

BYLAWS OF THE HENNEPIN COUNTY BAR ASSOCIATION

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**ARTICLE I – MEMBERSHIP IN THE ASSOCIATION; TERMINATION,
SUSPENSION, AND REINSTATEMENT OF MEMBERS; ANNUAL DUES**

1. Classification of Members. The members of the Association (the “Members”) shall be as follows:
 - a. Regular Member. Any member of the Minnesota Bar in Good Standing may become a member of the Association by payment of the current assessed Annual Dues of the Association and the dues of the Minnesota State Bar Association (a “Regular Member”).
 - b. Associate Member. An associate member of the Association is any of the following (each an “Associate Member”), who shall have all the rights and privileges of a Regular Member except for the right to hold office of any elective or appointive leadership position in the Association and shall pay the current assessed Annual Dues of the Association:
 - 1) Resident Associate. A current resident of Minnesota who is not admitted to practice law in Minnesota, but is a member in Good Standing of the Bar of the District of Columbia or a state other than Minnesota may become an Associate Member of the Association a “Resident Associate”).
 - 2) Non-Resident Associate. A person who meets the requirements for a Regular Member, except that he or she neither resides nor practices law in Minnesota may become an Associate Member of the Association (a “Non-Resident Associate”).
 - 3) Retired Member. A person who, after twenty-five (25) cumulative years as a Regular Member, has been granted fee-exempt status under the Minnesota Supreme Court Rules may become a Member of the Association (a “Retired Member”).
 - 4) Emeritus Member. A Regular Member or Attorney Associate member who is seventy (70) years of age or older, who is no longer in full-time practice, and who files a request for emeritus status at the Minnesota State Bar Association may become a Member of the Association (an “Emeritus Member”). The emeritus status shall commence on the next fiscal year following such filing.
 - 5) Honorary Lifetime Member. The Board may elect a member of the legal profession to be an “Honorary Lifetime Member” in the Association based on that individual’s attainments, length of service at the Association or on the bench, or by reason of distinguished service to the public or to the Association, provided specific notice of such proposed action shall be given to all members of the Board entitled to vote on such membership at least five days in advance of the meeting at which the action is to be taken.
 - c. Affiliate Member. An affiliate member of the Association is any of the following (each an “Affiliate Member”), who shall have all the rights and privileges of a

Regular Member except for the right to vote and hold office and shall pay the current assessed Annual Dues of the Association:

- 1) Organizational Affiliate Member. Any person who is not a member of the Minnesota State Bar Association, but who is a member in good standing of an organization created to promote and develop the professional skills of law office administrators, law librarians, para-professionals in the legal field, and other law-related personnel may become an “Organizational Affiliate Member” of the Association, if the Board approves a request from such an organization that its members be eligible for Organizational Affiliate Member status.
- 2) Student Affiliate Member. A student, registered at or a graduate of an accredited Minnesota law school may become a “Student Affiliate Member” of the Association (a “Student Affiliate”). The status of a Student Affiliate will automatically terminate one year following graduation, upon admission to any Bar, or termination of law school enrollment prior to graduation, whichever comes first.

2. Termination, Suspension, and Reinstatement of Members.

- a. Suspension of Membership. Suspension from the practice of law by the Supreme Court of the State of Minnesota or the applicable licensing organization with respect to an Associate Member shall result in automatic suspension of a Member’s membership rights for the period thereof (a “Suspended Member”). A Suspended Member shall not be entitled to vote at any meeting of the Members of the Association during the period of his or her suspension, nor shall he or she be entitled to hold office, serve as a representative or alternate to any affiliated Association, or enjoy the use and privileges of the Association’s headquarters. A Suspended Member must continue to pay Annual Dues during the period of suspension. A Suspended Member’s membership right shall be restored to full Member status upon being restored to active status by the Supreme Court of the State of Minnesota or the applicable licensing organization with respect to an Associate Members, unless disqualified from Membership for another reason.
- b. Termination of Membership – Disbarment. Disbarment from the practice of law by the Supreme Court of the State of Minnesota or the applicable licensing organization with respect to an Associate Member shall result in automatic termination of Membership in the Association, with no reimbursement for Annual Dues paid.
- c. Termination of Membership – Failure to Pay Dues. The non-payment of assessed Annual Dues by a Member which has continued for a period of four (4) months or more from the date due shall result in automatic termination of Membership in the Association. A person whose Membership has been terminated for non-payment of assessed Annual Dues shall be reinstated for a particular fiscal year upon payment of all assessed past due amounts.

3. Annual Dues.

- a. Assessment. The dues of all Members of the Association shall be assessed on the basis of the fiscal year in accordance with an annual dues schedule adopted by the Board.

ARTICLE II — MEMBER MEETINGS AND VOTING

1. Powers of Members. Members shall enjoy all the powers that the Members may collectively exercise under these Bylaws and the Articles.
2. Meetings of Members. A meeting of the Members shall be the highest policy-making authority of the Association. The Members may act as an Association at a duly called and held meeting of the Members, except to the extent that such action is inconsistent with these Bylaws and/or the Articles.
3. Annual Meeting of the Members. The Members shall meet annually (the “Annual Meeting”).
4. Special Meetings of the Members. In addition to the Annual Meeting, a Member meeting may be held if called upon the signed written request of one hundred fifty (150) Members (a “Special Meeting”). The request shall state the specific purpose for the Special Meeting, which may be for any lawful purpose. The Members at such Special Meeting shall not transact any business unrelated to the stated purpose for such Special Meeting. The Secretary shall promptly schedule the Special Meeting between fifteen (15) and sixty (60) days after the request and shall give timely notice to the Members of the Special Meeting and its purpose.
5. Notice of Meetings of Members. The Secretary, or such person the Board may designate, shall give notice to the Members of the Annual Meeting at least five (5) days, but not more than sixty (60) days, in advance of the Annual Meeting. Notice, either published in the Association’s Official Publication, sent by electronic communication, or by letter shall be deemed a proper notice. The notice for any Special Meeting of the Members shall be provided at least fifteen (15) days before the Special Meeting in the same manner as notice of the Annual Meeting.
6. Quorum. A quorum for the transaction of business at any meeting of the Members shall consist of one percent (1%) of the Members as of a record date that is not more than sixty (60) days prior to the date of the meeting of the Members.
7. Voting. A Member shall be entitled to cast one (1) vote only on any matter properly brought at an Annual Meeting or Special Meeting of the Members.
8. Order of Business. Except for a Special Meeting, the Executive Committee shall act as the Membership’s administrative agent and shall set the order of business at the Annual Meeting, draft and submit for consideration any necessary special rules of order and record and approve the minutes. The order of business at a Special Meeting of the Members shall be as set forth in the Special Meeting notice.

