

**Bylaws MSBA Elder Law Section As Approved by Assembly 5/5/90;  
amended 4/22/95, 4/18/98, 12/03/04, 4/26/07**

**ARTICLE I. Name and Purpose**

**Section 1. This Section of the Minnesota State Bar Association shall be known as the Elder Law Section of the Minnesota State Bar Association.**

**Section 2. The purposes of the Section shall be dedicated to the field of elder law and related areas of the law by enhancing the skills of the Minnesota lawyers practicing in the area, and by serving as a liaison with other parts of the Minnesota State Bar Association and the public on issues and activities related to elder law.**

**Section 3. It shall be the policy of this Section to take action to reduce any barriers to participation in the Section by broadening the participation in this Section with respect to geography, race, gender and nature of practice.**

**ARTICLE II. Membership**

**Section 1. Any member 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.**

**Section 2. Any interested Law student, who is a student member of the Minnesota State Bar Association, may be a non-voting member of the Elder Law Section. Up to four Law students may serve as non-voting student (associate) members of the Governing Council.**

**Section 3. Dues shall be set by the governing council of the Section subject to the approval of the Minnesota State Bar Association Assembly.**

**ARTICLE III. Officers and Duties of Officers**

**Section 1. The officers of the Section shall consist of Chairperson(s), Vice Chairperson(s), Secretary, Treasurer, and such other offices as may be determined and elected in accordance with these Bylaws.**

**Section 2. The Chairperson(s) shall preside at all meetings of the Section, shall prepare and present an annual report to the Minnesota State Bar Association and shall perform such other duties and acts as customarily pertain to that office.**

**Section 3. One of the other elected officers shall preside at all meetings of the Section in the absence of the Chairperson(s).**

**Section 4. 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 Chairperson(s) as well as perform such other duties and acts as customarily pertain to this office.**

**[Section 5. The Treasurer shall have charge and custody of the funds of the Section subject to the general supervision and control of the Section Council. The Treasurer shall render a financial report to the Section Council at the Annual Meeting. The Treasurer shall also make financial reports to the Section Council at such times as the Council shall require. The Treasurer shall perform such other duties as may be assigned to him or her by the Section Council from time to time. ]**

**Section 5. The Treasurer shall (1) review the Minnesota State Bar Association accounting 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 a proposed annual budget and present such budget for approval at a meeting of the Governing Council; and, (5) approve the annual financial report prepared by the Minnesota State Bar Association.**

**Section 6. The term of office of any officer shall be one (1) year from date of election or until a successor shall be elected and take office.**

#### **ARTICLE IV. Section Council**

**Section 1. There shall also be a Section Council which shall consist of all of the Section officers currently elected and serving, and not fewer than three (3) nor more than twenty-five (25) additional members of the Section elected in accordance with these Bylaws; provided, however, the Section Council shall have a total of no more than 29 voting members. 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 and these Bylaws. A Council member may serve as chairperson of a committee of the Section and all committee chairpersons who are not also Council members shall be ex officio members of the Section Council. 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 that the Section itself might perform, except that it shall have no authority to amend these Bylaws. The Section Council shall, in the intervals between meetings of the Section, have authority to fill Council vacancies and officer vacancies. One third (1/3) of the Council members currently elected**

and serving shall constitute a quorum at any meeting of the Section council.

**Section 2.** 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 vacancies among the officers of the Section 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 3.** Officers, Council members and Committee Chairpersons must be current members of the Section at all times when in office.

**Section 4.** The term of office of any Council member shall be for a two (2) year period from date of election or until a successor shall be elected and take office. Provided, however, if a Council member is appointed to serve the unexpired term of a retiring Council member before the end of that Council member's term, the new Council member shall serve the unexpired term of the retiring member and until a successor shall be elected and take office.

**Section 5.** A member shall not hold more than one office at any time in this Section, except as expressly provided in these Bylaws, and no officers shall be eligible to serve more than two consecutive annual terms in the same office.

