

**MINNESOTA STATE BAR ASSOCIATION  
EXCERPT -- RESTATED BYLAWS**

Restated 11 June 2004  
As amended through June 2008

**Article 4  
Assembly**

**§ 4.1. Powers and functions**

The Assembly is hereby established. The Assembly shall control, formulate policy for, and decide all business of the MSBA. Within the meaning of the Minnesota Nonprofit Corporation Act, the Assembly is the board of directors and has the powers and functions of such board.

The foregoing general powers and functions of the Assembly include the following specific powers and functions.

**Specific Powers and Functions of the Assembly**

- (a) Operations
  - (1) Approve the annual budget.
  - (2) Establish the membership dues of the MSBA pursuant to § 1.4.
  - (3) Approve the membership dues for sections of the MSBA.
  - (4) Approve a long range plan of the MSBA.
  - (5) Determine services and benefits to be provided to the membership.
- (b) Governance
  - (1) Create new sections and approve amendments of section bylaws.
  - (2) Approve the addition, termination and consolidation of sections, affiliated district bar associations, other affiliated associations and organizations, and specialized organizations.
  - (3) Designate additional minority bar associations for the purpose of § 7.3 (f).
  - (4) Approve the creation of standing and ad hoc MSBA committees pursuant to § 11.2.
  - (5) Approve the creation of Assembly committees pursuant to § 4.11.
  - (6) Supervise the admission of MSBA members pursuant to § 1.2.
  - (7) Select the convention location and supervise the convention program pursuant to §§ 15.1 and 15.3.
- (c) Legislative
  - (1) Approve the legislative and lobbying priorities for the MSBA.

- (2) Approve requests to take official MSBA positions on proposed legislation.
- (d) General Policy
  - (1) Establish final MSBA positions on matters of public policy.
  - (2) Authorize petitions to the Courts concerning the operation of the Courts and the regulation of the practice of law.
  - (3) Submit questions concerning the substance of the law, the administration of justice or the policy of the MSBA to advisory referendum of the membership pursuant to Article 5.
  - (4) Making a report or recommendation of a section or committee the action of the MSBA pursuant to § 12.5.
- (e) Elections/Appointments
  - (1) Elect an officer under Article 9, subject to nomination by the Hennepin County Bar Association.
  - (2) Elect an officer under Article 9, subject to nomination by the Ramsey County Bar Association.
  - (3) Elect an officer under Article 9, subject to nomination by the outstate affiliated district bar associations (affiliated district bar associations other than the Hennepin County Bar Association and Ramsey County Bar Association).
  - (4) Elect an officer of the MSBA pursuant to § 9.23.
  - (5) Elect three representatives from the Assembly to serve on the Council pursuant to § 7.2.
  - (6) Advise and consent to the President's Appointment of members to the MCLE Board.
  - (7) Elect, replace, and remove LawPAC Trustees as required under the Constitution of the Lawyers Public Affairs Commission, as amended.
  - (8) Elect MSBA nominees for positions on boards, committees, and other bodies appointed by the Minnesota Supreme Court.
  - (9) Select the Minnesota State Bar Foundation Board of Directors.
  - (10) Approve amendments to LawPAC constitution and bylaws.
  - (11) Serve as members for the Minnesota State Bar Foundation.

#### § 4.2. **Composition of Assembly**

The Assembly comprises two classes of representatives, the Voting Representatives and the Alternate Representatives. The only Assembly Representatives that have the right to vote are the Voting Representatives and those Alternate Representatives that meet the requirements of § 4.7. The Alternate Representatives have all the powers and rights of the Voting Representatives (including the right to notice of Assembly meetings, the right to speak at Assembly meetings and the right to make motions at Assembly meetings), but the Alternate Representatives may not vote on Assembly matters except as provided in § 4.7.

