

**Amended and Restated
Bylaws**

MSBA Tech Law Section

As Approved by the Assembly 11/21/87

Amended 9/11/92, 9/10/93, 12/03/04, 06/16/06, 04/26/07, 02/13/18

ARTICLE I. Name and Purpose

Section 1. This section of the Minnesota State Bar Association shall be known as the Tech Law Section of the Minnesota State Bar Association, hereinafter "Section".

Section 2. The purpose of the Section shall be dedicated to the field of technology law and related areas of the law to enhance the skills of Minnesota lawyers practicing in the area, and interalia, by serving as a liaison with other parts of the Bar Association and the public on technology law-related issues and activities.

ARTICLE II. Membership

Section 1. All members of the Minnesota State Bar Association in good standing and having paid the required annual dues of the Section shall be eligible for membership in this Section and shall be enrolled as a member upon request to the Treasurer of the Section or designated agent.

Section 2.

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 appropriate action of the membership, subject to the approval of the MSBA Assembly. Any member of this Section whose annual dues are more than three months past due shall cease to be a member of this Section. A member who has been removed from the Section for nonpayment of dues shall be reinstated when such arrearages are paid.

Section 3. It shall be a particular objective of the Section to encourage membership and active participation by members of the judiciary and attorneys whose practice involves technology law and by law students having an interest in technology law.

ARTICLE III. Management

Section 1. The officers of the Section shall consist of Section Chairperson, one Vice Chairperson, the Immediate Past Section Chairperson, Secretary, Treasurer, and such other officers as may be determined and elected in accordance with these Bylaws.

Section 2. There shall also be a Section Council, which shall consist of all of the Section officers currently elected and serving, not less than three (3) nor more than twenty-five (25) additional members of the Section elected in accordance with these Bylaws, and any persons who become ex-officio members by action of these Bylaws. Each member of the Section Council shall be designated a Council Delegate. The number of committees of the Section and their respective responsibilities, and the programs of the Section, shall be as determined from time to time by the Section Council as stated in Article IV. A Council Delegate may also serve as Chairperson of a committee of the Section, and all committee chairpersons who are not also Council Delegates shall be ex-officio members of the Section Council. Ex-officio members shall have non-voting status. The Section Council shall have full power and authority to act in the intervals between meetings of the Section to do all acts and perform all functions which the Section itself might perform, except that it shall have no authority to amend these Bylaws. One third (1/3) of the Council Delegates currently elected and serving shall constitute a quorum at any meeting of the Section Council.

Section 3. There shall be an Executive Committee consisting of all of the officers currently elected and serving. In the intervals between meetings of the Section, the Executive Committee shall propose candidates to fill elected vacancies among the Council Delegate positions, subject to the advice and consent of the Section Council. The Executive Committee shall have the full power and authority of the Section Council in the intervals between meetings of the Section Council, except that the Executive Committee shall not have authority to amend, or to take action contrary to, any express provision of these Bylaws or contrary to any prior express action or decision of the Section or the Section Council. A simple majority of the officers currently elected and serving in accordance with these Bylaws shall constitute a quorum of the Executive Committee.

Section 4. Council Delegates must be current members of the Section at all times when in office.

Section 5. The term of office of any Council Delegate shall coincide with the fiscal year of the MSBA.

Section 6. A member shall not hold more than one office at any time in this Section, except as expressly provided in these Bylaws, and no officer shall be eligible to serve more than two consecutive annual terms in the same office.

Section 7. A council Delegate may be removed from office for cause or for failure to attend meetings. Any Council Delegate may be notified that he or she will be considered for removal after missing three consecutive Section Council meetings. If the notified Council Delegate misses two additional meetings, removal will be considered at the next regularly scheduled Section Council meeting. Removal shall require a two-thirds vote of those members eligible to be present and eligible to vote at the removal meeting, whether it be a Section Meeting or a Section Council meeting. Any removal meeting must be announced to the eligible meeting participants at least two weeks before the meeting.

