

RESTATED ARTICLES OF INCORPORATION of the HENNEPIN COUNTY BAR ASSOCIATION

- I. The name of this corporation shall be the “Hennepin County Bar Association.”
- II. The purpose of the Association shall be to aid the courts in carrying on and improving the administration of justice; to conduct a program of continuing legal education; to provide a forum for the discussion of subjects pertaining to the practice of law, the science of jurisprudence and law reform, and the relations of the bar to the public, and to publish information relating thereto; to foster and maintain on the part of those engaged in the practice of law high ideals of integrity, learning, competence and public service and high standards of conduct; all to the end that the public responsibility of the legal profession may be more effectively discharged.
- III. The registered office is 600 Nicollet Mall, Suite 390, Minneapolis, Minnesota 55402.
- IV. The corporation shall have no capital stock.
- V.
 - (a). The Membership of this corporation shall consist of regular members, associate members, retired members, emeritus members, and honorary lifetime members, all of whom shall be adult persons and members in good standing at the bar of the State of Minnesota; and such affiliated members as may be provided for by the Bylaws. All members shall be eligible to vote and hold office, except retired, organizational affiliate, and honorary lifetime members.
 - (b). The Bylaws shall prescribe the qualifications and eligibility for each class of membership and the amount and payment of dues, if any, by the various classes of members.
- VI.
 - (a). **Pluralism.** The Association shall encourage the participation and representation in its membership and leadership, and in the bar association and the legal profession generally, of the many diverse groups within the community that the Association serves. For the purposes of these Articles, “diversity” includes but is not limited to consideration of (1) any status on the basis of which discrimination is prohibited or discouraged by these Articles; and (2) kind, size, or place of practice.
 - (b). **Nondiscrimination.** The Association shall not discriminate, and shall actively oppose discrimination, on the basis of
 - (1)(A) ancestry, color, or race, (B) cultural or ethnic background, (C) economic disadvantage, (D) ideological, philosophical, or political belief or affiliation, (E) marital or parental status, (F) national or regional origin, (G) physical disability, (H) religion, or religious or denominational affiliation, (I) sex, or (J) sexual orientation or preference;
 - (2) kind, size, or place of practice; and
 - (3) any other status on the basis of which discrimination is prohibited or discouraged by law, whether or not the law applies directly to the Association.
- VII. The Association shall meet annually in May at the call of the Board of Directors. The Bylaws may provide for other regular or special meetings.

Members at a membership meeting shall enjoy all the powers that the members may collectively exercise under these Articles or the Bylaws. Except as the Articles or Bylaws otherwise provide, the Association's highest policymaking authority resides in meetings of the Membership, which may act on the Association's behalf in any matter except to the extent that such action is inconsistent with these Articles or with the Bylaws.

The executive officers shall be a President, a President-Elect, a Treasurer, and a Secretary. The Membership, acting at the annual meeting, through the Board of Directors, or by mail ballot, as the Bylaws shall prescribe, shall annually elect the executive officers other than the President, to which office the President-Elect shall automatically succeed. The Bylaws shall provide for any other necessary office or appointment, including an Executive Director and any other staff. Each officer shall perform the duties customarily incident to his or her office and such other duties as these Articles, the Bylaws, a meeting of the membership, the Board of Directors, or the Executive Committee prescribes.

- VIII. (a). **Board of Directors.** The general executive and administrative authority resides in the Board of Directors, which shall enjoy all the powers that the Association may exercise under these Articles or under the Bylaws except those powers explicitly reserved to the membership. Except as the Articles or Bylaws 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 the Articles or Bylaws or with any action by a meeting of Membership within the last six years.
- (b). **Composition.** The Board shall consist of no fewer than twenty-five (25) persons.
- (c). **Additional directors.** The Bylaws may alter the number of Directors, consistent with this Article.
- IX. The Corporate existence of this Association shall be perpetual.
- X. A quorum for the transaction of business shall be the number of members which the Bylaws shall from time to time prescribe.
- XI. The corporation does not afford pecuniary gain, incidentally or otherwise, to its members.
- XII. There shall be no personal liability whatsoever upon the members of the corporation for corporate obligations.
- XIII. (a). **Amendment.** The Board of Directors may amend these Articles by a two-thirds vote after notice.
- (b). **Notice.** The Secretary shall give timely notice of each proposed amendment to the membership at least fifteen days before the Board of Directors votes. The notice shall set forth the text being amended together with the proposed amendment's text.
- (c). **Effective date.** The Secretary shall promptly give notice to the Membership of any amendment that the Board of Directors adopts. The amendment shall take effect thirty days (or at such later time as the amendment provides) after notice of adoption is given to the Membership unless, within fifteen days after such notice is given, twenty-five members of the Association object to the amendment by written notice to the Secretary. If such an objection occurs, the Executive Director shall promptly submit the amendment to the

Membership by an Association-wide mail ballot, in which case the amendment shall take effect only if a simple majority affirms it.

(d). **Correction, reformation.** Notwithstanding the foregoing provisions of this Article, the Board of Directors may by a two-thirds vote, with or without notice to the Membership, (1) correct the punctuation, grammar, terminology, or numbering of these Articles or any amendment where appropriate, if the correction does not change meaning; or (2) reform these Articles to conform them to law, in recognition of a new or changed name or fact, or to correct a mistake, if such reformation does not otherwise change meaning.

- XIV. The Board of Directors by a two-thirds vote shall adopt and may amend Bylaws, and by simple majority may make other rules or adopt other policies and procedures, that apply, interpret, or otherwise supplement these Articles.
- XV. These Amended and Restated Articles of Incorporation have been adopted pursuant to Chapter 317 of Minnesota Statutes and shall supersede the original Articles of Incorporation. These Amended and Restated Articles correctly set forth without change the corresponding provisions of the Articles of Incorporation except for the following changes:
- (1) Renumbering of Article V as V (a) and V (b) and insertion of new Article relating to diversity and numbered as Article VI;
 - (2) Change in Composition of Board of Directors in Article VIII (b) Composition;
 - (3) Change from Governing Council to Board of Directors wherever that term appeared.

###