	cummings_jr@tsu.edu
Douglas	James	HH - 115	(713) 313-1122	jdouglas@tsu.edu
Kleven	Thomas	TMSL - 221-C	(713) 313-7355	tkleven@tmslaw.tsu.edu
Robinson	Carroll	SOPA - 415D	(713) 313-6848	robinson_cg@tsu.edu
Trachtenberg	Mark	Haynes & Boone, LLP 1221 McKinney, Suite 2100 Houston, TX 77010	(713) 547-2528	mark.trachtenberg@haynesboone.com
			several persons are missing from this task force	

ECI STAFF/STUDENTS

Last Name	First Name	School/Office	Phone Number	Email Address
Akinyemi	Susan	ECI Student		sakinyemi@gmail.com
Clark	Nicole	ECI Student		nicole.clark12@yahoo.com
Daniels, Assoc. Director	Lucinda	TSU Campus - ECI	(713) 313-1156	lrdaniels@tmslaw.tsu.edu
Johnson [Ad Hoc]	Marcia	TSU Campus - ECI	(713) 313-1027	mjohnson@tmslaw.tsu.edu

Family Relations and Gender Contact Information

Last Name	First Name	School	Phone Number	Email Address
Booker	Charlotte		(713) 767-2374 (713) 303-3794	
Conway	Tabatha		(713) 394-4154	
James	Anna [Chair]	TMSL - 236K	(713) 313-7394	ajames@tmslaw.tsu.edu
Jernigan	DeJuana		(713) 802-3887	
Johnson	Marva	TSU Campus SOPA-402AD	(713) 313-7251	johnson_ma@tsu.edu
Miller	Marcie		(713) 295-7824 (832) 671-0309	

ECI STAFF/STUDENTS

Last Name	First Name	School/Office	Phone Number	Email Address
Bowman	Ronnisha	ECI Student		ronnibowman@gmail.com
Guidry, Assoc. Director	Sarah	TSU Campus - ECI	(713) 313-1321	srguidry@tmslaw.tsu.edu
Johnson [Ad Hoc]	Marcia	TSU Campus - ECI	(713) 313-1027	mjohnson@tmslaw.tsu.edu

**Earl Carl Institute for Legal Social Policy, Inc.
Housing Environment Task Force**

Last Name	First Name	School	Phone Number	Email Address
Austin	Bruce	2727 El Camino Houston, Texas	(713) 741-1096	bruce_austin@cp1.tctx.net
Cartwright	Martina [Chair]	TMSL - 101-A	(713) 313-1019	mcartwright@tmslaw.tsu.edu
Hampton	Jean	TSU Campus - NSB202	(713) 313-7377	hampton_jm@tsu.edu
Mazique	Judith	TSU Campus - NSB215	(713) 313-4335	mazique_jx@tsu.edu
Parras	Juan	?????	(281) 513-7799	parras.juan@gmail.com
Perales	Juan	?????	(832) 453-8613 (cell)	jvperales@yahoo.com
Solitare	Laura	TSU Campus - SOPA 402K	(713) 313-7772	solitarelg@tsu.edu
Thomas	Renard L.	TSU Campus - NSB	(713) 313-4463	thomas_rl@tsu.edu
		need more community folk		

ECI STAFF/STUDENTS

Last Name	First Name	School/Office	Phone Number	Email Address
Davis	Corwin	ECI Student		cmdavis.law@gmail.com
Guidry, Assoc. Director	Sarah	TSU Campus - ECI might change this to Leonard	(713) 313-1321	srguidry@tmslaw.tsu.edu
Johnson [Ad Hoc]	Marcia	TSU Campus - ECI	(713) 313-1027	mjohnson@tmslaw.tsu.edu

