

BYLAWS OF THE HENNEPIN COUNTY BAR ASSOCIATION

ARTICLE I — MEMBERSHIP IN THE ASSOCIATION

1. Classification of Members. Members of the Association shall be as follows:
 - a. Regular Members. Any member of the Minnesota bar in Good Standing may become a Regular Member of the Association by an affirmative majority vote of the Board of Directors and payment of the current Annual Dues of the Association and the dues of any then-affiliated association, if required by the existing Bylaws or resolution adopted by this Association.
 - b. Associate Members. An Associate Member is any of the following:
 - 1) Attorney Associate. A current resident of Minnesota who is not admitted to practice law in Minnesota, but is a member in good standing of the Bar of the District of Columbia or a state other than Minnesota. He or she shall pay the same dues and shall have all the rights and privileges as a Regular Member.
 - 2) Non-Resident Associate. A person who meets the requirements for regular membership, except that he or she neither resides nor practices law in Minnesota. He or she shall pay one-half of the dues fixed for a Regular Member and shall have all the rights and privileges of a Regular Member.
 - 3) Service Associate. A Regular Member of the Minnesota State Bar Association who enters on temporary active duty (other than for training) with the Armed Forces of the United States or the Peace Corps or a similar organization. This Member shall be exempt from the payment of dues during the period of temporary active duty and shall have all the rights and privileges of a Regular Member.
 - 4) Student Associate. A student, fully registered in or a graduate of an accredited Minnesota law school. Except as the student associate's membership dues may be paid by his or her law school pursuant to the bylaws of the Minnesota State Bar Association, he or she shall pay one-quarter of the dues fixed for Junior Regular Members and shall have all the rights and privileges of a Regular Member. The status of Student Associate membership will automatically terminate one year following graduation, upon admission to any Bar, or termination of law school enrollment prior to graduation, whichever comes first.
 - c. Retired Members. A Retired Member is a person who, after 25 cumulative years as a Regular Member, has been granted fee-exempt status under the Supreme Court Rules. Retired Members shall pay one-half of the dues fixed for, and shall have all the rights and privileges of a Regular Member except the right to vote or to hold office.
 - d. Emeritus Members. An Emeritus Member is a Regular Member or Attorney Associate member who is 70 years of age or older, who is no longer in full-time practice, and who files a request for emeritus status at the Minnesota State Bar Association office. The emeritus status shall commence on July 2 next following such filing. Such member shall pay three-

quarters of the dues fixed for a Regular Member and shall have all the rights and privileges of a Regular Member.

e. Honorary Lifetime Members.

- 1) The Board of Directors may elect a member of the legal profession to an Honorary Lifetime Membership in the Association based on that member's professional attainments, length of service at the bar or on the bench, or by reason of distinguished service to the public or to this Association, provided specific notice of such proposed action shall be given to all members of the Board of Directors entitled to vote on such Membership at least five days in advance of the meeting at which the action is to be taken.
- 2) Honorary Lifetime Members are entitled to all the privileges of a Regular Member, except the right to vote or to hold office. An Honorary Lifetime Member need not pay dues.
- 3) The President of the Association may from time to time award certificates to Honorary Lifetime Members as is deemed to be in the interest of the Association.

f. Sustaining Members. Any Member may become a Sustaining Member by payment of voluntary additional dues in amounts as fixed by the Board of Directors. Sustaining Members shall receive recognition as determined by the Board of Directors.

2. Organizational Affiliate Members. Any person who is not a member of the Bar of the State of Minnesota, but who is a member in good standing of a not-for-profit organization created to promote and develop the professional skills of law office administrators, law librarians, para-professionals in the legal field, and other law-related personnel may become an Affiliate Member of the Association, if the Board of Directors approves a request from such an organization that their members be eligible for Organizational Affiliate membership, and if such persons apply for and be approved for Membership by the Board of Directors. The dues of such Affiliated Members shall be set by the Board of Directors. They shall have all the rights and privileges of a Regular Member, except the right to vote or to hold office.

ARTICLE II — TERMINATION, SUSPENSION AND REINSTATEMENT OF MEMBERS

1. Suspension of Membership. Suspension from the practice of law by the Supreme Court of the State of Minnesota shall result in automatic suspension of membership rights for the period thereof. Suspended Members shall not be entitled to vote at any meeting of the Members during the period of their suspension, nor shall they be entitled to hold office, serve as a representative or alternate to any affiliated Association, or enjoy the use and privileges of the Association's headquarters. A suspended Member must continue to pay Annual Dues during the period of suspension. A person whose Membership rights have been suspended shall be restored to full Membership rights upon being restored to active status by the Supreme Court of the State of Minnesota, unless disqualified from Membership for another reason.
2. Termination of Membership - Disbarment. Disbarment from the practice of law by the Supreme Court of the State of Minnesota shall result in automatic termination of membership in the Association, with no reimbursement for Annual Dues paid.

3. Termination of Membership - Failure to Pay Dues. The non-payment of Annual Dues which has continued for a period of five (5) months or more from the date due shall result in automatic termination of membership in the Association. A person whose Membership has been terminated for non-payment of Annual Dues shall be reinstated upon payment of all current and past-due amounts for the entire year in which Membership was terminated.

ARTICLE III — MEMBERSHIP MEETINGS AND VOTING

1. Powers of Members. Members shall enjoy all the powers that the Members may collectively exercise under these Bylaws and the Articles of Incorporation.
2. Meetings of Members. A Meeting of the Membership shall be the highest policy-making authority of the Association. The Membership may act on the Association's behalf at a duly held meeting of the Membership, except to the extent that such action is inconsistent with these Bylaws and the Articles of Incorporation.
3. Annual Meeting of the Membership. The Members shall meet annually in May.
4. Special Meetings. In addition to the Annual Meeting of the Membership, a Membership meeting may be held if called subject to a request signed by 150 Members. The request shall state the specific purpose for the meeting, which may be for any lawful purpose. The meeting shall not transact any business unrelated to its stated purpose. The Secretary shall promptly schedule the meeting between fifteen (15) and forty-five (45) days after the request and shall give timely notice to the Membership of the meeting and its purpose.
5. Notice of Meetings of Members. The Secretary, or such person the Board may designate, shall give notice to the Membership of the Annual Meeting at least sixty (60) days in advance of the meeting. Notice, either published in the Association's Official Publication, sent by electronic communication, or by letter shall be deemed proper notice. The notice for any Special Meeting of the Membership shall be provided at least fifteen (15) days before the meeting in the same manner as notice of the Annual Meeting.
6. Quorum. A quorum for the transaction of business at a meeting of the Membership shall consist of one percent of the Membership as of a record date that is not more than sixty (60) days prior to the date of the meeting of the Membership.
7. Voting. A Member shall be entitled to cast one vote only on any matter properly before the meeting.
8. Order of Business. Except for a Special Meeting, the Executive Committee shall act as the Membership's administrative agent and shall set the order of business at Membership meetings, draft and submit for consideration any necessary special rules of order and correct and approve the minutes. The order of business at a Special Meeting of the Membership shall be as set forth in the Special Meeting notice.
9. Chair. The President of the Association shall preside at any Meeting of the Membership.
10. Review of Actions. The Members at a meeting of the Membership may review any action by the Board of Directors, the Executive Committee, or other Association Committee or Section. The

power of review is a plenary power to direct and instruct an agent, which includes the right to remand, modify, or vacate any action by the agent, or to act directly in his, her, or its place.