9. Chair. The President of the Association shall preside at any meeting of the Members.
10. Review of Actions. At a properly called meeting of the Members, the Members may review any action by the Board or the Executive Committee. The power of review is a plenary power to direct and instruct an agent, which includes the right to remand, modify, or vacate any action by the agent, or to act directly in his, her, or its place.

ARTICLE III — BOARD OF DIRECTORS; QUALIFICATIONS AND DUTIES

1. General Powers. The property, affairs, and business of the Association shall be managed by and shall be under the direction of the Board. The Board may determine a list of Directors' general responsibilities which, along with these Bylaws, and any policies and procedures the Board may establish, shall guide the actions of the Board. Except as the Articles otherwise provide, the Board may act on the Association's behalf in any matter, except to the extent that such action is inconsistent with these Bylaws or the Articles, or with any action approved at any meeting of the Members.
2. Number and Composition. At all times the Board shall be composed of at least three (3) Members but no more than thirty (30) Members. The composition of the Board shall encourage diversity and representation from a broad cross-section of Members. For each fiscal year of the Association the composition of the Board shall be as follows:
 - President;
 - President-elect;
 - Treasurer;
 - Secretary;
 - Immediate past-President;
 - The chair of the New Lawyers Section;
 - One (1) representative of the Volunteer Lawyers Network;
 - One (1) representative of the Hennepin County Bar Foundation;
 - The chair or designee from the Diversity Committee;
 - The chair or designee from the Bench and Bar Committee;
 - The designee of the Finance and Planning Committee
 - One (1) representative from the Association's sections chosen at a duly called and constituted meeting of the Council of Sections;
 - Nine (9) at-large representatives of the Membership nominated and elected as provided in this Article III of these Bylaws, with at least one (1) of such at-large representatives being a member of the New Lawyers Section at the commencement of his or her term (each an "At-Large Director");
 - Up to nine (9) representatives from the Affinity Bar Associations, with any such Affinity Bar Association allowed to appoint only one representative.

If a specific organization or committee or section is listed above (as identified with initial capitalized letters) but is not otherwise defined in these Bylaws, such organization, committee or section shall have the common meaning as used by the Association or that organization (each an “Other Organization” or collectively, the “Other Organizations”).

3. Notification of At-Large Director Elections. The Association shall provide all Members with notice forty-five (45) days before nominations are closed for At-Large Directors to be elected for the upcoming fiscal year. Only regular Members may serve as At-Large Directors.

4. Representatives from Other Organizations, Other than Affinity Bar Associations. To the extent possible, the Association encourages each Other Organization to take into consideration the effect any appointment or election to this Board shall have on the diversity of the Board with respect to gender and minority representation. Prior to the commencement of each fiscal year each Other Organization (other than the At-Large Directors and chairs) which has one or more seats on the Board shall appoint its representative(s) to the Board. The Board may approve fair and reasonable procedures for the Other Organizations to determine how each shall designate representatives to serve on the Board. The names of those chosen shall be provided to the Secretary no later than the first day of the fiscal year. Such names will constitute that Other Organization’s representatives to the Board for that fiscal year. The Secretary shall determine whether each representative is a Member in Good Standing and thus qualified to serve on the Board. The Secretary shall communicate the names of any disqualified representative to the Other Organization from which the representative came. The Other Organization shall thereafter forthwith provide the name of a representative to replace the person disqualified.

5. Representatives from Affinity Bar Associations
After notification, Affinity Bar Associations that intend to appoint a representative to the Board shall notify the Secretary no later than April 1. If more than nine Affinity Bar Associations indicate their intent to appoint a representative by April 1, the Nominating Committee shall determine which Affinity Bar Associations will have representation on the Board, subject to approval by the Board. If nine or fewer Affinity Bar Associations indicate their intent to appoint a representative, all those Affinity Bar Associations that have requested representation shall have representation on the Board, subject to approval by the Board. The Affinity Bar Associations not chosen by the Nominating Committee may have observer rights on the Board. Each Affinity Bar Association that will have a representative on the Board shall provide the name of the representative no later than September 1. Such name will constitute that Affinity Bar Association’s representative to the Board for that fiscal year. The Secretary shall determine whether each representative is a Member in Good Standing and thus qualified to serve on the Board. The Secretary shall communicate the name of any disqualified representative to the Affinity Bar Association from which the representative came. The Affinity Bar Association shall thereafter forthwith provide the name of a representative to replace the person disqualified.

6. Method of Election for At-Large Directors.

- a. Annually, the Board shall elect any At-Large Directors who shall serve in the upcoming fiscal year at a meeting of the Board to be held prior to the commencement of the upcoming fiscal year. The Nominating Committee shall provide the Board with a slate of candidates to be voted upon by the Board and shall include the names and background information of any Member nominated to be an At-Large Director prior to the Board meeting at which the Board shall approve such candidates for election.

- b. In the event that there are fewer than the requisite number of nominees on the slate for election by the Board, the Nominating Committee shall determine the method of soliciting the names of any additional nominees to the Board for election at a subsequent Board meeting.
7. **Seating of all Directors.** A Director appointed by an Other Organization or by the Board shall be seated as of the first day of the fiscal year. Requirements for seating must be fulfilled anew for each new term of a Director.
7. **Term.** The term of a Director other than an At-Large Director shall be one (1) year, except as herein provided. The term of each At-Large Director shall be three (3) years. Terms shall be measured from the start of the fiscal year.
9. **Fees and Remuneration.** No Director shall receive any fees or remuneration for serving on the Board. The Board or the Executive Committee may, however, authorize reimbursement for approved expenses incurred in carrying out the business of the Board.
8. **Paid Officers and Staff Prohibited from Serving on the Board.** Paid staff, paid agents and independent contractors may not serve on the Board during their course of employment or contract.