Earl Carl Institute for Legal Social Policy, Inc.
Legislative Task Force

Last Name	First Name	School	Phone Number	Email Address
Boney	Hon. Jew Don [Chair]	SOPA - 105	(713) 313-7828	boney_jd@tsu.edu
Brooks	Sylvia	TSU Campus HH-210E	(713) 313-1334	brookssk@tsu.edu
Buggs	Shannon	Meta-Four Houston	(713) 503-7313	metafourhouston@gmail.com
Criner	Oscar	Science Bldg 303H	(713) 313-7923	criner_oh@tsu.edu
Douglas	James	TSU Campus HH-115	(713) 313-1122 or 7640	douglasj@tsu.edu
Foster	Claude	Foster & Associates	(210) 316-1994	cfoster373@aol.com
Gite	Cleveland	TSU Campus RJT-140	(713) 313-7885	gite_cj@tsu.edu
Jackson	Russell	DIR, Inc.	(832) 485-3701	rjackson@dir-online.com
Pierre	J. Goodwille	City of Houston	(713) 957-2789	goodwille@goodwillepierre.com
Robinson	Carroll G.	SOPA- 415D	(713) 313-6848	robinson_cg@tsu.edu
Robinson	Judson	HAUL	(713) 393-8700	judrob@haul.org gaylea@haul.org
Scantlebury	Carolyn	NAACP	(713) 398-5341	cpnaacp@yahoo.com
Schwartz	Sheridan	TSU Campus SOPA-105	(713) 313-7498	schwartzs@tsu.edu

ECI STAFF/STUDENTS

Last Name	First Name	School/Office	Phone Number	Email Address
Campbell	Essex	ECI Legal Research Assistant		ceocampbell@aol.com
Franklin	Trevin	ECI Legal Research Assistant	(979) 417-5379	trevinfranklin@hotmail.com
Johnson [Ad Hoc]	Marcia	TSU Campus - ECI	(713) 313-1027	mjohnson@tmslaw.tsu.edu
Spearman, Assoc. Director	Leonard	TSU Campus - ECI	(713) 313-1198	lespearman@tmslaw.tsu.edu

**Earl Carl Institute for Legal Social Policy, Inc.
Student Development Task Force**

Last Name	First Name	School	Phone Number	Email Address
Connelly, Chair	George	Chamberlain, Hrdlicka 1200 Smith Street - Suite 240 Houston, Texas 77002	713-654-9610	george.connelly@chamberlainlaw.com
Mouton	Virgie	TMSL - 223B	(713) 313-7909	vmouton@tmslaw.tsu.edu
Otero	Ana	TMSL - 236A	(713) 313-1025	aotero@tmslaw.tsu.edu
Pollard-Sacks	Deana	TMSL - 236-M	(713) 313-7159	dpollard@tmslaw.tsu.edu
Rudley	Docia	TMSL - 236-H	(713) 313-1146	rudley_dl@tsu.edu

ECI STAFF/STUDENTS

Last Name	First Name	School/Office	Phone Number	Email Address
Daniels, Assoc. Director	Lucinda	TSU Campus - ECI	(713) 313-1156	lrdaniels@tmslaw.tsu.edu
Douglas	DeVaughn	ECI Student		devaughndouglas@gmail.com
Fernandez	Eunice	ECI Student		euniceFDz@gmail.com
Henny	Lillian	ECI Student		lhenny1@lsu.edu
Johnson [Ad Hoc]	Marcia	TSU Campus - ECI	(713) 313-1027	mjohnson@tmslaw.tsu.edu
Pope	Patrick	ECI Student		ppope@virgo-lhs.com
Samuel	Markita	ECI Student		markita.samuel@gmail.com

Earl Carl Institute for Legal Social Policy, Inc.
Wealth Taxation Task Force

Last Name	First Name	School	Phone Number	Email Address
Aitsebaomo	Gabriel	TMSL - 223D	(713) 313-1127	gaitsebaomo@tmslaw.tsu.edu
Beard	James	TMSL - 236-L	(713) 313-7111	jbeard@tmslaw.tsu.edu
Butler	Marguerite	TMSL - Law Library	(713) 313-1010	mbutler@tmslaw.tsu.edu
Miller	Clyde	1643 Richmond Avenue Houston, Texas 77006 Houston, Texas 77006	(713) 522-8242	clydemiller42@hotmail.com
Perkins	Carlton [Chair]	JHJ 342 [School of Business]	(713) 313-7187	perkins_cl@tsu.edu

ECI STAFF/STUDENTS

Last Name	First Name	School/Office	Phone Number	Email Address
Alvarez	Lilian	ECI Student		lalvarez@aggienetwork.com
Constan	Darian	ECI Student		dariandc@hotmail.com
Guidry, Assoc. Director	Sarah	TSU Campus - ECI	(713) 313-1321	srguidry@tmslaw.tsu.edu
Johnson [Ad Hoc]	Marcia	TSU Campus - ECI	(713) 313-1027	mjohnson@tmslaw.tsu.edu

