

**Bylaws**  
**MSBA Appellate Practice Section**  
As Approved by the Assembly on 12/11/09

**ARTICLE I. Name**

This section of the Minnesota State Bar Association shall be known as the Appellate Practice Section.

**ARTICLE II. Purpose**

The purposes of this Section are:

To provide a forum and afford the means whereby all interested members of the Association may join in furthering the objectives and work of the Association in the field of appellate practice – in recognition of the fact that the field of appellate practice is one of great and growing importance and influence and that possesses characteristics and peculiarities of practice, rules, regulations, procedures, functions, jurisdiction, and powers by:

- a. Joining together and meeting at convenient times for discussion of problems, ideas and knowledge of mutual benefit;
- b. Informing one another of significant, specific and general developments in legislative and judicial fields affecting aspects of appellate practice;
- c. Providing opportunities for scrutiny, discussion and review of appellate practice including rules, policy making, and procedures;
- d. Promoting legislation, seminars, courses of instruction, the participation by knowledgeable persons at Section meetings, and the dissemination of information and noteworthy news to the members through appropriate media.

**ARTICLE III. Membership**

Section 1. All members of the Minnesota State Bar Association in good standing shall be eligible for membership in this Section.

Section 2. Any member of the Minnesota State Bar Association, upon request to the Secretary-Treasurer of the Section and upon payment of dues for the current year, shall be enrolled as a member of this Section. Thereafter, said dues shall be paid in advance each year. Any member of this Section whose annual dues shall be more than three months past due shall thereupon cease to be a member of this Section. Members so enrolled and whose dues are so paid shall constitute the membership of this Section and are entitled to receive the benefits extended by said Section to its members.

Section 3. Dues of the Section shall be set by the membership of the Council at any meeting thereof, and such dues may be charged annually by appropriate action of the membership subject to approval by the Assembly of the Minnesota State Bar Association.

#### **ARTICLE IV. Officers**

Section 1. The officers of the Section shall consist of a Chair, Vice-Chair, and Secretary-Treasurer, all of whom shall be elected at the annual meeting of the Section, take office on July 1 following the annual meeting at which they were elected, and hold office until June 30 of the following year. The officers shall be nominated and elected in the manner provided in Article V, at the annual meeting of the Section.

Section 2. There shall be a Council, which shall consist of the Chair, Vice-Chair, Secretary-Treasurer, and Immediate Past Chair, together with at least six other members and no more than 18 other members to be elected by the Section as hereinafter provided. The terms of the Council members shall be staggered so that the terms of one third of the Council members will expire each year, except that the Immediate Past Chair shall serve on the Council for an additional year in the event that his or her term as Chair ends at the same time as his or her term as a member of the Council and he or she would not otherwise be eligible for continued service on the Council. Each person elected to the Council shall be elected in the manner provided in Article V for a term of three years, unless he or she is elected for a shorter term to fill a vacancy or as otherwise determined by the membership. A person may be re-elected to the Council for one additional term. A Council member may not serve more than two consecutive terms (excluding any term of less than three years for which he or she is originally elected), but shall be eligible for reelection one year after the termination of such person's prior services on the Council. New Council positions created by amendment of these by-laws may be filled by vote of the Council pursuant to Article VI.

#### **ARTICLE V. Nomination and Election of Officers**

Section 1. Nomination. Prior to each annual meeting of the Section, the Chair shall appoint a Nominating Committee of three members of the Section, at least two of whom shall not be members of the Council, which committee shall make and report nominations to the Section for the officers of Chair, Vice-Chair, Secretary-Treasurer and members of the Council, to succeed those whose terms will expire at the close of the then annual meeting and to fill vacancies then existing for unexpired terms. Additional nominations for the same offices may be made from the floor.

Section 2. Elections. All elections shall be by written or electronic ballot unless otherwise ordered by resolution duly adopted by the Section at the annual meeting at which the election is held.

#### **ARTICLE VI. The Officers**

Section 1. Chair. The Chair shall preside at all meetings of the Section and of the Council. The Chair shall formulate and present to the MSBA, prior to June 30 of each year, a report of the work of the Section for the then past year. The Chair shall be responsible for the execution of the annual program of work as laid out by the Council at its meetings and shall perform such other duties and acts as usually pertain to the office.

Section 2. Vice-Chair. Upon the death, resignation or during the disability of the Chair, or upon the Chair's refusal to act, the Vice-Chair shall perform the duties of the Chair for the remainder of the Chair's term, except in the case of the Chair's disability and then only for so much of the term during which the disability continues.

Section 3. Secretary-Treasurer. The Secretary-Treasurer shall be the custodian of all books, papers, documents, and other property of the Section. The Secretary-Treasurer shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under commission, and with the Chair, shall prepare a summary or digest of the proceedings of the Section prior to its annual meeting for its report to the Minnesota State Bar Association, as required by the By-Laws of the Association. The Secretary-Treasurer, in conjunction with the Chair, as authorized by the Council, 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. Upon receipt of the final financial statement provided by the MSBA, the Chair shall verify the Section balance and forward it to the MSBA auditors. The Secretary-Treasurer may serve without bond unless directed to provide the same by the Council or Assembly, at the expense of the Section.

