

Bylaws
Alternative Dispute Resolution Section

As approved by the Assembly 4/22/95; 05/18/12

Amended 4/21/01, 12/03/04; 04/21/06; 05/16/12

As approved by the Section 01/12/16

As approved by the Assembly 03/9/17

ARTICLE I.

Name

The name of this section shall be the Alternative Dispute Resolution Section of the Minnesota State Bar Association.

ARTICLE II.

Purpose

The purpose of this Section shall be to (1) promote the work of the Minnesota State Bar Association (MSBA) in the field of Conflict Management and Alternative Dispute Resolution, and to (2) improve the practice, elevate the standards, advance the understanding, and support the use of Alternative Dispute Resolution in the State of Minnesota.

ARTICLE III.

Membership and Dues

Section 1. **Membership.** Any member of the MSBA or interested member of the public, upon payment of dues for the Alternative Dispute Resolution Section, shall be enrolled as a member of this Section. Non-members of the MSBA shall have the same rights as MSBA members of the Section unless prohibited by these bylaws or the MSBA Bylaws.

Section 2. **Dues.** Dues of the Section shall be set by the membership of the Section at any official meeting, and such dues may be changed annually by the appropriate action of the membership, subject to the approval of the MSBA Assembly. Any member whose annual dues are more than three months past due shall cease to be a member of the Section. A member who has been removed from the Section for nonpayment of dues shall be reinstated when the arrearages are paid.

ARTICLE IV.
Section Meetings

Section 1. **Annual Meeting.** The Annual Meeting of the Section shall be held at its regular May meeting each year. Notice of the Annual Meeting shall be made at least thirty (30) days in advance of the meeting.

Section 2. **Regular Meetings.** The Section shall meet at the discretion of the Chair with reasonable notice to the members.

Section 3. **Special Meetings.** The Chair may convene Special Meetings of the Section upon approval of the Governing Council or upon a written request to the Secretary, signed by at least thirteen (13) members of the Section. The Secretary shall provide notice to all members of the Section at least one (1) week in advance of any Special Meeting called a Notice of the Special Meeting, stating its time, place and purpose.

Section 4. **Quorum.** A quorum for the transaction of business at any meeting of the Section called with proper notice under these rules shall consist of not fewer than fifteen (15) members of the Section.

ARTICLE V.
Officers

Section 1. **Officers.** The officers of this Section are the Chair, the Past Chair, the Secretary, and the Treasurer. Remaining members of the Governing Council shall be the ADR Legislation Representative(s), the Family ADR Representative(s), the Commercial and Employment ADR Representative(s), ADR Publication and Outreach Representative(s), the Education Representative(s), and the Community ADR Representative(s). All Governing Council members are entitled to vote on Council matters.

Section 2. **Duties.**

A. **Chair.** The Chair shall (1) preside at all meetings of the Section and of the Governing Council; (2) be responsible for the execution of such programs as are laid out by the Section; (3) serve as coordinator for seminars and programs; (4) appoint such Special Committees as are from time to time needed to perform the work of the Section; (5) be the spokesperson for the Section to the MSBA; (6) formulate and file with the Secretary of the Minnesota State Bar Association, an annual report of the work of the Section for the past year; and (7) serve, or appoint a Governing Council member to serve, as the section's diversity representative.

- B. **Past Chair.** The Past Chair shall (1) preside at any meetings of the Section and of the Governing Council in the absence of the Chair; and (2) serve as the Section representative to the MSBA Assembly.
- C. **ADR Legislation Representative.** The ADR Legislation Representative shall (1) preside over meetings of the Legislative Committee of the Section; (2) serve as the Committee's spokesperson at meetings of the Section and of the Governing Council; (3) serve as the Section's principal spokesperson to the MSBA Legislative Committee; and (4) monitor and report any proposed or new legislation affecting ADR.
- D. **ADR Publications and Outreach Representative.** The ADR Publications and Outreach Representative shall (1) preside over all meetings of the Publications and Outreach Committee of the Section; (2) be responsible for the Section's website and listserv; and (3) oversee the publication of other written communications of the Section.
- E. **Community, Education, Commercial and Employment, and Family ADR Representatives.** The Community, Education, Commercial and Employment, and Family ADR Representatives shall (1) preside over meetings of their respective Committees of the Section; (2) serve as their Committee's principal spokesperson at meetings of the Section and of the Governing Council; (3) annually plan at least one continuing education program related to their respective area of ADR for a Section meeting; and (4) advise the Section and Council of developments in their respective area of ADR.
- F. **Secretary.** The Secretary shall (1) maintain all books, papers, documents and other property of the Section except money; (2) keep a true record of the proceedings of all meetings of the Section and of the Governing Council; and (3) assist the Chair in preparing the Annual Report to the MSBA, as required by the Bylaws of the MSBA.
- G. **Treasurer.** The Treasurer shall (1) account for moneys of the Section, (2) review accurate records of all financial transactions; and (3) file an annual report of the finances of the Section with the MSBA.

Section 3. **Term of Office.**

- A. **Commencement.** The term of each Officer and Representative shall commence on July 1 following election to the Governing Council.
- B. **Length of Term.** Officers and Representatives of the Section shall serve for two years, beginning with elections held by the Section in 2016, and shall be staggered so that, to the extent practicable, the terms of one-half (1/2) of the Governing Council members shall expire each year. Non-Officer Governing Council Representatives may serve multiple terms, but are required to be off the Governing Council for at least one year after completion of three (3) consecutive

two-year terms. No person may serve as Chair of the Section for more than two consecutive years.