ARTICLE IV — ANNUAL DUES

1. **Assessment.** The dues of all Regular Members of the Association shall be assessed on the basis of a fiscal year commencing July 1 of each year and ending on June 30 of the following year. The amount of such dues shall be fixed by the Board of Directors on or before May 1 preceding the fiscal year for which the dues are to be in effect.
2. **Reduction of Dues.**

In addition to the dues described in Article I of these Bylaws:

- a. A Regular Member certifying to an annual income of \$35,000 or less shall pay one-fourth of the dues fixed for a Regular Member.
- b. A Regular Member who is employed by a legal service program that provides representation to low-income clients for no charge or at a substantially reduced fee shall pay one-half of the dues fixed for a Regular Member.
- c. A Regular Member employed exclusively by a governmental agency, on either a full or part-time basis, shall pay three-fourths of the dues fixed for a Regular Member.

ARTICLE V — BOARD OF DIRECTORS; QUALIFICATIONS AND DUTIES

1. **General Powers.** The property, affairs, and business of the Association shall be managed by and shall be under the direction of the Board of Directors. The Board may determine a list of Directors' general responsibilities which, along with these Bylaws, and any policies and procedures the Board may establish, shall guide the actions of the Board and its Directors. Except as the Articles otherwise provide, the Board of Directors may act on the Association's behalf in any matter, except to the extent that such action is inconsistent with these Bylaws or the Articles of Incorporation, or with any action approved at any meeting of the Membership within the prior six (6) years.
2. **Number and Composition.** The Board shall be composed to encourage diversity and representation from a broad cross-section of Members. The Board shall be composed of Directors as follows. Each Constituency shall have no more than the number of Board seats listed herein:
 - The HCBA President;
 - The Immediate Past President;
 - The President-Elect;
 - The Treasurer;
 - The Secretary;
 - The Chair of the New Lawyers Section;
 - One representative of the Volunteer Lawyers Network, chosen by its Board of Directors;
 - One representative from the New Lawyers Section;

- One representative of the Hennepin County Bar Foundation, chosen by its Board of Directors;
- The chair or his or her designee of the following Association committees: Diversity, Finance & Planning, and Bench & Bar;
- The chair of the 4th District Ethics Committee or his or her designee;
- The Association's Delegate to the American Bar Association's House of Delegates whose term is scheduled to include the full fiscal year for which this appointment is made;
- One of the Association's representatives on the Minnesota State Bar Association's Assembly, chosen by and from the voting representatives to the said Assembly;
- Three representatives from the Association's sections chosen prior to June 15 at a duly called and constituted meeting of the Council of Sections;
- Five at-large representatives nominated and elected as provided in this Article V of these bylaws;
- Six representatives of minority bar associations, one from each, chosen pursuant to a process determined by these bar associations; for purposes of this Article, Minority Bar Associations shall include Minnesota Women Lawyers; Minnesota American Indian Bar Association; Minnesota Association of Black Lawyers, Minnesota Hispanic Bar Association; National Asian Pacific American Bar Association – Minnesota Chapter; Lavender Bar Association and such other and further bar associations as may be recognized by the Board of Directors from time to time.

3. Method of Nomination, Election and Appointment

Each Constituency and appointing authority shall take into consideration the effect the election shall have on the diversity of the Board of Directors with respect to gender and minority representation.

a. Representatives from Constituencies.

On or before June 15 of each year each Constituency (other than Officers, At-Large Directors, and Committee Chairs) which has one or more seats on the Board of Directors shall elect its representative(s) to the Board. With the exception of the representatives to be chosen by the minority bar associations, the Board of Directors shall approve fair and reasonable procedures for the Constituencies to determine how each Constituency shall designate representatives to serve on the Board. The names of those chosen shall be provided to the Secretary no later than July 1. Such names will constitute that Constituency's representatives to the Board for the coming year. The Secretary shall determine whether each nominee is a member in good standing and thus qualified to serve on the Board. The Secretary shall communicate the names of any disqualified nominee to the constituent body from which the nomination came. The Constituency shall thereafter forthwith provide the name of a representative to replace the person disqualified.

- b. At-Large Nominees, Officers, and Representatives to other organizations. At least sixty (60) days before the March Board Meeting, the Association shall provide all Members with notice that nominations are open for President-Elect, Treasurer, Secretary, At-Large representatives to serve on the Board of Directors, and Representatives to other organizations for the coming year. The Nominating Committee will provide a list of nominees to the Board for these positions.¹

¹ (Side note: Promptly following adoption of these amended Bylaws, the Nominating Committee shall reconvene for the purpose of implementing Article V(4)(b) of these Bylaws for the 2005-2006 year. This is a one-time event during the first year of these new Bylaws.

- c. Committee Chair Representatives. As with all committees except for the Ethics Committee, the President shall appoint Chairs for the Committees that have representation on the Board. The Chair, or his or her designee from the Committee, shall be the representative to the Board.
4. Method of Election for At-Large Nominees.
 - a. The Nominating Committee shall provide the names and background information of its five At-Large nominees to the Board of Directors prior to the Board Meeting in March.
 - b. In the event that there are fewer than five (5) At-Large nominees on the slate for election at the March Board Meeting, the Executive Committee shall determine the method of soliciting the names of any additional nominees to the Board of Directors for election at a subsequent Board meeting. The Executive Committee may delegate this duty to the Nominating Committee.
 - c. In addition to the nominations provided by the Nominating Committee, any Director may nominate from the floor any other eligible member for an At-Large representative seat. Ballots shall be prepared with the names of all qualified At-Large nominees and The Executive Committee shall determine the procedure for At-Large nominees to speak to the Board or otherwise have another Member or Director speak on behalf of the nominee. A vote shall be taken at the Board Meeting. The five nominees who obtain the highest number of votes shall be elected. In the case of a tie, there shall be an additional ballot voted. If after three ballots are voted upon the tie is not broken, the winning nominee may be elected by any means that is fair and reasonable.
5. Seating of all Directors. A Director elected by a Constituency or by the Board shall be seated as of July 1. Requirements for seating must be fulfilled anew for each new term of a Director.
6. Term. The term of a Director shall be one year, except as herein provided. Terms shall be measured from the start of the fiscal year.
7. Fees and Remuneration. No Director shall receive any fees or remuneration for serving on the Association's Board of Directors. However, the Board or the Executive Committee may authorize reimbursement for approved expenses incurred in carrying out the business of the Board.
8. Paid Officers and Staff Prohibited from Serving on the Board. Paid staff, paid agents or independent contractors may not serve on the Board during their course of employment or contract.