## **ARTICLE VII. Duties and Powers of the Council**

Section 1. The Council shall have general supervision and control of the affairs of the Section, subject to the provisions of the Constitution and By-Laws of the Minnesota State Bar Association and the By-Laws of this Section. It shall especially authorize all commitments or contracts which shall entail the payment of money, and shall authorize the expenditure of all moneys appropriated for commitments or contracts which shall entail the payment of more money during any fiscal year than the amount which shall have been previously appropriated to the Section for such fiscal year, added to the cash on hand in the Section.

Section 2. The Council may authorize the Chair to appoint committees from Section members to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these By-Laws and the By-Laws of the Minnesota State Bar Association.

Section 3. Except as specifically limited by these By-Laws and except as specific powers and duties may be granted solely to other persons in the Section, the Council shall have full power and authority, in the intervals between meetings of the Section, to do all acts and perform all functions which the Section itself might do or perform. Such action of the Council may be

reviewed and changed by the Section acting at its annual meeting following the action of the Council.

a. The Council, during the interim between annual meetings of the Section, may fill vacancies in its own membership or in the office of the Secretary-Treasurer. In the event of a simultaneous vacancy in both the offices of Chair and Vice-Chair, then the Council may fill the office of Chair. Members of the Council and officers so selected shall serve until the close of the next annual meeting of the Section.

b. Officers and council members who have three (3) consecutive unexcused absences from section council meetings shall be deemed to have resigned effective the day following the third missed meeting. An absence is excused if an officer or council member notifies the council chair that he or she will be absent from the meeting before the meeting. If it is impossible or impractical to notify the council chair before the meeting the absence may be considered excused at the discretion of the council chair. The council shall fill the vacancy as soon as practicable.

Section 4. All binding action of the Council shall be by a majority vote of those present.

Section 5.

a. The Council shall meet at least once between the end of an annual meeting of the Minnesota State Bar Association and its next annual meeting.

b. Special meetings of the Council may be held upon the order of the Chair, or upon the Chair's absence the Vice-Chair, or upon the written request of any three members of the Council.

Section 6. Action Without a Council Meeting. Any action required or permitted to be taken at a meeting of the Council may be taken in any manner permitted by the MSBA Bylaws

Section 7. Electronic Meetings of Council. Any meeting among Council members may be conducted solely by one or more means of remote communication through which all of the members may participate in the meeting, if the same notice is given of the meeting as required by these Bylaws, and if the number of members participating in the meeting is sufficient to constitute a quorum at the meeting.

A Council member may participate in a meeting of the Council by means of conference telephone or, if authorized by the Council, other means of remote communication.

Participation in a meeting by any of the above-mentioned means, constitutes presence at the meeting.

As used in this section, "remote communication" means communication via electronic communication, 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. Meetings**

Section 1. Meetings of the members of the Section shall be convened pursuant to written notice given by regular mail, electronic facsimile transmission (fax), e-mail or telephone. If sent by mail, the notice shall be effective as of the second full calendar day after deposit 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 email, the notice shall be effective when directed to an email 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.

Section 2. 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 3. The annual meeting of the Section shall be held in May or June of each year, at a time and place chosen by the Council with the goal of achieving maximum attendance by Section members.

Section 4. Special meetings of the Section may be called by the Chair, at such time and place as the Chair may determine. Notice shall be communicated to the members at least one week in advance of the meeting.

Section 5. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 6. All binding action of the Section shall be by the majority vote of the members present.

## **ARTICLE IX. Miscellaneous**

Section 1. The fiscal year of the Section shall be the same as that of the Minnesota State Bar Association, namely July 1 to June 30.

Section 2. Any action by this Section must be approved by the Minnesota State Bar Association before the same becomes effective as the action of the Minnesota State Bar Association. Any resolution adopted or taken by this Section may on request of the Section be reported by the Chair of the Section to the next meeting of the Minnesota State Bar Association for the Association's action thereon. This Section shall not publicly advocate any recommendations in the name of the Association unless specifically authorized by the Assembly, and any action taken by the Section which is to be publicized in the name of the State Association shall first be authorized by the

Assembly.

Section 3. This Section shall not represent the Association in the Legislature, in any Court, or in a controverted procedure before any other governmental body unless authorized so to do by the Assembly, the Association, or in case of an emergency, by the President of the Association, except that the Section may, to the extent permitted by the MSBA's Articles, By-Laws and Rules or other MSBA policy, present its own point of view only before committees and subcommittees of the Minnesota Legislature and committees and subcommittees of the Minnesota Supreme Court, when approved by a majority of the Section Council.

Section 4. The Articles and Bylaws of the Minnesota State Bar Association related to sections are expressly made a part of these By-Laws.

Section 5. These By-Laws shall become effective upon the approval thereof by the Assembly of the Minnesota State Bar Association.

Section 6. The By-Laws of this Section may be amended only at any annual or special meeting thereof. Notice of the time, place and purpose of the meeting shall be provided to all members of the Section in good standing, by written notice given by regular mail, facsimile, e-mail or telephone, including the text of the proposed amendment, at least 10 days prior to the date of the meeting. Section members may submit their vote on the proposed amendment(s) by regular mail, facsimile, e-mail or telephone. Any amendment shall be submitted to the Assembly and become effective when approved.