ARTICLE IV — REMOVAL OF DIRECTOR, AND VACANCIES

1. **Removal.** The vote of two-thirds (2/3) of the Board shall be required for the removal of a Director from the Board. Such a removal can be made only for good cause shown. Prior to any motion to remove a Director, such Director and his or her constituency, if applicable, shall be provided with no less than thirty (30) days' notice that such motion will be proposed and the date and time of the meeting at which such motion shall be made. The Director shall be provided an opportunity to be heard at the Board meeting and shall be permitted to call upon up to three (3) members of the Other Organization that appointed that Directors or other Members to address the Board.
2. **Resignation.** Any Director may resign from the Board by giving written notice to the Association's President.
3. **Filling of Vacancies.** In the event of the death, removal or resignation of a Director, a successor to fill the unexpired term may be elected by majority vote of the Board at a duly held meeting, provided that the successor meets all the requirements for eligibility for the seat to which that person is being elected, with the exception that the Affinity Bar Associations shall provide the name of a successor in accord with a process determined by them, subject to Article III, paragraph 5. Nominations to fill the seat vacated by a Director from an Other Organization shall be members of that Other Organization. If a vacancy arises in an At-Large Directorship, the Executive Committee may determine the process by which the candidate to fill such a vacancy is determined.

ARTICLE V— MEETINGS OF THE BOARD

1. **Election Meeting.** The Board shall meet prior to the end of the fiscal year on such date and at such place and time as may be designated by it for the purpose of electing or

confirming the Officers, At-Large Directors and representatives and for the transaction of such other business as shall come before the Board.

2. Time and Place of Meetings. Board meetings shall be held at least quarterly. The Board's meetings shall be scheduled with due regard for the meetings of the Minnesota State Bar Association, Ramsey County Bar Association, and the American Bar Association so that the Board may timely consider the matters pending before those organizations.
3. Special Meetings of the Board. Special meetings of the Board may be called by (i) the President, (ii) the Executive Committee, or (iii) by six (6) or more Directors by petition to the Secretary (a "Special Board Meeting"). The Secretary shall promptly schedule the Special Board Meeting to occur between seven (7) and twenty-one (21) days after the petition is submitted to the Secretary and shall give timely notice of the Special Board Meeting to the Directors. A Special Board Meeting shall be designated as a "Special Board Meeting" in the notice of the Special Board Meeting and shall be held only for the purposes specified in the notice of the Special Board Meeting and only such business as is stated on the agenda for that meeting shall be conducted.
4. Board Meetings Held Solely by Means of Remote Communication. Any meeting of the Board may be conducted solely by one or more means of remote communication through which all of the members of the Board may participate with each other during the meeting, if the notice is given of the meeting as required by this Article V, and if the number of Board members participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.
5. Participation in Board Meetings by Means of Remote Communication. A member of the Board may participate in a Board meeting by means of conference telephone or, if authorized by the Board, by such other means of remote communication, in each case through which the member of the Board, other members of the Board so participating, and all members of the Board physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

ARTICLE VI — ACTIONS OF THE BOARD

1. Voting. Each Director shall have one (1) vote on any motion presented at a meeting of the Board.
2. Quorum for Transaction of Business. Except as otherwise provided in these Bylaws, a quorum for the transaction of business at any meeting of the Board shall consist of a majority of the Directors then serving on the Board.

3. Required Vote for Board Action. Provided a quorum is present, the vote of a majority of Directors present shall be an act of the Board. Unless the Board elects to allow the Members to vote on such an action, the vote of two thirds (2/3) of the Directors present shall be required for removal of a Director from the Board, dissolving or merging the Association, selling or transferring a substantial portion of corporate assets, purchasing or creating another entity or becoming a subsidiary of another entity. If the Articles require a larger proportion or number than is required by law for a particular action, the Articles shall control.
4. Loss of Quorum. At a meeting at which a quorum is present, but is later lost, the Board may act as if a quorum is present unless any Director calls the quorum into question.

ARTICLE VII — PROCEDURE FOR PRESENTING RESOLUTIONS AT MEETINGS OF THE BOARD

1. Presenting Resolutions.
 - a. Ordinary Order. Any Director may move the adoption of a resolution at any Board meeting. In addition, at least twenty five (25) Members may provide a written petition to the Secretary requesting that a specified resolution be introduced at a Board meeting. The President or any other Director shall move the motion introduced by such a petition.
 - b. Rapid Order. The Board may adopt policies that set forth the processes necessary to present and adopt resolutions in an expedited manner. Such policies shall, where applicable, meet the requirements for resolutions set forth in Article VII.
2. Content. Any matter is a proper subject for a resolution, unless a meeting of the Members or the Board determines otherwise.
3. Form. Unless made spontaneously from the floor, each resolution shall consist of a concise recommendation or proposed specific action and should be accompanied by a written report that supports the resolution with relevant facts, authority, and argument with reasonable candor and objectivity, and should fairly represent any opposing viewpoint. If it amends a resolution previously adopted, it suffices for the recommendation to identify the document and provision thereof to be amended together with the proposed amendment.
4. Expenses Relating to a Resolution. The report shall clearly estimate any cost that the recommendation or proposed action may entail. If the resolution is adopted, the Board may authorize or reimburse any expense in connection with a cost that the report estimated, up to the estimated amount (or, with a report to the Board at its next meeting, up to one-third in excess thereof). No money shall be drawn from the treasury in connection with a cost that the report did not estimate, unless the Board of the Association so authorizes.

