

BYLAWS
MSBA CONSUMER LITIGATION SECTION

Originally Adopted by the MSBA Assembly on April 28, 2011.

ARTICLE I NAME AND PURPOSE

1.1) Name. This Section of the Minnesota State Bar Association (MSBA) shall be known as the Consumer Litigation Section of the MSBA (“Section”).

1.2) Purpose. The purposes of the Section shall be to enhance the skills of Minnesota lawyers practicing in the area, and to serve as a liaison with other parts of the MSBA, the judiciary and the public on consumer financial litigation related issues and activities.

Consumer financial litigation encompasses a wide variety of subjects, including claims under common law, state and federal statutes, and regulations concerning consumer protection. Generally, the Consumer Litigation Section aims to elevate the practice of law – in both state and federal courts – regarding typical consumer transactions, credit cards, mortgages, loans, and the like, involving typical players, such as consumers, banks, title companies, lenders, brokers, and other businesses. This section will touch upon individual consumer claims, as well as government enforcement actions and class action claims. This Section also aims to educate its members about current trends in consumer financial litigation.

ARTICLE II MEMBERSHIP

2.1) Criteria. Any member of the MSBA 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 submitting a request for membership to the MSBA.

2.2) Dues. Dues of the Section shall be set initially by the Section Governing Council and approved by the MSBA Assembly. Such dues may be changed from time to time by action of the Council and the MSBA Assembly.

ARTICLE III MEETINGS OF MEMBERS

3.1) Meetings. Meetings of the Section members shall be held periodically, and at least annually, at such places and at such times as shall be designated by the Council.

3.2) Quorum; Action. All members of the Section who are present at any duly noticed Section meeting constitute a quorum for the transaction of business. All binding action of the members shall be by a majority vote of the members present.

3.3) Notice. Meetings of the members of the Section shall be convened pursuant to written notice given at least ten (10) days in advance of the meeting given by regular mail, electronic facsimile transmission (fax), e-mail or telephone using the contact information contained in the MSBA database.

ARTICLE IV SECTION GOVERNING COUNCIL

4.1) Establishment; Duties. There shall be a Section Governing Council (“Council”) which has the authority and responsibility to establish, implement and enforce policies and procedures governing the Section and to take other actions in the intervals between meetings of the Section members, and to do all acts and perform all functions which the Section might perform, subject to the Articles, Bylaws and Policies of the MSBA and subject to these Bylaws.

4.2) Number; Composition; Terms. The Council shall consist of not less than five, and no more than nine members of the Section who are elected by the members of the Section in accordance with these Bylaws, and the following additional ex officio Council Members: The immediate past Co-Chairperson, if appointed by a Co-Chairperson at the commencement of the fiscal year, and up to two committee chairpersons. (There may be additional committee chairpersons but in that case the Council shall designate which committee’s chairs shall serve as Council Members.) Each member of the Council shall be designated a Council Member. The terms of office of the Council Members elected by the Section membership shall be up to three (3) years, and shall be staggered so that, to the extent practicable, the terms of one-third (1/3) of the Council Members shall expire each year. The terms of ex-officio Council Members shall correspond to their status as the immediate past Chairperson or Committee Chairperson.

4.3) Quorum. At least one-third (1/3) of the Council Members shall constitute a quorum at any meeting of the Section Council.

4.4) Membership Required. Council Members must be current members of the MSBA and Section at all times when in office, and shall automatically cease to serve for failure to meet this requirement.

ARTICLE V COMMITTEES

5.1) General. The Council is authorized to establish, or to empower the Chairperson of the Section to establish such 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 committee, the Council shall state the area of its proposed activities. Unless otherwise specified in the authorizing resolution or these Bylaws, the Chairperson shall determine the size and composition of the committees and shall appoint its Chairperson and members.

5.2) Executive Committee; Authority; Composition; Action. There shall be an Executive Committee consisting of all of the Section officers currently elected and serving. The Executive Committee shall have the full power and authority of the Council in the interval between meetings of the Council, except that the Executive Committee shall not have authority to amend these Bylaws, or to take action contrary to any prior express action or decision of the Section or the Council. A simple majority of the officers currently elected and serving in accordance with these Bylaws shall constitute a quorum of the Executive Committee.

5.3) Reporting Relationships. Committees shall be directly responsible and report to the Council. Subcommittees of committees shall be directly responsible and report to their parent committees.

5.4) Membership Required. Committee Chairpersons must be current members of the MSBA and Section at all times when in office, and shall automatically cease to serve for failure to meet this requirement.

