

Bylaws
MSBA Construction Law Section
As Approved by the Assembly 6/29/90, 12/03/04

ARTICLE I. Name and Purpose

Section 1.1. This Section of the Minnesota State Bar Association shall be known as the Construction Law Section of the Minnesota State Bar Association.

Section 1.2. The Section shall be dedicated to the field of construction law and related areas of the law by enhancing the skills of Minnesota lawyers practicing in the area, and inter alia, by serving as a liaison with other parts of the Bar Association and the public on construction law related issues and activities.

ARTICLE II. Membership

Section 2.1. 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 upon request to the Treasurer of the Section or designated agent.

Section 2.2. 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 Assembly of the Minnesota State Bar Association.

ARTICLE III. Officers

Section 3.1. 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 3.2. There shall also be a Section Council, which shall consist of all the Section officers currently elected and serving, and eight (8) additional members of the Section elected in accordance with these Bylaws. Each member of the Section council shall be designated a Council Member. 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. The Section Council shall have full power and authority to act in the intervals between meetings of the Section, and 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. One-third (1/3) of the Council members currently elected and serving shall constitute a quorum at any meeting of the Section Council.

Section 3.3. There shall be an Executive Committee consisting of all of the officers currently elected and serving. 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 3.4. Officers and Council members must be current members of the Section at all times when in office.

Section 3.5. The term of office of any officer shall be one (1) year and Council members two (2) years. Four Council members shall be elected each year, except for the first election in which four (4) of the eight (8) Council members shall be elected for one (1) year terms.

Section 3.6. 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 members may serve for an indefinite number of terms.

ARTICLE IV. Committees and Divisions

Section 4.1. The Section Council is authorized to establish, or to empower the Chairperson of the Section 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 committee or division, the Council shall state the area of its proposed activities. A division shall be a grouping of committees in such manner as the Council may from time to time designate.

ARTICLE V. Elections

Section 5.1. 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 5.2. 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 published in an official publication of the Minnesota State Bar Association to its members, or both, in either case at least ten (10) days in advance of the meeting.

ARTICLE VI. Duties of Officers

Section 6.1. 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 and committee chairpersons. The Chairperson or his representative(s) 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 that office.

Section 6.2. 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 6.3. 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 6.4. 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 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 and acts as customarily pertain to this office. The Treasurer shall file within thirty (30) days after the close of each fiscal year an accounting of the Section's finances.

ARTICLE VII. Meetings

Section 7.1. 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 7.2. 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.

ARTICLE VIII. Restrictions

Section 8.1. 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 8.2. 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 complying with the Bylaws of the Minnesota State Bar Association.

Section 8.3. 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 8.4. 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 Assembly, House of Delegates, or Assembly.

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 regular meeting of the Section by a majority of the members present, provided written notice of the proposed changes have 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 Assembly of the Minnesota State Bar Association.

ADOPTED this ____ day of _____, 1990.