5. Pending Legislation. If a resolution relates to pending legislation or rulemaking or it adopts or incorporates another document, the report should contain or append any relevant part of the proposed bill and any related legislative report, or of the proposed rule and any related administrative notice, or of the other document being adopted or incorporated and any related official analysis or commentary. The resolution, including both the recommendation and the report, shall not exceed twenty (20) pages, unless the mover (or the constituency that the mover represents) bears, or the Board authorizes, the cost of printing and publishing any material in excess of twenty (20) pages. The report may incorporate by reference a longer appendix, which the Secretary shall keep on file and available for inspection and copying by any Member during normal business hours at the Association's office, until the resolution has been considered, approved or defeated.
6. Consideration of Resolutions. The President shall seek to ensure that (i) the debate on any resolution is as fully informed as is reasonably possible; (ii) any opposing viewpoint is fairly considered; and (iii) each matter that reaches the floor has been considered by each interested constituency, committee, section, Officer or Staff. Within seven (7) days after its introduction, the Executive Committee (or, if the Executive Committee is not meeting, the Secretary after consultation with the President) shall refer any resolution introduced by petition, and may refer any other resolution, to the appropriate Staff or Association body.
7. Record of Resolutions. The Secretary shall keep a record of each resolution and other matters that await consideration by the Board from which record the Executive Committee shall prepare and circulate an agenda for each meeting.
8. Timing of Introduction of Resolutions. Except for a resolution being proposed for enactment pursuant to a rapid order policy approved in accordance with Section 1(b) above, a resolution shall ordinarily appear on the agenda of the first meeting of the Board held more than fifteen (15) days after the resolution was presented for introduction. In no event, however, shall any such resolution be postponed for consideration by more than sixty (60) days.
9. Notice of Resolutions. Except for a resolution being proposed for enactment pursuant to a rapid order policy approved in accordance with Section 1(b) above, the Secretary shall use his/her best efforts to give timely notice to Directors of each resolution to be introduced. The notice shall state the resolution or provide a summary if the resolution is over two hundred fifty (250) words.
10. Informational Reports. The Board shall receive informational reports from the Executive Committee and from any other Association Body, Officer, Staff, or agent about the matters within its charge. The Board shall likewise receive informational reports from the representatives to any organization of which the Association is a constituent or an affiliate. Each such report shall ordinarily note any known or expected resolution or any other matter that awaits consideration by that organization.

ARTICLE VIII— OFFICERS; DUTIES OF OFFICERS

1. **Composition; Officer Track.** The officers of the Association shall be the President, President-Elect, Treasurer, and Secretary (the “Officers”). For purposes of these Bylaws and the leadership of the Association, the Officers shall progress from one office to the next commencing with the Secretary, then the Treasurer, then the President-Elect, and culminating with the office of the President (the “Officer Track”). Once an individual is elected as the Secretary by the Board after nomination by the Nominating Committee, that person shall be on the Officer Track and shall progress from office to office unless such person resigns, dies or is removed pursuant to this Article.
2. **Election.** The Board shall elect a new Secretary annually and shall confirm that the individuals already serving as Officers shall progress through the Officer Track, with the particular Officers or Officer in question recusing him or herself from such confirmation. The Board shall have the power to decline to confirm an Officer moving through the Officer Track if the Board so determines to do so after discussion and a vote of at least two-thirds (2/3) of the Directors.
3. **Term.** Officers shall serve a one-year term in a given office or until his or her successor is elected. No Officer shall be granted any contractual rights to office.
4. **Removal.** The vote of two-thirds (2/3) of the Board shall be required for the removal of an Officer. Such a removal can be made only for good cause shown. The removal of an Officer shall automatically remove that person from the Board. Prior to any motion to remove an Officer, such Officer shall be provided with no less than thirty (30) days’ notice that such motion will be proposed and the date and time of the meeting at which such motion shall be made. The Officer shall be provided an opportunity to be heard at the Board meeting.
5. **Officer Vacancy.** If an Officer is removed, resigns or dies, the next Officer on the Officer Track shall serve in such office of such Officer as set forth below.
 - a. If the President resigns, dies or is removed, the President-Elect shall immediately upon such resignation or removal, become the President and he or she shall serve as President and the President-Elect for the remainder of the term so filled and then serve as President for his or her own term as President as contemplated by the Officer Track.
 - b. If either the President-Elect or Treasurer dies, resigns or is removed, the next Officer on the Officer Track shall fill the role of such dead, resigned or removed Officer. In the event of the death, resignation or removal of the Treasurer, at the election of the Board either (i) the Secretary shall become the Treasurer and continue to serve as the Secretary for the remainder of the fiscal year and, (ii) the Nominating Committee shall solicit and put forth a new candidate for Secretary to fill the remainder of the term of the Secretary.
 - c. If the Secretary dies, resigns or is removed, at the election of the Board either (i) the Nominating Committee shall solicit and put forth a new candidate for Secretary to fill the remainder of the term of the dead, resigned or removed Secretary or (ii) the

Nominating Committee shall put forth candidates for both the Secretary and the Treasurer for the upcoming fiscal year.

6. President. The President shall preside over all meetings of the Board, the Membership and of the Executive Committee. Unless otherwise specifically provided in these Bylaws, the President, by virtue of office, shall serve as a member of all Sections and Committees of the Association, and sign all documents as may be required for the business of the Board, and in general perform all duties usually incident to the office of the President and such other duties as may be from time to time set forth by the Board. The President may vote on any matters properly before any Association Body.
7. President-Elect. The President-Elect shall perform such duties as shall be delegated by the President or by the Board, and in the absence of the President shall preside at all meetings of the Board, Executive Committee, or the Members. The President-Elect shall perform such other duties as may be assigned by the Board or the President.
8. Treasurer. The Treasurer or his or her delegates shall have custody of all funds and securities of the Association and shall cause all funds to be deposited in the name of the Association in the bank or banks or other authorized depositories that the Board may designate. The Treasurer shall be authorized to sign or countersign all checks, drafts, and notes of the Association and disburse the funds of the Association under the direction of the Board or President, and shall perform such other duties as may be assigned by the Board or the President.
9. Secretary. The Secretary or his or her delegates shall keep the minutes of meetings of the Board, Executive Committee, and Members. The Secretary shall cause notice of these meetings to be provided as set forth in these Bylaws and certify to the provision of all notices of such meetings. The Secretary shall perform such other duties as may be assigned to the Secretary by the Board or the President.
10. Additional Officers. Additional officer positions may be created by an affirmative vote of a two-thirds (2/3) majority at a meeting of the Board. Prior to the creation of any additional officer position, the Board shall specify the powers and duties of that position.
11. Delegation. Any Officer may delegate any of his or her tasks to members of the Staff to perform such functions.

ARTICLE IX— NOMINATIONS PROCESS AND ELECTION OF OFFICERS

1. Annual Election of Officers. Annually, the Board shall elect a Member to serve as Secretary and shall affirm or disaffirm those Members who are on the Officer Track who shall serve as Treasurer and President-Elect. Once a Member has been affirmed as the President-Elect that person shall automatically become the President.
2. Notice. The Secretary shall give timely notice to the Members of the nomination and election of a new Secretary and shall invite any interested Member to apply for nomination by the Nominating Committee to the office of Secretary. Notice shall be

given to the Members either electronically or in print at least forty-five (45) days before nominations are closed for the election of Secretary.

