



## NEW LAWYERS SECTION

Meeting Minutes – November 19, 2009

**Members Present:** Lacey Anderson, Michael Miller, Sam Edmunds, Charlie Delbridge, Todd Schenk, Jessica Slattery Karich, Erika Donner, Chanel Melin, Christina Weber, Colin Kreuziger, William Peffer, Elise Peterson, Mike Goodwin, Shelby Miller, Andrew Loose, Todd Olin, Kyle Lewis, Sitso Bediako, Lauren Wood, Melissa Wendland, Nicole Schwartz, Nicole James Gilchrist, Larry McGee.

**Guests Present:** Tonda Mattie, Ashley Hacker.

### I. Opening Business

- A. Call to Order at 5:40 p.m. at the MSBA offices. Meeting chaired by Lacey Anderson.
- B. Presentation by Tonda Mattie of the Collaborative Law Section regarding legislative proposals. Mike M. inquired about known opposition and Tonda discussed opposition from the trial lawyers.
- C. The minutes of the October, 2009, meeting were presented. Chanel moved to approve the minutes with the addition of Larry McGee to the attendance list. Christina seconded the motion. The motion passed by consensus.

### II. New Business

- A. Lacey discussed legislative proposals and sought comments.
- B. Budget. Treasurer Charlie Delbridge reported that the Section sought a supplemental budget request of \$300, which was presented to the operations committee by Sam Edmunds. The operations committee approved the request so it will now be forwarded to the Assembly. Charlie moved to formally ratify the officers' actions in submitting the supplemental budget request. Seconded by Mike M. Passed unanimously on a voice vote.
- C. Bylaws. Draft amended bylaws were forwarded to the Section prior to the meeting. A revised version of the draft bylaws was presented to the Section for consideration. Sam discussed the minor changes made to the draft after receiving recommendations from the governance committee. A lengthy discussion regarding the bylaws ensued.

Sam explained that the governance committee had recommended removing the language on impeachment because other sections have no such language. Charlie and Sam both explained why they decided to leave the language in this draft. Christina and Colin raised concerns regarding a notice period prior to moving for impeachment.

Sam moved to approve the bylaws as drafted, seconded by Larry.

Larry moved to amend the language in Article 4(f) from “impeached” to “removed from office.” Seconded by Charlie. Discussion continued on the proposed amendment. It was then suggested that the language of 4(f) should read: “After previous notice, and for a stated cause, an officer may be removed from office by a two-thirds majority vote of the Membership present at a regular Section meeting.” This was considered a friendly amendment by the moving and seconding members. The amendment passed on a voice vote.

Larry expressed concern regarding “the call” of the officers’ monthly meetings. Mike M. noted the old language. Jessica supported the language as written because it provides flexibility. No amendment was made.

Erika raised the issue of the officers making decisions over the summer. Sam directed the group to Article 4(h), which addressed Erika’s concerns.

Erika raised an issue regarding Article 7(d) and budget concerns. Discussion took place but no amendment was made.

Mike M. raised a concern regarding the election process and automatic officer succession. Lacey discussed how MSBA uses automatic succession and advocated for it generally. She noted that more experience equals better leadership. Erika expressed a concern about notice periods for elections. Charlie spoke to why he and Sam crafted the language regarding automatic succession. Erika and Nicole suggested that the nominating committee should be able to nominate more than one person for each office.

An amendment was suggested: “The officers shall be elected to a one year term. The officers shall be the Secretary, Treasurer, Vice Chair, and Chair. That shall be the order of succession.” This language would replace the first sentence of Article 4(b).

Sam posited language such as: “the officers ordinarily shall serve a four year cycle.”

The amendment finally agreed to was: 4(a) amended to read “The officers of the Section shall consist of a Secretary, Treasurer, Vice-Chair, and

Chair. That shall be the order of succession.” 4(b) amended to read: “The officers shall be elected to a one year term. Each officer shall succeed to the next officer position annually, unless an opponent is elected to that office.”

Lacee called for a vote on the amendment, which passed on a voice vote with Charlie and Sam voting in the negative.

Chanel noted a couple of clerical errors in Articles 3(c) and 6(b). “Bylaw” should be changed to “Article.” Approved by consensus.

Mike M. moved to put the word “secret” back in to the last sentence of Article 6(a). Chanel seconded. Passed unanimously.

Erika raised a concern that the Nominating Committee should provide notice of elections to the Section 30 days prior to the annual meeting. An amendment was crafted to read: “The Secretary shall give notice of the election to the Membership at least 25 days before the annual meeting and shall invite any interested member to apply for nomination.” This language would become Article 6(b) and (b) would become (c). Amendment moved by Erika. Seconded by Bill. Passed unanimously.

