

Bylaws

Public Utilities Section

As approved by the Assembly 9/5/97, 12/03/04

ARTICLE I. Name

This Section of the Minnesota State Bar Association shall be known as the Public Utilities Section.

ARTICLE II. Purpose

The purposes of this Section are:

To provide a forum for discussion of regulatory and other issues affecting public utilities and provide opportunities for continuing legal education in this specialty field. Section members are active in the area of public utility regulation in Minnesota. This forum will be provided 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, administrative and judicial fields affecting aspects of their practice involving public utilities law;
- c. Providing opportunities for scrutiny, discussion and review of administrative agencies' powers, affairs, practices and procedures, including rules and rule making, policy making, enforcement and adjudicatory functions;
- 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 the appropriate media;
- e. Promoting public confidence in regulatory attorneys' commitment both to the public interest and to open, fair and understandable regulatory processes; and
- f. Promoting citizen confidence and participation in regulation in Minnesota.

ARTICLE III. Membership

Section 1. Initial membership of the Section has been made through appointment by the President of the Minnesota State Bar Association.

Section 2. Any attorney member of the MSBA in good standing, upon payment of Section dues for the current year, shall be enrolled as a member of this Section.

Thereafter, dues shall be paid in advance each year, beginning on July first next succeeding such enrollment. Any member of this Section whose annual dues shall be more than six 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. Each member of the Section shall pay to the Secretary-Treasurer of the Section, annual dues to be determined by the Council of the Section.

ARTICLE IV. Officers

Section 1. The officers of the Section shall consist of a Chair, Vice-Chair, and Secretary-Treasurer, who shall be elected at the Annual Meeting of the Section and hold office until their successors are elected and hold office.

Section 2. There shall be a Council, which shall consist of the Chair, Vice-Chair, Secretary-Treasurer, and Immediate Past Chair, if any, together with eight other members to be elected by the Section as hereinafter provided.

Section 3. The Chair, Vice-Chair, and Secretary-Treasurer shall be nominated and elected in the manner hereinafter provided, at the Annual Meeting of the Section, to hold office for a term of one year and until their successors shall have been elected and qualified.

Section 4. Council members who are not officers shall be nominated and elected in the manner provided in Article V to hold office for a term of two years. Four Council members shall serve terms beginning and ending in odd-numbered years and four Council members shall serve terms beginning and ending in even-numbered years.

ARTICLE V. Nomination and Election of Officers

Section 1. Nomination. Prior to each Annual Meeting of the Section, the Chair will appoint a nominating Section of three members of the Section, at least two of whom shall be members of the Council. This section shall make and report nominations to the Section for the offices of the 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. The section shall endeavor to nominate persons who reflect diverse interests represented by members of the Section. Additional nominations for the same offices may be made from the floor.

Section 2. Elections. All elections shall be by voice vote unless otherwise provided for in this Article.

Section 3. Secret Ballot. A majority of members present at the Annual Meeting may require a secret ballot for any election.

ARTICLE VI. The Officers

Section 1. The Chair. The Chair shall preside at all meetings of the Section and of the Council. The Chair shall formulate, prior to June 30 of each year, a report of the work on the Section for the then past year. The Chair shall be responsible for the execution of the annual plan of work as laid out by the Council at its meetings and shall perform such other duties and acts as usually pertain to this 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 on 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 attend generally to the business of the Section. The Secretary-Treasurer shall also receive, disburse and account for all moneys of the Section and keep accurate records thereof, and as required by the By-Laws of the Association, file a report of the finances of the Section with the Minnesota State Bar Association, which report shall be subject to audit. 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 explicitly 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 the fiscal year than the amount which shall have been previously appropriated to the Section for such fiscal year, added to the cash then on hand in the Section.

Section 2. The Council of this Section is authorized to establish, or to empower the Chair of the Section to establish, such sub-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 new subcommittee, the Section shall state the area of its proposed activities.

The Council shall announce, or empower the Chair to announce, the membership and the chair of each subsection of the Section at the business meeting held during the Annual

Meeting of the Section. The Chair of each subsection shall be one of the at-large Council members elected as provided in Article IV.

Section 3. Except as specifically limited by these By-Laws and except as specific powers and duties may be granted solely to other persons on the Section, the Council shall give 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 Section meetings following the action of the Council.

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

Section 4. A quorum of the Council shall consist of four of the members of the Council. 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 upheld upon the order of Chair, or upon the Chair's absence the Vice-Chair, or upon the written request of any three members of the Council.

ARTICLE VIII. Meetings

Section 1. The Annual Meeting of the Section shall be its regular May meeting in each year.

Section 2. Special meetings of the Section may be called by the Chair or by written request of six (6) members of the Section, at such time and place as the Chair may determine. Written notice shall be mailed to the members at least one week in advance of the meeting.

Section 3. Ten percent (10%) of the members of the Section shall constitute a quorum for the transaction of business at any meeting.

Section 4. Except as noted below, all binding action of the Section shall be by the majority vote of the members present.

Section 5. When the position of the Section shall be represented to the public, the binding action shall be approved by the Section by a two-thirds (2/3) 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 annual 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 to do so by the Assembly, the Association, or in the 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 as provided below.

Section 4. The Section may take its own position on court rules, legislation and other items and communicate those positions to the appropriate body provided that the Section has voted on the position in the manner prescribed above and certified to the President of the MSBA the following: (1) The vote totals on the matter; (2) the matter is germane to the activity of the Section; (3) the matter was approved by the Section at a meeting properly held; (4) that the position is not contrary to an MSBA position already taken; (5) the position is not pending endorsement by the MSBA; and (6) that it will be communicated that the position is the action of the Section only and not the action of the entire MSBA.

Section 5. Article 10 of the Restated By-laws of the Minnesota State Bar Association consisting of sections 10.8 through 10.14, and Article 14 of the Minnesota State Bar Association By-Laws, are expressly made a part of these By-Laws.

Section 6. These By-Laws shall become effective upon the approval thereof by the Assembly of the Minnesota State Bar Association.

Section 7. The By-Laws may be amended only at any annual or special meeting of the Section, provided written notice of the time, place and purpose of the meeting and the text of the proposed amendment is mailed to all members of the Section in good standing, at least seven (7) days prior to the date of the meeting. Any amendment shall be submitted to the Assembly and become effective when approved by that Board.