#### § 4.3. **Voting Representatives**

The Voting Representatives of the Assembly comprise the following, all of whom must be members of the MSBA:

- (a) the Council
- (b) the number of Voting Representatives determined under § 4.5 from each district bar association that has become an affiliated association of the MSBA under Article 2
- (c) two Voting Representatives from Minnesota Women Lawyers, Inc., selected by Minnesota Women Lawyers, Inc.
- (d) two Voting Representatives from each minority bar association selected by the respective minority bar association
- (e) a Voting Representative from each association and organization that has become an affiliated association of the MSBA under Article 2, other than a district bar association, Minnesota Women Lawyers, Inc., and a minority bar association
- (f) one Voting Representative selected by the Minnesota Supreme Court to represent the Minnesota Supreme Court
- (g) one Voting Representative selected by the Minnesota Court of Appeals to represent the Minnesota Court of Appeals
- (h) a Voting Representative from each of the accredited law schools in the State of Minnesota selected by the respective dean for each law school
- (i) two Voting Representatives that are Minnesota members of the House of Delegates of the American Bar Association selected by the State Delegate to the American Bar Association
- (j) the immediate past president of the MSBA
- (k) the chairperson of the MCLE Board
- (l) a Voting Representative from each section of the MSBA established under Article 10; each section will select one Voting Representative
- (m) the Assembly may elect up to four other Voting Representatives from underrepresented groups.

#### § 4.4. **Alternate Representatives**

The Alternate Representatives of the Assembly comprise the following, all of whom must be members of the MSBA:

- (a) the number of Alternate Representatives determined under § 4.5 from each district bar association that has become an affiliated association of the MSBA under Article 2
- (b) two Alternate Representatives from Minnesota Women Lawyers, Inc., selected by Minnesota Women Lawyers, Inc.
- (c) two Alternate Representatives from each minority bar association selected by the respective minority bar association

- (d) an Alternate Representative from each association and organization that has become an affiliated association of the MSBA under Article 2, other than a district bar association, Minnesota Women Lawyers, Inc., and a minority bar association
- (e) one Alternate Representative selected by the Minnesota Supreme Court to represent the Minnesota Supreme Court
- (f) one Alternate Representative selected by the Minnesota Court of Appeals to represent the Minnesota Court of Appeals
- (g) an Alternate Representative from each of the accredited law schools in the State of Minnesota selected by the respective dean for each law school
- (h) two Alternate Representatives that are Minnesota members of the House of Delegates of the American Bar Association selected by the State Delegate to the American Bar Association
- (i) an Alternate Representative from each section of the MSBA established under Article 10; each section will select one Alternate Representative
- (j) the Assembly may elect up to four other Alternate Representatives from underrepresented groups.

#### § 4.5. **Number of representatives from district bar associations**

The number of Voting Representatives in the Assembly from each affiliated district bar association will be determined as follows: total membership in the district bar association divided by 500; any quotient containing a fraction will be rounded upward to the next integer.

The number of Alternate Representatives in the Assembly from each affiliated district bar association will be determined as follows: total membership in the district bar association divided by 500; any quotient containing a fraction will be rounded upward to the next integer.

#### § 4.6. **Terms**

4.6.1. **Limit to terms.** The terms of the representatives in the Assembly are as follows:

- (a) Representatives in the Assembly from the Council shall serve as long as they are members of the Council.
- (b) All other representatives in the Assembly shall serve a term of one year. Voting Representatives may not serve more than six consecutive terms in the Assembly as the Voting Representative from a particular entity (e.g. district bar association, affiliated association or section) included in the Assembly.

4.6.2. **Vacancies.** Except for representatives in the Assembly from the Council, a vacancy in the Assembly shall be filled by the entity (e.g. district bar association, affiliated association or section) that originally selected the representative whose position has become vacant.

4.6.3. **Beginning of term.** Pursuant to § 16.3, the term of each representative on the Assembly shall begin on July 1. The entities (e.g. district bar association, affiliated association or section) selecting the Assembly representatives shall make their respective selections within the 90-day period prior to the beginning of the term and, if practicable, at or prior to the MSBA

Convention; provided, however, the representatives, if any, selected under § 4.3 (m) and § 4.4 (j) shall be selected by the Assembly after the beginning of the term.