**Section 6.** In addition to the meetings regularly set by the Section Council, special meetings of the Section Council may be called by the Chairperson(s)

**Section 7.** A conference among Council members by any means of communication through which the members may simultaneously hear each other during the conference constitutes a meeting of the Section Council, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference constitutes a quorum at the meeting. Participation of a member by that means constitutes personal presence at the meeting.

## **ARTICLE V. Committees**

**Section 1. The Council of this Section is authorized to establish, or to empower the Chairperson of the Section to establish, such committees as it may deem necessary and desirable to promote effectively the activities of the Section within jurisdiction of the Section. In establishing a new committee, the Council shall state the area of its proposed activities.**

**Section 2. The Chairperson(s) of the Section shall appoint the chairperson of each committee of the Section not later than 90 days after the Annual Meeting of the Section, and shall designate committee members other than Chairpersons.**

**Section 3. Committees of the Section shall be directly responsible and report to the Council. Subcommittees of a committee shall be directly responsible and report to their parent committees.**

**Section 4. Each Committee Chairperson shall continue to serve until a successor is appointed by the Chairperson(s) of the Section.**

#### **ARTICLE VI. Election of Officers and Council Members**

**Section 1. The election of officers will take place at the Annual Meeting of the Section.**

**Section 2. In January of each year, the Chairperson(s) shall appoint a nominating committee of three members, two of whom shall be members of the Council and one of whom shall be from the Section at large. The nominating committee shall make and report nominations for the offices of Chairperson(s), Vice Chairperson(s), Secretary, Treasurer and Council members of the Section, to the Section Council at the last Section Council meeting preceding the Annual Meeting.**

**Section 3. The Section Council, after consideration of the nominations, shall select a slate of candidates for presentation at the Annual Meeting to the Section members. The Section Council shall submit a slate of nominations to the Section membership at least 10 days before the Annual Meeting.**

**Section 4. At the Annual Meeting, the slate of candidates selected by the Section Council shall be presented to the Section members in attendance. Nominations properly made from the floor at the Annual Meeting will be accepted. The candidate for each office receiving the most votes for the office is elected.**

#### **ARTICLE VII. Meetings**

**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. Meetings of the Section and the Governing Council shall be convened pursuant to notice given as specified in these bylaws.**

**Section 2. Notice of Meeting:**

**a) Notices: 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.**

**b) Meeting notices may be sent by mail, electronic 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 as shown in the Section's records. 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.**

**c) Meetings may be held no sooner than seven (7) days after the effective date of notice.**

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

**e) 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.**

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

**Section 3. Quorum. 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 actions of the Section shall be by a majority vote of the members present.**

#### **Section 4. Electronic Meetings:**

- a) 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.**
- b) Notice of the meeting shall be given as required by these Bylaws.**
- c) 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 who is entitled to vote to confirm that they are a member of the Section.**
- d) 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.**
- e) Participation in a meeting by means of remote communication constitutes presence at the meeting.**
- f) As used in the 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 Minnesota State Bar Association Assembly.**

**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 Minnesota State Bar Association Assembly or otherwise complying with the Bylaws of the Minnesota State Bar Association.**

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

**applicable Minnesota State Bar Association Bylaws.**

**Section 4. The Section shall not publicly advocate any recommendations in the name of the Section, except as it is authorized by the Bylaws of the Minnesota State Bar Association.**

#### **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. Delegate to Minnesota State Bar Association Assembly**

**Section 1. The Section Chairperson(s) shall timely appoint a delegate and an alternate to the Minnesota State Bar Association Assembly as necessary to allow participation at the Minnesota State Bar Association first yearly assembly meeting.**

#### **ARTICLE XI. Bylaw Amendments**

**These Bylaws may be amended by vote at any meeting of the Section, by a majority of the members present, provided written or electronic notice by regular mail, facsimile, or e-mail of the proposed changes has been given to the membership at least ten (10) days in advance of the meeting, together with a notice of the meeting at which such amendment is to be considered. Such amendment shall not be effective until approved by or with the authority of the Minnesota State Bar Association Assembly.**

**ADOPTED this 26 day of April, 2007.**