

**MINNESOTA STATE BAR ASSOCIATION
RESTATED BYLAWS**

Restated 11 June 2004
As amended through June 2018

**Article 1
Membership**

§ 1.1. Application for membership

Any eligible person may file with the Secretary an application for membership in the MSBA in a form prescribed by the Association. The Association may require the applicant to furnish additional information and may otherwise inquire into the applicant's qualifications. A willful and material misstatement by the applicant is cause for rejecting the application or, if the applicant has been elected to membership, for expelling the member.

§ 1.2. Admission of members

The Council shall provide for and supervise the admission of members.

§ 1.3. Classes of membership

1.3.1. A regular member is a person who is:

- (a) admitted to practice law before the Supreme Court of Minnesota,
- (b) a member of an affiliated district bar association in the county where he or she resides or maintains an office (Non-Resident members must belong to a district bar association but may choose from any of the district bar associations), and
- (c) current in payment of dues to the MSBA and an affiliated district bar association.

1.3.2. A retired member is a person who has been granted fee exempt status under Rules of the Supreme Court for Registration of Attorneys. Retired members shall have all the rights and privileges of regular members except the right to vote in an advisory referendum or hold office.

1.3.3. An emeritus member is a regular member or attorney associate member who is 70 years of age or older, who is no longer in full-time practice, and who files a request for emeritus status at the MSBA office. Emeritus members shall have all the rights and privileges of regular members.

1.3.4. An associate member is any of the following:

- (a) Attorney Associate. A person not admitted to practice law in Minnesota, but a member in good standing of the Bar of the District of Columbia or a state other than Minnesota.

- (b) Non-Resident Associate. A person who meets the requirements for regular membership except that he or she neither resides nor practices on a regular basis law in Minnesota.
- (c) Service Associate. A regular member of the MSBA who enters on temporary active duty (other than for training) with the armed forces of the United States or the Peace Corps or a similar organization.
- (d) Student Associate. A student fully registered in or a graduate of an ABA accredited U.S. law school or other law school whose graduates are eligible to take the Minnesota bar examination. The status of student associate membership shall automatically terminate one year following graduation or upon admission to any Bar whichever comes first, or termination of law school enrollment prior to graduation.
- (e) Law Management Associate. An individual providing administrative, marketing, or other management services to law organizations who is a member in good standing of a recognized professional organization representing that profession or who has such membership waived by the chairperson of the Membership Committee.
- (f) Paralegal Associate. A paralegal who is a regular member in good standing of a recognized association of legal assistants or who has had such membership waived by the chairperson of the Membership Committee.
- (g) Foreign Legal Consultant Associate. A person registered with the Minnesota Supreme Court as a foreign legal consultant.

Each attorney associate, non-resident associate, service associate, and student associate must be a member of an affiliated district bar association. Associate members shall have all the rights and privileges of regular members except the right to vote in an advisory referendum or hold office.

§ 1.4. **Dues**

1.4.1. Dues shall be assessed in such amount as approved by the Assembly. Dues shall be assessed in accordance with the following categories:

- (a) Regular member and attorney associate member admitted to practice more than five years.
- (b) Regular member and attorney associate member admitted to practice five years or less, but more than three years.
- (c) Regular member and attorney associate member admitted to practice three years or less.
- (d) Regular and non-resident associate member admitted to practice less than one year is exempt from paying dues from the time admitted until the end of the first membership year in which he or she was admitted to practice.
- (e) Regular member certifying that his or her adjusted gross income from all sources excluding the income of a spouse is less than \$45,000 per year shall pay one-fifth of the dues fixed for a regular member admitted to practice more than five years.

- (f) Regular member whose compensation is significantly below the community average for persons of similar experience and who is employed by a legal service program which provides representation to low-income clients for no charge or at a greatly reduced fee shall pay one-half of the dues fixed for a regular member.
- (g) Regular member employed full-time or part-time, but exclusively, by a government agency shall pay three-fourths of the dues fixed for a regular member.
- (h) Retired member shall pay \$35.
- (i) Emeritus member shall pay three-fourths the dues fixed for a regular member.
- (j) Attorney Associate member shall pay the same dues as a regular member.
- (k) Non-Resident Associate member shall pay one-half of the dues fixed for a regular member.
- (l) Service Associate member shall be exempt from the payment of dues during the period of temporary active duty.
- (m) The Secretary may waive, for a period of up to eighteen months, dues of a regular or associate member who is unemployed and actively seeking employment in the legal profession.
- (n) Student Associate member shall be exempt from the payment of MSBA dues.
- (o) Legal Administrator Associate member or Paralegal Associate member shall pay one-half of the dues fixed for regular members admitted more than five years.
- (p) For law schools where all full-time faculty are MSBA members, a single group membership dues rate covering all full-time faculty shall be available equal to 130% of the regular members' dues. This single amount covering the full-time law school faculty group shall be in lieu of the MSBA, district and section dues.
- (q) For government agencies where 90% or more of attorneys employed by the office are MSBA members, a single group membership dues rate equal to 50% of the dues fixed for a regular MSBA member admitted to practice more than five years, plus an amount to be negotiated by the district where the government agency is located, may be made available if the district and the government agency agree on a group rate.

1.4.2. Dues shall be paid annually and are payable on the first day of the fiscal year unless the Council approves alternative arrangements.

1.4.3. A member who is totally disabled for the year is exempt from the payment of dues.

1.4.4. The dues of the MSBA and the affiliated associations that elect to have the MSBA collect their dues are payable at the MSBA office. The affiliated associations shall, at least eight weeks before the beginning of any fiscal year, notify the Executive Director of the MSBA of the amount of the affiliated association's dues for the next fiscal year.

1.4.5. The MSBA shall bill members for the total amount of dues payable by them. At the end of a three-month period, the Executive Director shall furnish a list of delinquent members

to the president of each affiliated district bar association and to the Council. A member who is three months delinquent in the payment of dues shall be given at least ten days notice of his or her delinquency, following which, by resolution of the Council, his or her membership shall be terminated. A member may resign his or her membership in writing if his or her dues are current. Reinstatement during the year of termination for nonpayment of dues requires payment of the annual dues fixed for the year.

1.4.6. The Executive Director shall remit to affiliated associations the amount of their dues collected.

1.4.7. A member can take a maximum of one dues discount per fiscal year.

§ 1.5. Promotional Membership Categories

1.5.1 A promotional membership category is a category of potential members specially defined by the Council from groups of potential members that have historically been underrepresented in the membership of the Association or where providing a promotional membership category will likely lead to an increase in regular or associate members of the Association in the immediate future.

1.5.2. The Council may adopt one or more promotional membership categories and fix the dues therefor when it determines that the promotional membership categories are necessary and proper to increase the membership of the Association beyond the membership increases resulting from normal recruitment and retention efforts.

1.5.3 A promotional membership category shall expire three years after the end of the Association fiscal year in which it is adopted unless the Assembly continues the promotional membership category or adopts a bylaw amendment which makes it a permanent category of membership.

§ 1.6. Suspension or expulsion of members

A member may be censured, suspended, or expelled, by resolution of the Council, for the following reasons:

- (a) For non-payment of dues as provided for in § 1.4.
- (b) Disbarment or suspension from the practice of law, or termination of membership in an affiliated association.
- (c) For good cause, after a hearing at which the member is given reasonable opportunity to be present with counsel and be heard in the member's own defense.

Article 2
Affiliated Associations

§ 2.1. Affiliated associations

The following associations are entitled to be represented in the Assembly as affiliated associations if they meet the applicable conditions of affiliation set forth in § 2.2.

- (a) A district bar association in Minnesota which accepts for membership all persons eligible for membership in the MSBA who reside in or maintain an office in the bar association district; or, in the case of non-residents, all persons eligible for membership in the MSBA, who have resided in or who have maintained an office in the bar association district.
- (b) Any other association or organization, other than a section of the MSBA, that meets the requirements of § 2.2 (b) and (c).

§ 2.2. Conditions of affiliation

An association or organization eligible for affiliation with the MSBA under § 2.1 shall become an affiliated organization upon meeting the following conditions:

- (a) In the case of a district bar association, all members who are eligible, belong to, and pay the dues of the MSBA and the appropriate affiliated district bar association.
- (b) In the case of any other association or organization, two-thirds of all members of such association or organization must be members of the MSBA and the association or organization must have at least 10 members.
- (c) The appropriate governing body of the association or organization requests affiliation with the MSBA and the Assembly approves the request.

§ 2.3. Existing affiliated associations

At the time of the adoption of these Restated Bylaws (June, 2004) the following are affiliated associations with the MSBA:

- (a) **District Bar Associations.** First, Second (Ramsey), Third, Fourth (Hennepin), Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth, Thirteenth, Fourteenth, Fifteenth, Sixteenth, Seventeenth, Eighteenth, Nineteenth, Twentieth (Range), and Twenty-first (Anoka).
- (b) **Other Associations.** Corporate Counsel Association of Minnesota, Minnesota County Attorneys Association, Minnesota District Judges Association, Minnesota Intellectual Property Law Association, Minnesota Defense Lawyers Association, Minnesota Association for Justice, Minnesota Women Lawyers, Inc., Minnesota American Indian Bar Association, Minnesota Association of Black Lawyers, Minnesota Hispanic Bar Association, National Asian Pacific American Bar Association-Minnesota Chapter, and Minnesota Lavender Bar Association. The Assembly approved the addition of Minnesota Black Women

Lawyers Network as an affiliated organization and a minority bar association on June 23, 2006. The Assembly approved the addition of American Academy of Matrimonial Lawyers-Minnesota Chapter as an affiliated organization on April 24, 2008. The Assembly approved the addition of Minnesota Chapter of the Federal Bar Association as an affiliated organization on December 14, 2008. The Assembly approved the addition of Minnesota Mother Attorneys Association as an affiliated organization on September 12, 2014.