Earl Carl Institute for Legal & Social Policy, Inc.
Prospective Governing Board Members

Last name	First Name	Mailing Address	Phone Number	Email Address
Deason	Dr. Charlesetta C.	Michael E. DeBakey High School for Health Professions	713-741-2410	cdeason@houstonisd.org
		3100 Shenandoah Street	713-746-5211 fax	
		Houston, TX 77021		
Maddox	Dr. Gregory G.	Graduate School	(713) 313-7889	maddox_gh@tsu.edu
		Room 333D - Hannah Hall		
Handy	Dr. Carlos	Department of Physics	(713) 313-1850	handycr@tsu.edu
		Room 106 - Technology Bldg.		
		Texas Southern University		
Carter	Dr. Novella	College of Education	(713) 313-7649	cartern@tsu.edu
		Texas Southern University		
Robinson	Carroll	SOPA 415-D	(713) 313-6848	<u>robonson_cg@tsu.edu</u>
Ward	Dr. James W.	Department of Communications	(713) 313-7741	ward_jw@tsu.edu
		Room 222 - MLK Building		

Earl Carl Institute for Legal Social Policy, Inc.
Civil and Human Rights Task Force

[illegible]

**EARL CARL INSTITUTE FOR LEGAL
AND SOCIAL POLICY, INC.**



STRATEGIC PLAN

2009-2012

**ADOPTED BY THE BOARD OF
DIRECTORS
APRIL 2009**

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EXECUTIVE SUMMARY

The Earl Carl Institute for Legal and Social Policy, Inc. (ECI) is a Texas non-profit corporation exempt from taxes under the Internal Revenue Code §501(c)(3). The Institute desires to create and maintain a systematic program for operations with long term goals and objectives.

I am proud to present the proposed Strategic Plan of the Earl Carl Institute for Legal and Social Policy, Inc. covering the years 2009 through 2012. The purpose of the Plan is to define the future direction of ECI activities, to guide resource decisions and to ensure that limited resources are invested in the goals the ECI board of directors has determined are the most pressing for the population that ECI serves. This plan sets forth the mission, vision, and core beliefs of the Institute. It further outlines multi-year goals and objectives, an action plan for the first year that specifies activities for achieving our objectives and the means for measuring our progress. This is designed to outline a general course of action to further the mission and goals of ECI from April 2009 – March 2012.

ECI is strongly committed to providing educational, and practical service to our constituency. Much thought and deliberation went into the creation of this plan. It was devised over a number of months by the ECI Leadership Committee consisting of ECI boards, task force chairs, community members, ECI staff and students. It is intended to serve as a flexible guide for current and future students, board members, alumni, and ECI staff. The plan is being formally presented to the full board for approval at the ECI annual meeting in April 2009.

Respectfully submitted,

Marcia Johnson
Executive Director

THE AIM OF THE STRATEGIC PLAN

The focus of the Earl Carl Institute is on meeting the types of legal and social needs that affect traditionally under represented populations through an interdisciplinary approach. ECI, via the Institute for Trial Advocacy, the Research and Writing Program, and the Center for Government Law, believes that social change can occur through a variety of educational and advocacy activities, client education, publications, and direct representation. We believe that problems that are intricately intertwined with the loss or reduction of individual rights can be addressed through such activities so as to reduce the entry of individuals into poverty. The aim of this strategic plan is to address those broad issues in a way that is effective, reliable, high quality, timely, and useful.

This Strategic Plan is intended to guide ECI for the three- year period from March 1, 2009 – February 2012. The plan contains a short-term plan of specific projects and activities proposed for the period of March 1, 2009 – February 28, 2010. This plan will be reviewed by the Board of Directors' Leadership Committee at least annually to evaluate prior year performance, reconsider operational methods, assess program strengths and weaknesses, and make any needed adjustments to the implementation of the plan for the upcoming year.

The timeframe for implementing the Plan will be flexible and will depend on the level of funding ECI receives.