ARTICLE VI — REMOVAL OF DIRECTOR, AND VACANCIES

1. Removal. The vote of two-thirds (2/3) of the Board shall be required for the removal of a Director from the Board. Such a removal can be made only for good cause shown. Prior to any
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motion to remove a Director, such Director and his or her Constituency shall be provided with no less than thirty (30) calendar days notice that such motion will be proposed and the date and time of the meeting at which such motion shall be made. In the case of an At-Large Director, the Membership shall be provided with such notice. The Director shall be provided an opportunity to be heard at the Board meeting and shall be permitted to call upon up to three (3) members of his or her Constituency or other Members at-large to address the Board. Directors addressing the Board in support of a motion to remove shall be selected in a manner to be determined by the Executive Committee.

2. Resignation. Any Director may resign from the Board by giving written notice to the Association's President. If the President chooses to resign, he/she shall give written notice to the Association's Secretary.
3. Unexcused Absences. Unless excused, any Director who is absent for (2) two consecutive regular meetings of the Board will be deemed to have resigned from the Board and no Board action need be taken to remove him/her. The seat will be filled for the unexpired term from among the names of qualified Members submitted by the Constituency from which the resigned Director was elected, or the Membership, in the case of an At-Large Director. The Association shall provide notice to the Director's Constituency of the vacancy. If after no less than thirty (30) calendar days notice of the resignation, the resigned Director's Constituency has not put forth one or more nominees to fill the seat, the President may provide one or more nominees from that Constituency. In the case of an At-Large vacancy, the President shall appoint a Member to fill the unexpired term of the vacancy, subject to ratification by the Board.
A Director who is deemed to have resigned due to unexcused absences as described in this paragraph shall not be seated to any position on the Board for one year from the date of the meeting at which the Director is deemed to have resigned.
4. Filling of Vacancies. In the event of the death, removal or resignation of a Director, a successor to fill the unexpired term shall be elected by majority vote of the Board at a duly held meeting, provided that the successor meets all the requirements for eligibility for the seat to which he/she is being elected, with the exception that the minority bar associations shall provide the name of a successor in accord with a process determined by them. Nominations to fill the seat vacated by a Director from a particular Constituency shall be members of that Constituency.

ARTICLE VII — ACTIONS OF THE BOARD

1. Voting. Each Director shall have one vote on any motion presented at a meeting of the Board.
2. Quorum for Transaction of Business. Except as otherwise provided in these Bylaws, a quorum for the transaction of business at any meeting of the Board shall consist of a majority of the Directors then serving on the Board.
3. Required Vote for Board Action. Provided a quorum is present, the vote of a majority of Directors present shall be an act of the Board. The vote of two thirds (2/3) of the Directors present shall be required for removal of Director from the Board, dissolving or merging the Association, selling or transferring a substantial portion of corporate assets, purchasing or creating another entity or becoming a subsidiary of another entity. If the Articles require a larger proportion or number than is required by law for a particular action, the Articles shall control.

4. Lack of Quorum. Directors at a meeting at which no quorum is present may not take any action, and any attempted action shall be ineffective without confirmation by a quorum.
5. Loss of Quorum. A meeting at which a quorum is present, but is later lost, may act as if a quorum is present unless any Director calls the quorum into question.
6. Discussion Without a Quorum. If no quorum is present, those in attendance may act as if a quorum was present, but no action shall be effective without ratification when a quorum is present.

ARTICLE VIII — PROCEDURE FOR MEETINGS OF THE BOARD

1. Presenting Resolutions. Any Director may move the adoption of a resolution at any Board meeting. In addition, any twenty-five (25) or more Members may provide a written petition to the Secretary requesting that a specified resolution be introduced at a Board meeting. The President or any other Director shall move the motion introduced by petition.
2. Content. Any matter is a proper subject for a resolution, unless a meeting of the Membership or the Board disposes of it otherwise.
3. Form. Unless made spontaneously from the floor, each resolution shall consist of a concise recommendation or proposed specific action and should be accompanied by a written report that supports the resolution with relevant facts, authority, and argument with reasonable candor and objectivity, and should fairly represent any opposing viewpoint. If it amends a resolution previously adopted, it suffices for the recommendation to identify the document and provision thereof to be amended together with the proposed amendment.
4. Expenses Relating to a Resolution. The report shall clearly estimate any cost that the recommendation may entail. If the resolution is adopted, the Board may authorize or reimburse any expense in connection with a cost that the report estimated, up to the estimated amount (or, with a report to the Board of Directors at its next meeting, up to one-third in excess thereof). No money shall be drawn from the treasury in connection with a cost that the report did not estimate, unless the Board of Directors so authorizes.
5. Pending Legislation. If a resolution relates to pending legislation or rulemaking or it adopts or incorporates another document, the report should contain or append any relevant part of the proposed bill and any related legislative report, or of the proposed rule and any related administrative notice, or of the other document being adopted or incorporated and any related official analysis or commentary. The resolution, including both the recommendation and the report, shall not exceed twenty (20) pages, unless the mover (or the Constituency that the mover represents) bears, or the Board of Directors authorizes, the cost of printing and publishing any material in excess of twenty (20) pages. The report may incorporate by reference a longer appendix, which the Secretary shall keep on file and available for inspection and copying by any Member during normal business hours at the Association's office, until the resolution has been considered, approved or defeated.
6. Consideration of Resolutions. The President shall seek to ensure that (i) the debate on any resolution is as fully informed as is reasonably possible; (ii) any opposing viewpoint is fairly considered; and (iii) each matter that reaches the floor has been considered by each interested

Constituency, Committee, Section, Officer or Staff. Within seven (7) days after its introduction, the Executive Committee (or, if the Executive Committee is not meeting, the Secretary after consultation with the President) shall refer any resolution introduced by petition, and may refer any other resolution, to the appropriate Staff or Association body.

7. Record of Resolutions. The Secretary shall keep a record of each resolution and other matters that await consideration by the Board from which record the Executive Committee shall prepare and circulate an agenda for each meeting.
8. Timing of Introduction of Resolutions. A resolution shall ordinarily appear on the agenda of the first meeting of the Board of Directors held more than fifteen (15) days after the resolution was presented for introduction. In no event, however, shall any such resolution be postponed for consideration by more than sixty (60) days.
9. Notice of Resolutions. The Secretary shall use his/her best efforts to give timely notice to Directors of each resolution to be introduced. The notice shall state the resolution or provide a summary if the resolution is over 250 words.
10. Informational Reports. The Board of Directors shall receive informational reports from the Executive Committee and from any other Association Body, Officer, Staff, or agent about the matters within its charge. The Board of Directors shall likewise receive informational reports from the Representatives to any organization of which the Association is a constituent or an affiliate. Each such report shall ordinarily note any known or expected resolution or any other matter that awaits consideration by that organization.