**§ 4.7. Voting by an Alternate Representative in the absence of a Voting Representative**

If a Voting Representative is going to be absent from an Assembly meeting, the Voting Representative shall notify the Secretary of the MSBA and the entity that selected the Voting Representative. An Alternate Representative selected by the same entity that selected the Voting Representative may vote at an Assembly meeting if the following two conditions are met:

- (a) The Voting Representative is absent; and
- (b) Prior to the Assembly meeting, the entity that selected the Alternate Representative designates the Alternate Representative to vote in the absence of the Voting Representative and the entity notifies the Secretary of this designation. The designation may be by identification of a named particular Alternate Representative for a specific meeting or the designation may be by reference to a list (filed annually with the Secretary) of the Alternate Representatives in a specified order that indicates which Alternate Representative is entitled to vote in the event more than one Alternate Representative from the entity is present at the meeting.

**§ 4.8. Attendance at meetings**

If a Voting Representative does not attend two consecutive Assembly meetings and if an Alternate Representative has not substituted for the Voting Representative at the two consecutively missed meetings, then the Voting Representative shall no longer be on the Assembly and the entity that selected the Voting Representative shall select a substitute Voting Representative to serve in the Assembly for the remaining term of the removed Voting Representative. A Voting Representative that has been removed from the Assembly in this manner shall not again be selected by any entity to serve in the Assembly for at least one year after removal. This § 4.8 does not apply to Voting Representatives from the Council or to other Voting Representatives for whom there are not specified Alternate Representatives under § 4.4.

**§ 4.9. Voting**

**4.9.1. Majority vote.** Unless otherwise provided by the MSBA Articles of Incorporation or Restated Bylaws, a majority vote of those representatives in attendance at the meeting entitled to vote is sufficient to take action, a quorum being first established at the beginning of the meeting. Each Voting Representative has only one vote. An Alternate Representative that becomes entitled to vote at a meeting has only one vote.

**4.9.2. Proxy.** Voting by proxy is not permitted. Cumulative voting is not permitted.

**4.9.3. Consent agenda.** Recommendations by committees of the Assembly shall be placed on the consent agenda of the Assembly. Items on the consent agenda shall be enacted in one motion approved by the Assembly. There will not be separate discussion of items on the consent agenda unless a representative so requests. If any representative requests separate discussion, then the item will be removed from the consent agenda and considered by the Assembly as a separate agenda matter.

#### § 4.10. **Meetings**

4.10.1. **Calling the meeting.** Meetings may be called by the President, the Council, by written request of 25 representatives from the Assembly, or by vote of the Assembly at a previous meeting. Unless otherwise specified by the Assembly, a meeting of the Assembly shall be at the location determined by the President.

4.10.2. **Notice of meetings.** Notice of each meeting of the Assembly shall be given by the Secretary to all representatives at least 30 days prior to the meeting. Notice may be by regular mail, facsimile, e-mail or telephone. The notice must state the date, time, place and purposes of the meeting.

4.10.3. **Purpose of meeting.** The Council shall propose the agenda items for an Assembly meeting, subject to the approval of the Assembly. The subject matters to be considered at the meeting shall be limited to those identified in the notice as the purposes for the meeting, unless at the meeting the purposes of the meeting are expanded by a vote of 75% of those representatives in attendance entitled to vote.

4.10.4. **Quorum.** A quorum for all meetings of the Assembly is a majority of the Assembly representatives entitled to vote on Assembly matters. [Note: the Minnesota Nonprofit Corporation Act provides that if a quorum is present when a duly called or held meeting is convened, the representatives present may continue to transact business until adjournment, even though the withdrawal of representatives originally present leaves less than the proportion or number otherwise required for a quorum.]

4.10.5. **Open meetings.** All MSBA members may attend and observe a meeting of the Assembly. The privilege to address the Assembly may be extended to any MSBA member pursuant to § 16.71. News media will be allowed at all Assembly meetings.

4.10.6. **Presiding chair.** The President shall preside at Assembly meetings. In the absence of the President, the President-Elect shall preside at Assembly meetings.