§ 2.4. Changes to affiliated associations

The Assembly by a three-fourths vote of representatives present and entitled to vote is authorized:

- (a) To establish additional district bar associations, to authorize the inclusion of districts as specialized organizations within the MSBA, and to change the boundaries of any existing district bar association with the consent of the district bar association or association members involved.
- (b) To approve appropriate changes to affiliated associations other than district bar associations when requested by such associations.
- (c) For good cause, to terminate the affiliation with the MSBA of a district bar association or other association or organization and to thereby remove representation of such district bar association or other association or organization from the Assembly.

**Article 3
Specialized Organizations**

§ 3.1. Inclusion

The Assembly may, upon the petition of a majority of the members of any district bar association which is not incorporated under the Minnesota Statutes, authorize the inclusion of a district bar association as a specialized organization within the MSBA for carrying on its work in a particular geographic area of the state of Minnesota.

An application for the inclusion of a district bar association must set forth:

- (a) the geographic area of the state of Minnesota to be covered by the district bar association, which shall be coextensive with the boundaries of the district bar association as defined by the Assembly, and shall not include any area covered by any other district bar association, whether incorporated or unincorporated;
- (b) the desirability of including the proposed district bar association within the MSBA;
- (c) the district bar association's proposed bylaws, consistent with the Restated Articles and Restated Bylaws of the MSBA, including a description of the district bar association's purposes;

- (d) its proposed budget, including dues for the first two years of its inclusion within the MSBA;
- (e) a list of members of the MSBA who have signed statements that they desire membership in the district bar association upon its inclusion within the MSBA; and
- (f) a list of its officers and members of its council.

§ 3.2. Termination

The Assembly may, after 30 days' written notice to members of an included district bar association, by majority vote, terminate it.

§ 3.3. Membership

All members in good standing of the MSBA are eligible for membership in the included district bar association, provided that they otherwise meet the membership requirement set forth in the district bar association bylaws.

§ 3.4. Officers and council

An included district bar association shall have a chairperson and such other officers as its bylaws provide. It shall also have a council consisting of the district bar association officers and such other members as its bylaws provide. The first officers and council shall be appointed by the Assembly. No change in the bylaws of an included district bar association shall be effective until approved by the Assembly.

§ 3.5. Dues

With the approval of the Assembly, included district bar association members may be required to pay dues.

§ 3.6. Meetings

Each included district bar association shall have a meeting of its members at least annually. The time of any meeting scheduled during the MSBA Annual Convention must first be approved by the Assembly.

§ 3.7. Fiscal year

The fiscal year of each included district bar association shall be the same as the fiscal year of the MSBA. Each included district bar association shall be responsible for maintaining current financial records of its activities.

**Article 4
Assembly**

§ 4.1. Powers and functions

The Assembly is hereby established. The Assembly shall formulate policy for the MSBA.

The powers and functions of the Assembly include:

Specific Powers and Functions of the Assembly

- (a) Governance
 - (1) Approve the addition, termination and consolidation of sections, affiliated district bar associations, other affiliated associations and organizations, and specialized organizations.
 - (2) Designate additional minority bar associations for the purpose of § 7.3 (f).
 - (3) Approve the creation of Assembly committees pursuant to § 4.11.
 - (4) Revise and amend MSBA Bylaws.
 - (5) Remove officers for good cause pursuant to § 9.2.5.
- (b) Legislative
 - (1) Approve requests to take official MSBA positions on proposed legislation.
- (c) General Policy
 - (1) Establish final MSBA positions on matters of public policy.
 - (2) Submit questions concerning the substance of the law or the policy of the MSBA to advisory referendum of the membership pursuant to Article 5.
 - (3) Making a report or recommendation of a section or committee the action of the MSBA pursuant to § 12 or 14.
 - (4) Establish the membership dues of the MSBA pursuant to § 1.4.
 - (5) Approve a strategic plan of the MSBA.
- (d) Elections/Appointments
 - (1) Elect an officer under Article 9, subject to nomination by the Hennepin County Bar Association.
 - (2) Elect an officer under Article 9, subject to nomination by the Ramsey County Bar Association.
 - (3) Elect an officer under Article 9, subject to nomination by the outstate affiliated district bar associations (affiliated district bar associations other than the Hennepin County Bar Association and Ramsey County Bar Association).
 - (4) Elect an officer of the MSBA pursuant to § 9.23.

- (5) Elect three representatives from the Assembly to serve on the Council pursuant to § 7.2.
 - (6) Advise and consent to the President's appointment to the MCLE Board of Directors.
 - (7) Elect the Minnesota State Bar Foundation Board of Directors.
 - (8) Elect the MSBA delegates to the ABA House of Delegates.
 - (9) Serve as members for the Minnesota State Bar Foundation.
- (e) Judiciary
- (1) Authorize petitions to the Courts concerning the operation of the Courts and the regulation of the practice of law.
 - (2) Approve requests to take official MSBA positions on proposed rules or rule amendments concerning the operation of the Courts and the regulation of the practice of law.
 - (3) Elect MSBA nominees for positions on boards, committees, and other bodies appointed by the Minnesota Supreme Court.
 - (4) Promote fair and responsible processes for the filling of judicial vacancies, which may include operating plebiscites among MSBA members concerning the qualifications of incumbents, proposed appointees, or candidates.
 - (5) Authorize actions by the MSBA upholding and defending the independence of the judiciary.
 - (6) Submit questions concerning the administration of justice to advisory referendum of the membership pursuant to Article 5.
 - (7) Encourage the appropriate participation of judicial officers in the functions of the MSBA where consistent with their judicial duties.
 - (8) Approve requests to take official MSBA positions on matters affecting the judiciary or judicial administration.

§ 4.2. Composition of Assembly

The Assembly comprises the following Representatives:

- (a) the Council
- (b) the number of Representatives determined under § 4.3 from each district bar association that has become an affiliated association of the MSBA under Article 2
- (c) two Representatives from Minnesota Women Lawyers, Inc., selected by Minnesota Women Lawyers, Inc.

- (d) two Representatives from each minority bar association selected by the respective minority bar association
- (e) a Representative from each association and organization that has become an affiliated association of the MSBA under Article 2, other than a district bar association, Minnesota Women Lawyers, Inc., and a minority bar association
- (f) one Representative selected by the Minnesota Supreme Court to represent the Minnesota Supreme Court
- (g) one Representative selected by the Minnesota Court of Appeals to represent the Minnesota Court of Appeals
- (h) a Representative from each of the accredited law schools in the State of Minnesota selected by the respective dean for each law school
- (i) two Representatives that are Minnesota members of the House of Delegates of the American Bar Association selected by the State Delegate to the American Bar Association
- (j) the immediate past president of the MSBA
- (k) the chairperson of the MCLE Board
- (l) a Representative from each section of the MSBA established under Article 10; each section will select one Representative
- (m) a Representative from the Minnesota State Bar Foundation Board
- (n) the Assembly may elect up to four other Representatives to enhance diversity and it shall consider gender, race, and additional forms of diversity in electing these persons.

§ 4.3. Number of representatives from district bar associations

The number of Representatives in the Assembly from each affiliated district bar association will be determined as follows: total membership in the district bar association divided by 500; any quotient containing a fraction will be rounded upward to the next integer.

District bar associations may identify a number of Alternate Representatives to serve in the event a Representative is unable to serve.

§ 4.4. Terms

4.4.1. **Limit to terms.** The terms of the representatives in the Assembly are as follows:

- (a) Representatives in the Assembly from the Council shall serve as long as they are members of the Council.
- (b) All other representatives in the Assembly shall serve a term of one year. Representatives may not serve more than six consecutive terms in the Assembly as the Representative from a particular entity (e.g. district bar association, affiliated association or section) included in the Assembly.

4.4.2. **Vacancies.** Except for representatives in the Assembly from the Council, a vacancy in the Assembly shall be filled by the entity (e.g. district bar association, affiliated association or section) that originally selected the representative whose position has become vacant.

4.4.3. **Beginning of term.** Pursuant to § 16.3, the term of each representative on the Assembly shall begin on July 1. The entities (e.g. district bar association, affiliated association or section) selecting the Assembly representatives shall make their respective selections within the 90-day period prior to the beginning of the term and, if practicable, at or prior to the MSBA Convention; provided, however, the representatives, if any, selected under § 4.2 (n) and shall be selected by the Assembly after the beginning of the term.