ARTICLE IV. Committees and Divisions

Section 1. The Council of this Section is authorized to establish, or to empower the Section Chairperson to establish, such Committees and Divisions as it may deem necessary and desirable to promote effectively the activities of the Section within the jurisdiction of the Section. In establishing a new committee or division, the Section Council shall slate the area of its proposed activities. A division shall be a grouping of committees in such manner as the Section Council may from time to time designate.

Section 2. The Chairperson shall announce the membership and appoint the Chairperson of each committee of the section, and appoint the director of each division for the following Section year within one month of the Annual Meeting of the Section.

Section 3. Division directors shall be directly responsible and report to the Section Council. Committees of the Section shall be directly responsible and report to a division director or the Section Council if the Section Council so directs. Subcommittees of the Section shall be directly responsible and report to their parent committees.

ARTICLE V. Elections

Section 1. An election shall be held at the Annual Meeting of the Section. The Annual Meeting shall be held at a place and time set by the Section council. The election shall be held no later than the start of the upcoming MSBA fiscal year. An Election Committee shall be appointed by the Chairperson and approved by the Section Council and shall consist of up to three Section Council members. Its task shall be (1) to actively seek out and to accept endorsements from individuals interested in holding elected positions; (2) to review the qualifications of those individuals seeking election and after such review, to forward the names of those individuals and the positions for which they are running to the Section's

Secretary; (3) to inform the Section's Secretary of those candidates which, based upon the committee's review, it recommends for election; and (4) to develop procedures to insure the security of the election process. This process shall begin no less than forty-five (45) days prior to the date of the Annual Meeting.

Section 2. After receipt of the names of those individuals seeking election and of those endorsed by the Election Committee, the Secretary shall prepare a notice of the Annual Meeting. Such notice shall set forth the date, place and time of the Annual Meeting. Accompanying such notice shall be a ballot This shall set forth the names of those individuals seeking election and the positions they are seeking. A separate insert shall identify those individuals endorsed by the Election Committee. In addition to those seeking election through this process, nominations properly made from the floor at the election will be accepted. Such notice and ballot shall be mailed to the Section membership not less than fifteen (15) days prior to the date of the Annual Meeting.

ARTICLE VI. Duties of Officers

Section 1. The Section Chairperson shall preside at all meetings of the Section, shall prepare and present an annual report to the Minnesota State Bar Association, and shall designate committee members and the committee chairpersons. The Section Chairperson or a representative designated by the Section Chairperson shall be entitled to represent the Section upon invitation to the Assembly of the Minnesota State Bar Association and shall perform such other duties and acts as customarily pertain to the Office of Chairperson. The Section Chairperson shall file within thirty (30) days after the close of each fiscal year, an accounting of the Section's finances for the fiscal year.

Section 2. The Vice Chairperson shall preside at all meetings of the Section in the absence of the Section Chairperson and shall perform such other duties and acts as customarily pertain to the office of Vice Chairperson.

Section 3. The Secretary shall keep all minutes of meetings and other records of the Section and its membership, maintain correspondence and give notice of meetings as requested by the Section Chairperson. The Secretary shall perform such other duties and acts as customarily pertain to the office of Secretary.

Section 4. The Treasurer shall (1) manage and account for the monies of the Section; (2) keep accurate records of all financial transactions of the Section; (3) present a financial report at each regular Section meeting; (4) prepare an annual budget and present such budget for approval at a meeting of the Section; and, (5) certify the annual financial report prepared by the MSBA

ARTICLE VII. Meetings and Notice

Section 1. Meetings of the Section shall be held periodically, and at least annually, at such places and at such times as shall be designated by the Section Council.

Section 2. All members of the Section who are present at any duly noticed Section meeting shall constitute a quorum for the transaction of business. All binding action of the Section shall be by a majority vote of the members present.