4.10.7. **Rules of order.** Unless otherwise stated in the MSBA Articles of Incorporation or Restated Bylaws, the Assembly shall determine the rules of order and procedure at the Assembly meetings. In the absence of such rules being established at an Assembly meeting, § 16.8 shall apply.

4.10.8. **Motion to table.** The presiding chair of the meeting shall not entertain a motion to table or to cease discussion of a matter properly presented for consideration until the chair is satisfied that an opportunity has been provided for an adequate discussion.

4.10.9. **Number of meetings.** The Assembly shall meet at least four times each year. One of the meetings shall be held in conjunction with the MSBA Convention.

#### § 4.11. **Committees of the Assembly**

4.11.1. **Number and purpose of Assembly committees.** To facilitate the work of the Assembly, the Assembly shall organize committees of the Assembly to study matters that will be considered by the Assembly and to make recommendations to the Assembly. The Assembly committees are subject to the control and direction of the Assembly. Unless the resolution establishing an Assembly committee provides otherwise, a committee of the Assembly only has the power to study matters and make recommendations to the Assembly. The Assembly may modify or reverse any action taken by the committee. The committees of the Assembly and their duties are as follows:

Name of Committee	Duties
(a) Operations	Study and make recommendations relating to the general and specific powers and functions of the Assembly relating to Operations as identified in § 4.1.
(b) Governance	Study and make recommendations relating to the general and specific powers and functions of the Assembly relating to Governance as identified in § 4.1.
(c) Legislative	Study and make recommendations relating to the general and specific powers and functions of the Assembly relating to Legislative matters as identified in § 4.1.
(d) General Policy	Study and make recommendations relating to the general and specific powers and functions of the Assembly relating to General Policy matters as identified in § 4.1.
(e) Election/Appointment	Study and make recommendations relating to the general and specific powers and functions of the Assembly relating to Election/Appointments as identified in § 4.1.

The Assembly may establish other committees and prescribe the duties of the additional Assembly committees.

The President shall annually appoint representatives to the committees subject to the approval of the Assembly. Only representatives from the Assembly may serve on Assembly committees, unless otherwise approved by the Assembly. Each Voting Representative shall serve on at least one committee. Each Assembly committee shall comprise no fewer than 15 representatives and no more than 40 representatives, unless otherwise approved by the Assembly. The chair of each Assembly committee shall be a representative from the Council unless otherwise approved by the Council. The President shall select the chair of each committee. A meeting of an Assembly committee shall be held at the call of its chairperson. Notice of the committee meeting shall be given to all representatives on the committee at least 10 days prior to the meeting. Notice may be by regular mail, facsimile, e-mail or telephone. Each committee shall keep a record of its meetings and proceedings and promptly file minutes of each meeting with the MSBA office. A majority vote of those in attendance at the Assembly committee meeting is sufficient to take action.

4.11.2. **Quorum.** A quorum for all meetings of an Assembly committee is one-third of the committee representatives.

*Note.* The Minnesota Nonprofit Corporation Act provides that if a quorum is present when a duly called or held meeting is convened, the committee representatives present may continue to transact business until adjournment, even though the withdrawal of committee representatives originally present leaves less than the proportion or number otherwise required for a quorum.

**4.11.3. Electronic Meetings of Committees.** Any meeting among committee representatives may be conducted solely by one or more means of remote communication through which all of the committee representatives may participate in the meeting, if the same notice is given of the meeting as required by these Restated Bylaws, and if the number of committee representatives participating in the meeting is sufficient to constitute a quorum at the meeting.

A committee representative may participate in a meeting of the committee by means of conference telephone or, if authorized by the committee, by such other means of remote communication, in each case through which that committee representative, other representatives so participating, and all committee representatives physically present at the meeting may participate with each other during the meeting.

Participation in a meeting by any of the above-mentioned means, constitutes presence at the meeting.

As used in this § 4.11.3, “remote communication” means communication via electronic communication, conference telephone, 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.