§ 4.5. **Voting by an Alternate Representative in the absence of a Representative**

If a Representative is going to be absent from an Assembly meeting, the Representative shall notify the Secretary of the MSBA and the entity that selected the Representative. An Alternate Representative selected by the same entity that selected the Representative may vote at an Assembly meeting if the following two conditions are met:

- (a) The Representative is absent; and
- (b) Prior to the Assembly meeting, the entity that selected the Alternate Representative designates the Alternate Representative to vote in the absence of the Representative and the entity notifies the Secretary of this designation. The designation may be by identification of a named particular Alternate Representative for a specific meeting or the designation may be by reference to a list (filed annually with the Secretary) of the Alternate Representatives in a specified order that indicates which Alternate Representative is entitled to vote in the event more than one Alternate Representative from the entity is present at the meeting.

§ 4.6. **Attendance at meetings**

If a Representative does not attend two consecutive Assembly meetings and if an Alternate Representative has not substituted for the Representative at the two consecutively missed meetings, then the Representative shall no longer be on the Assembly and the entity that selected the Representative shall select a substitute Representative to serve in the Assembly for the remaining term of the removed Representative. A Representative that has been removed from the Assembly in this manner shall not again be selected by any entity to serve in the Assembly for at least one year after removal. This § 4.6 does not apply to Representatives from the Council or to other Representatives for whom there are not specified Alternate Representatives.

§ 4.7. **Voting**

4.7.1. **Majority vote.** Unless otherwise provided by the MSBA Articles of Incorporation or Restated Bylaws, a majority vote of those representatives in attendance at the meeting entitled to vote is sufficient to take action, a quorum being first established at the beginning of the meeting. Each Representative has only one vote. An Alternate Representative that becomes entitled to vote at a meeting has only one vote.

4.7.2. **Proxy.** Voting by proxy is not permitted. Cumulative voting is not permitted.

4.7.3. **Consent agenda.** Items on the consent agenda shall be enacted in one motion approved by the Assembly. There will not be separate discussion of items on the consent agenda unless a representative so requests. If any representative requests separate discussion, then the item will be removed from the consent agenda and considered by the Assembly as a separate agenda matter.

§ 4.8. **Meetings**

4.8.1. **Calling the meeting.** Meetings may be called by the President, the Council, by written request of 25 representatives from the Assembly, or by vote of the Assembly at a previous meeting. Unless otherwise specified by the Assembly, a meeting of the Assembly shall be at the location determined by the President.

4.8.2. **Notice of meetings.** Notice of each meeting of the Assembly shall be given by the Secretary to all representatives at least 30 days prior to the meeting. Notice may be by regular mail, facsimile, e-mail or telephone. The notice must state the date, time, place and purposes of the meeting.

4.8.3. **Purpose of meeting.** The Council shall propose the agenda items for an Assembly meeting, subject to the approval of the Assembly. The subject matters to be considered at the meeting shall be limited to those identified in the notice as the purposes for the meeting, unless at the meeting the purposes of the meeting are expanded by a vote of 75% of those representatives in attendance entitled to vote.

4.8.4. **Quorum.** A quorum for all meetings of the Assembly is a majority of the Assembly representatives entitled to vote on Assembly matters. [Note: the Minnesota Nonprofit Corporation Act provides that if a quorum is present when a duly called or held meeting is convened, the representatives present may continue to transact business until adjournment, even though the withdrawal of representatives originally present leaves less than the proportion or number otherwise required for a quorum.]

4.8.5. **Open meetings.** All MSBA members may attend and observe a meeting of the Assembly. The privilege to address the Assembly may be extended to any MSBA member pursuant to § 16.71. News media will be allowed at all Assembly meetings.

4.8.6. **Presiding chair.** The President shall preside at Assembly meetings. In the absence of the President, the President-Elect shall preside at Assembly meetings.

4.8.7. **Rules of order.** Unless otherwise stated in the MSBA Articles of Incorporation or Restated Bylaws, the Assembly shall determine the rules of order and procedure at the Assembly meetings. In the absence of such rules being established at an Assembly meeting, § 16.8 shall apply.

4.8.8. **Motion to table.** The presiding chair of the meeting shall not entertain a motion to table or to cease discussion of a matter properly presented for consideration until the chair is satisfied that an opportunity has been provided for an adequate discussion.

4.8.9. **Number of meetings.** The Assembly shall meet at least four times each year. One of the meetings shall be held in conjunction with the MSBA Convention.

§ 4.9. **Committees of the Assembly**

4.9.1. **Number and purpose of Assembly committees.** To facilitate the work of the Assembly, the Assembly shall organize committees of the Assembly to study matters that will be considered by the Assembly and to make recommendations to the Assembly. The Assembly committees are subject to the control and direction of the Assembly. Unless the resolution establishing an Assembly committee provides otherwise, a committee of the Assembly only has the power to study matters and make recommendations to the Assembly. The Assembly may modify or reverse any action taken by the committee. The committees of the Assembly and their duties are as follows:

	Name of Committee	Duties
(a)	Governance	Study and make recommendations relating to the general and specific powers and functions of the Assembly relating to Operations or Governance as identified in § 4.1.
(b)	Legislative	Study and make recommendations relating to the general and specific powers and functions of the Assembly relating to Legislative matters as identified in § 4.1.
(c)	General Policy	Study and make recommendations relating to the general and specific powers and functions of the Assembly relating to General Policy matters as identified in § 4.1.
(d)	Elections/Appointments	Study and make recommendations relating to the general and specific powers and functions of the Assembly relating to Elections/Appointments as identified in § 4.1.
(e)	Judiciary	Study and make recommendations relating to the general and specific powers and functions of the Assembly relating to Judicial matters as identified in § 4.1.

The Assembly may establish other committees and prescribe the duties of the additional Assembly committees.

The President shall annually appoint representatives to the committees subject to the approval of the Assembly. Only representatives from the Assembly may serve on Assembly committees, unless otherwise approved by the Assembly. Each Voting Representative is encouraged to serve on at least one Assembly Committee or committee so designated by the MSBA Council. Each Assembly committee shall comprise no fewer than 15 representatives and no more than 40 representatives, unless otherwise approved by the Assembly. The chair of each Assembly committee shall be a representative from the Council unless otherwise approved by the Council. The President shall select the chair of each committee.

Assembly Committees shall have the authority to appoint subcommittees for the purpose of carrying out the work of the Assembly Committee. Subcommittee members are not required to be members of the Assembly Committee or Assembly. Subcommittees are subject to the control and direction of the Assembly Committee creating them. Any recommendations or reports generated by subcommittees must be made to the Assembly Committee from which the subcommittee was created for consideration and further action.

A meeting of an Assembly committee shall be held at the call of its chairperson. Notice of the committee meeting shall be given to all representatives on the committee at least 10 days prior to the meeting. Notice may be by regular mail, facsimile, e-mail or telephone. Each committee shall keep a record of its meetings and proceedings and promptly file minutes of each meeting with the MSBA office. A majority vote of those in attendance at the Assembly committee meeting is sufficient to take action.

4.9.2. **Quorum.** A quorum for all meetings of an Assembly committee is one-third of the committee representatives.

Note. The Minnesota Nonprofit Corporation Act provides that if a quorum is present when a duly called or held meeting is convened, the committee representatives present may continue to transact business until adjournment, even though the withdrawal of committee representatives originally present leaves less than the proportion or number otherwise required for a quorum.

4.9.3. **Electronic Meetings of Committees.** Any meeting among committee representatives may be conducted solely by one or more means of remote communication through which all of the committee representatives may participate in the meeting, if the same notice is given of the meeting as required by these Restated Bylaws, and if the number of committee representatives participating in the meeting is sufficient to constitute a quorum at the meeting.

A committee representative may participate in a meeting of the committee by means of conference telephone or, if authorized by the committee, by such other means of remote communication, in each case through which that committee representative, other representatives so participating, and all committee representatives physically present at the meeting may participate with each other during the meeting.

Participation in a meeting by any of the above-mentioned means constitutes presence at the meeting.

As used in this § 4.9.3, “remote communication” means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

Article 5 Advisory Role of Members

§ 5.1. Without voting members

The MSBA shall be a corporation without voting members within the meaning of the Minnesota Nonprofit Corporation Act.

§ 5.2. Advisory referendum

On a question relating to the substance of the law, the administration of justice, or the policy of the MSBA, the Assembly, by a majority vote of all Assembly representatives entitled to vote, may direct an advisory referendum of the regular members of the MSBA; or the Assembly, by a majority vote of all the Assembly representatives entitled to vote, may direct an advisory referendum of the members of the MSBA attending the annual MSBA Convention.

§ 5.3. Consideration of member resolutions

Resolutions proposed by members shall be considered by the Assembly pursuant to Article 6.

§ 5.4. In addressing the Assembly

Members may address the Assembly pursuant to the provisions of § 16.7.1.

**Article 6
Resolutions by Members and Affiliated Associations**

§ 6.1. Resolution by members

A resolution by members shall be considered by the Assembly only if:

- (a) it is proposed by at least 50 members, of whom not more than 25 are from the same affiliated association;
- (b) it is in writing and, including its preamble, is limited to 300 words, and, if it proposes action on legislation or a court rule, it is accompanied by a copy thereof or by a summary of its provisions;
- (c) it is filed with the MSBA office during regular business hours not less than 45 days prior to an Assembly meeting; and
- (d) it is accompanied by a written report containing: (i) a statement of the reasons for the resolution, (ii) no language that commits the MSBA to policy not set forth in the resolution, (iii) in the case of a resolution calling for action that may result in expenditures, the amount needed, and (iv) identification of a designated spokesperson for the members proposing the resolution.