ARTICLE VI ELECTIONS

6.1) Council and Officers. The Section shall elect its Council and Officers prior to the beginning of the next fiscal year. The Council shall appoint a Nominating Committee to recruit, screen and propose candidates to be considered to become Council Members and Officers. After considering the recommendations of the Nominating Committee, slates of candidates for election as Council Members and Officers shall be presented by the Council for election by the Section membership at the Section's annual meeting. Additional nominations properly made from the floor at the annual meeting will be accepted.

ARTICLE VII OFFICERS AND DUTIES OF OFFICERS

7.1) Officers. The Section officers shall be elected by the Council from among its members and shall consist of Co - Chairpersons, Secretary, Treasurer, and such other officers as may be determined from time to time by the Council. The Nominating Committee appointed pursuant to Article VI, Section 6.1, shall propose a slate of candidates for election by the Council as Section officers at the annual meeting of the Council, which shall be held immediately following, or within thirty (30) days of, the election meeting of the Section members.

7.2) Co-Chairpersons. The Co-Chairpersons or one Co-Chairperson shall preside at all meetings of the Section; shall prepare and present an annual report to the MSBA; and shall, subject to confirmation by the Section Council, designate the chairperson of each committee. The Chairpersons or the Chairpersons' representative shall be entitled to represent the Section upon invitation to the Assembly of the MSBA 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.

Since the purpose of the Consumer Litigation Section is to bring together attorneys representing both "sides" of consumer litigation, one Co-Chair shall generally practice in the "pro-consumer" side and the other Co-Chair shall generally practice in the "pro-business" side. Likewise, the Council shall strive to balance its membership between "pro-consumer" and "pro-business" practitioners.

7.4) Secretary. The Secretary shall keep all minutes of meetings and other records of the Section and its membership, maintain correspondence, give notice of meetings as requested by the Chairperson and perform such other duties and acts as customarily pertain to this office.

7.5) Treasurer. 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. Upon receipt of the final financial statement provided by the MSBA, the Chair shall verify the Section balance and forward it to the MSBA Auditors.

7.6) Officers' Terms. The term of the Co-Chairpersons shall be two (2) years and staggered so that one Co-Chairperson's term ends each year and a new Co-Chairperson is elected to fill the vacancy. The Co-Chairpersons shall not be eligible to serve more than one consecutive term in the same office. The term of office of Secretary and Treasurer shall be one (1) year beginning on the first day of the fiscal year and until a successor shall be elected and take office. The Secretary and Treasurer shall not be eligible to serve more than two consecutive terms in the same office.

7.7) Eligibility; Limitation. A member shall not hold more than one office at any time in this Section, except as expressly provided in these Bylaws. Section officers must be current members of the Section at all times when in office and shall automatically cease to serve for failure to meet this requirement.

ARTICLE VIII SPECIAL PROVISIONS RELATED TO MEETINGS

8.1) Remote Communications. Subject to the restrictions set forth in these Bylaws, any meeting among the Section's members, Council, or any meeting of a committee or subcommittee may be conducted solely by one or more means of remote communication. Notice of the meeting shall be given as required by these Bylaws. 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 members.

Participation in a meeting by means of remote communication constitutes presence at the meeting. As used in this section, 'remote communication' means communication via electronic means, telephone conference, 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.

8.2) Rules. Meetings will be governed by the latest edition of Robert's Rules of Order.

8.3) Notice. Whenever a meeting notice is required by these Bylaws, it will be sufficient if in a written or electronic format described in the next paragraph, and it 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 facsimile transmission (fax), 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 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 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.

ARTICLE IX RESTRICTIONS

9.1) Not Authorized to Act for MSBA. No action of this Section or of any division or committee of the Section shall be promulgated or publicized before the Legislature, Courts, or other venue in any way as a MSBA action without first obtaining the approval of the Assembly of the MSBA or otherwise complying with the Articles, Bylaws, and Policies of the MSBA.

9.2) Not Authorized to Advocate Recommendations for MSBA. The Section shall not publicly advocate any recommendations in the name of the Section unless it complies with the Articles, Bylaws, and Policies of the MSBA.

ARTICLE X FISCAL YEAR

10.1) Fiscal Year. The membership and fiscal year of the Section shall begin on July 1 and conclude on June 30 of the following year.

ARTICLE XI AMENDMENTS

11.1) Bylaws Amendments. These Bylaws may be amended either by action of the members or by action of the Council, as provided in this Section. These Bylaws may be amended at any meeting of the Section by a majority of the members present, provided written notice of the proposed changes must have been given to the membership 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. The Council may, by a majority vote, amend the Bylaws in the intervals between meetings of the Section at any Council meeting duly called at which a quorum is present, provided that notice of the meeting and the proposed amendment shall be given to each Council Member at least ten (10) days in advance of the meeting. All Bylaw amendments shall be subject to approval by the Assembly of the MSBA and shall take effect upon such approval.
