

Bylaws
MSBA Food, Drug & Device Law Section
As Approved by Assembly 4/23/94, 12/03/04, 04/28/11

ARTICLE I. Name and Purpose

Section 1. This Section of the Minnesota State Bar Association shall be known as the Food, Drug & Device Law Section of the Minnesota State Bar Association.

Section 2. The purposes of the Section shall be dedicated to the field of food, drug and device 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 food, drug, and device law related issues and activities.

ARTICLE II. Membership

2.1) Criteria. Any member of the MSBA is eligible for membership in the Section and shall be enrolled as a member of the Section upon payment of dues for the Section. A member of the public who is not eligible for MSBA membership and who works in the area of food, drug & device law may be enrolled as a member of this Section upon payment of Section dues, subject to Council approval. Non-members of the MSBA shall have the same rights as an MSBA section member unless limited or prohibited by MSBA Bylaws and shall be referred to as Section-only Members of the Section.

Section 2. Dues of the Section shall be set by the membership of the Section Council at any meeting thereof, and such dues may be changed annually by appropriate action of the Section Council, subject to Assembly approval.

Section 3. It shall be a particular objective of the Section to encourage membership and active participation by members of the judiciary and attorneys whose practice involves food, drug, and device law and by law students having an interest in food, drug, and device law.

ARTICLE III. Management

Section 1. The officers of the section shall consist of Section Chairperson, one Vice Chairperson, , Secretary, Treasurer, and such other officers as may be determined and elected in accordance with these Bylaws. Section-only Members of the Section shall not be eligible to serve as officers.

Section 2. There shall also be a Section Council, which shall consist of all of the Section officers currently elected and serving, not less than three (3) nor more than twenty-five (25) additional members of the Section elected in accordance with these Bylaws, and any persons who become ex-officio members by action of these Bylaws. Each member of the Section Council shall be designated a Council Delegate. 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. Ex-officio members shall have non-voting status. 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. 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 elected vacancies among the Council Delegate positions, 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. Council Delegates must be current members of the Section at all times when in office.

Section 5. The term of office of any Council Delegates shall coincide with the fiscal year of the MSBA.

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 officer shall be eligible to serve more than two consecutive annual terms in the same office.

Section 7. A Council Delegate may be removed from office for cause or for failure to attend meetings. Any Council Delegate may be notified that he or she will be considered for removal after missing three consecutive Section Council meetings. If the notified Council Delegate misses two additional meetings, removal will be considered at the next regularly scheduled Section Council meeting. Removal shall require a two-thirds vote of those members present and eligible to vote at the removal meeting, whether it be a Section meeting or a Section Council meeting. Any removal meeting must be announced to the eligible meeting participants at least two weeks before the meeting.

ARTICLE IV. Committees and Divisions

Section 1. The Council of this Section is authorized to establish, or to empower the Section Chairperson 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 new committee or division, the Section Council shall state the area of its proposed activities. A division shall be a grouping of committees in such manner as the Section Council may from time to time designate.

Section 2. The Chairperson shall announce the membership and appoint the chairperson of each committee of the Section, and appoint the director of each division for the following Section year within one month of the Annual Meeting of the Section.

Section 3. Division directors shall be directly responsible and report to the Section Council. Committees of the section shall be directly responsible and report to a division director or the Section Council if the Section Council so directs. Subcommittees of the Section shall be directly responsible and report to their parent committees.

ARTICLE V. Elections

Section 1. An election shall be held at the Annual Meeting of the Section. The Annual Meeting shall be held at a place and time set by the Section Council but prior to the beginning of the next fiscal year. The election shall be held no later than the start of the upcoming MSBA fiscal year. An Election Committee shall be appointed by the Chairperson and approved by the Section Council and shall consist of three Section Council members. Its task shall be (a) to actively seek out and to accept applications from individuals interested in holding elected positions; (b) to review the qualifications of those individuals seeking election and after such review to forward the names of those individuals and the positions for which they are running to the Section's Secretary; (c) to inform the Section's Secretary of those candidates which, based upon the committee's review, it recommends for election and (d) to develop procedures to insure the security of the election process. This process shall begin no less than ninety (90) days prior to the date of the Annual Meeting.

Section 2. After receipt of the names of those individuals seeking election and of those endorsed by the Election Committee, the Secretary shall prepare a Notice of the Annual Meeting. Such Notice shall set forth the date, place and time of the Annual Meeting. Accompanying such notice shall be a ballot. This shall set forth the names of those individuals seeking election and the positions they are seeking. A separate insert shall identify those individuals endorsed by the Election Committee. In addition to those seeking election through this process, nominations properly made from the floor at the election will be accepted. Such Notice and ballot shall be mailed to the Section membership not less than thirty (30) days prior to the date of the Annual Meeting.

ARTICLE VI. Duties of Officers

Section 1. The Section 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 the committee chairpersons. The Section Chairperson or a representative designated by the Section Chairperson 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 the office of Chairperson.

The Section 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 Section Chairperson and shall perform such other duties and acts as customarily pertain to the office of Vice Chairperson.

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

Section 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 Council at the Annual Meeting. The Treasurer shall also make financial reports to the Section Council at such times as the Section Council shall require. The Treasurer shall perform such other duties as may be assigned by the Section from time to time.

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. 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 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 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 comply with the Bylaws of the Minnesota State Bar Association.

Section 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.

Section 4. The Section may present a report, recommendation, amicus brief or other action as the official action or position of the Section, provided that such presentation is made pursuant to and in accordance with any and all applicable provisions of the Bylaws of the Minnesota State Bar Association, and provided further that no such presentation shall be made absent an affirmative vote by a majority of all of the members of the Section Council at a meeting of the Section Council. In extraordinary situations where time does not permit, no such vote shall be taken until after written notice has been sent to the members of the Section informing them of the issue(s) under consideration and affording them a reasonable opportunity to provide such input as they may desire.

ARTICLE IV. 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 has been given to the membership, mailed 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 either by the Assembly of the Minnesota State Bar Association or with the Assembly's authority.)

Adopted this day 28 of April, 2011.