

Bylaws

MSBA Bankruptcy Section

As Amended and Approved by the Assembly 4/23/94, 12/03/04, ___/___/10

ARTICLE I. Name and Purpose

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

Section 2. The Section shall be dedicated to bankruptcy law and related areas of the law. Its purpose shall be to enhance the skills of Minnesota lawyers practicing in the area and serve as a liaison with other parties of the Bar Association and the public on bankruptcy law related issues and activities.

ARTICLE II. Membership

Section 1. Any member 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 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 this Section for nonpayment of dues shall be reinstated when such arrearages are paid.

Section 3. It shall be a particular objective of the Section to encourage membership and active participation by members of the judiciary and by attorneys whose practices involve bankruptcy law. The Section shall take affirmative action to broaden its representation with respect to geographical, racial, gender, type of practice and small firm/large firm balance to encourage participation and reduce barriers to participation of all bankruptcy lawyers in Section activities.

ARTICLE III. Officers

Section 1. The officers of the Section shall be one Chairperson, one Vice Chairperson, the Immediate Past Chairperson, Secretary, Treasurer, and such other officers as may be determined and elected in accordance with these Bylaws.

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 of the Committees of the Section. The Executive Committee shall not have authority to amend, or take action contrary to, any express

provision of these Bylaws or contrary to any prior express action or decision of the Section. A simple majority of the officers currently elected and serving in accordance with these Bylaws shall constitute a quorum of the Executive Committee.

Section 3. Officers, Council Delegates, and Committee Chairpersons must be current members of the Section at all times when in office. Diversity of gender, race, geography, type of practice, and small firm/large firm balance shall be considered in electing officers.

Section 4. The date of election notwithstanding, the terms of office for all Section officers start on July 1 and end on the following June 30.

Section 5. A member shall not hold more than one office at any time in this Section, except as expressly provided in these Bylaws. As set forth in Article V below, the Chairperson, Vice Chairperson, and Immediate Past Chairperson are not eligible to serve consecutive annual terms in the same office. No other officer shall be eligible to serve more than two consecutive annual terms in the same office, unless the Section, by affirmative vote of two-thirds of members present at the Annual Meeting, determine otherwise.

ARTICLE IV. Committees and Divisions

Section 1. The chairperson of this Section is authorized to establish such committees and divisions as the chair may deem necessary and desirable to promote effectively the activities of the Section within the jurisdiction of the Section. In establishing a new committee, the chairperson shall state an area of its proposed activities. Diversity of gender, race, geography, type of practice, and small firm/large firm balance shall be considered in appointing committee members.

Section 2. The chairperson shall designate the chairperson and membership of each committee of the Section, for the following Section year, at the business meeting held during the Annual Meeting of the Section.

Section 3. Committees of the Section shall be directly responsible and report to the Executive Committee if the Chairperson so directs. Subcommittees of the Section shall be directly responsible and report to their parent committees.

ARTICLE V. Elections

Section 1. On or before March 15 of each year, the Chairperson, with the advice and consent of the Executive Committee, shall appoint a Nominating Committee that shall include at least one member that is not on the Executive Committee. The Chairperson and Vice Chairperson shall not sit on the Nominating Committee. The Nominating Committee shall select one or more candidates for each office except for (a) the office of Chairperson to which the existing Vice Chairperson shall succeed, and (b) the office of Immediate Past Chairperson to which the existing Chairperson shall succeed. A slate of

candidates shall be presented by the Nominating Committee for election by the Section membership at the election meeting. Nominations properly made from the floor at the election meeting will be accepted. Diversity of gender, race, geography, type of practice, and small firm/large firm balance shall be considered in selecting the Nominating Committee.

Section 2. Meetings of the members of the section shall be convened pursuant to written notice pursuant to Article VII Section 4, or published in an official publication of the Minnesota State Bar Association to its members, or both, in either case, at least ten days in advance of the meeting.

ARTICLE VI. Duties of Officers

Section 1. The 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 chairpersons. The Chairperson or the Chairperson's representative shall be entitled to represent the Section upon invitation of the Assembly of the Minnesota State Bar Association and shall perform such other duties and acts as customarily pertain to the office. The Chairperson shall file, within thirty 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 the Chairperson and shall perform such other duties and acts as customarily pertain to the 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 Chairperson, and perform such other duties and acts as customarily pertain to the office.

Section 4. The Treasurer shall (1) manage and account for the monies of the Section; (2) keep accurate records of all financial transactions of the Section; (3) present a financial report at each regular Section meeting; (4) prepare an annual budget and present such budget for approval at a meeting of the Section; and, (5) certify the annual financial report prepared by the MSBA.

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 Executive Committee.

Section 2. The Annual Meeting shall be held in May each year unless the Section, by affirmative vote of two-thirds of the members present at any regular meeting, determines otherwise.

Section 3. 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 actions of the Section shall be by a majority vote of the members present, except as otherwise provided herein.

Section 4. Notice: Whenever a meeting notice is required by these Bylaws, it will be sufficient if in a written or electronic format described below, states the date, time, and place of the meeting, and includes any other information expressly required by these Bylaws. Meeting notices may be sent by mail, electronic mail, facsimile transmission or other electronic means consented to by the member to whom the notice is given. 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 pre-paid and addressed to the intended recipient's address as 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 attendance is solely to object to the lack of proper notice. Presence 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.

Section 5. Electronic Meetings: Subject to the restrictions set forth in these Bylaws, any meeting among the Section's members or of a committee or subcommittee may be conducted solely by one or more means of remote communication. A Section 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 members.

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 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 or otherwise complying with the Bylaws of the Minnesota State Bar Association.

Section 3. 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.

Section 4. 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.

ARTICLE IX. Fiscal Year

Section 1. 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 vote of the members present, provided notice of the time, place and purpose of the meeting was given to section members by regular mail, facsimile, email or telephone at least seven days before the meeting. Such amendments shall thereupon be submitted to the MSBA Assembly for approval.

ADOPTED this _____ day of _____.

(original Bylaws and petition filed January 24, 1973)