THE PLANNING PROCESS

1. On November 1, 2008, the ECI staff met to begin formal coordination of the planning process. We determined the following:
 - a. To establish a Strategic Plan Leadership Committee comprised of the President of the ECI board, the Senior Vice President of Texas Southern University, the Dean of the Thurgood Marshall School of Law, ECI board members, the chairs of each ECI task force, the chair of the ECI finance committee, a representative from the Institute of Trial Advocacy, Director of the ECI Government Law Center, Property Preservation personnel, student representatives and the ECI Director.
 - b. A schedule of meetings would need to be developed whereby the leadership committee would discuss ECI strategies moving forward. The inaugural meeting was scheduled November 13, 2008. The first follow up meeting was scheduled December 11, 2008. The third and final leadership committee meeting was proposed to occur in January, 2009.
 - c. We concluded that the topics that would be discussed would be as follows:
 1. Vision, Mission Statement and Core Values—November 13, 2008
 2. Financials including budgeting and human resources and Fundraising—December 11, 2008
 3. Programming including projected work from all task forces and centers—January 2009
2. On November 13, 2009, a Strategic Plan Leadership Committee meeting was held. The following occurred:
 - a. The committee and staff discussed the Institute's mission, vision, and core values.
 - b. The committee determined that the mission statement, vision statement, and core values should be rewritten with specific modifications suggested during the meeting.
 - c. The committee recognized the institute's strengths and uniqueness in identifying and addressing problems of the disenfranchised and determined that the rewrite must encompass those strengths and that uniqueness.
 - d. The rewrite was assigned to staff and a next meeting was scheduled for December 11, 2009.
3. On or about December 8, 2008, a revised mission and vision statement was sent via email to all Strategic Plan Leadership Committee members for comment. Comments were emailed by some member and circulated to all member and staff by the ECI Administrative Assistant. The December 11, 2008 meeting was cancelled due to scheduling difficulties during the holiday season. The same difficulties arose when trying to schedule the January 2009 meeting. Therefore, the next meeting was rescheduled for February 4, 2009.

4. On February 4, 2009 the Leadership Committee met again.
 - a. The committee reviewed and with minor revision adopted the proposed mission statement, vision statement, and core beliefs.
 - b. The Legislative, Fundraising, and Student Development task force chairs proposed goals and objectives that the committee adopted.
 - c. The committee agreed that the objectives and goals of the remaining task forces would be submitted by email for review and approval.
5. The final Strategic Plan will be adopted during the April 2009 all-boards meeting.
6. The Approved ECI Strategic Plan will be forwarded to TAJF, April 2009.
7. The Executive Director, Board of Directors, and ECI staff will implement the Plan in conjunction with any relevant partners. The Plan may be amended by a majority vote of the Board of Directors.

ASSESSMENT OF CLIENTS NEEDS GEARED TO THE OPAL MITCHELL LEE PROPERTY PRESERVATION PROJECT

This strategic plan assessment of client needs relates solely to services provided through the Institute for Trial Advocacy which handles cases in the Opal Mitchell Lee Property Preservation Project Clinic (OMLPPP) funded by TAJF and through other ECI funding.

The OMLPPP is still relatively new (having been formed in September 2007) and until recently did not use a survey instrument to determine client satisfaction or needs. The needs assessment for the project was primarily based on research and anecdotal information.

Research shows that one of the biggest problems confronting the urban community is poverty. People who live in poverty are less likely to receive a high school education than those who are middle and upper income, more likely to serve time in penal institutions, more likely to be unemployed and more likely to be low wage earners when they are employed. A significant contributor to overall poverty is the lack of home and property ownership. Moreover, loss of property due to non-payment of property taxes and failure to engage in estate planning, even by something as simple as a will, have contributed to the lack of urban wealth.

The Federation of Southern Cooperative Land Assistance Fund identified seven (7) causes of African American land loss. (Miessha Thomas, Jerry Pennick & Heather Gray, "What is African-American Land Ownership?", 2004) The Federation's primary focus was on rural land ownership. However, of the seven causes identified by the Federation four (4) are very applicable to the African American land loss in urban communities.

Anecdotal information was gained by speaking with community service organization leaders in the Harris County area regarding the most significant causes of land loss in minority communities. These leaders generally identified failure to partition heirship property, tax sales, lack of estate planning, lack of access to legal services, and predators on the elderly as significant causes of land loss in minority communities. Other anecdotal information includes television and newspaper stories reporting that the number of foreclosed homes in Harris County has steadily risen since 2003 when 5,435 properties were forfeited to almost double in 2008, when the number of foreclosed properties rose to 11,837.

All of this information supported the need for services provided by the OMLPPP.

