

BYLAWS

MSBA HEALTH LAW SECTION

As Approved by Assembly 1986

And As Amended by Assembly 6/15/89, 6/25/98 and 12/03/04

ARTICLE I.

NAME AND PURPOSE

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

1.2) Purpose. The purposes of the Section shall be dedicated to the field of health law and related areas of the law by enhancing the skills of Minnesota lawyers practicing in the area, and inter alia by serving as a liaison with other parts of the MSBA and the public on health law related issues and activities.

ARTICLE II.

MEMBERSHIP

2.1) Criteria; Application. Any members 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 written request therefor to the MSBA.

2.2) Dues. Dues of the Section shall be set by the Section Governing Council from time to time, and such dues may be changed by action of the Council.

ARTICLE III

MEETINGS OF MEMBERS

3.1) Schedule; Location. 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 Section 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 by mail, postage prepaid, and addressed to the Section members or published in an official publication of the MSBA to its members, or both, in either case at least ten (10) days in advance of the meeting.

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 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 thirteen (13) nor more than twenty-five (25) members of the Section elected by the members of the Section in accordance with these Bylaws, plus the immediate past Chairperson and up to two committee chairpersons who shall serve ex officio. (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, as the case may be.

4.3) Quorum. 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 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) Committees. The number of committees and their respective responsibilities, and the programs of the Section, shall be as determined from

time to time by the Council as stated in this Article V. In addition, the Council shall appoint a Nominating Committee as provided in Section 6.1. A Council Member may also serve as a chairperson of a committee of the Section, and up to two (2) committee chairpersons who are not also Council Members may be ex officio members of the Council.

5.4) 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.

5.5) Membership Required. Committee Chairpersons 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 VI.

ELECTIONS

6.1) Council. Prior to the election meeting, which may also be the Annual Meeting of the Section, a Nominating Committee shall be appointed by the Council to recruit, screen and propose candidates to be considered to become Council Members. After considering the recommendations of the Nominating Committee, a slate of candidates for election as Council Members shall be presented by the Council for election by the Section membership at the election meeting. Additional nominations properly made from the floor at the election meeting will be accepted.

6.2) Officers. The Nominating Committee shall also prepare and present a slate of candidates for the officer positions. In electing the officers, the Council shall consider any such recommendations and may consider other nominations.

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 a Chairperson or two or more Co-Chairpersons, one or more Vice 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) Chairperson. The Chairperson, or one of the Co-Chairpersons, 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 Chairperson or the Chairperson's 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 Chairperson shall file, within thirty (30) days after the close of each fiscal year, an accounting of the Section's finances for the fiscal year.

7.3) Vice Chairperson. A Vice Chairperson shall preside at all meetings of the Section in the absence of the Chairperson or a Co-Chairperson and shall perform such other duties and acts as customarily pertain to this office.

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, or a Co-Chairperson, and perform such other duties and acts as customarily pertain to this office.

7.5) Treasurer. The Treasurer shall have charge and custody of the funds of the Section subject to the general supervision and control of the Council and applicable MSBA policies. The Treasurer shall render a financial report to the Section or the Council at the Annual Meeting. The Treasurer shall also make financial reports to the Council at such times as the Council shall require. The Treasurer shall perform such other duties and acts as customarily pertain to that office.

7.6) Officers' Terms. The term of office of any Section officer shall be one (1) year from date of election and until a successor shall be elected and take office. No Section officer shall 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.

RESTRICTIONS

8.1) 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 in any way as a MSBA action without first obtaining the approval of the Assembly of the MSBA or otherwise complying with the Bylaws of the MSBA.

8.2) Not Authorized to Appear in Court or Legislature for MSBA. The Section shall not represent the MSBA before the Legislature, in any court in a controversial procedure, or before any other governmental body unless authorized to do so by the Assembly of the MSBA.

8.3) Not Authorized to Advocate Recommendations for MSBA. 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 MSBA, or the President's designee, in accordance with the procedures prescribed from time to time by resolutions of the Assembly of the MSBA.

ARTICLE IX.

FISCAL YEAR

9.1) 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 X.

AMENDMENTS

10.1) 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.

ADOPTED _____, 1986 and amended June 17, 1989, and _____ —, 1998.

Secretary