ARTICLE IX — MEETINGS OF THE BOARD

1. Election Meeting. The Board of Directors shall meet in March on such date and at such place and time as may be designated by it for the purpose of electing Officers and At-Large Directors and Representatives and for the transaction of such other business as shall come before the Board.
2. Time and Place of Meetings. Board meetings shall be held at least quarterly. Within sixty (60) days after the Annual Meeting of the Membership, the Executive Committee shall set and publish a schedule of regular Board meetings for the coming year. The schedule shall be published at least quarterly thereafter. The Board of Directors or the Executive Committee (or, in an extraordinary case for good cause stated, the President) may revise the schedule as necessary, in which case the revised schedule shall be published in the Association's Official Publication. The Board's regular meetings shall be scheduled with due regard for the meetings of the Minnesota State Bar Association and the American Bar Association so that the Board may timely consider the matters pending before those organizations.
3. Special Meetings. Special meetings of the Board may be called by (i) the President, (ii) the Executive Committee, or (iii) by six (6) or more Directors by petition to the Secretary. The Secretary shall promptly schedule the meeting to occur between seven (7) and twenty-one (21) days after the petition is submitted to the Secretary and shall give timely notice of the meeting to its members. The notice shall be published at least seven (7) days before the meeting in the same manner as a notice of the Annual Meeting. A Special meeting shall be designated as a "Special Meeting" in the notice of the meeting and shall be held only for the purposes specified in the

notice of the Special Meeting and only such business as is stated on the agenda for that meeting shall be conducted.

ARTICLE X — OFFICERS

1. **Composition.** The Officers of the Association shall be the President, President-Elect, Treasurer, and Secretary.
2. **Election.** At the March Meeting of the Board, the Board shall, and at any other meeting of the Board, the Board may, elect Officers.
3. **Voting Qualifications.** Each Director may vote for one candidate for each officer position.
4. **Term.** Officers shall serve a one-year term in a given office or until their successor is elected. No Officer shall be granted any contractual rights to office.
5. **Removal.** The vote of two-thirds (2/3) of the Board shall be required for the removal of an Officer. Such a removal can be made only for good cause shown. The removal of an Officer shall automatically remove that person from the Board. Prior to any motion to remove an Officer, such Officer shall be provided with no less than thirty (30) calendar days notice that such motion will be proposed and the date and time of the meeting at which such motion shall be made. The Officer shall be provided an opportunity to be heard at the Board meeting and shall be permitted to call upon up to three (3) Members to address the Board. Members addressing the Board in support of a motion to remove shall be selected in a manner to be determined by the Executive Committee and the Officer subject to removal shall take no part in discussion or voting of the Executive Committee regarding the matter.

ARTICLE XI — NOMINATIONS PROCESS AND ELECTION OF OFFICERS

This Article applies to the election of the Officers other than the President.

1. **Notice.** The Secretary shall give timely notice to the Membership of the nomination and election of Officers and shall invite any interested Member to apply for nomination. Notice shall be published at least sixty (60) days before the March Board meeting in the Association's Official Publication.
2. **Nominating Committee.**
 - a. **Composition.** The President, in consultation with those Officers who are not applying for a nomination shall annually appoint five (5) members to the Nominating Committee. Each annual appointment shall be made with due regard for diversity. The President shall seek to assure that the composition of the Nominating Committee reflects the many diverse groups within the community.
The President may consult with any Member, Constituency, or other interested group within the Association or the community including, but not limited to, consultations with the New Lawyers Section and Diversity Committee chairs.

- b. Chair of Nominating Committee. The President shall appoint as the Committee's chair a Member who has served on the Nominating Committee for at least one year. No member may serve as Chair of the Nominating Committee for more than three (3) years out of any six (6) years.
 - c. Term. Committee Members serve a three-year term. No member who has served for three years without interruption may be reappointed without an interruption in service for at least one year.
 3. Nominees. The Committee shall nominate at least one nominee to fill each Officer seat.
 4. Report. The Nominating Committee shall report to the Board of Directors at its March meeting the name of nominees for each office. Thereafter, any Director may nominate from the floor any other eligible Director for an Officer seat. Any unopposed nominee shall automatically be declared as elected.
3. Candidate Presentations.
 - a. Multiple Nominees. If there is more than one nominee for a seat, each nominee for that seat may speak on his or her own behalf for up to five (5) minutes. Immediately after all candidates for one seat have spoken, fifteen (15) minutes will be allotted during which any Director may directly question any nominee and nominee can respond. The Board may, by a two-thirds (2/3) vote, reduce or extend these limits. No nominee shall be asked to leave the room during the speeches, questioning, or voting. The vote shall be taken by secret ballot.
 - b. Election. Election shall occur by simple majority, disregarding abstentions and votes cast for a candidate who (i) is ineligible for election, (ii) was not nominated, or (iii) has been excluded as provided herein. If no nominee gets a majority, the Board shall again ballot, in which case the nominee or nominees with the fewest votes on the last ballot are excluded, unless such exclusion would leave only a nominee with less than a simple majority.
 - c. Tie-Votes. In the case of a tie, the Board may invite each nominee to speak for up to three more minutes, then shall continue to ballot until an election occurs.
 - d. Devolution of Office if Vacant. An office becomes vacant when a current Officer dies, resigns, is removed, is disabled, or is otherwise unable to carry out the duties of office. In the event of a vacancy the office of President shall devolve upon the President-Elect (or, if the office of President-Elect is vacant, upon the Treasurer; or, if the offices of President-Elect and Treasurer are both vacant, upon the Secretary). Whenever any office other than that of President is vacant, the Board shall elect a successor at the first regular Board meeting held more than fifteen (15) calendar days after the vacancy occurs or becomes certain to occur, whose agenda shall give notice of the election. If the election causes a vacancy in another office, the Board may fill the vacancy at the same meeting without further notice.

ARTICLE XII — DUTIES OF OFFICERS

1. President. The President shall be the chief executive officer of the Board, shall preside over all meetings of the Board, the Membership and of the Executive Committee. Unless otherwise specifically provided in these Bylaws, the President, by virtue of office, shall serve as a member

of all Sections and Committees of the Association, and sign all documents as may be required for the business of the Board, and in general perform all duties usually incident to the office of the President and such other duties as may be from time to time set forth by the Board. The President may vote on any matters properly before any Association Body.

2. President-Elect. The President-Elect shall perform such duties as shall be delegated by the President or by the Board, and in the absence of the President shall preside at all meetings of the Board, Executive Committee, or the Membership. The President-Elect shall perform such other duties as may be assigned by the Board of Directors or the President.
3. Secretary. The Secretary shall keep the minutes of meetings of the Board, Executive Committee, and Membership. The Secretary shall cause notice of these meetings to be provided as set forth in these Bylaws and certify to the provision of all notices of such meetings. The Secretary shall sign or countersign all deeds, leases, mortgages and other documents requiring the impression of the corporate seal, and shall affix and attest to the impression of the corporate seal on any document whenever it shall be necessary; and perform such other duties as may be assigned to the Secretary by the Board of Directors or the President.
4. Treasurer. The Treasurer shall have custody of all funds and securities of the Association and shall cause all funds to be deposited in the name of the Association in the bank or banks or other authorized depositories that the Board of Directors may designate. The Treasurer shall be authorized to sign or countersign all checks, drafts, and notes of the Association and disburse the funds of the Association under the direction of the Board of Directors or President, and shall perform such other duties as may be assigned by the Board of Directors or the President.
5. Additional Officers. Additional Officer positions may be created by an affirmative vote of a two-thirds (2/3) majority at a meeting of the Board of Directors. Prior to the creation of any additional officer position, the Board shall specify the powers and duties of that position.

