

**+Revised Constitution
of the
Lawyers Public Affairs Commission**

(Adopted by MSBA Board of Governors, April 16, 2004;
Amended by the MSBA Assembly, June 17, 2005;
Amended by the MSBA Assembly, _____, 2009.)

Article I – Name and Definition

The name of this association shall be the Lawyers Public Affairs Commission, hereinafter referred to as “LawPAC.” LawPAC is intended to be a political fund established and maintained by the Minnesota State Bar Association within the meaning of Chapter 10A of the Minnesota Statutes or successive amendments thereto and a separate segregated fund established and maintained by the Minnesota State Bar Association within the meaning of Section 527(f) of the Internal Revenue Code of 1986 and the Treasury Regulations promulgated there under or successive amendments thereto. LawPAC shall be a voluntary, nonprofit, unincorporated, nonpartisan committee of individual members of the legal profession and others and shall not be affiliated with or controlled by any political party, cause or candidate.

Article II – Purposes

1. The purposes of LawPAC are to accept contributions, raise funds, and make expenditures for the function of influencing or attempting to influence ~~the selection, nomination, or election of candidates to legislative offices~~ any election of a candidate as defined in Minn. Stat. § 10A.01, subd. 10, cause or ballot question in the State of Minnesota. In carrying out its functions, the goals of LawPAC ~~are~~ include but are not limited to the following:
 1. To promote the election of lawyers as candidates ~~to these offices~~.
 2. To promote the election of others who have demonstrated an understanding and appreciation of the legal system as evidenced by their support of laws which the Minnesota State Bar Association believes ~~to be well reasoned and well written~~ will improve existing law, develop previously undefined or under defined areas of the law, improve the administration of justice, or improve access to justice.
 3. To promote the election of candidates who support legislation which will enhance the rendition of professional services by members of the legal profession.
 4. To promote the election of candidates, or the successful passage of causes or ballot questions which would work to maintain or improve an independent and impartial state court system.

2. Through the establishment of LawPAC, and consistent with its exempt status under the provisions of Section 501(c)(6) of the Internal Revenue Code or successive amendments thereto, the Minnesota State Bar Association strives:
 1. To promote the improvement of government, both federal and state, by encouraging members of the legal profession and others to take a more active and effective role in governmental affairs.
 2. To encourage members of the legal profession and others to know and understand the nature and actions of their government, the important political, social and economic issues of the day, and the role of our electoral representatives, officeholders and candidates in meeting these issues.
 3. To assist members of the legal profession and others in organizing themselves for more effective political action that they might intelligently carry out their civic, social, professional and economic responsibilities.

Article III – Guidelines for Contributions

- A. Contributions to LawPAC shall be subject to the approval of the Board of Trustees, and LawPAC funds shall be disbursed at its discretion, subject to the following constraints:
 1. LawPAC funds may be used by LawPAC for exempt functions within the meaning of Section 527(e) of the Internal Revenue Code of 1986 and the Treasury Regulations promulgated there under or successive amendments thereto. LawPAC funds shall not inure to the private benefit of any member of the Minnesota State Bar Association or any other individual; funds expended in support of a member of the Minnesota State Bar Association’s candidacy or in support of a cause or ballot question for which a member of the Minnesota State Bar Association may be working is not an expenditure for the private benefit of said member. Expenditures for exempt functions include expenditures that directly support the activities of influencing or attempting to influence any cause or ballot question, the selection, nomination, or election of any ~~individual candidate to public office~~, and indirect expenditures such as expenditures for overhead, record keeping, and fundraising solicitations necessary to support the above direct expenditures and activities.
 2. All contributions of LawPAC funds made to campaign committees, campaign funds, or any other political organization must be made subject to the express written condition that the receiving organization shall use the contributions only for exempt functions within the meaning of Section 527(3e) of the Internal Revenue Code of 1986 and the Treasury Regulations promulgated there under or successive amendments thereto or otherwise the contribution shall be returned to LawPAC.

3. All contributions of LawPAC funds made to campaign committees, campaign funds, or any other political organizations must be approved by an affirmative vote of ~~sixty percent~~ a majority of the Trustees present and eligible to vote at a duly constituted meeting of the Board of Trustees.

- B. Any office or employee of LawPAC or member of the Board of Trustees who receives a contribution for LawPAC shall, on demand of the Secretary/Treasurer, and in any event within five (5) days after receipt thereof, render the Secretary/Treasurer a detailed account thereof, including the name and address of the person making such contribution, the date on which received and any other needed or requested information concerning such contribution.

Article IV – Office

The principal office of LawPAC shall be located in Minneapolis, Minnesota.

Article V – Board of Trustees

- A. The Board of Trustees of LawPAC shall have general supervision and control over the affairs and funds of LawPAC and shall establish and carry out all policies and activities of LawPAC. The members of the Board of Trustees shall serve without compensation, ~~except that they shall be reimbursed for all actual expenses incurred attending the annual meeting and any special meeting which shall be called.~~

- B. The Board of Trustees shall consist of Trustees, comprised as follows:

1. One Trustee shall be the President, or his/her designee, of the Minnesota State Bar Association whose term of office as Trustee shall coincide with his or her term as President.
2. ~~One~~ Three Trustees shall be the President-Elect, the Treasurer, and the Secretary, or his/her their respective designees, of the Minnesota State Bar Association whose terms of office as Trustees shall coincide with his or her their respective terms as President-Elect, Treasurer, and Secretary.
3. One Trustee shall be the Chairperson of the Legislative Committee of the Assembly of the Minnesota State Bar Association, ~~if no such committee exists, then the President of the Minnesota State Bar Association shall appoint a Trustee~~ whose term of office as Trustee shall coincide with his or her term ~~as President~~ as Chair of the Legislative Committee.
4. ~~One~~ Five Trustees shall be the Executive Director of the Minnesota State Bar Association, a legislative staff person of the Minnesota State Bar Association, a ~~or~~ lobbyist of the Minnesota State Bar Association, the latter two being as designated by the President of the Minnesota State Bar Association, and two members of the Council

of the Minnesota State Bar Association chosen by a majority vote of the Council members then present and eligible to vote, all of whose terms of office as Trustees shall coincide with the term of office of the President of the Minnesota State Bar Association.