3. Nominees. The Nominating Committee shall nominate at least one (1) nominee for the office of Secretary to be elected by the Board.
4. Report. The Nominating Committee shall report to the Board at its meeting the name of nominees for Secretary. In addition, the Nominating Committee shall report to the Board the names of the Officers in the Officers Track. Any unopposed nominee for Secretary shall automatically be declared as elected as Secretary. Unless otherwise unaffirmed by two-thirds (2/3) of the Directors, the remainder of the Officers on the Officer Track shall be elected for the next office on the Officer Track.
5. Election. Election shall occur by simple majority, disregarding abstentions. If there are multiple nominees and no nominee gets a majority, the Board shall again ballot, in which case the nominee or nominees with the fewest votes on the last ballot are excluded, unless such exclusion would leave only a nominee with less than a simple majority. In the case of a tie, the Board may invite each nominee to speak for up to three (3) minutes, then shall continue to ballot until an election occurs.

ARTICLE X – NOMINATING COMMITTEE

1. Role of Nominating Committee. A committee comprised of Members of the Association shall determine the slate of nominees who shall be presented to the Board to fill the various offices and roles set forth in these Bylaws (the “Nominating Committee”). The Association recognizes that the Nominating Committee serves an integral role for the Association on behalf of its Members by determining who shall be nominated to serve as Officers and Directors and committee members where applicable. At all times the Nominating Committee shall consider nominees and candidates with a view towards further service to the Association and bar leadership as well as making sure the nominees as a whole reflect the many diverse groups within the Association.
2. Composition. The Nominating Committee shall be composed of twelve (12) individuals, with one (1) being the immediate past-President of the Association, five (5) being sitting Directors and six (6) being Members appointed by presidential appointment – two (2) by each successive President, in consultation with the Officers.
3. Appointed Nominating Committee Member. Annually, the President shall appoint two (2) Members to the Nominating Committee to begin serving that fiscal year (each an “Appointed Nominating Committee Member”). Each such appointment shall be made with due regard for diversity. The President shall seek to assure that the composition of the Nominating Committee reflects the many diverse groups within the Association.
4. Chair of Nominating Committee. The past-President shall be the Nominating Committee’s chair.

5. Term. Each Appointed Nominating Committee Member shall serve a three (3) year term. The past-President and the Nominating Committee members appointed by the Board shall serve a one (1) year term.

ARTICLE XI— EXECUTIVE COMMITTEE

1. Composition. The Executive Committee shall be a committee of the Board and shall consist of the Officers, the immediate past-President, and the chair of the New Lawyers Section (as such term is defined by the policies of the Association and such Section’s own policies or bylaws). Each shall have one (1) vote on matters before the Executive Committee. It shall also include the Chief Executive Officer as a non-voting member who shall not be counted as a part of a quorum.
2. General Powers and Duties. The Executive Committee shall work to ensure that all orders and resolutions of the Board are carried into effect and shall have general management powers and duties customarily belonging to such a committee, except those duties specifically delegated to the Staff. The Executive Committee shall generally manage the Association’s affairs between the meetings of the Board. If in the Association’s best interests, the Executive Committee may on behalf of the Association, enter into contracts, leases, and other agreements. The Executive Committee may act on the Association’s behalf to the extent that such action is not inconsistent with the these Bylaws, the Articles, or any rule, resolution, policy, procedure, or plan that supplements them.
3. Meetings. The Executive Committee shall set the time and place for the holding of its regular meetings.
4. Content of Notice of Meetings. Neither the business to be conducted nor the purpose of any regular or special meeting of the Executive Committee need be specified in the notice of a meeting, unless specifically required by law or by these Bylaws.
5. Quorum for Transaction of Business. The majority of the Executive Committee shall constitute a quorum for the transaction of business.
6. Required Vote for Act of Executive Committee. Provided a quorum is present, a majority vote of those present shall be an act of the Executive Committee, unless the act of a greater number is required by law or by these Bylaws.

ARTICLE XII — REPRESENTATIVES TO OTHER ORGANIZATIONS

The Board shall elect or provide for the election of any delegate, alternate, liaison, or other representative to any Other Organization to which the Association is entitled (“Representatives”).

1. Notification of Representatives to Other Organizations. If the Board so determines to appoint such a Representative from the Membership at large, the Association shall

provide all Members with notice at least forty five (45) days before nominations are closed for Representatives to Other Organizations for the upcoming fiscal year.

2. Election of Representatives. Unless the Board provides otherwise, the Nominating Committee shall provide nominees for the election of such Representatives.
3. Representation to American Bar Association (ABA). Association representation to the ABA House of Delegates is elected consistent with the number of seats allocated by the ABA. Representation is for a two-year term. No Member who has represented the Association as a delegate to the ABA for more than four (4) years without interruption may be re-elected as a representative to the ABA without an interruption in service for at least one (1) year. This subsection does not prohibit anyone who has represented the Association for more than four (4) years without interruption from temporarily filling a vacancy as the Association's representative for a single meeting, in a manner for which the ABA's constitution provides, even if he or she is not otherwise eligible for election.

ARTICLE XIII — REPRESENTING THE ASSOCIATION

1. President as Spokesperson. The President shall be the chief representative and official spokesperson of the Board and the Association. The President or his or her representative and no other Officer, Member, Staff, or agent shall represent the Association before any agency, court, department, or other governmental body, except as this Article XIV otherwise provides. The President may expressly delegate this duty.
2. Chief Executive Officer as Spokesperson. The President may expressly delegate one or more spokesperson duties to the Chief Executive Officer either on a one-time or continuing basis. If such delegation occurs, the Chief Executive Officer is empowered to represent the Association and communicate on its behalf to the extent of the delegation as consistent with the policies and positions of the Association. The Chief Executive Officer may delegate to other Staff specific duties relating to communicating on behalf of the Association. Any delegation of authority to the Chief Executive Officer and the Staff will be automatically revoked if there is an apparent or real conflict between the Minnesota State Bar Association, Ramsey County Bar Association and this Association with respect to the matter at hand, as determined by either the Chief Executive Officers or the president of any of the organizations.
3. Officers and Staff. Except as provided in these Bylaws, any Officer, Staff member, or agent, speaking or writing outside the scope of his or her position, shall not imply or knowingly let an implication arise that the Association necessarily shares his or her opinions. Such a person shall take care that any mention of his or her title in connection with such speech or writing is for identification only.
4. Representation by Other Members. Except as set forth in this Article XIV, no Member or non-Member may represent the Association to the news media or otherwise, unless the

person has received express permission from the President, following written notice to the President that:

- a. States the purpose for the appearance;
- b. Identifies the agency, court, department, or other governmental body before which he or she will appear on behalf of a committee or section;
- c. Specifies a time not longer than ninety (90) days in the future within which the appearance will occur;
- d. Certifies that (i) the purpose falls within the person's, section's, or committee's objectives as approved by the Board; (ii) the appearance has been approved in the manner that the section's bylaws provide (or, if the bylaws are silent, by the section's highest policy-making authority), or by the committee at a duly called and constituted meeting; (iii) the section or committee has consulted each other interested Section, Committee, and Officer; (iv) the purpose is not inconsistent with any present Association policy; and (v) the section or committee has taken care that its viewpoint will not be misconstrued as the Association's policy and that any minority view will be fairly represented; and
- e. Discloses any financial, professional, or other interest or possible conflict of interest on the part of any member of the section or committee in connection with which the impartiality of the section or committee might reasonably be questioned.

ARTICLE XIV — COMMITTEES

1. **Establishment.** The Board may establish standing or Ad Hoc committees from time to time (each a "Committee"). These Committees shall be under the authority of the Board. Ad Hoc Committees shall be identified as such when authorized. The Executive Committee, Finance and Planning Committee, and Nominating Committee have procedures specifically provided for in these Bylaws. The Ethics Committee is governed by the rules of the Minnesota Supreme Court. The following procedures shall govern all other Association Committees unless separate procedures are established in the charter and governing documents of such a Committee. The Association shall maintain a list of its standing and Ad Hoc Committees, which may change from time to time as determined by the Board.
2. **Duration.** Standing Committees are created to be long-term or perpetual Association Bodies. The term of an Ad Hoc Committee shall be specified in the Committee's charter.
3. **Creation.** A charter of each Committee shall be created prior to it becoming active, or as soon thereafter as practical. The charter shall set forth the role of the committee, define a quorum, and describe how it will serve the Association, how it will be organized, how it will implement its tasks, and who may join the Committee. To be effective, a charter must be approved by the Executive Committee or the Board.

4. Appointment of Chair. Except as set forth in these Bylaws, all committees shall have one principal chair who is appointed by the President. Once appointed, a chair shall hold office until the last day of the fiscal year for which the chair is appointed, unless tenure is terminated by resignation, disability, or death, or a successor is appointed, or the committee is terminated by action of the Board.
5. Committee Membership. Committees may be composed of any combination of Members, Directors, and such non-members as the charter and governing documents allow. Subject to the Committee's charter and governing documents any Association member may become a member of any Association Committee.
6. Powers and Duties. Committees and their members shall seek to implement the specifics of their charter and work in the best interests of the Association. If so specified and authorized by a majority vote of the Board, a Committee may be empowered to act with the authority of the Board on specific matters.
7. Report of Activities. All Committees shall report their activities to the Board or to the Executive Committee if so requested by that Committee. At the end of each fiscal year, each Committee shall file an annual report of its activities to the Executive Committee or the Board. Such report shall state how the Committee is serving the Membership, its progress toward implementing the tasks set forth in its charter, and its recommendations for Committee activity for the next fiscal year.
8. Committee Action. No action by a Committee shall become the Association's action or policy, except to the extent that the Board has specifically empowered a Committee or the action has been adopted or authorized by the Board or the Executive Committee.

ARTICLE XV — SECTIONS

1. Purpose. The Board may create sections for specific purposes ("Sections"). Sections shall operate under the authority of the Board. Sections shall not ordinarily have a direct role in the governance of the Association, except insofar as they are a constituency with representation on the Board.
2. Creation. Before creating any Section, the Board must determine that the Section would meet a mission-related need of the Association and determine the budget and funding source for the Section. A Section's bylaws shall set forth the role of the Section, how it will serve the Members, how it will be organized, how it will implement its tasks, who may join the section, and define a quorum. To be effective, the Section's bylaws must be approved by the Executive Committee or the Board. The Association shall maintain a list of its Sections, which may change from time to time as determined by the Board.
3. Composition. Sections shall be composed of Members of the Association.
4. Chair. Each Section shall have one (1) chair or the duties of the chair may be shared among co-chairs. The Section shall select its own chair or co-chairs, and such other officers as its bylaws may permit. Such chairs and officers may be selected in

accordance with a Section's bylaws, but in no event later than thirty (30) days prior to the end of the fiscal year for the next fiscal year.

5. Terms. The term of such chair or co-chairs shall be one (1) year beginning on July 1 of each year.
6. Reports. All Sections shall report their activities to the Board or to the Executive Committee as requested. At the end of each fiscal year, each Section shall file an annual report of Section activities to the Executive Committee. Such report shall state how the Section is serving the Membership, its progress toward implementing the tasks set forth in its bylaws, and its recommendations for Section activity for the next fiscal year.
7. Council of Sections. For the purposes of fulfilling their obligations under these Bylaws, a representative of each Section shall meet as a Council of Sections on or before June 15 of each year and determine which one (1) Section member shall constitute the Section representative to the Board for the coming fiscal year. The name of the person chosen to serve on the Board, along with the name of one alternate who shall serve only in the event that the Secretary finds the nominee disqualified to serve on the Board shall be provided to the Secretary no later than June 25. The Secretary shall determine whether such nominee is qualified to serve on the Board. The Secretary shall communicate the name of any disqualified nominee to the President who shall communicate any deficiency to the disqualified nominee. In the event more than one alternate is required, the Council of Sections shall meet to provide the name of the necessary nominee to serve on the Board. The President-Elect, or in his/her absence, the President, shall preside at any Council of Sections meeting. The Council of Sections shall not be considered either a Committee or a Section.
8. Meeting of Council of Sections. The Council of Sections shall meet at least one (1) additional time during each year to share information, recommend reasonable processes and procedures to enhance the role of Sections in the Association and perform such duties as the Board or Executive Committee may determine.