Section 4. **Vacancies.** A position on the Governing Council shall be deemed to be "vacant" if the incumbent dies, misses two (2) consecutive Governing Council meetings without notice to the Chair; or resigns the position, Section, or the MSBA.

Section 5. **Filling of Vacancies.** The Governing Council shall fill a vacancy in any Governing Council position for the remainder of the unexpired term or until the next regularly scheduled election, whichever is first.

ARTICLE VI. Governing Council

Section 1. **Governing Council.** There shall be a Governing Council consisting of a minimum of ten (10) and not more than sixteen (16) total Officers and Representatives. In addition thereto, there shall be such ex-officio members as may be appointed by the Chair who serve without voting rights.

Section 2. **Powers and Duties.** Except as specifically limited by these bylaws and except as specific powers and duties may be granted solely to other persons in this Section, the Governing Council shall have full power and authority in the intervals between meetings of the Section to do all acts and to perform all functions which the Section itself might do or perform. Such action of the Council shall be reviewed, and may be changed, by the Section acting at any Section meeting following the action of the Council.

Section 3. **Governing Council Meetings.** The Chair may convene meetings of the Governing Council as s/he deems appropriate or upon the written request of any four members of the Governing Council.

Section 4. **Annual Program Planning Meeting.** By the end of August of each year, the Council shall meet to discuss the continuing education programs of the Section for the upcoming year.

Section 5. **Quorum.** A quorum to transact business shall be a majority of the then members of the Governing Council. All action by the Governing Council shall be by majority vote of Council members present.

Section 6. **Action Without In-Person Meeting.** An action required or permitted to be taken at a Council meeting may be taken by written action signed, or consented to by authenticated electronic communication, by all of the Council Governing members. An action, other than an action requiring approval of members with voting rights, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Council members that would be required to take the same action at a meeting of the Council at which a quorum of Council members were

present. The written action is effective when signed, or consented to by written electronic communication, by the required number of Council members, unless a different effective time is provided in the written action.

ARTICLE VII. Nominations and Elections

Section 1. **Nominations.**

- A. **Nominating Committee.** The Chair shall appoint a Nominating Committee consisting of an odd number of members, a majority of whom shall not be members of the current Governing Council. The Chair shall appoint at least one past chair to the Nominating Committee.

- B. **Nominations from the Membership.** Prior to the March meeting of the Section, a call for nominations to the Governing Council shall be announced to the Section membership. In addition to submission of nominations, any member may make a verbal nomination for any open office from the floor at the March meeting of the Section. The call for nominations shall include the criteria by which nominations will be considered.

- C. **Nominating Committee Report.** The Nominating Committee shall nominate from the current officers a candidate for the position of Chair. The Nominating Committee shall nominate the remaining officers from the current membership of the Section who are also members of the MSBA. The Nominating Committee shall nominate the remaining Governing Council member Representatives from the membership of the Section after considering the nominations received through the call for nominations and nominations received from the floor at the March meeting. At the April Regular Meeting of the Section, the Nominating Committee shall present a slate of candidates for the Governing Council. The slate shall comprise one or more names for each position and include a list of those endorsed by the Nominating Committee. The incumbent Officers and Representatives shall be eligible for re-election, consistent with Article V section 3B. Incumbents elected or appointed to fill the unexpired terms of all positions shall be eligible to stand for election or re-election to a full term.

- D. **Balloting.** The ballot shall consist of names submitted by the Nominating Committee along with brief biographical information and shall be published to the membership through the listserv and Section website within one week following the April meeting.

Section 2. **Elections.** The election of the Council shall take place at the Annual Meeting of the Section. No candidate shall be elected to office without a majority of the votes cast. If three or more candidates stand for election to the same position, and no single candidate receives a majority of the votes, then the candidate with the lowest

number of votes shall be eliminated and a revote shall be taken for that office until one nominee receives a majority.

Section 3. **Secret Ballot.** A majority of the members present at the Annual Meeting may require a secret ballot for any election or runoff election.

Section 4. **Order of Election.** Voting for positions open for election shall be conducted separately commencing with Chair.

ARTICLE VIII. Fiscal Year

The fiscal year of the Section shall commence July 1.

ARTICLE IX. Distinguished Members

The Section may from time to time designate present or past members of this Section who fulfill high standards of service to the field of Alternative Dispute Resolution as "Distinguished Members," which designation shall be the highest honor which the Section shall confer. A motion to designate a person as a Distinguished Member shall be referred to the Governing Council or to a committee appointed by the Chair before it is voted upon by the Section.

ARTICLE X. Amendment of Bylaws

Section 1. **Process.** These Bylaws may be amended at any meeting of the Section by a majority vote of the members of the Section present and voting, provided written notice of the time, place and purpose of the meeting is given to Section members at least twenty-one (21) days before the meeting.

Section 2. **Effective Date.** Such amendments shall be submitted to the MSBA Assembly for approval and shall take effect from the date of such approval, except that amendments modifying the offices or the composition of the Governing Council shall not take effect until the next election.

ARTICLE XI. Authority

Section 1. **Procedures.** Section business shall be conducted in a manner such that consensus is sought for all decisions. In the event that consensus is unattainable, any member of the Governing Council may request that a vote be taken and the decision will be made by the will of the majority.

Section 2. **MSBA Documents.** Other authority for the conduct of the business of the Section shall be the Articles of Incorporation, Bylaws and Policies of the Minnesota State Bar Association.