This strategic plan includes, as an objectives, conducting a client needs assessment through the use of surveys in a priority setting process, as well as ongoing research and the continued gathering of anecdotal evidence.

STRUCTURE OF ECI

The Earl Carl Institute was established in 1992 as a research and writing think tank. Over the years the Institute has grown substantially, and it fulfills its mission through four distinctive programs.

1. ***The Research and Writing Program.*** This program teaches students how to research and write position papers and scholarly articles on issues affecting the urban community. Since the inception of Earl Carl Institute, the program has published over 25 publications on topics such as: Eliminating Recidivism through Education, Political Activity and Tax-Exempt Organizations, Abstinence-Plus Education, The Community Reinvestment Act: Expanding Access, and an Employment and Labor Handbook.
2. ***The Institute for Trial Advocacy (ITA).*** This program serves as an apprentice program for Thurgood Marshall School of Law students to provide research and litigation assistance to the community and legal practitioners. Students are responsible for client interviews, researching cases, and drafting pleadings. Students are supervised by law professors and volunteer lawyers in representing low income, non-profit and community based clients. Also, ITA has worked with pro bono legal service providers like the Houston Volunteer Lawyers Association. The Opal Mitchell Lee Property Preservation Project is an ITA project.
3. ***The Center for Government Law.*** The Center for Government Law is designed to educate law students in government and public service law. Students are placed in government offices on the federal, state and local level. The Center coordinates the Texas Legislative Intern Program for the State of Texas that places students with Texas legislators during the legislative sessions.
4. ***The Center for Civil and Human Rights.*** The civil/human rights project that is designed to study issues of major civil rights significance for the purpose of developing policy to address problems identified. The Center participates in public interest litigation of matters impacting the community. Some issues that are being addressed include: equitable funding of historically black colleges and universities, education disparities in public educational institutions, quality of public education, wealth development and enhancement in the urban community, genocide in the Sudan and voter disenfranchisement.

Additionally, the Institute acts as General Counsel for community-based non-profit organizations whose boards and constituencies are historically disenfranchised.

Earl Carl Institute for Legal & Social Policy, Inc.
STRATEGIC PLAN

Our Mission:

To enhance the ability of future leaders to advocate, educate and promote equity through research focused on social and legal policy, through an interdisciplinary approach.

Our Vision:

To educate public policymakers and the community in a way that improves the quality of life throughout traditionally under represented communities, with the ultimate goal of contributing to positive change and increasing consciousness throughout the world.

Our Core Beliefs Are:

- To promote excellence in education using an interdisciplinary approach to create excellent future leaders who will advance social justice.
- To provide an effective service delivery component to address the needs of individual citizens and advance community representation.
- To contribute to public discourse by producing high quality and significant research that enhances public policy discussions of public officials.
- To provide accessibility that will foster an environment that promotes equality for traditionally underserved populations.
- To have a significant role in facilitating awareness that contributes to the advancement of civil rights and social justice.

Our Goals:

GOAL 1: To conduct the affairs of the institute in manner(s) that are designed to ensure meet our mission, live up to our vision and promote our core beliefs.

Objective 1A. To work with the governing board in compliance with all relevant laws, regulations and corporate best practices

Objective 1B. To work with task forces to promote the institute's mission.

Criminal Justice Task Force

Statement of Purpose: To positively enhance the ability of Thurgood Marshall School of Law students to seamlessly enter into the practice of law by facilitating opportunities for them to gain valuable experience and insight into criminal proceedings.

Projects: The Criminal Justice Task Force will

Continue to develop a comprehensive program to facilitate their previous proposal to have students work in the law offices of criminal practitioners on high profile cases.

Education Task Force

Statement of Purpose: To focus on examining the American public school system, laws that affect it, and the policies that impact it.

Projects:

1. Continue with an in-depth review of the Texas Education Code and look at proposed amendments that provide alternatives to the current mandatory and discretionary referral mandates for students with discipline or behavioral problems.
2. Develop a position paper on the current HISD policy that prohibits some students from taking school books home, thereby requiring them to do homework at school. The paper will explore, among other things (a) whether the student or the school district benefits from this policy and (b) whether this policy is saving the school district money at the expense of a quality educational experience for students.

Family Relations and Gender Task Force

Statement of Purpose: To educate the general community about issues that affect the success of family relations and issues that affect gender rights.

