

**BYLAWS  
OF  
THE FIFTEENTH DISTRICT BAR ASSOCIATION**

**ARTICLE I  
NAME AND PURPOSES**

**Section 1. Name**

This District of the Minnesota State Bar Association shall be known as the Fifteenth District Bar Association.

**Section 2. Purposes**

The purpose of this Association shall be to aid the courts in carrying on and improving the administration of justice; to conduct a program of continuing legal education; to provide a forum for the discussion of subjects pertaining to the practice of law, the science of jurisprudence in law reform, and the relations of the bar to the public, and to publish information relating thereto; to foster and maintain on the part of those engaged in the practice of law, high ideals of integrity, learning, confidence in public service and high standards of conduct; all to the end that the public responsibility of the legal profession may be more effectively discharged.

**ARTICLE II  
MEMBERSHIP**

**Section 1. Regular Members**

Any member of the Minnesota State Bar Association in good standing, who resides in or maintains an office in the Fifteenth Judicial District, and including the counties of Aitkin, Beltrami, Cass, Clearwater, Crow Wing, Hubbard, Itasca, Koochiching and Lake of the Woods may become a regular member of the Association upon payment of the current annual dues of the Association.

**Section 2. Honorary Members**

Honorary Members shall consist of all members of the Minnesota State Bar Association residing in the Fifteenth District as formerly constituted who are or who may become Judges of the State District Court, Justices of the Minnesota Court of Appeals, Justices of the Minnesota Supreme Court or Judges or Justices of the United States Courts, during their respective terms of office and such other persons as may be elected honorary members by the Association. Honorary members shall be entitled to all of the privileges of the association except that of voting, and shall be exempt from the payment of dues.

**ARTICLE III**  
**MEETINGS OF MEMBERS**

**Section 1. Meetings of the Members of the Association**

a. Annual Meetings: There shall be an annual meeting of the members of the Association between April 1 and June 25 of each year at a time and place to be fixed and announced by the President.

Written notice of the time and place of the annual meeting shall be communicated as provided in Article X herein to each regular member not less than ten days before the annual meeting date, excluding the day of the meeting. This notice shall also explain the purpose and specify the last date for placing resolutions or committee recommendations on the agenda for consideration at the annual meeting. The business conducted at the annual meetings shall include:

1. Approval of minutes of previous meetings of members; information or reports of Officers, committees and sections; election of Officers of the Association and representatives to and members of affiliated organizations; and other business of routine nature.

2. Consideration of proposed amendments to the Bylaws, of which due notice has been given in accordance with these Bylaws.

b. Regular Meetings: Regular meetings shall be held from time to time, (1) at the call of the President, (2) at the direction of the Board of Directors, or (3) upon written request signed by not less than ten members of the Association and filed with the Secretary. A call, direction or request for a regular meeting shall specify the business proposed to be transacted at such meeting. Upon receipt of such a request, the Secretary shall make suitable arrangements for the meeting to be held within thirty days thereafter. Written notice of any regular meeting and of the specific matters to be considered at the meeting shall be communicated as provided in Article X herein to all regular members at least three days before the meeting date. Any matters may be considered at the meeting.

c. Special Meetings: Special meetings shall be held from time to time, (1) at the call of the President, (2) at the direction of the Board of Directors, or (3) upon written request signed by not less than ten members of the Association and filed with the Secretary. A call, direction or request for a special meeting shall specify the business proposed to be transacted at such meeting. Upon receipt of such a request, the Secretary shall make suitable arrangements for the meeting to be held within thirty days thereafter. Written notice of any special meeting and of specific matters to be considered at the meetings shall be communicated as provided in Article X herein to all regular members at least ten days before the meeting date. Only matters specified in the notice may be considered at a special meeting.

**Section 2. Rules of Procedure for Meetings of Members**

- a. Quorum: A quorum for meetings of the members is the number of members present in person at the meeting. There shall be no voting by proxy.
- b. Voting: Voting shall be by voice vote, except where the members stand and are counted when the chair is in doubt, or a division is requested, or a secret ballot is requested.
- c. Motions to Table: The chair shall not entertain a motion to table to cut off early discussion of a matter properly presented for consideration at an annual meeting until the chair is satisfied that opportunity has been afforded for adequate discussion of the matter.
- d. Parliamentary Authority: The current edition of Robert's Rules of Order governs the proceedings of the Association in parliamentary situations not covered by these Bylaws.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

**Section 1. Members**

The Board of Directors shall consist of the Immediate Past President, President, Vice President, Treasurer and a Secretary of the Association, who shall serve for terms consistent with their respective terms as officers of the Association, or until their successors are elected and duly qualified.

**Section 2. Notice – Annual Meetings**

The regular annual meetings of the Board of Directors shall be held without notice at the time immediately following the adjournment of the annual membership meeting for the purpose of transacting such business as may properly come before it.