Todd raised a concern regarding Article 3(c) and the definition of “members.” Melissa suggested the addition of the language: “and individually as ‘members.’” Amendment passed.

Mike M. moved to amend Article 9(d) to include “regional conferences.” Mike M. further moved to change the word “sends” to “may send.” Both amendments passed.

Mike M. moved to amend Article 9(d) from “officers shall designate” to “officers shall recommend to the Membership,” and also to add “The Membership shall vote to approve or amend such recommendations.” The amendments were seconded by Charlie and passed on a voice vote.

Mike M. moved to amend Article 9(e) to add the language “The Section may by a two thirds vote establish or eliminate any standing committee.” The motion passed.

A motion was made to amend Article 9(e) to change “only during the term of the current officers” to “until the end of the fiscal year.” The motion passed.

A motion was made to add Article 9(h) which shall read: “The Membership shall designate two delegates to the Association’s Assembly, one of whom shall be the current chair.” The motion passed.

A motion was made to amend Article 8 to add the language “and the Section’s representative to the Association’s Assembly.” The motion passed.

Mike M. moved to the table to main motion, arguing that the bylaws should not be passed at the current meeting because so many members had left and many changes were made. Erika seconded the motion to table. The motion failed on a voice vote.

Sam moved the previous question. Lacey moved to a vote on the main motion without objection. The main motion passed on voice vote. The bylaws were approved as amended and will be forwarded to the governance committee for final review. If approved by the governance committee, the bylaws will be presented to the Assembly at its December meeting.

Charlie raised an issue regarding the bylaws amendment process and proper notice of the Section’s intent to consider bylaw amendments. After review of the current bylaws it was decided that proper procedure had been followed.

(Due to time constraints, the remaining agenda items were discussed only briefly.)

- D. Social update. The Tri-Bar Winter Social will take place at Nami in downtown Minneapolis on December 3, 2009, from 5-8 p.m.
- E. Outreach. The Section is now on Twitter and the Outreach chairs are making efforts to get the Section onto Facebook and other social networking websites.

Troy Tatting attended the October 30, 2009, swearing in ceremony, and reported that the event was very successful and there was much interest in the Section.

- F. Community service update. The Section will be participating in the Santa Run in downtown Minneapolis and plans are in the works for the Section’s spring community service projects.
- G. CLE update. Today’s CLE on persuasive oral and written communication was well attended and very informative. The CLE chairs are not sure whether a December CLE will take place.
- H. ABA-YLD Schedule:

- Midyear. Orlando. Feb. 4-6, 2010. Statements of interest are due to Lacey by Dec. 14, 2009. The section will vote on attendees at the Dec. 17 meeting.
- Spring Joint Conference: St. Thomas, USVI. May 13-15, 2010.
- Annual Convention: San Francisco. Aug. 5-10, 2010.

- I. *Hearsay* update. The fall edition of *Hearsay* is in the works and the editors are seeking submissions for the winter edition.

### **III. Reports**

A. Officer Reports:

1. Secretary (Sam Edmunds): no further report.
2. Treasurer (Charlie Delbridge): gave budget report earlier in the meeting. No other report.
3. Vice Chair (Christina Weber): no longer present.
4. Chair (Lacey Anderson): no further report.

- B. Liaison Reports: Various liaison reports were provided by the Section's liaisons but will not be detailed in these minutes due to technical difficulties.

John R. Remakel, the Business Section Liaison, provided a written report via email, which is attached below.

- C. ABA representative reports: No further report.

### **IV. Adjournment**

The meeting was adjourned without opposition at 7:50 p.m.

## ATTACHMENT 1 – BUSINESS SECTION LIAISON REPORT

Lacee and Sam -

I will not be able to attend the New Lawyers Section meeting tomorrow night. Below is our report on the MSBA Business Section. Please note that my co-liaison, Bill Pepper, may be able to attend to provide this report in person.

1. The Business Section has legislative proposals out to make changes to 302A (Business Corporation Act), 317A (Non-Profit Corporation Act), and 322B (LLC Act). All changes are technical in nature.
2. The Business Section is seeking a volunteer to serve as the Section's Communications Chair. This position would involve preparing and sending newsletters and announcements via email to section members. No specific level of experience is required and it might be a good networking and marketing opportunity for a new attorney. Interested persons should contact the Business Section Chair, Rob Beattie at **(612) 607-7000** or [rbeattie@openheimer.com](mailto:rbeattie@openheimer.com).
3. LegalCORPS and the Business Section are working jointly to create a Mentor Program for new attorneys to provide business pro bono.

Thanks,  
John

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