Projects: The Family and Gender Task Force will

Identify compelling family relation issues to determine what issues might be most relevant to the urban population, and therefore should be more extensively analyzed by the task force.

Fundraising Task Force

Statement of Purpose: To identify resources to provide funding and other support for the institute.

Projects: The fundraising task force will

1. Identify potential donors and target for requests
2. Work closely with the Thurgood Marshall School of Law Development Office to raise money

Housing and Environment Task Force

Statement of Purpose: To identify barriers to and solutions for providing safe, decent, sanitary housing to urban populations.

Projects: The Housing and Environment Task Force will

1. Hold a symposium to inform the community about climate change issues and green jobs.
2. Produce a white paper on the attitudes of minorities in regards to the issue of Climate change and any existing attempts at education and outreach to minority communities likely to be impacted by any climate change initiatives.

Legislative Task Force

Statement of Purpose: To collaborate with external experts to educate the general community on legislative issues important to specifically targeted communities through symposia, conferences and otherwise.

Projects: The Legislative Task Force will

1. The legislative task force will produce a periodic State of Black Houston publication beginning in the spring 2010.
2. The legislative task force will publish one research paper each year on issues of legislative and public policy.

Student Development Task Force

Statement of Purpose: To positively impact the law school experience for Thurgood Marshall School of Law students

Projects: The Student Development Task Force will

1. enhance and coordinate student clerkships at law firms, government and corporate offices each summer
2. publish and maintain the student resource guide annually
3. assist in educating and mentoring students about diverse career opportunities
4. create, maintain opportunities for judicial clerkships and identify students who have the potential for serving as judicial clerks
5. participate in fall semester orientation to alert students to the expectations that potential employers have in order to assist them in preparing adequately for their futures
6. maintain a strong internet presence on the law school/institute's web site promoting student services

Wealth and Taxation Task Force

Statement of Purpose: To help reduce the loss of property and to enhance wealth by providing education to minority communities

Projects: The Wealth and Taxation Task Force will

Produce at least three more property preservation brochures, with two of the brochures focusing on insurance issues and one focusing on tax issues.

GOAL 2. To actively market the institute through public relations strategies that include developing and sustaining media relations, web site communications, public relations publications.

Objective 2A. To increase the Institute's presence within the community as a whole and among the target population through the development of a comprehensive internal and external marketing and outreach plan.

- a. Develop and distribute a quarterly publication to targeted non-profit and pro-bono legal service providers, community-based resource organizations, churches, civic leaders, volunteers and elected officials to disseminate information about the Institute's programs, services and accomplishments.
- b. Schedule visits to various community events to promote the Institute's programs and services.
- c. Develop and provide monthly electronic and/or written updates regarding the Institute's programs, activities and accomplishments to its Governing Board, Advisory Board and Task Forces to increase "word of mouth" marketing for programs and services.
- d. Form documented collaborations with civic and non-profit organizations to increase the Institute's visibility within the community.
- e. Develop relationships with corporate sponsors to increase the Institute's volunteer base and gain increased recognition, support and status for the Institute.
- f. Enhancement of website content for its use as a primary method of marketing the Institute's publications, symposia and client services.
- g. Launch the "OUR STORY" project as a method of enhancing the exposure and reputation of ECI, Thurgood Marshall School of Law and Texas Southern University locally and nationally.
 - i. The "OUR STORY" project will chronicle the achievements of African American and Hispanic Texans; particularly graduates of TMSL and TSU through the use of both oral recording and written publication.
 - ii. The project will also be published via the worldwide web. All information will be organized by categories including members of the Judiciary, various Political Branches, Trial Advocates, Freedom Fighters, and more.

Objective 2B. To increase the Institute's visibility in the community through increased media relations.

- a. Conduct quarterly "media rounds," with television, radio and newspaper media staff and editorial boards to provide education about the Institute's mission and purpose as well as to keep them abreast of accomplishments, upcoming events and services.
- b. Writing a series of general and opinion articles for community newspapers, other non-profit and pro-bono legal publications.

GOAL 3. To enhance the institute's advocacy programs to ensure professional quality services that are useful to the population we serve, mission oriented, efficient and effective.

Objective 3A. Improve, Enhance and Develop programs that provide legal services to ECI populations.

