

Bylaws
MSBA Business Law Section
As Approved by the Assembly on Friday, September 12, 2014

BYLAW 1. Name

This Section of the Minnesota State Bar Association (Association) shall be known as the Business Law Section (Section).

BYLAW 2. Purpose

The purposes of the Section are to further the activities of the Association in the fields of business law, both state and federal, including Minnesota and federal statutes, regulations and decisions involving business corporations, nonprofit organizations, partnerships, limited liability companies, professional associations and financial institutions; securities; the Uniform Commercial Code; fraudulent transfers, anti-trust; unfair competition; unfair trade practices; franchising and distribution, technology, and other areas of business law.

To this end the Section will work for the improvement of law in its area and advise the Assembly of the Association and its members as to desirable improvements in the law; it will assist in the furtherance of the legal education of its members and members of the Association; it will, to the extent authorized by the Assembly of the Association, advise the Minnesota Legislature, the national Congress and the various regulatory agencies in its field of competence as to desirable changes in the law; it will sponsor, conduct or assist in the maintaining of programs of continuing legal education for its members, for members of the Association and the public at large; it will cooperate with other bar associations and organizations to further the activities of the Association, all to the end that the public responsibility of the legal profession may be more effectively discharged.

BYLAW 3. Membership and Dues

(a) All members of the Association in good standing shall be eligible for membership in this Section.

(b) Any member of the Association, upon payment of dues for the current year, shall be enrolled as a member of this Section. Thereafter, dues shall be paid in advance each year. 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 the arrearages are paid. Members enrolled and whose dues are paid shall constitute the membership of this Section and are entitled to receive the benefits extended by the Section to its members.

(c) The Executive Council of the Section shall set the dues of the Section, subject to approval by the Assembly of the Association.

BYLAW 4. Officers

The officers of the Section shall consist of a Chair, Vice-Chair, Secretary and Treasurer.

BYLAW 5. Council

There shall be an Executive Council, which shall consist of twelve members to be elected by the Section. Each elected Executive Council member shall be a member of the Association and of the Section.

BYLAW 6. Election and Term of Executive Council and Officers

(a) Election and Term of Executive Council. Executive Council members shall be elected by the Section members at their annual meeting. The terms of the Executive Council members shall be staggered so that the terms of at least two Executive Council members will expire each year. Each person elected to the Executive Council shall be elected for a term of four years, unless he or she is elected for a shorter term to fill a vacancy. A person may be re-elected to the Executive Council for one additional term. An Executive Council member may not serve more than two consecutive terms (excluding any term of less than four years for which he or she is originally elected), but shall be eligible for re-election one year after the termination of such person's prior services on the Executive Council.

(b) Election and Term of Officers. Officers shall be elected annually by the Executive Council from among members of the Executive Council. A person elected as an officer may not serve consecutive terms in the same office.

BYLAW 7. Election Procedure

Prior to the annual meeting of the Section, the Chair of the Section shall appoint a Nominating Committee of not less than three members of the Section who shall make and report to the Section nominations for the Executive Council members. Additional nominations may be made from the floor. All elections for contested offices shall be by written ballot unless otherwise ordered by a resolution duly adopted by the Section at the meeting at which the election is held.

BYLAW 8. Duties of Officers

(a) Chair. The Chair shall preside at all meetings of the Section and of the Executive Council. The Chair shall be responsible for the execution of the annual program of work as laid out by the Executive Council at its meetings and shall perform those other duties and acts as the Executive Council shall determine. The Chair shall report to the Association on the work of the Section by June 30 each year.

(b) Vice Chair. Upon the death, resignation, absence 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 in the case of the Chair's disability and then only for so much of the term during which the disability continues. The Vice Chair shall represent the Section at the Assembly and shall perform those other duties and acts as the Executive Council may determine.

(c) Secretary. The Secretary shall be the custodian of the bylaws and the minutes of the Section and shall keep a true record of the proceedings of all meetings of the Section. The Secretary, in conjunction with the Chair, as authorized by the Executive Council, shall attend generally to the business of the Section. The Secretary shall perform those other duties and acts as the Executive Council may determine.

(d) Treasurer. The Treasurer shall (a) manage and account for the monies of the Section; (b) keep accurate records of all financial transactions of the Section; (c) present a financial report at

each regular Section meeting; (d) prepare an annual budget and present it for approval at a meeting of the Section; and (e) certify the annual financial report prepared by the Association. The Treasurer may serve without bond. The Treasurer shall perform those other duties and acts as the Executive Council may determine.

BYLAW 9. Duties and Powers of the Executive Council

(a) General. The Executive Council shall have general supervision and control of the affairs of the Section, subject to the provisions of the Articles of Incorporation and Bylaws of the Association and the Bylaws of this Section. It shall elect officers of the Section and specifically authorize all commitments or contracts which shall entail the payment of money.

