

**MINNESOTA STATE BAR ASSOCIATION
RESTATED BYLAWS**

Restated 11 June 2004
As amended through June 2008

**Article 11
Committees**

§ 11.1. Establishment of Committees

The committees of the MSBA comprise committees of the Assembly pursuant to § 4.11 and committees established by the President pursuant to § 11.2. The committees are subject to the control and direction of the Assembly and the Assembly may modify and reverse any action taken by a committee.

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

11.2.1. Other Committees of the MSBA established by President. The President with the approval of the Assembly may establish committees to carry on the work and promote the purposes of the MSBA and to study issues and topics that may from time to time arise. Unless the resolution approving the establishment of the committee provides otherwise, the term of each committee established by the President shall be coincident with the term of the President that established the committee.

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

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

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

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

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

11.2.7. Quorum. One-third of the members of any committee shall constitute a quorum for the transaction of business unless otherwise specified in the resolution approving its

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

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