**Section 3. Notice – Special Meetings**

Special meetings of the Board of Directors may be called by the President at any time and shall be called by the President whenever requested to do so by any member of the Board of Directors. Notice of special meetings may be given to each Officer and to the Member and Alternate Member of the Assembly personally or as provided in Article X herein at least three days prior to the meeting. A special meeting may be called without notice if the full Board of Directors convenes and all agree to the holding of the meeting in such time and place and waive all rights of notice thereof. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done with written approval of all officers. A meeting may be in person, by telephone conference call, or by other electronic means commonly used to facilitate meetings.

**Section 4. Quorum**

At all meetings of the Board of Directors a majority of the Officers shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of the majority of the Officers present at any meeting at which there is a quorum shall be the act of the Board of Directors.

**Section 5. Order of Business**

The Board of Directors may from time to time determine the order of business at the meeting.

**ARTICLE V  
OFFICERS**

**Section 1. Officers**

The Officers of the Association shall be: a President, a Vice President, a Secretary and a Treasurer. Officers shall be elected as provided in Section 3 herein.

**Section 2. Qualification for Office**

Any person elected to any office in, or by this Association, shall be a member in good standing of this Association.

**Section 3. Nomination and Election**

a. Officers of the Association and delegates and alternates to conventions of the Minnesota State Bar Association shall be elected for a term of one year at the annual meeting of the Association.

b. The Officers elected at the annual meeting shall succeed and take office on July 1 following and shall hold office for one year and until their successors are duly elected and qualified.

c. In order to provide for rotation of representation among the various counties, the President shall be chosen from a county in which his or her principal office is located, as follows:

Crow Wing County	2013
Itasca County	2014
Beltrami County	2015
Aitkin County	2016
Cass County	2017
Crow Wing County	2018
Itasca County	2019
Beltrami County	2020
Clearwater/Hubbard County	2021
Koochiching/Lake of the Woods County	2022

After 2022, the President shall be selected in the same annual sequence as in the above tabulation, commencing with Crow Wing County in 2023. The stated year shall mean the year in which the President would end his or her term as President.

d. In the case of a vacancy occurring in the office of President, the Board of Directors shall elect a member of the Association from the same county as the President to serve as acting President until the close of the term.

In the case of a vacancy occurring in any other office, the Board of Directors is empowered and directed to fill such vacancy, and the individual so selected shall serve until the close of the term.

**Section 4. Duties of the Officers**

a. The President shall preside as chair at all meetings of the Association, of the Board of Directors, and shall be the chief executive officer of the Association.

b. The Vice President shall perform such duties as shall be delegated to him/her by the President or by the Board of Directors, and in the absence of the President shall preside at all meetings of the Association of the Board of Directors.

c. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors, and shall attend to the giving and certifying of all notices of such meetings. The Secretary shall sign or countersign all deeds, leases, mortgages and other documents; and perform such other duties as may be assigned to the Secretary by the Board of Directors or the President.

d. The Treasurer shall have custody of all funds and securities of the Association and shall deposit such funds in the name of the Association in the bank or banks or other authorized depositories that the Board of Directors 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 of Directors or the President. The Treasurer shall prepare an annual accounting of the district's finances for the fiscal year, for certification by the President and filing with the Minnesota State Bar Association within thirty days after the close of each fiscal year.

**ARTICLE VI**

**COMPENSATION OF OFFICERS**

Officers shall receive no compensation for the performance of their duties.

**ARTICLE VII**  
**MEMBER AND ALTERNATE MEMBER OF ASSEMBLY**  
**MINNESOTA STATE BAR ASSOCIATION**

**Section 1. Nomination, Election and Duties**

- a. On or before the first day of April of every other year, the President may appoint a Nominating Committee of not less than four members of the Association. The Nominating Committee shall select one or more candidates for the office of Member of the Assembly and Alternate Member of the Assembly of the Minnesota State Bar Association. The report of the Nominating Committee shall be presented to the Association at least ten days in advance of the annual meeting in the manner herein provided for notice of the annual meeting of the Association membership.
- b. Further nominations for Member and Alternate Member of the Assembly may be received on written petition of not less than ten members of the Association and filed with the Secretary at least five days prior to the annual meeting. Further nominations for Member and Alternate Member of the Assembly may be made from the floor at the annual meeting.
- c. The Member and Alternate Member so elected at the annual meeting shall succeed and take office on July 1 following and shall hold office for two years and until their successors are duly elected and qualified.
- d. In the event only one candidate is nominated for each of the offices of Member and Alternate Member of the Assembly, no vote shall be required or shall be taken as to each office, and said individuals who are not opposed in the nomination shall be duly elected to the office for which they are nominated.
- e. In the case of a vacancy occurring in the office of Member of the Assembly, the Alternate Member shall succeed. In the case of a vacancy occurring in both such offices, the Board of Directors is empowered and directed to fill such vacancies by appointment and the individuals so selected shall serve until the close of the then fiscal year of the Association.
- f. No member of the Association shall be eligible for election as Member or Alternate Member of the Assembly for more than three consecutive terms.
- g. Any Member or Alternate Member of the Assembly shall be an active member of this Association and maintain his/her principal office for the practice of law in this affiliated district.
- h. The persons elected to the office of Member or Alternate Member of the Assembly shall follow all rules prescribed for such office by the Minnesota State Bar Association.
- i. The Member or Alternate Member shall attend all meetings of the Board of Directors and shall follow the official position of this Association.
- j. The Member or Alternate Member shall attend all Assembly meetings and report to the Board of Directors on the business and affairs of Assembly.