Such resolutions shall be considered by the Assembly at the MSBA Convention unless the Assembly determines that consideration at another Assembly meeting is appropriate.

§ 6.2. Resolution by affiliated associations

A resolution by an affiliated association recognized under Article 2 shall be considered only if it complies with § 6.1 (b) through (d) and it has been approved by the affiliated association at a regularly held meeting.

Such resolutions shall be considered by the Assembly at the MSBA Convention unless the Assembly determines that consideration at another Assembly meeting is appropriate.

§ 6.3. Notice to Assembly

Notice of each member and affiliated association resolution, stating the substance of the resolution, shall be given to all representatives in the Assembly at least 30 days before the meeting at which the resolution will be considered.

§ 6.4. Status of proposed resolutions

The following statement shall appear at the top of each proposed resolution:

"No resolution presented herein reflects the policy of the Minnesota State Bar Association until approved by the Assembly. Informational reports, comments, and supporting data are not approved by their acceptance for filing and do not become part of the policy of the Minnesota State Bar Association unless specifically approved by the Assembly."

§ 6.5. Publicity of filing requirements

In January or February each year the Secretary shall publish in an official publication of the MSBA a summary of the requirements of §§ 6.1 and 6.2 for filing resolutions and the last date for filing, in accordance with § 6.1(c). Failure of the Secretary to so publish, however, shall not extend the last date for filing under § 6.1(c).

**Article 7
Council**

§ 7.1. Powers and functions

The Council is hereby established. The Council shall control and decide all business of the MSBA, except as otherwise provided in these Bylaws. Within the meaning of the Minnesota Nonprofit Corporation Act, the Council is the board of directors and has the powers and functions of such board. The Council shall implement the policies of the Assembly, oversee management of the MSBA in a manner consistent with the policies and directives of the Assembly, and execute actions approved by the Assembly.

Further, between meetings of the Assembly, the Council may perform, consistent with any action or directive taken by the Assembly, all functions that the Assembly itself might perform; provided, however, with respect to the specific powers and functions of the Assembly identified in Article 4, the Council may only perform those powers and functions if the Assembly has delegated such specific powers and functions to the Council and if such delegation has not been revoked.

The Council shall at all times be subject to the control and direction of the Assembly as to specific powers and functions reserved to the Assembly in these Bylaws.

The foregoing general powers and functions of the Council include the following specific powers and functions.

Specific Powers and Functions of the Council

(a) **Policy**

- (1) Implement policies, initiatives, and directives that have been approved by the Assembly.
- (2) Establish and implement legislative priorities and lobbying procedures for the MSBA.
- (3) If the Council determines there is inadequate time for Assembly action and a need for the MSBA to establish a legislative position, then the Council may establish legislative policy in a manner not inconsistent with Assembly action. If practical, the Council shall be advised by the Legislative Committee before establishing legislative policy. The President shall notify the Assembly of action taken under this section within five days of the Council's action.
- (4) If the Council determines there is inadequate time for Assembly action and a need for the MSBA to comment on a rule or rule amendment proposed for adoption by the Minnesota Supreme Court or any board, commission or similar body within the Minnesota judicial branch, or to appoint a member to any such board, commission, or similar body, then the Council may take action in a manner not inconsistent with prior Assembly action. If practical, the Council shall seek the advice of the Judiciary Committee before taking such action. The President shall notify the Assembly of action taken under this section within five days of the Council's action.
- (5) Approve title standards proposed by the Real Property Law Section.

(b) **Staff and Contractors**

- (1) Hire, supervise and terminate the Executive Director.
- (2) Determine the compensation of the Executive Director.
- (3) Select and monitor the contract MSBA Lobbyist.
- (4) Authorize and approve contracts on behalf of the MSBA (e.g. outside agencies, consultants and independent contractors).
- (5) Select accountants and auditors.

(c) **Operations**

- (1) Approve the annual budget and monitor budget expenditures.
- (2) Approve the membership dues for sections of the MSBA.
- (3) Propose the strategic plan of the MSBA.

(d) **Litigation**

- (1) Select outside legal counsel to represent MSBA in any lawsuit.

- (2) Authorize lawsuits on behalf of MSBA and direct the conduct and resolution of such suits.
- (3) Authorize amicus curiae briefs.
- (e) **Membership Services**
 - (1) Determine and monitor delivery of services and benefits provided to the membership.
 - (2) Supervise the admission of MSBA members pursuant to § 1.2.
 - (3) Censure, suspend or expel MSBA members pursuant to § 1.5.
- (f) **Recognition and Awards.** Select recipients for:
 - (1) Professional Excellence Award
 - (2) Becker Award
 - (3) Other awards
- (g) **Committee and Section Coordination**
 - (1) Approve, coordinate, and monitor all committees established by the President under Article 11.
 - (2) Coordinate and monitor all committees established by the Assembly under Article 4.
 - (3) Approve amendments of section bylaws.

§ 7.2. Composition

The Council comprises the following representatives, all of whom must be members of the MSBA:

- (a) the four officers of the MSBA elected under Article 9
- (b) two members of the Hennepin County Bar Association (HCBA) selected by the HCBA
- (c) one member of the Ramsey County Bar Association (RCBA) selected by the RCBA
- (d) one member from the affiliated district bar associations of 1, 8, 18, 19 and 21 selected by the Assembly representatives from those affiliated district bar associations
- (e) one member from the affiliated district bar associations of 3, 5, 6, 7, 9, 10, 11, 12, 13, 14, 15, 16, 17, and 20 selected by the Assembly representatives from those affiliated bar associations
- (f) three representatives from the Assembly elected by the Assembly. The Assembly shall consider the need to provide for gender, race, and additional forms of diversity when electing the representatives on the Council. Once elected by the Assembly, the three representatives will serve on the Assembly by virtue of their position on the Council and vacancies will exist in their previous representative

positions on the Assembly. The vacancies on the Assembly will be filled pursuant to § 4.62.

- (g) one member of the New Lawyers Section selected by the New Lawyers Section
- (h) one member of Minnesota Women Lawyers, Inc. selected by Minnesota Women Lawyers, Inc.
- (i) two members of the minority bar associations selected by the minority bar associations pursuant to § 7.3.

§ 7.3. Selection by minority bar associations

For purposes of §§ 4.3 (d), 4.4 (c), 7.2 (h) and 7.3, the term minority bar associations means and includes all the following affiliated associations:

- (a) Minnesota American Indian Bar Association
- (b) Minnesota Association of Black Lawyers
- (c) Minnesota Hispanic Bar Association
- (d) National Asian Pacific American Bar Association-Minnesota Chapter
- (e) Minnesota Lavender Bar Association
- (f) other affiliated associations recognized under §§ 2.1 and 2.2 (b) and (c) that the Assembly for purposes of §§ 4.3 (d), 4.4 (c), 7.2 (h) and 7.3 further specifically designates as minority bar associations. In making such designations, the Assembly shall determine that the affiliated association has as one of its primary objectives the promotion of racial, ethnic, national origin, sexual orientation, or additional forms of diversity in the profession of law and that a substantial number of the members of the affiliated association are members of such minorities.

By unanimous consent of the minority bar associations, the minority bar associations may establish a mechanism to select the representatives on the Council for purposes of § 7.2 (h). If unanimous consent is not obtained for determining the mechanism for selection, the selection of the persons from the minority bar associations to serve on the Council under § 7.2 (h) shall be made by majority vote of the Assembly representatives from the minority bar associations.

§ 7.4. Terms

7.4.1. **Limit to terms.** Subject to § 7.42, the terms of the representatives on the Council are as follows:

- (a) the officers of the MSBA shall serve as long as they are officers
- (b) all others on the Council shall serve a term of three years; provided, however, the terms of the Council representatives from the minority bar associations, Minnesota Women Lawyers, Inc., and the New Lawyers Section may be less than three years if the respective organization selecting the Council representative so determines. Representatives on the Council may not serve more than two consecutive terms on the Council as a representative from a particular

entity (e.g. HCBA, RCBA, outstate bar associations, Assembly or minority bar associations).

7.4.2. **Vacancies.** Except for MSBA officers on the Council, a vacancy on the Council shall be filled by the entity (e.g. HCBA, RCBA, outstate bar associations, Assembly or minority bar associations) that originally selected the representative whose position has become vacant.

7.4.3. **Beginning of term.** Pursuant to § 16.3, the term of each representative on the Council shall begin on July 1. The entities (e.g. HCBA, RCBA, outstate bar associations, Assembly or minority bar associations) selecting the Council representatives shall make their respective selections within the 90-day period prior to the beginning of the term and, if practicable, at the MSBA Convention.

§ 7.5. **Voting**

7.5.1. **Majority vote.** Unless otherwise provided by the MSBA Articles of Incorporation or Restated Bylaws, a majority vote of those in attendance at the meeting is sufficient to take action. Each representative has only one vote.