ARTICLE XVI — FINANCE AND PLANNING COMMITTEE

1. Composition. A finance and planning committee (the "Finance and Planning Committee") shall consist of fifteen (15) Members who shall be determined as follows:
 - The four (4) Officers.
 - Five (5) at-large members nominated by the Nominating Committee from the Membership and approved by the Board (the "At-Large F&P Members").
 - Three (3) Directors from the Board.
 - Three (3) appointed members from the Membership, one each appointed by the President-Elect, Treasurer, and the New Lawyers Section chair ("Appointed F&P Members").
2. Functions. The Finance and Planning Committee shall:

- a. Advise the Board regarding the Articles, these Bylaws, or any proposed amendment to the Articles or Bylaws, and recommend on its own motion any such necessary, prudent, or reasonable amendment;
 - b. Recommend to the Board an annual budget, and policies and procedures for prudent financial management to the Board;
 - c. Draft for the Board's consideration a long-range plan and any necessary, prudent, or reasonable amendment to the plan, advise the Board about the plan's implementation, review the Association's activity for the compliance and consistency with the plan, and recommend an annual plan consistent with the long-range plan;
 - d. Consider and report on any other matter referred to its charge under these Bylaws or by the Board.
3. Terms. The At-Large F&P Members shall serve for two (2) year terms, without a limit on the number of terms. The remaining members shall each serve one (1) year terms. Appointed F&P Members can be re-appointed for an unlimited number of terms in order to maintain continuity of the Finance and Planning Committee.
 4. Chair. The Treasurer shall serve as the chair of the Finance and Planning Committee. The Committee shall elect its own vice-chair who shall serve as the Finance and Planning Committee's designee to the Board.
 5. Filling of Vacancies. In the event of the death, removal or resignation of a Finance and Planning Committee member, a successor to fill the unexpired term may be elected by the majority vote of the Board at a duly held meeting, provided that the successor meets all the requirements for eligibility for the seat to which that person is being elected. The Executive Committee may determine the process by which the candidate to fill such a vacancy is determined, subject to approval by the Board.

ARTICLE XVII — REQUIREMENTS FOR ALL MEETINGS

The following shall apply to all meetings of the Executive Committee, Board, Membership, Committees, and Sections.

1. Procedure. Robert's Rules of Order shall govern the proceedings of meetings. Other than at a meeting of the Board or Membership, the chair of the meeting may move to relax these rules, if appropriate.
2. Motions. A motion that offers advice or instruction with respect to an informational report is in order during or immediately after the report or at any later time during the same meeting, when no other motion is pending, provided that any such motion shall apply only in the particular instance, and shall not apply generally or prospectively or otherwise become policy.

3. Amendments. No amendment (other than an amendment made by the mover in moving the resolution or made by unanimous consent) or other subsidiary motion shall be in order until the mover, an opponent, a proponent, and another opponent, if there are any, have debated the resolution.
4. Division. Upon hearing a proper call for a vote by division, the chair shall count or cause to be counted how many are voting for and how many against the question, which result the minutes shall record.
5. Negative Result. If a resolution is defeated, the vote thereon does not adopt the negative result as policy, but a motion to so adopt the negative result shall be in order if made promptly after the result is announced and before debate has begun on any other main motion.
6. Notice of Meetings. Advance notice of all meetings shall be made by publication in the Associations Official Publication, mailing, telephone, facsimile or e-mail notice.
7. Waiver of Notice. A member of any Association Body, by attendance and participation in any action taken at any meeting, shall be deemed to have waived the right to notice of such meeting, unless the member limits his/her attendance and participation to objecting to lack of notice for that meeting.
8. Quorum. A quorum for each Association Body shall be controlled by its charter, bylaws, and/or other governing documents. Provided a quorum of its members is present, a majority vote of those members shall be a duly approved action of that Association Body, unless the act of a greater number is required by law, by these Bylaws, or by the Section's bylaws or the Committee's charter.
9. Proxy Prohibited. No person may make any vote by proxy and no proxy shall be accepted.
10. Meeting and Voting by Electronic Presence. To the extent practicable, a person serving on an Association Body may participate and vote at a meeting through electronic methods, if such person can simultaneously hear the meeting and all others present who serve on that Association Body, can simultaneously hear the member.
11. Written Action Without a Meeting. Any Association Body may take an action in writing, signed, or consented to by authenticated electronic communication, by the number of members of that Association Body that would be required to take the same action at a meeting of that Association Body at which all of its members were present. This method of taking an action should be used only when the results of an action are required earlier than they might be obtained by waiting for the next regularly scheduled meeting of that Association Body.
12. Presumption of Assent. A person serving on an Association Body who is present at a meeting at which action on any matter is taken shall be presumed to have assented to the action taken, unless that person's dissent to such action is recorded by the minute taker of that meeting or recorded with the Secretary or presiding officer of the Association Body

within five (5) business days after such action is taken. Unless personally delivered to the Secretary or presiding officer by the dissenting member, such dissent shall be sent by Certified U.S. Mail, return receipt requested. The right of dissent shall not apply to a person serving on an Association Body who voted in favor of such an action.

13. Record of Meeting. To the extent possible and reasonable, a record of all meetings and their action shall be kept and made available to the Board, the members of the Association Body holding the meeting, and any Association Member.
14. Open Meetings. All meetings, other than meetings of the Executive Committee, shall be open to any member of the Association and to the news media. Any Member of the Association may participate fully in the proceedings of any meeting, except that he or she may not make a motion or vote unless otherwise so entitled.
15. Vote to Close Proceedings. Notwithstanding Section 14 above, the Members at a meeting may, by a two-thirds (2/3) vote, close its proceedings on an extraordinary occasion for any valid reason, in which case only the Members of the Association, the Officers, and such others as the Members at such meeting determine, may attend or remain in attendance.
16. Disclosure. Every person serving on an Association Body has an affirmative duty to fully disclose, either in an open meeting or in a letter to the presiding officer before a vote is taken, that a conflict exists or is likely to exist. A person who has a conflict of interest may enter into debate concerning such matters, providing the disclosure has been made.