ARTICLE XIII — EXECUTIVE COMMITTEE

1. Composition. The Executive Committee shall consist of the Officers, the Immediate Past President, and the Chair of the New Lawyers Committee. Each shall have one vote on matters before the Executive Committee. It shall also include the Executive Director as a non-voting member who shall not be counted as a part of a quorum.
2. General Powers and Duties. The Executive Committee shall work to ensure that all orders and resolutions of the Board are carried into effect and shall have general management powers and duties customarily belonging to such a Committee, except those duties specifically delegated to the Association Staff. The Executive Committee shall generally manage the Association's affairs between the meetings of the Board. If in the Association's best interests, the Executive Committee may on behalf of the Association, enter into contracts, lease, and other agreements. The Executive Committee may act on the Association's behalf to the extent that such action is not inconsistent with the these Bylaws, the Articles of Incorporation, or any rule, resolution, policy, procedure, or plan that supplements them.
3. Meetings. The Executive Committee shall set the time and place for holding of its regular meetings.

4. Content of Notice of Meetings. Neither the business to be conducted nor the purpose of any regular or special meeting of the Executive Committee need be specified in the notice of a meeting, unless specifically required by law or by these Bylaws.
5. Quorum for Transaction of Business. The majority of the Executive Committee shall constitute a quorum for the transaction of business.
6. Required Vote for Act of Executive Committee. Provided a quorum is present, a majority vote of those present shall be an act of the Executive Committee, unless the act of a greater number is required by law or by these Bylaws.

ARTICLE XIV — REPRESENTATIVES TO OTHER ORGANIZATIONS

The Board of Directors shall elect or provide for the election of any delegate, alternate, liaison, or other Representative to which the Association is entitled.

1. Election of Representatives. Unless the Board of Directors provides otherwise, the procedures for the election of a Representative shall be the same as those for the At-Large Directors.
2. Re-Election of a Representative to American Bar Association (ABA). No member who has represented the Association as a delegate to the American Bar Association for more than four (4) years without interruption may be re-elected as a Representative to the ABA without an interruption in service for at least one year. This subsection does not prohibit anyone who has represented the Association for more than four (4) years without interruption from temporarily filling a vacancy as the Association's Representative for a single meeting, in a manner for which the American Bar Association's constitution provides, even if he or she is not otherwise eligible for election.

ARTICLE XV — REPRESENTING THE ASSOCIATION

1. President as Spokesperson. The President shall be the chief representative and official spokesperson of the Board of Directors and the Association. The President or his or her representative and no other Officer, Member, Staff, or agent shall represent the Association before any agency, court, department, or other governmental body, except as this Article otherwise provides. The President may expressly delegate this duty.
2. Executive Director as Spokesperson. The President may expressly delegate one or more spokesperson duties to the Executive Director either on a one-time or continuing basis. If such delegation occurs, the Executive Director is empowered to represent the Association and communicate on its behalf to the extent of the delegation as consistent with the policies and positions of the Association. The Executive Director may delegate to other Staff specific duties relating to communicating on behalf of the Association.
3. Officers and Staff. Except as provided in these Bylaws, any Officer, Staff, or agent, speaking or writing outside the scope of his or her position, shall not imply or knowingly let an implication arise that the Association necessarily shares his or her opinions. Such a person shall take care that any mention of his or her title in connection with such speech or writing is for identification only.

4. Representation by Other Members. Except as set forth in this Article, no Member or non-Member may represent the Association to the news media or otherwise, unless the person has received express permission from the President, following written notice to the President that:
 - a. States the purpose for the appearance;
 - b. Identifies the agency, court, department, or other governmental body before which he or she will appear on behalf of a Committee or Section;
 - c. Specifies a time not longer than ninety (90) days in the future within which the appearance will occur;
 - d. Certifies that (i) the purpose falls within the person's, Section's, or Committee's objectives as approved by the Board of Directors; (ii) the appearance has been approved in the manner that the Section's bylaws provide (or, if the bylaws are silent, by the section's highest policy-making authority), or by the Committee at a duly called and constituted meeting; (iii) the Section or Committee has consulted each other interested Section, Committee, and Officer; (iv) the purpose is not inconsistent with any present Association policy; and (v) the Section or Committee has taken care that its viewpoint will not be misconstrued as the Association's policy and that any minority view will be fairly represented; and
 - e. Discloses any financial, professional, or other interest or possible conflict of interest on the part of any member of the Section or Committee in connection with which the impartiality of the Section or Committee might reasonably be questioned.

ARTICLE XVI — FRIEND OF THE COURT AND BRIEFS AMICUS CURIAE

1. Policy. The Association may draft and submit an Amicus Curiae Brief or may appoint one of its Members or another person to appear as a friend of the court to any court in the State of Minnesota, the United States, or anywhere an action is pending, pursuant to a resolution approved by the Board of Directors. The Executive Committee has authority to draft and submit an Amicus Curiae Brief or appear as a friend of the court if the Association's voice may not otherwise be heard if the matter awaits action by the Board of Directors.
2. Authorizing Resolution. Pursuant to this section, the Association may authorize specific Members or others to participate in writing one or more briefs or to appear as a friend of the court, in the following manner:
 - a. By a resolution that identifies the court and the action; and
 - b. Which resolution justifies the need for the Brief or the appearance by to the Association, and states the views that the Association will express.
3. Ad Hoc Drafting Committee. The Board of Directors or the Executive Committee may appoint or provide for the appointment of an Ad Hoc Drafting Committee that shall draft the brief. The Ad Hoc Drafting Committee shall report to the Executive Committee, which shall review, may modify, and vote on whether to approve the final brief. The Executive Committee shall

ordinarily defer to the Ad Hoc Drafting Committee unless it finds that the draft departs from the sense or spirit of the authorizing resolution or from a high standard of professional quality.

4. Filing. The President shall file the Amicus Curiae Brief on the Association's behalf.

ARTICLE XVII — COMMITTEES

1. Establishment. The Board may establish regular or ad hoc Committees from time to time. These Committees shall be under the authority of the Board of Directors. Ad hoc Committees shall be identified as such when authorized. The Executive Committee, Finance and Planning Committee, Nominating Committee, and Judicial Plebiscite Committee have procedures specifically provided for in these Bylaws. The Ethics Committee is governed by the rules of the Minnesota Supreme Court. The following procedures shall govern all other Association Committees unless separate procedures are established in the charter and governing documents of the Committee.
2. Duration. Standing Committees are created to be long-term or perpetual Association Bodies. The term of ad hoc committees shall be specified in the committee's charter.
3. Creation. A charter of each Committee shall be created prior to it becoming active, or as soon thereafter as practical. The charter shall set forth the role of the Committee, define a quorum, and describe how it will serve the Association, how it will be organized, how it will implement its tasks, and who may join the Committee. To be effective, a charter must be approved by the Executive Committee or the Board of Directors.
4. Appointment of Chair. All Committees shall have one principal Chair who is appointed by the President. Once appointed, a chair shall hold office until June 30 of the fiscal year for which the Chair is appointed, unless tenure is terminated by resignation, disability, or death, or a successor is appointed, or the Committee is terminated by action of the Board of Directors.
5. Committee Membership. Committees may be composed of any combination of Members, Directors, and such non-members as the charter and governing documents allow. Subject to the Committee's charter and governing documents any Association member may become a member of any Association Committee.
6. Powers and Duties. Committees and their members shall seek to implement the specifics of their charter and work in the best interests of the Association. If so specified and authorized by a majority vote of the Board, a Committee may be empowered to act with the authority of the Board on specific matters.
7. Report of Activities. All Committees shall report their activities to the Board or to the Executive Committee as requested by those Bodies. At the end of each fiscal year, each Committee shall file an annual report of Committee activities to the Executive Committee. Such report shall state how the Committee is serving the Members, its progress toward implementing the tasks set forth in its charter, and its recommendations for Committee activity for the next fiscal year.
8. Committee Action. No action by Committee shall become the Association's action or policy, except to the extent that the Board of Directors has specifically empowered a Committee or the action has been adopted or authorized by the Board of Directors or the Executive Committee.