7.5.2. **Proxy.** Voting by proxy is not permitted. Cumulative voting is not permitted.

§ 7.6. **Meetings**

7.6.1. **Calling the meeting.** Meetings may be called by the President, by written request of three representatives from the Council or by vote of the Council at a previous meeting. Unless otherwise specified by the Council, a meeting of the Council shall be at the location determined by the President.

7.6.2. **Notice of meetings.** Notice of each meeting of the Council shall be given by the Secretary to all representatives at least 48 hours prior to the meeting. Notice may be by regular mail, facsimile, e-mail or telephone. The notice must state the date, time, place and purposes of the meeting.

7.6.3. **Purpose of meeting.** The subject matters to be considered at the Council meeting shall be limited to those identified in the notice as the purposes for the meeting, unless at the meeting by a vote of 75% of those representatives in attendance, the representatives expand the purposes of the meeting.

7.6.4. **Quorum.** A quorum for all meetings of the Council is a majority of the Council representatives. [Note: The Minnesota Nonprofit Corporation Act provides that if a quorum is present when a duly called or held meeting is convened, the representatives present may continue to transact business until adjournment, even though the withdrawal of representatives originally present leaves less than the proportion or number otherwise required for a quorum.]

7.6.5. **Action Without a Council Meeting.** Any action required or permitted to be taken at a meeting of the Council may be taken by written action signed, or consented to by authenticated electronic communication as permitted by the Minnesota Nonprofit Corporation Act, by a majority of all the Council representatives. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of representatives unless a different effective date is provided in the written action. When written action is taken by less than all of the representatives, all representatives shall be notified

immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action. As used in this § 7.6.5, the term “authenticated electronic communication” means any form of communication, not directly involving the physical transmission of paper, that

- (a) creates a record that may be retained, retrieved and reviewed by the recipient of the communication,
- (b) may be directly reproduced in paper form by the recipient through an automated process,
- (c) is delivered to the MSBA’s principal place of business or to an officer or agent of the MSBA authorized by the MSBA to receive the communication, and
- (d) sets forth information from which the MSBA can reasonably conclude that the communication was sent by the purported sender.

7.6.6. **Electronic Meetings of Council.** Any meeting among Council representatives may be conducted solely by one or more means of remote communication through which all of the representatives may participate in the meeting, if the same notice is given of the meeting as required by these Restated Bylaws, and if the number of representatives participating in the meeting is sufficient to constitute a quorum at the meeting.

A representative may participate in a meeting of the Council by means of conference telephone or, if authorized by the Council, by such other means of remote communication, in each case through which that representative, other representatives so participating, and all representatives physically present at the meeting may participate with each other during the meeting.

Participation in a meeting by any of the above-mentioned means constitutes presence at the meeting.

As used in this § 7.6.6, “remote communication” means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

7.6.7. **Presiding chair.** The President shall preside at Council meetings. In the absence of the President, the President-Elect shall preside at Council meetings.

7.6.8. **Rules of order.** Unless otherwise stated in the MSBA Restated Articles of Incorporation or Restated Bylaws, the Council shall determine the rules of order at the Council meetings. In the absence of such rules being established at a Council meeting, § 16.8 shall apply.

Article 8

Executive Committee

§ 8.1 Powers and functions

The Executive Committee may exercise the powers and functions of the Council between meetings of the Council; however, it shall do so (i) only with respect to emergency matters, (ii) upon a finding by three members of the Executive Committee that action with reference to an

important matter should be taken by the Association, and (iii) that such action cannot reasonably be taken by the Council itself within the requisite time. The Executive Committee shall be subject to the control and direction of the Council and shall not unreasonably modify any action taken by the Council or act in a manner inconsistent with an action of the Council or Assembly.

§ 8.1 Composition

The Executive Committee shall consist of the four MSBA Officers.

§ 8.3 Meetings

8.3.1 **Calling the meeting.** Meetings may be called by the President or by any two other Officers.

8.3.2 **Notice of meetings.** Notice of each meeting shall be given by the convener at least 24 hours prior to the meeting; however, an Officer may waive notice by consent or attendance. Notice may be given by mail, facsimile, email, telephone, or in person. The notice must state the time, place, and purposes of the meeting.

8.3.3 **Quorum.** A quorum for all meetings of the Executive Committee is three of the four Officers.

8.3.4 **Meeting.** Each Officer shall have one vote on matters before the Executive Committee. The President shall serve as the Chair of the Executive Committee.

Article 9 Officers

§ 9.1. Officers

The officers of the MSBA are the President, the President-Elect, the Treasurer, and the Secretary. The Council may appoint an Executive Director and prescribe his or her duties.

§ 9.2. Election and terms

9.2.1. The President-Elect, the Treasurer, and the Secretary shall be elected by the Assembly at its meeting during the Annual Convention. The President-Elect becomes the President of the MSBA on July 1 in the calendar year following his or her election and is not again eligible for either office.

9.2.2. The term of each officer is one year starting July 1.

9.2.3. The officers shall, starting July 1, 1994, be selected on a four-year cycle. The first three officers shall be members of and nominated by the Ramsey County Bar Association, the Hennepin County Bar Association, and the outstate affiliated district bar associations (affiliated district bar associations other than the Ramsey County Bar Association and the Hennepin County Bar Association), respectively, and the fourth officer shall be elected at-large by the Assembly. The rotation shall be as follows:

Office	Membership Area			
	Year 1	Year 2	Year 3	Year 4
President	Ramsey	Hennepin	Outstate	At-Large
President-Elect	Hennepin	Outstate	At-Large	Ramsey
Treasurer	Outstate	At-Large	Ramsey	Hennepin
Secretary	At-Large	Ramsey	Hennepin	Outstate

9.2.4 The Secretary shall be elected each year from a list consisting of at least one candidate nominated in the rotation set forth in § 9.23. If, after being elected as Secretary, an officer resigns, dies, or is otherwise unable to serve, or is not elected to the next successive office, the district bar association(s) that originally nominated such person, or the Assembly that originally elected such person, shall submit a list consisting of at least one candidate from which the replacement shall be elected.

9.2.5 The Assembly may remove an officer for good cause by a vote of a majority of those voting after a hearing at which the officer is given reasonable opportunity to be present with counsel and be heard in the officer’s own defense.

§ 9.3. Nominations

9.3.1. The selection of a nominee for Secretary pursuant to § 9.2.3 shall be made by the affiliated district bar association(s) from which the Secretary is to be elected and transmitted to the President of the MSBA at least 10 days before the meeting of the Assembly to be held at the Annual Convention.

9.3.2. The selection of a nominee for office by the Ramsey County Bar Association and the Hennepin County Bar Association shall follow the procedure for the nomination and election of the officers of those associations.

9.3.3. The selection of a nominee for office by the outstate affiliated district bar associations shall be made by the majority vote of the representatives on the Assembly from the outstate affiliated district bar associations. In years when an outstate nominee is to be elected to the office of secretary, the representatives from the Assembly of the outstate affiliated district bar associations shall meet within the 90-day period prior to beginning of the term. As an alternative to physical presence voting at the meeting, voting may occur by facsimile, ballot, mailed ballot, e-mail or telephone conference.

The Secretary will notify the eligible membership by notice in *Bench & Bar*, letter, or other method of the election of a nominee at least three months in advance of the meeting. Outstate affiliated district bar associations may present petitions on behalf of a candidate.

9.3.4 The Assembly shall consider the need to provide for gender, racial, and additional forms of diversity in the leadership of the MSBA when electing the officer at-large.

9.35. The MSBA shall encourage the Hennepin County, Ramsey County, and outstate bar associations to consider the desirability of diverse leadership of the MSBA when electing

officers pursuant to Bylaw 9.2.3, and shall communicate this policy in a timely manner prior to each election.

§ 9.4. **Succession**

9.4.1 If the President is unable to serve or preside because of disability, death, resignation, recusal, or removal, the President-Elect shall serve as President for the duration of the President's inability to serve, up to the duration of the unexpired term. If any other elective office becomes vacant, the Assembly shall select an eligible member to fill the office for the unexpired term. If both the President and President-Elect recuse themselves as to a matter, the duties of the President shall be performed by the Treasurer or by the Secretary in that order.

9.4.2 The Assembly may adopt rules and policies for determining when a permanent or temporary vacancy in office exists and may prescribe a method for filling the vacancy not inconsistent with these bylaws.

§ 9.5. **Duties**

9.5.1. **General duties.** The President, the President-Elect, the Treasurer, and the Secretary are ex-officio members of all sections and committees. They have the duties normally incident to their respective offices and those assigned by the Assembly or Council.

9.5.2. **President.** The President is the chief executive officer of the MSBA and shall preside at meetings of the Council and Assembly.

9.5.3. **President-Elect.** The President-Elect shall perform such duties as the President may assign and, except as otherwise provided, the duties of the President when the President is disabled from performing his or her duties or is absent from any meeting.

9.5.4. **Treasurer.** The Treasurer shall supervise the safekeeping of the funds and investments of the MSBA and shall report periodically on the financial condition of the MSBA to the membership, the Council and Assembly. The Treasurer's annual report shall be submitted to examination and audit by a certified public accountant designated by the Council.

