

Bylaws
MSBA Environmental, Natural Resources, and Energy Law Section

As Approved by Board of Governors 11/21/87

As Amended by Board of Governors 9/8/90, 4/23/94, 1/14/2000, 12/03/04

As Amended by Assembly 06/16/06, 12/14/07

ARTICLE I. Name and Purpose

Section 1. This Section of the Minnesota State Bar Association shall be known as the Environmental, Natural Resources, and Energy Law Section of the Minnesota State Bar Association.

Section 2. The purposes of the Section shall be dedicated to the fields of environmental, natural resources, and energy law and related areas of the law by enhancing the skills of Minnesota lawyers practicing in these areas, and inter alia, by serving as a liaison with other parts of the Bar Association and the public on issues and activities related to environmental, natural resources, and energy law.

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. Dues of the Section shall be set by the membership of the Section at any meeting thereof, and such dues may be changed annually by appropriate action of the membership subject to approval by the MSBA Assembly.

ARTICLE III. Diversity

Section 1. In selecting individuals for nomination as Section officers or members of the Section Council, the nominating committee shall consider the broad diversity of the membership of the section, and to the extent possible, shall propose nominations that reflect such diversity. Additional nominations for Section officer positions and membership to the Council may be made from the floor.

Section 2. In selecting nominees for election of Section officers or members of the Section Council, the nominating committee shall give due consideration to the following: (a) type of practice (representation of administrative agencies, representatives of state and federal government, regulated community, conservation, environmental or health organizations or groups, private citizens); (b) nature of practice environment (public or private); (c) type of employment (private practice, house counsel, or government agency); (d) size of practice; (e) location of practice (Twin Cities or outstate); (f) gender; (g) race or ethnic background; and (h) other relevant diversity factors.

ARTICLE IV. Officers

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

Section 2. The Section Council shall consist of all the Section officers currently elected and serving, and a maximum of 16 additional members of the Section elected in accordance with these Bylaws. Each member of the Section Council shall be designated a Council Delegate. There shall also be an ex officio member of the Section Council who shall be the member who served as Chairperson of the Section in the preceding term and whose term has expired. Upon the expiration of the member's term as Chairperson, he or she shall be an ex officio member of the Section Council for one year. 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. 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. The Section Council shall, in the intervals between meetings of the Section, have authority to fill officer and Council vacancies and to replace committee chairpersons. 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 vacancies among the officers of the Section, and to replace chairpersons of the committees of the Section, both 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. Officers, Council Delegates and Committee Chairpersons must be current members of the Section at all times when in office.

Section 5. The term of office of any officer shall be one (1) year and Council Delegates shall be two (2) years from the date of election and until a successor shall be elected and take office. A maximum of eight (8) Council delegates shall be elected each year. Any newly created Council delegate seats resulting from an increase in the authorized number of delegates under these Bylaws will be elected for a term of one (1) year or two (2) years which will, to the maximum extent possible, result in the expiration of the terms of one-half of the Council Delegates each year. The Executive Committee will determine which of the newly created Council Delegates seats will have one (1) or two (2) year terms.

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 officers shall be eligible to serve more than two consecutive annual terms in the same office. Council delegates may serve for an indefinite number of terms.

ARTICLE V. Committees

Section 1. The Section Council 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 the jurisdiction of the Section. In establishing a committee, the Council shall state the area of its proposed activities.

Section 2. The Chairperson shall announce the membership and the chairperson of each committee of the Section for the following Section year, at the business meeting held during the Annual Meeting of the Section.

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

ARTICLE VI. Elections

Section 1. Prior to the election meeting, which may also be the Annual Meeting of the Section, a Nominating Committee shall be appointed by the Section Council and, after considering its recommendations, a slate of candidates shall be presented by the Section Council for election by the Section membership at the election meeting. Nominations properly made from the floor at the election meeting will be accepted.

Section 2. Meetings of the members of the Section shall be convened pursuant to written notice given by mail, postage prepaid, and addressed to the Section members or by email notice addressed to Section members or by publication in an official publication of the Minnesota State Bar Association to its members, or by any of these means, but in any case at least ten (10) days in advance of the meeting.

ARTICLE VII. Duties of Officers

Section 1. The 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 other than chairpersons. The Chairperson or his/her representative shall be entitled to represent the Section upon invitation to the MSBA Assembly and shall perform such other duties and acts as customarily pertain to that office.

The 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 Chairperson and shall perform such other duties and acts as customarily pertain to this office.

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 Chairperson. The Secretary shall perform such other duties and acts as customarily pertain to this office.

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 VIII. 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. 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. 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.

Section 4. 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, 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 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.

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.

ARTICLE IX. 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 MSBA 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 MSBA 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 MSBA Assembly or MSBA Council.

Section 4. The Section shall not publicly advocate any recommendations in the name of the Section unless it is authorized to do so by the President of the Minnesota State Bar Association in accordance with the procedures prescribed from time to time by resolutions of the MSBA Assembly or MSBA Council.

ARTICLE X. 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 XI. Amendments

These Bylaws may be amended at any regular meeting of the Section by a majority of the members present, provided written or email notice of the proposed changes has been given to the membership, posted 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 the members and by or with the authority of the MSBA Assembly.

ADOPTED this 21st day of November, 1987.