9. Current Committees. The Committees currently approved and in existence are:
- Bar Memorial
 - Bench and Bar
 - CLE Oversight
 - Community Relations
 - Delivery of Legal Services
 - Diversity
 - Ethics
 - Executive
 - Finance and Planning
 - Government Relations
 - Judicial Plebiscite
 - Lawyer Referral Oversight
 - Membership
 - Nominating
 - Technology Oversight
 - *The Hennepin Lawyer*

ARTICLE XVIII — SECTIONS

1. Purpose. The Board of Directors may create Sections for specific purposes. Sections shall operate under the authority of the Board of Directors. Sections shall not ordinarily have a direct role in the governance of the Association, except insofar as they are a Constituency with representation on the Board of Directors.
2. Creation. Before creating any Section, the Board of Directors must determine that the Section would meet a mission-related need of the Association and determine the budget and funding source for the Section. A Section charter shall set forth the role of the Section, how it will serve the Members, how it will be organized, how it will implement its tasks, who may join the Section, and define a quorum. To be effective, a charter must be approved by the Executive Committee or the Board of Directors.
3. Section Bylaws. Sections shall adopt their own bylaws or policies and procedures consistent with their Section's charter and with these Bylaws and the Articles.
4. Composition. Sections shall be composed of Members of the Association.
5. Chair. Each Section shall have one Chair or the duties of the Chair may be shared among Co-Chairs. The Section shall select its own Chair or Co-Chairs, and such other officers as its bylaws may permit, but in no event later than June 1 of each year.
6. Terms. The term of such Chair or Co-Chairs shall be one year beginning on July 1 of each year.
7. Reports. All Sections shall report their activities to the Board or to the Executive Committee as requested by those Bodies. At the end of each fiscal year, each Section shall file an annual report of Section activities to the Executive Committee. Such report shall state how the Section is serving the Members, its progress toward implementing the tasks set forth in its charter, and its recommendations for Section activity for the next fiscal year.
8. Council of Sections. For the purposes of fulfilling their obligations under these Bylaws, a representative of each Section shall meet as a Council of Sections on or before June 15 of each year and determine which three Section members shall constitute the Section representatives to the Board for the coming year. The names of those it has chosen to serve on the Board of Directors, along with the names of one alternate who shall serve only in the event that the Secretary finds one of the nominees disqualified to serve on the Board shall be provided to the

Secretary no later than June 25. The Secretary shall determine whether each nominee is qualified to serve on the Board. The Secretary shall communicate the names of any disqualified nominee to the President who shall communicate any deficiency to the disqualified nominee. In the event more than one alternate is required, the Council of Sections shall meet to provide the names of the necessary number of nominees to serve on the board. The President-Elect, or in his/her absence, the President, shall preside at any Council of Sections meeting. The Council of Sections shall not be considered a Committee.

9. Meeting of Council of Sections. The Council of Sections shall meet at least one additional time during each year to share information, recommend reasonable processes and procedures to enhance the role of Sections in the Association and perform such duties as the Board of Directors or Executive Committee may determine.
10. Current Sections. The Sections currently authorized² after these amended Bylaws are adopted are:
- Affordable Housing
 - Corporate Counsel
 - Criminal Law
 - Civil Litigation
 - Corporate/Business/Franchising
 - Debtor-Creditor
 - Eminent Domain
 - Environmental Law
 - Family Law
 - Insurance and Tort Law
 - Juvenile Law
 - Labor and Employment
 - Landlord/Tenant
 - New Lawyers
 - Probate and Estate Law
 - Professionalism/Professional Conduct
 - Real Property
 - Securities Law
 - Solo and Small Firm
 - Tax
 - Workers Compensation

ARTICLE XIX — JUDICIAL PLEBISCITES

1. Policy. It is the policy of the Association to actively encourage those members of the bar best qualified for judicial offices to agree to accept appointment or run for election for such offices. Except as directed by the Board of Directors, the Association shall conduct a plebiscite of all Members with respect to contested elections to judicial offices in Hennepin County.
2. Voting. When voting for a candidate, Members shall bear in mind the qualifications of the candidates, their willingness to make a sacrifice for the public good, their willingness to perform the duties of the position, and their reputation for integrity and independence.
4. Procedure. The following procedure shall apply to Judicial Plebiscites:
- a. All persons seeking the contested office or offices shall be included on the ballot.

² Side Note: Transition of Sections. Previously constituted committees that were organized largely for the purposes of providing educational programming and networking opportunities, are to be constituted as Sections. The following existing committees shall, within thirty days of the adoptions of these Bylaws, organize themselves in compliance with this Article and shall become Sections: Affordable Housing, Corporate Counsel, Criminal Law, Debtor-Creditor, Environmental Law, Insurance and Tort Law, Juvenile Law, Landlord/Tenant, Professionalism/Professional Conduct, and Workers Compensation.

- b. Contestants' names shall be arranged on the ballot in alphabetical order without comment or distinction of any kind, except as may be necessary if confusion of identity is likely.
 - c. The Association shall provide a ballot to each Member by mail or electronically. A judicial plebiscite may be conducted online or electronically provided that such electronic plebiscite shall contain protections against identifying the person casting the ballot and shall ensure that only one vote per Member may be cast.
 - d. If a ballot is mailed, a ballot envelope plainly marked as such shall also be sent, together with a separate mailing envelope addressed to the Association, and appropriate instructions for return of the ballot, specifying the date and hour deadline for return.
 - e. A ballot will be accepted from a qualified voter unless:
 - 1) The ballot is for more than one candidate for each position.
 - 2) There is a mark or marks of any kind on either the ballot or the ballot envelope that could serve as means of identifying the person casting such ballot.
 - f. A minimum of fifteen (15) calendar days shall be allowed for the return of completed ballots. The fifteen-day period shall commence on the day the ballots are mailed or provided electronically to the Members.
 - g. The Association shall invite all candidates to be present either in person, by electronic means or by representative at the time the ballots are opened and counted.
 - h. The Association shall certify the result of the vote to the President who shall promptly inform the news media and the Members by publication in the Association's Official Publication.
 - i. The Association shall preserve the following, relative to the election for at least fifteen (15) days after the ballots have been counted:
 - 1) counted ballots,
 - 2) defective ballots not counted,
 - 3) mailing envelopes, left unopened, received from persons determined to be ineligible to vote,
 - 4) mailing envelopes which were opened,
 - 5) electronic records.
5. Judicial Appointments. In case of judicial appointments by the Governor, the Association may render such advice or conduct such plebiscites as is deemed appropriate by the Board of Directors.
6. Judicial Plebiscite Committee. The President, in consultation with the Executive Committee shall annually appoint five (5) members to the Judicial Plebiscite Committee. The President shall appoint one of the members as chair. Each annual appointment shall be made with due regard for diversity. The President may consult with any Member, constituency, or other interested group within the Association or the community, including but not limited to, consultations with the New Lawyers Section and Diversity Committee Chairs. The President shall seek to assure that the composition of the Judicial Plebiscite Committee reflects the diversity within the community.