ARTICLE XVIII — STAFF

1. Daily Operations Carried out by Staff. The daily operations of the Association may be carried out by the paid staff of the Minnesota State Bar Association, Ramsey County Bar Association and this Association under the direction of the Chief Executive Officer.
2. Chief Executive Officer. Unless provided otherwise by a resolution adopted by the Board of Directors, the chief executive officer (a) shall have general active management of the business of the Association; (b) shall see that all orders and resolutions of the Board are carried into effect; (c) shall sign and deliver in the name of the Association any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws or the Board to some other officer or agent of the corporation; (d) may maintain records of and certify proceedings of the Board and Members; and (e) shall perform such other duties as may from time to time be assigned to the chief executive officer by the Board. Employment and compensation of the Chief Executive Officer shall be determined in accordance with the Joint Coordinating Committee Charter adopted by the Minnesota State Bar Association, Ramsey County Bar Association and this Association.

**ARTICLE XIX - FISCAL YEAR, BOOKS AND RECORDS,
FINANCIAL STATEMENTS, BUDGETS AND CONTRIBUTIONS**

1. Books and Records. The Board shall keep:
 - a. Correct and complete books of accounts; and
 - b. Minutes of proceedings of meetings of Members, the Board, and the Executive Committee.
2. Fiscal Year. The annual accounting period shall begin on the first day of July and end on the last day of June in each year.
3. Examination by Directors. Every Director shall have a right to examine, in person, by agent or attorney, at any reasonable time or times, for any proper purpose, and at the place or places where usually kept, the minutes of the Board of Directors, the financial statements of the Association, and all books and records of the Association, and to make copies therefrom at the expense of that Director. The Board of Directors shall determine the time and circumstances under which others may have such a right of examination.
4. Financial Statements. The Board shall provide to the Directors a statement of revenues and expenditures, changes in fund balances for each annual accounting period and a balance sheet containing a summary of its assets and liabilities. These statements shall become part of the books of account.
5. Budget. There shall be an annual budget. The annual budget and subsequent changes thereto shall be approved by the Board. The budget shall specify a maximum expenditure by the Staff or President that may be made without specific approval of the Board.
6. Inspection of Records. Members may, on request, inspect the accounts, books, and records of the Association on any reasonable day and time. Such inspection shall take place at the Association's principal office. The Board of Directors may set conditions and procedures for such inspections which are not discriminatory.

ARTICLE XX — NOTICE

Whenever under these Bylaws notice is required to be given to any Member of the Association, Director of the Board or Officer, other than notice of any Meeting of the Members, it shall be provided in writing in a manner that is reasonably calculated to convey the writing to the Member within the timeline allowed for such Notice. By providing the Association with his or her e-mail address, a Member is deemed to have given consent to receive notice by electronic communication.

ARTICLE XXI– PROCEDURE FOR AMENDING BYLAWS

The Board of Directors may amend these Bylaws by adopting a resolution setting forth the amendment approved by a two-thirds vote of the Directors of the corporation present at a duly called meeting of the Board. The Secretary shall give timely notice of each proposed amendment to the Directors at least fifteen (15) days before the Board of Directors votes on the proposed amendment. The notice shall set forth the text being amended together with the proposed amendment's text.

ARTICLE XXII— DEFINITIONS

For purposes of interpreting these Bylaws, the following capitalized words and/or terms shall be understood to have the meaning as stated in these Bylaws or as set forth below.

1. “Affinity Bar Association” means an organized bar association that serves one of the following segments of the legal community: Black, African-American, and African Diaspora; Asian or Pacific Islander; Hispanic/Latino; Lesbian Gay Bisexual Transgender Queer Intersex; Native American; Women; or Persons with disabilities.
2. “Ad Hoc” with regard to any committee means that such a body is a temporary, task-based group which shall disband after the assigned tasks have been accomplished
3. “Annual Dues” means the year’s dues each Member is assessed according to the Association’s annual dues schedule.
4. “Articles” means the Articles of Incorporation of the Association currently in effect.
5. “Association” means the Hennepin County Bar Association, a Minnesota nonprofit corporation incorporated under Minnesota Statutes Chapter 317A.
6. “Association Body” means any group created in accordance with these Bylaws or the Articles and includes the Members, the Executive Committee, the Boards, a section, or a committee. An Association Body may act only in keeping with its governing documents.
7. “Association’s Official Publication” means the then-current principal print or electronic means of communicating with the Association’s Members.
8. “Authenticated Electronic Communication” means electronic mail, fax, telephone, and any other method of communication that assures accurate and prompt delivery of the message. “Authenticated Communication” means any communication where the parties are confident that they know the identities of all other parties to the communication. Any commercially reasonable method of authentication may be used including the use of personal identification codes.
9. “Bar” means the licensed and practicing members of the legal profession or all the practicing members of said profession in a certain region, geographic area, ethnic or racial group or practice area.

10. "Board" means the current Board of Directors of the Association.
11. "Bylaws" mean these Bylaws and their amendments currently in effect.
12. "Director" means a current member of the Board of Directors.
13. "Executive Committee" shall have the meaning set forth in Article XII, Section 1 hereof.
14. "Good Standing" as to a lawyer means that the lawyer is admitted to practice before the Supreme Court of Minnesota and is not disbarred or suspended from the practice of law in Minnesota.
15. "Good Standing" as to a Member means that the Member is a lawyer in good standing who has currently paid the assessed dues for which these Bylaws provide. No person shall be eligible for any election or appointment under these Bylaws unless he or she is a regular Member in Good Standing.
16. "Membership" means the Members of the Association taken collectively or, with respect to a single Member, the rights and obligations that accompany being a Member of the Association.
17. "Minnesota State Bar Association" means the Minnesota State Bar Association, a nonprofit corporation formed under Minnesota Statutes Chapter 317A.

ARTICLE XXIII— MISCELLANEOUS

These Bylaws, constituting the revised and amended Bylaws of the Association were adopted as amended, by resolution of the Board of Directors of the Hennepin County Bar Association on _____, 2019

By: /s/ Landon Ascheman
 Its: Secretary

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(prior revisions:)
 HCBA Board of Directors on May 13, 2014
 HCBA Board of Directors on January 8, 2013
 HCBA Board of Directors on June 13, 2006
 HCBA Board of Directors on May 10, 2005
 HCBA Board of Directors meeting on January 14, 2003
 HCBA Board of Directors meeting on September 10, 2002
 HCBA Board of Directors meetings on May 11, 2000 and June 20, 2000
 HCBA Annual Meeting on May 25, 1999.
 HCBA Annual Meeting on May 13, 1997.
 HCBA Annual Meeting on May 21, 1996.

HCBA Board of Directors meeting on April 11, 1995.
HCBA Annual Meeting on May 21, 1993.