(b) Committees. The Executive Council may appoint or authorize the Chair to appoint committees of Section members to perform such duties as the Executive Council may direct, subject to the limitations of these Bylaws and the Bylaws of the Association.

(c) Interim Actions. Except as specifically limited by these Bylaws and except as specific powers and duties may be granted solely to other persons in the Section, the Executive Council shall have full power and authority, in the intervals between meetings of the Section, to do all acts and perform all functions that the Section itself might do or perform. Such action of the Executive Council may be reviewed and changed by the Section acting at its annual meeting following the action of the Executive Council. The Executive Council, during the interim between annual meetings of the Section, may fill vacancies in its own membership or in any office. Members of the Executive Council and officers so elected shall serve until the close of the next annual meeting of the Section.

(d) Vote; Quorum. All binding action of the Executive Council shall be by a majority vote of those present. A quorum shall consist of six members of the Executive Council.

(e) Meetings. The Executive Council shall meet at least once between the end of an annual meeting of the Association and its next annual meeting. Special meetings of the Executive Council may be held upon the order of the Chair; or in his or her absence the Vice Chair, or upon the request of any three members of the Executive Council. The request may be made in writing or by facsimile, electronic mail or any other generally accepted method of delivery.

(f) Attendance at Meetings. A member of the Executive Council may participate in a meeting via electronic communication, conference telephone, video conference, the Internet, or any other means of communication through which the Executive Council member, other Executive Council members so participating, and all Executive Council members physically present at the meeting may communicate with each other on a substantially simultaneous basis during the meeting. An Executive Council member so participating shall be deemed present in person at the meeting for all purposes.

(g) Action Without a Meeting. An action required or permitted to be taken at a meeting of the Executive Council may be taken without a meeting by an action signed or consented to by electronic communications by a majority of the Executive Council members. Any action, other than an action requiring Section approval may be taken by an action of the number of Executive Council members that would be required to take the same action at a meeting of the Executive Council at which all Executive Council members were present. The action is effective when signed or consented to by the required number of Executive Council members, unless a different effective time is provided in the action. When an action is permitted to be taken by less than all

Executive Council members, all Executive Council members shall be notified of its text and effective date. The Executive Council may sign or authorize the action in writing or by facsimile, electronic mail, or other means of communication not directly involving the physical transmission of paper that creates a record that may be retained, retrieved, and reviewed by a recipient of the communication setting forth or submitted with information sufficient to determine that the member authorized the transmission. Any copy, facsimile, telecommunication or other reproduction of the original of either the writing or transmission may be used in lieu of the original, provided that it is a complete and legible reproduction of the entire original.

BYLAW 10. Section Meetings

The annual meeting of the Section shall be held at such time as the Executive Council shall determine each year with a view toward selecting a date that is likely to encourage attendance by the members of the Section. Special meetings of the Section may be called by the Chair, at such time and place as he or she may determine. Notice shall be sent to the members at least one week in advance of the annual meeting and any special meeting. Notice may be sent by regular mail, facsimile, electronic mail or any other generally accepted method of delivery. The members of the Section present at any meeting shall constitute a quorum for the transaction of business. All binding actions of the Section shall be by a majority of the members present.

BYLAW 11. Miscellaneous

(a) Fiscal Year. The fiscal year of the Section shall be the same as that of the Association, namely July 1 to June 30.

(b) Section Actions. Any action by the Section shall be approved by the Association before the same becomes effective as the action of the Association. Any resolution adopted or action taken by this Section may on request of the Section be reported by the Chair of the Section to a meeting of the Association's Assembly for Association action. 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 Association shall first be authorized by the Assembly. The Section may in its own name, but only to the extent consistent with applicable procedures of the Assembly, appear before and otherwise advise the Minnesota Legislature, the national Congress, and any and all legislative, regulatory, administrative and executive officials and agencies in the Section's fields of competence with respect to desirable changes in the law.

(c) Limitations of Section. 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 or, in case of an emergency, by the President of the Association.

BYLAW 12. Amendments to Bylaws

The Bylaws of this Section may be amended only at an annual or special meeting of this Section provided notice of the time, place and purpose of the meeting, and the text of the proposed amendment is sent to all members of the Section in good standing, at least 10 days prior to the date of the meeting. Notice may be sent by regular mail, facsimile, electronic mail or any other generally accepted method of delivery. If notice has been given that amendments to the Bylaws will be proposed to Section members, amendments to the Bylaws may also be proposed from the floor. An amendment to the Bylaws so adopted shall be submitted to the Association's Assembly and becomes effective when approved by it.