ARTICLE XX — FINANCE AND PLANNING COMMITTEE

1. **Composition.** The Finance and Planning Committee shall consist of:
 - a. A Chair appointed by the President and a Vice Chair appointed by the President-Elect.
 - b. The Officers, ex officio.
 - c. Thirteen other members, of whom the President and President-Elect shall appoint one each, and the Treasurer, Secretary and the New Lawyers Section Chair shall appoint two each, and five at-large members elected for the same term and in the same manner as the Secretary, with a view toward each appointment serving at least one of three purposes:
 - 1) Teaching: bringing significant experience, leadership, and perspective from which the committee can learn;
 - 2) Learning: helping the appointee learn about the Association's governance, with a view toward future service on the committee or in other bar leadership; and
 - 3) Diversity: helping the committee as a whole reflect the many diverse groups within the Association, especially with respect to any status on the basis of which the Association prohibits or opposes discrimination.
2. **Functions.** The Finance and Planning Committee shall:
 - a. Advise the Board of Directors and the Executive Committee regarding the Articles, these Bylaws, or any proposed amendment to the Articles or Bylaws, and recommend on its own motion any necessary, prudent, or reasonable such amendment;
 - b. Recommend an annual budget, and policies and procedures for prudent financial management;
 - d. Draft for the Board's consideration a long-range plan and any necessary, prudent, or reasonable amendment to the plan, advise the Board of Directors and the Executive Committee about the plan's implementation, review the Association's activity for the compliance and consistency with the plan, and recommend an annual plan consistent with the long-range plan;
 - e. Consider and report on any other matter referred to its charge under these Bylaws or by the Board of Directors or the Executive Committee.
3. **Subcommittees.** The committee shall operate through three (3) standing subcommittees, and may establish any other subcommittees as necessary, and may appoint each subcommittee's chair. The standing subcommittees are:
 - a. Bylaws, of which the Secretary shall be an ex officio member;
 - b. Budget, of which the Treasurer shall be an ex officio member; and
 - c. Planning, of which the President-Elect shall be an ex officio member.

ARTICLE XXI — REQUIREMENTS FOR ALL MEETINGS

The following shall apply to all meetings of the Executive Committee, Board of Directors, Membership, Committees, and Sections.

1. Procedure. Robert's Rules of Order shall govern the proceedings of meetings. Other than at a meeting of the Board or Membership, the chair of the meeting may move to relax these rules, if appropriate.
2. Motions. A main motion that offers advice or instruction with respect to an informational report is in order during or immediately after the report or at any later time during the same meeting, when no other motion is pending, provided that any such motion shall apply only in the particular instance, and shall not apply generally or prospectively or otherwise become policy.
3. Amendments. No amendment (other than an amendment made by the mover in moving the resolution or made by unanimous consent) or other subsidiary motion shall be in order until the mover, an opponent, a proponent, and another opponent, if there are any, have debated the resolution.
4. Division. Upon hearing a proper call for a vote by division, the Chair shall count or cause to be counted how many are voting for and how many against the question, which result the minutes shall record.
5. Negative result. If a resolution is defeated, the vote thereon does not adopt the negative result as policy, but a motion to so adopt the negative result shall be in order if made promptly after the result is announced and before debate has begun on any other main motion.
6. Notice of Meetings. Advance notice of all meetings shall be made by mailing, telephone, telegraphic, facsimile or e-mail notice.
7. Waiver of Notice. A member of any Association Body, by attendance and participation in any action taken at any meeting, shall be deemed to have waived the right to notice of such meeting, unless the member limits his/her attendance and participation to objecting to lack of notice for that meeting.
8. Quorum. A quorum for each Association Body shall be controlled by its charter and governing documents. Provided a quorum of its members is present, a majority vote of those members shall be a duly approved action of that Association Body, unless the act of a greater number is required by law, by these Bylaws, or by the Section's or Committee's charter.
9. Proxy Prohibited. No person may make any vote by proxy and no proxy shall be accepted.
10. Meeting and Voting by Electronic Presence. To the extent practicable, a person serving on an Association Body may participate and vote at a meeting through electronic methods, if such person can simultaneously hear the meeting and all others present who serve on that Association Body, can simultaneously hear the member.
11. Written Action Without a Meeting. Any Association Body may take an action in writing, signed, or consented to by authenticated electronic communication, by the number of members of that

Association Body that would be required to take the same action at a meeting of that Association Body at which all of its members were present. This method of taking an action should be used only when the results of an action are required earlier than they might be obtained by waiting for the next regularly scheduled meeting of that Association Body.

12. Notice for Motion by Written Action. Each member of an Association Body shall receive notice at least two (2) calendar day's prior to the Association Body taking any written action without a meeting. However, lack of such timely notice shall not negate the results of the vote.
13. Presumption of Assent. A person serving on an Association Body who is present at a meeting at which action on any matter is taken shall be presumed to have assented to the action taken, unless that person's dissent to such action is recorded by the minute taker of that meeting or recorded with the Secretary or presiding officer of the Association Body within five (5) business days after such action is taken. Unless personally delivered to the Secretary or presiding officer by the dissenting member, such dissent shall be sent by Certified U.S. Mail, return receipt requested. The right of dissent shall not apply to a person serving on an Association Body who voted in favor of such an action.
14. Record of Meeting. A record of all meetings and their action shall be kept and made available to the Board of Directors, the members of the Association Body holding the meeting, and any Association Member.
15. Open Meetings. All meetings, other than meetings of the Executive Committee, shall be open to any member of the Association and to the news media. Any member of the Association may participate fully in the proceedings of any meeting, except that he or she may not make a motion or vote unless otherwise so entitled.
16. Vote to Close Proceedings. Notwithstanding Section 15 of this Article XXI, a meeting may, by a two-thirds (2/3) vote, close its proceedings on an extraordinary occasion for any valid reason, in which case only the members of that Association Body, the Officers, and such others the Association Body determines may attend or remain in attendance.
18. Disclosure. Every person serving on an Association Body has an affirmative duty to fully disclose, either in an open meeting or in a letter to the presiding officer before a vote is taken, that a conflict exists or is likely to exist. A person who has a conflict of interest may enter into debate concerning such matters, providing the disclosure has been made.

ARTICLE XXII — STAFF

1. The daily operations of the Association may be carried out by the Staff. Hiring, firing and compensation of the Staff shall be determined by the Executive Director in consultation with the Executive Committee. An Annual Review Committee consisting of the Immediate Past-President, President, and President-Elect, shall evaluate and set the compensation for the Executive Director on or before June 30 of each year. For purposes of Article XVII, the Annual Review Committee shall not be considered a Committee.
2. Executive Director. The President, with the consent and approval of the Board, shall hire an Executive Director who shall serve as lead staff person and exercise such powers and

responsibility and perform such duties as shall be delegated by the President, the Executive Committee, or the Board of Directors.