9.5.5. **Secretary.** The Secretary shall:

- (a) keep the minutes and records of the Council and Assembly;
- (b) keep the roster of the representatives in the Assembly; and
- (c) when required, give notice to the Council and Assembly.

9.5.6. **Executive Director.** The Executive Director shall administer the facilities and staff of the MSBA subject to the direction of the Council.

§ 9.6. **Use of name**

Officers and the Executive Director shall not permit their title or office to be used in connection with any campaign for elective or appointive public office.

§ 9.7. Conflict of Interest

9.7.1. An officer whose impartiality or loyalty to the interests of the Association or the public interest in a matter involving or pending before the Association because of a personal interest, another office or position held by the officer, or the interests of a client, are in conflict, shall disclose the conflict of interest and shall recuse herself or himself from presiding on any consideration of the matter or from participating in any vote on the matter.

9.7.2. In representing a client or in making public statements in a personal capacity or as an officer, representative, or spokesperson for a person or entity other than the Association, an officer shall not state or imply that statements made are those of the Association, shall not use the Association's name or the person's Association office held, and when necessary to avoid confusion, shall expressly state that the statements made are not made on behalf of the Association and do not necessarily represent its views or position on an issue.

9.7.3. When an officer cannot serve as a spokesperson for the Association on a matter, the officer shall recuse himself or herself from the matter and shall notify the Council and the Executive Director of the recusal.

9.7.4. The Assembly may adopt rules and policies for determining when a conflict of interest exists and for prescribing the procedure for determining when an officer is disqualified from consideration or participation in a matter.

**Article 10
Sections**

§ 10.1. Establishment

The Assembly may, either upon its own initiative or upon the petition of 50 or more members of the MSBA, authorize the formation of a section as a specialized organization within the MSBA for carrying on its work in a particular field of law. An application for the establishment of a new section must set forth

- (a) the field of law to which the proposed section is to be dedicated, which shall be within the purposes of the MSBA and must not substantially conflict with the jurisdiction of any other section or committee whose continuance is contemplated;
- (b) the desirability of the proposed section;
- (c) its proposed bylaws, consistent with the Restated Articles and Restated Bylaws of the MSBA, including a description of its jurisdiction;
- (d) its proposed budget, including dues for the first two years of its operation;

- (e) a list of members of the MSBA who have signed statements that they will apply for membership; and
- (f) its proposed first officers and members of its council.

§ 10.2. Membership

All members in good standing of the MSBA are eligible for membership in any section provided they otherwise meet the membership requirements set forth in the section bylaws. A section's bylaws may permit persons who are not eligible for membership in the MSBA to be members of a section upon payment of section membership dues, provided that no such section member shall serve as a section officer. Each section shall have at least 50 members prior to being established by the Council, and shall maintain a membership of at least 40 members. The Assembly may waive this requirement for good cause such as a limited number of lawyers practicing in a field of law.

§ 10.3. Officers

A section shall have a chairperson and such other officers as its bylaws provide. It may have a council consisting of the section officers and such other members as its bylaws provide. The first officers and council shall be appointed by the Assembly. No change in the bylaws of a section shall be effective until approved by the Council.

§ 10.4. Annual meeting

Each section shall have a meeting of its members at least annually.

§ 10.5. Dues

The members of any section may be required to pay section dues in such amount and for such purposes as the section, with the approval of the Council, may determine.

§ 10.6. Expenses

No section shall make expenditures or incur indebtedness on its own behalf or on behalf of the MSBA unless sufficient cash is on hand in the section or has been appropriated for the use of the section by the Council.

§ 10.7. Fiscal year

The fiscal year of each section shall be the same as the fiscal year of the MSBA.

§ 10.8. Termination

The Assembly may, after 30 days' written notice to members of a section, by majority vote, terminate it.

§ 10.9. **Annual reports**

Each section chairperson shall file an annual report summarizing the activities of the section with the President of the MSBA or the President's designee before June 30. Informational reports, comments, and supporting data are not approved by their acceptance for filing and do not become part of the policy of the Minnesota State Bar Association unless specifically approved by the Assembly.

§ 10.10. **Administrative Suspension**

- (a) A section may be administratively suspended if, in a given fiscal year, that section:
 - (1) fails to hold an annual meeting;
 - (2) fails to elect a full slate of officers and a full number of council members required by the section's bylaws; and
 - (3) fails to sponsor some activity that provides a direct benefit to section members.

Staff will report to the Council any section meeting the criteria in the previous paragraph. Administrative suspension shall not be effective until approved by the Council. During the period of administrative suspension, all section funds will be held by the MSBA and returned to the section at the time of reinstatement.

- (b) Effect of Administrative Suspension

A section placed on administrative suspension will:

- (1) be removed from dues statements and membership applications;
 - (2) be prohibited from collecting money or incurring expenses; and
 - (3) be precluded from taking positions or making recommendations other than those necessary to cure the suspension.
- (c) Curing Administrative Suspension
- Interest members may petition the Council to be reinstated if the section has elected a new slate of officers and full council and has developed a plan to sponsor activity that provides a direct benefit to section members.

**Article 11
Committees**

§ 11.1. **Establishment of Committees**

The committees of the MSBA comprise committees of the Assembly pursuant to § 4.11 and committees established by the President pursuant to § 11.2. The committees appointed pursuant to § 11.2 are subject to the control and direction of the Council.

§ 11.2. **Establishment of Standing and Ad Hoc Committees by President**

11.2.1. **Other Committees of the MSBA established by President.** The President with the approval of the Council may establish committees to carry on the work and promote the

purposes of the MSBA and to study issues and topics that may from time to time arise. Unless the resolution approving the establishment of the committee provides otherwise, the term of each committee established by the President shall be coincident with the term of the President that established the committee.

11.2.2. **President-Elect's responsibilities.** The President-Elect shall, not later than June 30, advise the Council of the committees (names, powers and duties, chairperson, and membership) which the President-Elect proposes to establish or continue when the President-Elect becomes President.

11.2.3. **Members and Chairpersons.** Unless the resolution approving the establishment of a committee provides otherwise, the President shall appoint the members of a committee and designate its chairperson. The membership of a committee shall not exceed 50.

11.2.4. **Attendance.** The chairperson may report the names of committee members who are absent without excuse from two consecutive meetings. The President shall thereupon notify such member of his or her removal from the committee and appoint a replacement for the balance of his or her term in office.

11.2.5. **Chairperson.** A chairperson of a committee shall not serve for more than three consecutive terms.

11.2.6. **Meetings.** A committee's meetings shall be held at the call of its chairperson. Each committee shall keep a record of its meetings and proceedings and promptly file minutes of each meeting with the MSBA office. A committee established under § 11.2 shall have the same power as an Assembly committee under § 4.1.1 to conduct electronic meetings and have participation by remote communication.

11.2.7. **Quorum.** One-third of the members of any committee shall constitute a quorum for the transaction of business unless otherwise specified in the resolution approving its establishment. [Note: The Minnesota Nonprofit Act provides that if a quorum is present when a duly called or held meeting is convened, the committee members present may continue to transact business until adjournment, even though the withdrawal of committee members originally present leaves less than the proportion or number otherwise required for a quorum.]

11.2.8. **Expenses.** No committee shall incur any expenses beyond its authorized budget without first obtaining the approval of the Council.

11.2.9 **Annual reports.** Each committee chairperson shall file an annual report summarizing the activities of the committee with the President of the MSBA or the President's designee before June 30. Informational reports, comments, and supporting data are not approved by their acceptance for filing and do not become part of the policy of the Minnesota State Bar Association unless specifically approved by the Assembly.

Article 12 Legislation

§12.1. Legislative positions in the name of the MSBA.

With approval of the Assembly, or with the approval of the Council if there is inadequate time for Assembly action, the MSBA may express its opinion on pending or prospective legislation which is within the expertise of the profession and is within the purposes of the

MSBA. All legislative positions taken in the name of the MSBA shall be approved by the Assembly or the Council. When deciding to take a legislative position, the Assembly or the Council may act on their own initiative or upon a section or committee recommendation that complies with this Article.

The Assembly and the Council will consider a recommendation from a section or committee for legislative action in the name of the MSBA only if the recommendation complies with the procedures of the Assembly's Legislative Committee. The term "legislative action" is defined in the MSBA Legislative Policy adopted by the Assembly on September 9, 2011.

The recommendation of a section or committee will be considered only if:

- (a) the recommendation is accompanied by a written report in a format prescribed by the Legislative Committee containing a statement of the reasons for the recommendation;
- (b) the recommendation is set forth at the beginning of the report so as to distinguish it clearly from the body of the report;
- (c) the recommendation is preceded by the following language:

No report, recommendation, or other action of any section or committee shall be considered as the policy of the MSBA unless and until it has been approved by the Assembly. Reports, comments, and supporting data are not approved by their acceptance for filing and do not become part of the policy of the Minnesota State Bar Association unless specifically approved by the Assembly.
- (d) the report shows that it has been approved by the section or the committee in accordance with the section's bylaws or committee's procedures at an authorized meeting (or by the section's council, if it has authority under the section's bylaws to act for the section);
- (e) the report includes a complete summary of the portion of the legislation under consideration together with copies of the applicable section of the proposed bill, or proposed language if no bill exists;
- (f) in the case of a recommendation calling for action that may result in expenditures by the MSBA, the amount needed is shown in the body of the report;
- (g) the report states whether the section or the committee solicited comments or suggestions from its members regarding the recommendation, and, if so, what comments or suggestions were received; and
- (h) if a section or committee is considering a recommendation relating to a subject within the jurisdiction of another section or committee, it shall notify the other section or committee and invite its comments or suggestions. Any such notification and comments received shall be included in the report.