Section 3. Whenever a meeting notice is required by these Bylaws, it will be sufficient if in a written or electronic format described in the next paragraph, states the date, time, and place of the meeting, and includes any other information expressly required by these Bylaws.

Meeting notices may be sent by mail, e-mail, facsimile transmission (fax) or other electronic means consented to by the member to whom the notice is given. If sent by mail, the notice shall be effective as of the second full calendar day after depositing in the United States mail with postage pre-paid and

addressed to the intended recipient's address as shown in the Section's records. If sent by fax, the notice shall be effective upon receipt at the receiving terminal having the intended recipient's fax number shown in the Section's records. [If sent by e-mail, the notice shall be effective when sent to the intended recipient's email address as shown in the Section's records, provided the recipient has consented to receiving e-mails in their MSBA application.] If sent by electronic mail, the notice shall be effective when directed to an electronic mail address at which the member has consented to receive notice. If notice is given by a posting on an electronic network on which the member has consented to receive notice, together with separate notice to the member of the specific posting, the notice shall be effective upon the later of (i) the posting; and (ii) the giving of the separate notice. If sent by other electronic means, the notice shall be effective when directed to the member.

Attendance at a meeting shall constitute a waiver of notice unless the attendance is solely to object to the lack of proper notice.

Presence at a meeting during which the date, time, and place of a later meeting is announced shall constitute a waiver of notice of the later meeting.

Meeting notices may also be waived in writing or electronically in the manner described above.

Section 4. Electronic Meetings: Subject to the restrictions set forth in these Bylaws, any meeting among the Section's members, Council, or any meeting of a committee or subcommittee may be conducted solely by one or more means of remote communication.

Notice of the meeting shall be given as required by these Bylaws.

The number of members participating in the meeting must be sufficient to constitute a quorum. Prior to the beginning of the meeting, the chairperson of such meeting shall ask each member participating by means of remote communication that is entitled to vote to confirm that they are a member of the Section.

A Section member, Council member or committee member may participate in a meeting by means of conference telephone, or, by other means of remote communication, in each case through which that member, other members so participating, and all members physically present at the meeting may participate with each other during the meeting, and through which that member, if otherwise entitled, may vote on matters submitted to the members.

Participation in a meeting by means of remote communication constitutes presence at the meeting.

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

ARTICLE VIII. Restrictions

Section 1. These Bylaws shall become effective upon approval by the members of the Section present at any regular meeting and after approval by or with the authority of the Assembly of the Minnesota State Bar Association.

Section 2. No action of this Section, or of any committee of the Section, shall be promulgated or publicized in any way as a Minnesota State Bar Association action without first obtaining the approval of the Assembly of the Minnesota State Bar Association or otherwise comply with the Bylaws of the Minnesota State Bar Association.

Section 3. The Section shall not represent the Association before the Legislature, or in any court in a controversial procedure, or before any other governmental body unless authorized to do so by the Assembly, General Assembly, or House of Delegates.

Section 4. The Section may present a report, recommendation, amicus brief or other action as the official action or position of the Section, provided that such presentation is made pursuant to and in accordance with any and all applicable provisions of the Bylaws of the Minnesota State Bar Association, and provided further that no such presentation shall be made absent an affirmative vote by a majority of all of the members of the Section Council at a meeting of the Section Council and, except in extraordinary situations where time does not permit, no such vote shall be taken until after written notice has been sent to the members of the Section informing them of the issue(s) under consideration and affording them a reasonable opportunity to provide such input as they may desire.

ARTICLE IX. Fiscal Year

The membership and fiscal year of the Section shall begin on July 1 and conclude on June 30 of the following year.

ARTICLE X. Amendments

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 shall be sent to the Section members by regular mail, facsimile, e-mail or telephone at least ten days before the meeting. Such amendments shall thereupon be submitted to the MSBA Assembly for approval.

ADOPTED this 16th day of June, 1987.