

## **By-Laws**

### **MSBA Antitrust Section**

As approved by the Board of Governors on 11/18/78

As approved by the Assembly on 12/03/04; 06/16/06; 06/29/12

As approved by the Council on 1/29/16

#### **ARTICLE I. Name and Purpose**

Section 1. This Section of the Minnesota State Bar Association shall be known as the Antitrust Section of the Minnesota State Bar Association.

Section 2. The purposes of the Section shall be dedicated to the field of antitrust and related trade regulation law by enhancing the skills of Minnesota lawyers practicing in the area, and by serving as a liaison with other parts of the Bar Association on the antitrust aspects of professional standards, services, and activities.

#### **ARTICLE II. Membership and Dues**

Section 1. All members 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. 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 membership, subject to the approval of the MSBA Assembly. Any member of this Section whose annual dues are more than three months past due shall cease to be a member of this Section. A member who has been removed from the Section for nonpayment of dues shall be reinstated when such arrearages are paid.

Section 3. The Section Council may from time to time offer discounted dues or eliminate dues for particular classes of Section members in order to promote or extend Section membership.

Section 4. It shall be a particular objective of the Section to encourage membership and active participation by all members of the Minnesota State Bar Association whose practice to any extent involves antitrust and related trade regulation considerations, in any respect, including private, governmental, and corporate orientations.

#### **ARTICLE III. Officers**

Section 1. The officers of the section shall consist of one or more Chairpersons and Vice Chairpersons, the Immediate Past Chairperson or Co-Chairpersons, and a Secretary and a Treasurer, and such other officers as may be determined and elected in accordance with these By-Laws.

Section 2. 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 vacancies among the Officers of the Section, and to replace Chairpersons and Co-Chairpersons of the committees of the Section, both 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 By-Laws 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 By-Laws shall constitute a quorum of the Executive Committee.

Section 3. Officers and committee Chairpersons must be current members of the Section at all times when in office. Members of the Council who hold Emeritus status may not serve as officers.

Section 4. The term of office of any officer shall be one (1) year from date of election and until a successor shall be elected and take office.

Section 5. A member shall not hold more than one office at any time in this Section, except as expressly provided, in these By-Laws, and no officer shall be eligible to serve more than two consecutive annual terms in the same office. The offices of Secretary and Treasurer may be held by the same person.

Section 6. No more than two (2) of the Officers may be employees or owners of the same law firm, private company, or individual state or government agency at any one time.

#### **Article IV. Council Members**

Section 1. There shall also be a Section Council, which shall consist of all of the Section officers currently elected and serving, Emeritus members, and not less than three (3) nor more than twenty (20) additional members of the Section elected in accordance with these By-Laws.

Section 2. 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.

Section 3. Council Delegates must be current members of the Section at all times when in office.

Section 4. Council members shall serve for (1) year terms from the date of election. Emeritus Council members need not stand for election once elected to Emeritus status.

Section 5. No more than two (2) employees or owners of the same law firm, private company, or individual state or government agency may serve as members of the Section Council at one time. This limit does not include Officers, ex officio members of the Section Council, or Emeritus members of the Section Council.

Section 6. A Council Delegate may also serve as Chairperson or Co- Chairperson of a committee of the Section, and all committee Chairpersons or Co-Chairpersons who are not also Council Delegates shall be ex officio members of the Section Council. Ex officio members of the

Council will be eligible to attend Council meetings but will not be eligible to vote and will not be considered in calculating quorum.

Section 7. 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 By-Laws.

Section 8. The Section Council shall, in the intervals between meetings of the Section, have authority to fill officer vacancies and to replace committee Chairpersons and Co-Chairpersons of the committees of the Section. One quarter (1/4) of the non-Emeritus Council Delegates currently elected and serving shall constitute a quorum at any meeting of the Section Council.

Section 9. From time to time the Council may nominate current and former Council members to Emeritus status. Emeritus Council members shall be Council members who have completed a distinguished term on the Council including serving as a Chairperson and completing their term(s) as Immediate Past Chairperson. Emeritus Council members must be elected by the Section Membership. Once elected, Emeritus Council members serve for an indefinite period and need not stand for reelection to remain Emeritus Council members. Emeritus Council members may relinquish Emeritus status in order to stand for election to the Council as a member. Emeritus Council members will be eligible to attend Council meetings and to vote.

#### **ARTICLE V. Meetings and Elections**

Section 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 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, by facsimile, or by email addressed to the Section members or published in an official publication of the Minnesota State Bar Association to its members at least ten (10) days in advance of the meeting. If sent by mail, the notice shall be effective as of the second full calendar day after depositing in the United States mail with postage prepaid and addressed to the intended recipient's address 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 electronic mail, the notice shall be effective when directed to an electronic mail 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. Attendance at a meeting shall constitute a waiver of notice unless the member is solely to object to the lack of proper notice. Present 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.

## **ARTICLE VI. Duties of Officers**

Section 1. The Chairpersons 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 other than Chairpersons. Any Chairperson shall be entitled to represent the Section upon invitation to the Assembly or Council of the Minnesota State Bar Association and shall perform such other duties and acts as customarily pertain to that office.

The Chairpersons 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. A Vice Chairperson shall preside at all meetings of the Section in the absence of all Chairpersons and shall perform such other duties and acts as customarily pertain to this office.

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 Chairpersons. He shall perform such other duties and acts as customarily pertain to this office.

Section 4. The Treasurer shall account for the funds of the Section, subject to the general supervision and control of the Section Council. The Treasurer shall have the State Bar Association retain all vouchers, bills and canceled checks. 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 Council shall require. The Treasurer shall perform such other duties as may be assigned to him by the Section Council 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.

Section 3. Subject to the restrictions set forth in the By-Laws, any meeting among the Section's members, council, or any meeting of a committee or subcommittee may be conducted in person, by one or more means of remote communication, or by a combination of both in-person and electronic means. Notice of the meeting shall be given as required by these By-Laws. The number of members participating in the meeting must be sufficient to constitute a quorum. Prior to the beginning of the meeting, the chairperson of such meeting shall ask each member participating by means of remote communication that is entitled to vote to confirm that they are a member of the Section. A Section member, Council member or committee member may participate in a meeting by means of conference telephone, or by other means of remote communication, in each case through which that member, other members so participating, and all members physically present at the meeting may participate with each other during the meeting, and through which that member, if otherwise entitled, may vote on matters submitted to the meeting. As used in this section, "remote communication" means communication via electronic means, 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.**

Section 1. These By-Laws 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 Council 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 or Council of the Minnesota State Bar Association or otherwise complying with the By-Laws of the Minnesota State Bar Association.

The Section shall not represent the Association before the Legislature, in any court in a controversial procedure, or before any other governmental body, unless authorized to do so by the Assembly or Council of the Minnesota State Bar Association.

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 or Council.

Section 3. The membership and fiscal year of the Section shall begin on July 1 and conclude on June 30 of the following year.

#### **ARTICLE IX. Amendments**

Section 1. These By-Laws may be amended at any regular meeting of the Section by a majority of the Section members present, provided written notice of the proposed changes has been given to the membership, posted or sent by e-mail, 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 Council of the Minnesota State Bar Association.