- a. Initiate an appellate advocacy program
- b. Seek new funding opportunities
- c. Initiate a priority setting process based on a client needs assessment
- d. Explore the feasibility of initiating a juvenile justice project

Objective 3B. Develop and improve case and file management systems for all cases and case handlers in the ITA.

- a. Initiate the use of case management software and mandate its use by all case handler staff.
- b. Develop best practices materials for all aspects of services provided through the ITA programs, including best practices materials and systems to be utilized by the Opal Mitchell Lee Property Preservation Project from intake to case closure.

Objective 3C. Increase ITA public relations and community outreach efforts

- a. Create new brochures that have practical, immediate, and currently relevant use for the populations ECI serves.
- b. Increase collaborations and networking to form effective community partnerships by establishing outreach goals for the outreach attorney.
- c. Work with web designer to make greater use of the ECI website to improve public access to ITA handouts and other information about ITA activities and services.

Objective 3D. Increase ITA case handling capacity

- a. Pursue funding opportunities in conjunction with the Associate Director of Special Projects, to increase the services that can be provided through ITA.
- b. Establish goals for recruiting volunteer attorneys.
- c. Identify key issues for the institute to develop and increase the litigation skills of TMSL students.

GOAL 4. To enhance the effectiveness of the Center for Government Law through valuable and measureable outcomes to assist and improve the TMSL law students opportunities to employed in the governmental sector of the economy.

Objective 4A. The Center for Government Law will provide a comprehensive continuum of course work, externships, fellowship opportunities, and seminars in government law and administration to prepare students for successful careers in the public sector

- a. Expand externship opportunities
- b. Initiate a government law seminar series
- c. Collaborate with Career Services for a Government Law Day

Objective 4B. Develop and improve the Texas Legislative Internship Program

- a. Improve the course guidelines and curriculum
- b. Expand the program to other venues
- c. Develop a revenue stream to assist students

Objective 4C. The Center provides practical experiences for students and will assist government leaders in research in the legal profession and public policy arenas

- a. Create new brochures that have practical, immediate, and currently relevant use for the populations ECI serves.
- b. Increase collaborations and networking to form effective legal and governmental partnerships by establishing outreach goals
- c. Work with federal, state and local elected officials to establish a think tank for governmental issues

Objective 4D. Increase the opportunities for students to receive a Certification in Government Law, through invaluable practical experience via externships in various governmental entities, increased employment possibilities, and extensive career contacts.

- a. Improve and develop and progressive approach for students obtaining a certificate in government law
- b. Work with the curriculum committee of TMSL to create and develop a continuing course curriculum

PERFORMANCE TIMEFRAMES & MEASUREMENTS

The timeframes for all task force projects is one year unless otherwise specified below. The progress measurement will be the work product which will be either the production of the proposed document or the holding of the proposed symposia.

For the following objectives and activities the timeframe indicated next to it shall specifically apply:

Objective 1B. To work with task forces to promote the institute's mission.

Projects: The fundraising task force will

1. Identify potential donors and target for requests
2. Work closely with the Thurgood Marshall School of Law Development Office to raise money

Timeframe: Performance will be measure every 6 months by the Executive Director.

Objectives 2A. To increase the Institute's presence within the community as a whole and among the target population through the development of a comprehensive internal and external marketing and outreach plan.

Objective 2B. To increase the Institute's visibility in the community through increased media relations.

Timeframes: Progress on all activities associated with Objectives 2A and 2B will be measured quarterly beginning May 2009 and ending July 2009. The means for measuring the progress on a quarterly basis will be a reported submitted to the Executive Director regarding implementation and review of the work product produced for each specific goal.

Objective 3A. Improve, Enhance and Develop programs that provide legal services to ECI populations.

Timeframes: Progress on all activities associated with Objectives 3A will be measured semi annually beginning May 2009 and ending July 2009. The means for measuring the progress on a quarterly basis will be a reported submitted to the Executive Director regarding implementation and review of the work product produced for each specific goal.

Objective 3B. Develop and improve case and file management systems for all cases and case handlers in the ITA.

Objective 3C. Increase ITA public relations and community outreach efforts.

Objective 3D. Increase ITA case handling capacity

Timeframes: Progress on all activities associated with Objectives 3B, 3C, and 3D will be measured quarterly beginning May 2009 and ending July 2009. The means for measuring the progress on a quarterly basis will be a report submitted to the Executive Director regarding implementation and review of the work product produced for each specific goal.