**ARTICLE XXIII — FISCAL YEAR, BOOKS AND RECORDS,
FINANCIAL STATEMENTS, BUDGETS AND CONTRIBUTIONS**

1. **Books and Records.** The Board shall keep:
 - a. Correct and complete books of accounts; and
 - b. Minutes of proceedings of meetings of Members, the Board, and the Executive Committee.
2. **Fiscal Year.** The annual accounting period shall begin on the first day of July and end on the last day of June in each year.
3. **Examination by Directors.** Every Director shall have a right to examine, in person, by agent or attorney, at any reasonable time or times, for any proper purpose, and at the place or places where usually kept, the minutes of the Board of Directors, the financial statements of the Association, and all books and records of the Association, and to make copies therefrom at the expense of that Director. The Board of Directors shall determine the time and circumstances under which others may have such a right of examination.
4. **Financial Statements.** The Board shall provide to the Directors a statement of revenues and expenditures, changes in fund balances for each annual accounting period and a balance sheet containing a summary of its assets and liabilities. These statements shall become part of the books of account.
5. **Budget.** There shall be an annual budget. The annual budget and subsequent changes thereto shall be approved by the Board. The budget shall specify a maximum expenditure by the Staff or President that may be made without specific approval of the Board.
6. **Inspection of Records.** Members may, on request, inspect the accounts, books, and records of the Association on any reasonable day and time. Such inspection shall take place at the Association's principal office. The Board of Directors may set conditions and procedures for such inspections which are not discriminatory.

ARTICLE XXIV — NOTICE

Whenever under these Bylaws notice is required to be given to any Member of the Association, Director of the Board or Officer, other than notice of any Meeting of the Members, it shall be provided in writing in a manner that is reasonably calculated to convey the writing to the Member within the timeline allowed for such Notice. By providing the Association with his or her e-mail address, a Member is deemed to have given consent to receive notice by electronic communication.

ARTICLE XXV — POLICIES AND PROCEDURES

The Board may establish Policies and Procedures setting forth the operation of the Board, the Directors, the Staff, and other related matters. Such Policies and Procedures shall not supersede these Bylaws or the Articles of Incorporation. Any interpretation of any Policies and Procedures that does not conflict with these Bylaws or the Articles of Incorporation shall be the preferred interpretation. The Board may make rules or adopt Policies and Procedures that supplement these Bylaws for nominating and electing Officers, subject to which the Nominating Committee may likewise make such rules or adopt such Policies and Procedures. No such rule, policy, or procedure shall supersede any existing rule, policy, or procedure until at least ninety (90) days after the adoption of the latest version.

ARTICLE XXVI — GOVERNING LAW

These Bylaws are enacted under the laws of the State of Minnesota; Chapter 317A et. seq. and shall be construed under those laws. In the event of a conflict between these Bylaws and the laws, the laws shall control.

ARTICLE XXVII — DEFINITIONS

For purposes of interpreting these Bylaws, the following words and terms shall be understood to have the meaning stated here.

1. “Ad Hoc” with regard to any Committee means that such a body is a temporary, task-based group which shall disband after the assigned tasks have been accomplished.
2. “Annual Dues” means the year’s dues each Member pays according to the Association’s due schedule.
3. “Association” means the Hennepin County Bar Association, a Minnesota Non-Profit Corporation.
4. “Association Body” means any group created in accordance with these Bylaws or the Articles of Incorporation and includes the Members, the Executive Committee, the Board of Directors, a Section, or a Committee. An Association Body may act only in keeping with its charter and governing documents.
5. “Association’s Official Publication” means the then-current principal print or electronic means of communicating with the Association’s Members.
6. “Articles” means the Articles of Incorporation of the Hennepin County Bar Association currently in effect.
7. “Authenticated Electronic Communication” means electronic mail, fax, telephone, and any other method of communication that assures accurate and prompt delivery of the message.
“Authenticated Communication” means any communication where the parties are confident that they know the identities of all other parties to the communication. Any commercially reasonable method of authentication may be used including the use of personal identification codes.
8. “Board” means the current Board of Directors of the Association.
9. “Bylaws” mean these Bylaws and their amendments currently in effect.

10. "Constituency" and "Constituencies" means those groups that are listed in Article V of these Bylaws.
11. "Excused" means that the Member or Director has informed the lead staff person or the presiding officer of an Association Body in advance of the meeting, or as soon as practical thereafter if prior notice was not possible, that he or she will be unable to attend a scheduled meeting.
12. "Good Standing" as a lawyer means that the lawyer is admitted to practice before the Supreme Court of Minnesota and is not disbarred or suspended from the practice of law in Minnesota.
13. "Good Standing" as a Member means that the Member is a lawyer in good standing who has currently paid the dues for which these Bylaws provide. No person shall be eligible for any election or appointment under these Bylaws unless he or she is a Member in Good Standing.
14. "Junior Regular Members" means a person who has been a Member more than one year but less than three years as referenced in the Association's dues schedule.
15. "Minority Bar Associations" means a bar association recognized by the Board of Directors as serving a specific minority segment of the legal community. Currently the Board recognizes the following Minority Bar Associations: (i) Minnesota Women Lawyers, (ii) Minnesota American Indian Bar Association, (iii) Minnesota Association of Black Lawyers, (iv) Minnesota Hispanic Bar, (v) National Asian Pacific American Bar Association—Minnesota Chapter, and (vi) Lavender Bar Association. Each is provided representation on the Board of Directors. The Board may recognize other such bar associations from time to time.
16. "Plebiscite" means a vote by the Members that expresses an opinion for or against the election or selection of a candidate for judicial office.
17. "Proxy" means that a Member who is eligible to vote as a member of an Association Body allows another person to vote for him or her on that Association Body. Voting by proxy is not allowed under these Bylaws. An alternate or a person who may, under these Bylaws act for someone when that person is absent, is not deemed to be voting by proxy.
18. "Then Serving," with regard to a quorum, means the number of seats of an Association Body currently filled and the member has not been removed or resigned.

ARTICLE XXVIII — MISCELLANEOUS

These Bylaws, constituting the revised and amended Bylaws of the Association were adopted as amended, by resolution of the Board of Directors of the Hennepin County Bar Association on _____ (date).

By: _____

Its: _____

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On July 1, 2006 the income level for reduced dues in these bylaws was changed pursuant to the May 10, 2005 authorization.

Last changes adopted by HCBA Board of Directors on June 13, 2006

(prior revisions:)

HCBA Board of Directors on May 10, 2005

HCBA Board of Directors meeting on January 14, 2003

HCBA Board of Directors meeting on September 10, 2002

HCBA Board of Directors meetings on May 11, 2000 and June 20, 2000

HCBA Annual Meeting on May 25, 1999.

HCBA Annual Meeting on May 13, 1997.

HCBA Annual Meeting on May 21, 1996.

HCBA Board of Directors meeting on April 11, 1995.

HCBA Annual Meeting on May 21, 1993.