**ARTICLE VIII**  
ANNUAL DUES

**Section 1. Assessment**

The dues of all regular members of the Association shall be assessed on the basis of a fiscal year commencing July 1 of each year and ending on June 30 of the following year. The amount of such dues shall be fixed by the Board of Directors on or before the date set for the next annual meeting preceding the fiscal year for which said dues are to be in effect.

**ARTICLE IX**  
COMMITTEES

**Section 1. Power to Appoint**

a. Appointment: The President shall appoint the presidents, vice presidents, if any, secretaries and members of such committees as may be necessary and appropriate to the transaction of the business of the Association, except where such power is limited or controlled by these Bylaws, Executive Order, Statute, or Court Rule. The appointees of each of said committees shall hold office until June 30 of the fiscal year in which they have been appointed unless their tenure is terminated by resignation or death, and thereafter until their successors have been appointed or the committee be terminated by action of the Board of Directors, except that the members of the Nominating Committee shall hold office for the term of one year and no longer. A special committee shall be identified as such when authorized by the Board of Directors.

b. Functions: The duties and authorities of each committee shall be as determined by the Board of Directors.

**ARTICLE X**  
NOTICES

Whenever, under the provisions of these Bylaws, notice is required to be given to a member of the Association, member of the Board of Directors, or officer of the Association, it shall be given in writing and by either of the following means:

- a. depositing the same in a post office or letter box in the United States Post Office or a branch United States Post Office in postcard or sealed envelope addressed to the member, Board of Directors member, or Officer at his/her last known address as the same appears in the regularly-updated records of the Association. The date of the mailing of the notice shall be the time of the giving of such notice, or

- b. sending an electronic mail message to the member, Board of Directors member, or Officer at his/her last known electronic mail address as the same appears in the regularly-updated records of the Association. The date of sending the electronic mail message shall be the time of the giving of such notice.

Telephone notice may be substituted for written notice at any regular or special meeting of the Board of Directors.

## **ARTICLE XI**

### **FINANCES**

#### **Section 1. Checks**

All of the disbursements of the Association shall be signed or otherwise approved by the President or the Treasurer.

#### **Section 2. Expenditures**

All expenditures must be approved by the Board of Directors. All contract or expenditures in excess of \$500.00 must be approved and authorized by the membership at a regular or special meeting.

#### **Section 3. Legal Documents**

The President or Secretary of the Association may sign legal documents and papers as evidence of indebtedness of the Association.

## **ARTICLE XII**

### **MISCELLANEOUS**

#### **Section 1. Amendment of Bylaws**

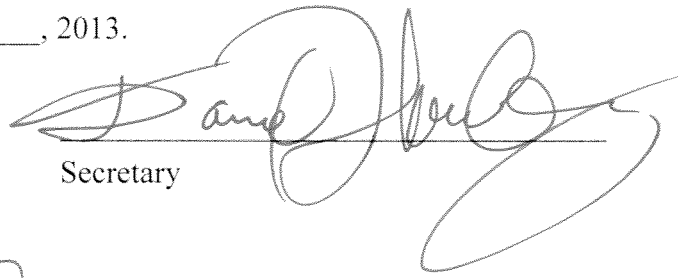
These Bylaws may be amended, repealed or altered in whole or in part by the affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors present at any regular, annual, or special meeting thereof, provided that notice in writing and a copy of any and all proposed amendments be given as provided in Article X herein to each member of the Board of Directors not less than five days prior to the date of the meeting at which the action to amend is voted upon. No amendment shall become effective until it has received the approval of the membership at the annual meeting.

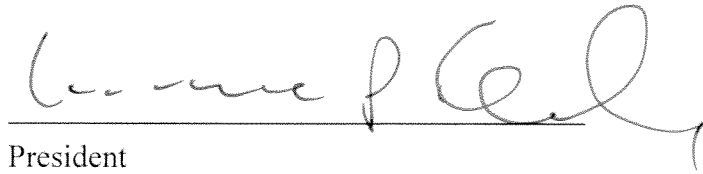
#### **Section 2. Inspection of Records**

The Board of Directors shall determine from time to time the circumstances and conditions under which the accounts, books and records of the Association, or any of them, shall be opened to the inspection of its members.



ADOPTED, as amended, June 19, 2013.

  
Secretary

  
President