12.1.1 The President or President's designee shall present the MSBA's position on legislation approved by the Assembly. No other member or employee may present the position without prior authorization from the President.

12.1.2 The President or President's designee shall have the authority to agree to and support amendments and substitute legislative proposals which are not inconsistent with positions previously adopted by the Assembly.

12.1.3 Unless expressly stated otherwise, rescinded, modified, or renewed by the Assembly, legislative action of the MSBA, once adopted by the Assembly, shall remain an official position of the MSBA for six years.

§12.2. Legislative positions in the name of sections or committees.

Sections and committees are strongly encouraged to present legislative recommendations to the Assembly for approval as MSBA positions. Sections and committees are also authorized to take positions on their own behalf pursuant to this Article, but the President has the authority to preempt section and committee legislative action at any time. If the President preempts the legislative action of a section or committee, the section or committee shall not take its contemplated action, but the President's decision shall go before the Council for a vote at its next scheduled meeting. The Council may reverse or amend the President's decision by a majority vote of members present and voting.

12.2.1 A section or committee may advance a legislative position only after the section or committee certifies to the President of the MSBA at least three business days before the position is published,

- (a) that the action:
 - (i) is germane to the business of the section or committee;
 - (ii) has been approved in accordance with the section's bylaws, or in the case of a committee, by the majority of the quorum;
 - (iii) is not contrary to any current position of the MSBA;
 - (iv) does not address an issue pending consideration by the MSBA on the agenda of the Council or Assembly;
 - (v) indicates (in a format approved by the President) that it is the action of the section, section council, or committee, and does not represent the view or action of the MSBA; and
- (b) that the action was submitted to the members of the section or committee by mail or electronic means before the section's or committee's certification to the President under this section, and that the members of the section or committee were invited to make comments;
- (c) whether the section or committee sought comments from any other section or committee regarding the recommendation, and, if so, the nature of the comments; and
- (d) the vote totals of the section's or committee's membership or governing body approving the recommendation.

12.2.2 The section or committee must comply with rules and procedures of the Legislative Committee and keep the Legislative Committee informed of its efforts to have the legislative position adopted.

12.2.3 The section or committee must indicate in a form approved by the President that the action is the action of the section or committee, and does not represent the view or action of the MSBA.

12.2.4 When there is a difference of opinion among those authorized to determine the position of the section or committee, the position of the minority may also be presented by the minority at any time and place at which the majority position is presented.

12.2.5 Legislative action of a section or committee authorized under this section shall remain a position of section or committee only for the duration of the legislative biennium in which it was adopted.

Article 13 Amicus Curiae Briefs

§ 13.1. Amicus curiae positions in the name of the MSBA.

With approval of the Council, the MSBA may file amicus briefs which are within the expertise of the profession and are within the purposes of the MSBA. Amicus curiae briefs shall be addressed to issues of law and not questions of fact and shall be authorized only when the proposed brief may be expected to make a significant contribution to the determination of the legal issues involved. No amicus curiae brief shall be filed in the name of the MSBA unless it has been approved by the Council and signed by the President of the MSBA and by the attorney(s) drafting the brief. When deciding whether or not to file an amicus curiae brief, the Council may act upon the recommendation of a section or committee, or may act on its own initiative.

- 13.1.1 The Council will consider a recommendation for MSBA amicus action only if:
- (a) the recommendation is accompanied by a written report containing a statement of the reasons for the recommendation and the specific issues to be included in the brief;
 - (b) the recommendation is set forth at the beginning of the report so as to distinguish it clearly from the body of the report;
 - (c) in the case of a recommendation from a committee or section, the report shows that it has been approved by the section or the committee in accordance with the section's bylaws or committee's procedures at an authorized meeting (or by the

section's council, if it has authority under the section's bylaws to act for the section);

- (d) the report includes a copy of the court opinion or findings from which the appeal is intended to be taken;
- (e) the costs of printing and filing an authorized amicus curiae brief shall be paid by the MSBA, but no fee shall be paid by it to any person for the preparation or review of such brief.)
- (f) the report states whether the section or the committee solicited comments or suggestions from its members regarding the recommendation, and, if so, what comments or suggestions were received; and
- (g) the report states whether the section or the committee solicited comments or suggestions from any other section or committee regarding the recommendation, and, if so, what comments or suggestions were received.

13.1.2 The President or President's designee shall have final authority to approve the wording of the amicus curiae brief and to present the position of the MSBA as approved by the Council. No other member or employee may present the amicus brief without prior authorization from the President.

§ 13.2. Amicus positions in the name of a section or committee.

Sections and committees may present amicus curiae recommendations to the Council for approval as MSBA positions, or may take positions on their own behalf pursuant to this Article, but the President has the authority to preempt section and committee action. If the President preempts the action of a section or committee, the section or committee shall not take its contemplated action, but the President's decision shall go before the Council for a vote at its next scheduled meeting. The Council may reverse or amend the President's decision by a majority vote of members present and voting.

13.2.1 Amicus at the invitation of the Court.

This paragraph applies if the Minnesota Court of Appeals or Minnesota Supreme Court invites an amicus curiae brief from a section of the MSBA. Upon receiving the invitation, MSBA staff will immediately provide the invitation to sections and committees that may have an interest in the subject. Interested sections and committees have two days from when the invitation is sent to submit comments to the President and the section identified in the Court's invitation.

The invited section will certify the following to the MSBA President at least two days prior to the position being published:

- (a) a statement that the action has been approved in accordance with the section's bylaws;
- (b) a brief statement of the position to be addressed, or if no position has been established, a statement to that effect and an explanation for the absence of a position; and

- (c) a statement that indicates the brief is the action of the section and does not represent the view or action of the MSBA.

If the President does not respond to the certification within two business days of receipt, then the section may proceed with the amicus process.

13.2.2 All other Section or Committee amicus briefs.

For all other amicus briefs a section or committee may file an amicus brief only after it certifies the following to the President of the MSBA at least three business days before the position is published:

- (a) a statement that the action:
 - (i) is germane to the business of the section or committee and includes the specific issues to be included in the brief;
 - (ii) has been approved in accordance with the section's bylaws, or in the case of a committee, by the majority of a quorum;
 - (iii) is not contrary to any current position of the MSBA;
 - (iv) does not address an issue pending consideration by the MSBA on the agenda of the Council or Assembly;
 - (v) indicates that it is the action of the section or committee, and does not represent the view or action of the MSBA; and
- (b) that the recommendation was submitted to the members of the section or committee by mail or electronic means before the section's or committee's certification to the President under this section (For the purposes of this section, it shall be sufficient if the section or committee includes notice of a pending amicus application on the agenda of the meeting where the decision will be made.);
- (c) a statement whether the section or committee sought comments from any other section or committee regarding the recommendation, and, if so, the nature of the comments; and
- (d) the vote totals of the section's or committee's membership or governing body approving the recommendation.

If the President does not respond within two business days to the notice and certification by the section or committee, the section or committee may proceed with the amicus process.

Article 14 Other Action

§14.1. Other MSBA action.

With approval of the Assembly, or the Council with respect to its authority, the MSBA may express its position on matters which are within the expertise of the profession and are

within the purposes of the MSBA including pending or prospective court rules. When deciding whether or not to adopt a position under this Article, the Assembly or Council may act upon the recommendation of a section or committee, or may act on its own initiative.

14.1.1 The Assembly or Council will consider a recommendation for MSBA action under this Article only if:

- (a) the recommendation is accompanied by a written report containing a statement of the reasons for the recommendation;
- (b) the recommendation is set forth at the beginning of the report so as to distinguish it clearly from the body of the report;
- (c) in the case of a recommendation from a committee or section, the report shows that it has been approved by the section or the committee in accordance with the section's bylaws or committee's procedures at an authorized meeting (or by the section's council, if it has authority under the section's bylaws to act for the section);
- (d) in the case of a recommendation calling for action that may result in expenditures of MSBA money or staff time, the amount needed is shown in the body of the report;
- (e) the report states whether the section or the committee solicited comments or suggestions from its members regarding the recommendation, and, if so, what comments or suggestions were received; and
- (f) the report states whether the section or the committee solicited comments or suggestions from any other section or committee regarding the recommendation, and, if so, what comments or suggestions were received.

14.1.2 The President or President's designee shall present the MSBA's position approved by the Assembly or Council. No other member or employee may present the position of the MSBA without prior authorization from the President.

14.1.3 Unless expressly stated otherwise, rescinded, modified, or renewed by the Assembly, action of the MSBA taken under this Article, once adopted by the Assembly, shall remain an official position of the MSBA for six years.

§14.2. Other action in the name of sections or committees.

Sections and committees are strongly encouraged to present recommendations to the Assembly or Council for approval. Sections and committees are also authorized to take action on their own behalf pursuant to this Article, but the President has the authority to preempt section and committee action at any time. If the President preempts the action of a section or committee, the section or committee shall not take its contemplated action, but the President's decision shall go before the Council for a vote at its next scheduled meeting. The Council may reverse or amend the President's decision by a majority vote of members present and voting.

14.2.1 A section or committee may take action under this Section only after the section or committee certifies the following to the President of the MSBA at least three business days before taking such action:

- (a) that the action:
 - (i) is germane to the business of the section or committee;
 - (ii) has been approved in accordance with the section's bylaws, or in the case of a committee, by the majority of the quorum;
 - (iii) is not contrary to any current position of the MSBA;
 - (iv) does not address an issue pending consideration by the MSBA on the agenda of the Council or Assembly;
 - (v) indicates (in a format approved by the President) that it is the action of the section, section council, or committee, and does not represent the view or action of the MSBA; and
- (b) that the recommendation was submitted to the members of the section or committee by mail or electronic means before the section's or committee's certification to the President under this section, and that the members of the section or committee were invited to make comments;
- (c) whether the section or committee sought comments from any other section or committee regarding the recommendation, and, if so, the nature of the comments; and
- (d) the vote totals of the section's or committee's membership or governing body approving the recommendation.

14.2.2 Sections or committees must comply with rules and procedures, if any, of the MSBA Council.

Article 15 Annual Convention

The MSBA may hold an Annual Convention or such other meetings of its membership and affiliated associations, including special and regional meetings, as the Assembly may prescribe.

Article 16 Miscellaneous

§ 16.1. Indemnification

To the full extent permitted by any applicable law, the MSBA shall indemnify each person made or threatened to be made a party to any threatened, pending, or completed civil,

criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the MSBA, by reason of the former or present capacity of the person as:

- (a) a director, officer, employee, member of a committee or section of the MSBA or representative of the Assembly or Council, or
- (b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer, employee, member of a committee or section of the MSBA or representative of the Assembly or Council, is or was serving another corporation at the request of the MSBA or whose duties as a director, officer, employee, member of a committee or section of the MSBA or representative of the Assembly or Council involve or involved such service to the other corporation, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee, committee or section member or representative of the Assembly or Council, shall inure to the benefit of the heirs, executors, and administrators of such person, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

The MSBA may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, a member of a committee or section of the MSBA or representative of the Assembly or Council against any liability asserted against such person and incurred by such person in any such capacity.

§ 16.2. **Fiscal year**

The MSBA fiscal year shall begin on July 1 in each year.

§ 16.3. **Terms of office**

The date of election notwithstanding, the terms of office for all MSBA officers and representatives of the Assembly and Council and the terms of office for all section officers shall start on July 1.

§ 16.4. **Official publication**

The official publication of the MSBA shall be the *Bench & Bar* magazine. Where notice is required, it may be given by mailing a copy of *Bench & Bar* containing the notification, properly addressed according to the last available MSBA records, to each member entitled to notice. If a member has requested delivery of the *Bench & Bar* magazine by digital electronic means, notice may be given by digitally transmitting to the member a copy of *Bench & Bar* containing the notification.

§ 16.5. **Appointments and Nominations**

Appointments or nominations by the MSBA to outside boards, Supreme Court Committees or Boards, and MSBA Committees should be made with reference to geographical, racial, gender, type of practice, and small firm/large firm balance.

§ 16.6. **Association delegates to American Bar Association**

Association delegates of the MSBA to the American Bar Association shall be elected by the Assembly for the terms established by the American Bar Association. No delegate may serve more than three consecutive terms.

§ 16.7. **Privileges of the floor of the Assembly**

16.7.1. The privilege to address the Assembly may be extended to any person by the presiding officer or by majority vote of the Assembly representatives present and entitled to vote.

Members of the MSBA may address the Assembly at the Assembly meeting held in conjunction with the MSBA Convention, subject to the rules adopted for the Assembly meeting.

The spokesperson for a member proposed resolution designated under § 6.1 (d) (iv) has privilege of the floor, without vote (unless such spokesperson is a representative in the Assembly and otherwise entitled to vote), and may speak or make a motion concerning the member proposed resolution.

The chairperson of a section or committee has the privilege of the floor, without vote (unless such chairperson is a representative in the Assembly and otherwise entitled to vote), and may speak or make a motion concerning a report of his or her section or committee or any other matter within the jurisdiction of his or her section or committee. If a minority report is filed in connection with a report with recommendations, one representative selected by the minority for that purpose may speak once on the question.

16.7.2. A person may not speak more than once on the same question without the permission of the presiding officer, except that the person who made the motion under discussion may close the debate on it.

16.7.3. A person may not speak more than five minutes at one time without permission of the presiding officer.

§ 16.8. **Standard code**

The then current edition of Roberts' Rules of Order governs the Assembly and Council in parliamentary situations that are not covered by applicable statute or by the Restated Articles or Restated Bylaws.

§ 16.9. **Pluralism**

The MSBA shall encourage the participation and representation in its membership and leadership, and in the legal profession generally, of the many diverse groups that the MSBA serves.

Article 17 Elections

§ 17.1. Policy

The Assembly shall elect the Association's officers, delegates, representatives to other bodies and commissions and representatives from the Assembly to the Council according to this rule, unless the Assembly by a two-thirds vote of all its representatives entitled to vote adopts a different method.

§ 17.2. Definitions

For the purposes of this article:

- (a) Election. An "election" includes an appointment or, where another body enjoys the power of election or appointment, a nomination by the Association; and
- (b) Nomination. A "nomination" means a nomination for election by the Association, and not the Association's nomination for election or appointment by another body.

§ 17.3. Schedule and notice

The Council, subject to the Assembly's review, shall schedule each such election. The Secretary shall give timely notice of the election in a publication of general circulation to the membership, and shall invite any interested member to seek election. The Council or Assembly may waive such notice for cause.

§ 17.4. Nominations

Any member of the Association may nominate any eligible person (including, if eligible, himself or herself) by written notice to the Secretary, who shall transmit each such nomination to the Assembly. Any member of the Assembly may nominate from the floor any other eligible person. If the number of nominees when nominations from the floor are closed equals the number to be elected, each such nominee is automatically elected.

§ 17.5. Speeches and questions

If the number of nominees exceeds the number to be elected, each nominee or his or her designee may speak on the nominee's behalf for up to five minutes. During the ten minutes after the speeches, any Assembly representative may question any nominee or designee, who shall respond within one minute. The Assembly may by a two-thirds vote of representatives present and entitled to vote reduce or extend these limits. No nominee shall be asked to leave the room during or between the speeches, questioning, or voting.

§ 17.6. **Voting**

The vote shall be taken by secret ballot. Each voter shall rank the nominees in order of preference.

§ 17.7. **Election**

The threshold needed for election is $v/(n+1)$, where "v" is the number of valid votes cast and "n" is the number of seats open. A nominee is "active" until he or she is elected or dropped. The following process is repeated until the number of active nominees equals the number of seats left open, in which case those nominees are elected. A ballot is "transferable" if, when the most-preferred active nominee is elected or dropped, the voter has ranked another active nominee:

- (a) Each vote is distributed to the most-preferred active nominee. Any nominee who reaches the threshold is elected. If the nominee passes the threshold, the surplus is distributed equally among the transferable ballots, each of which is redistributed to the next-preferred active nominee.
- (b) If no nominee has reached the threshold, the nominee or nominees with the fewest votes are dropped, and each transferable vote is redistributed to the next-preferred active nominee.
- (c) If more than one nominee reach or pass the threshold together, the surplus is distributed first from whichever was last ahead; or, if the tie dates from the original distribution, from whichever would take more next-choice votes from the other or others. If more than one nominee have the fewest votes, whichever was last behind drops first; or, if the tie dates from the original distribution, whichever would transfer more next-choice votes to the other or others drops first. If a tie persists, the nominee most preferred on the most ballots prevails. If a tie still persists, the chair may break the tie by a given random method where each tied nominee shares the same chance of election. The ordinary method to break such a deadlock shall be for the chair, in open view, to flip a coin once.

Article 18 Restated Bylaws; Procedure

§ 18.1. **Approval of Amendments**

Amendments to the Restated Bylaws must be approved by a majority of the representatives of the Assembly entitled to vote on Assembly matters.

§ 18.2. **Proposals for Amendments**

Amendments to the Restated Bylaws may be proposed by:

- (a) Resolution by members pursuant to § 6.1;
- (b) Petition of at least ten (10) representatives of the Assembly entitled to vote on Assembly matters of whom no more than five (5) are from the same affiliated association;

- (c) Resolution of the Council; or
- (d) Resolution of any Assembly Committee created under 4.11.1.

§ 18.3. Notice

Notice of an Assembly meeting to amend the Restated Bylaws shall state the time, place, and substance of the proposed amendment, and such notice shall be given to all Assembly representatives not more than sixty (60) nor less than thirty (30) days before the meeting.

§ 18.4. Corrections

Upon adoption of an amendment to the Restated Bylaws, the Secretary may correct punctuation, grammar, or numbering where appropriate in the Restated Bylaws, if the correction does not change meaning.