5. The Assembly of the Minnesota State Bar Association shall elect ~~twenty-four~~ three Trustees, ~~one from each district bar association~~ at large.
6. ~~Two~~ One Trustee shall be appointed by the President, or his/her designee, of the Hennepin County Bar Association.
7. One Trustee shall be appointed by the President, or his/her designee, of the Ramsey County Bar Association.
8. ~~Any Trustee who was a Trustee of LawPAC, on April 1, 2004, may elect to continue to serve as a Trustee by providing notice to the President of the Minnesota State Bar Association prior to May 1, 2004. The term of the continuing Trustees identified under this Paragraph, shall be ten years, and upon the expiration of the ten years, or the resignation of the continuing Trustee, the office of the continuing Trustee shall cease to exist.~~ All terms of all Trustees created by or previously existing under this Constitution as approved by the Board of Governors of the Minnesota State Bar Association on April 16, 2004, or as first amended by the Assembly of the Minnesota State Bar Association on June 17, 2005, shall terminate and cease to exist upon the date that this further revised Constitution and the amendments hereto are approved by a majority vote of the members of the Assembly of the Minnesota State Bar Association at a duly constituted meeting of the Assembly pursuant to Article IX.
9. ~~Except as otherwise provided in this Article, the term of office of such appointed Trustees shall be four (4) years. The initial terms shall be staggered by the President of the Minnesota State Bar Association so that one-half of the Trustees identified in paragraph 8 are elected every two years. The terms of office of all Trustees shall coincide with the fiscal year of the Minnesota State Bar Association commencing on July 1 and shall continue through June 30 of the next calendar year. Trustees may serve no more than six (6) consecutive terms whether by appointment or election except there shall be no limit on the number of terms that may be served by the Executive Director of the Minnesota State Bar Association, a legislative staff person of the Minnesota State Bar Association and a lobbyist of the Minnesota State Bar Association.~~
10. ~~The term of Trustees shall commence on January 1 of the year of the term and shall continue through December 31 of the fourth year. Notwithstanding any provision of this Constitution to the contrary, an appointed or elected Trustee may continue to serve as Trustee until the effective date of a successor Trustee's appointment or election.~~

11. Any LawPAC Trustee, other than a presently serving Officer of the Minnesota State Bar Association, may be removed, with or without cause, from the Board of Trustees of LawPAC prior to the expiration of his or her term as Trustee by majority vote of all of the Assembly of the Minnesota State Bar Association members of the Board of Trustees of LawPAC.

In the event of a vacancy on the Board of Trustees of LawPAC, other than for an officer of LawPAC, due to the resignation, removal, or death of a Trustee, a replacement shall be appointed to serve the balance of the term of office by the Assembly President of the Minnesota State Bar Association.

- C. Each of the Trustees shall have one (1) vote.
- D. A majority of the members of the Board of Trustees shall constitute a quorum.
- E. Trustees shall conduct the business of LawPAC in a manner consistent with the purposes stated in Article II. These purposes are intended to be nonpartisan and to be successful will typically require bipartisan or multi-lateral support. ~~Therefore, the Trustees shall also act in a manner that avoids the appearance of favoring or opposing one or more of the major political parties.~~

Article VI – Officers and Employees

- A. The general officers of LawPAC shall be a Chairperson, a Vice Chairperson, ~~a Secretary and a Secretary/Treasurer~~. The officers shall be elected by the Board of Trustees from among its members at its first annual meeting during the term of office of the members of the Board and shall serve for a term of one (1) year. No officer shall serve for more than two (2) consecutive terms. ~~Any Trustee~~ For any officer of LawPAC whose seat shall become vacant, or who is removed by the Assembly of the Minnesota State Bar Association pursuant to paragraph B(6) B(11) of Article V they shall not serve out his or her term as an officer of LawPAC, and a replacement shall be elected by the Board of Trustees from among its members at a special meeting to serve out the balance of the term.
- B. The Chairperson shall be the Chief Executive Officer of LawPAC, shall submit an annual report at the last quarterly meeting of the Assembly of the Minnesota State Bar Association held during the term of office of the Board of Trustees of LawPAC ~~annual meeting of the Board of Trustees~~, shall be an ex-officio member of all LawPAC committees, shall preside at all meetings of the Board of Trustees, shall appoint all LawPAC committee members ~~subject to the approval of the Board of Trustees~~ and shall perform all such other duties as shall be prescribed by the Board of Trustees not otherwise inconsistent with the provisions of this Constitution.

- C. The Vice Chairperson shall exercise the powers and perform the duties of the Chairperson in the latter's absence and shall perform all such other duties as shall be prescribed by the Board of Trustees not otherwise inconsistent with the provisions of this Constitution.
- D. The Secretary/Treasurer shall attend and keep record of the proceedings of the Board of Trustees, shall conduct all the correspondence for and on behalf of LawPAC, shall keep a record of all papers, minutes, and other instruments belonging to LawPAC, shall give the proper notice of all meetings to the members of the Board of Trustees and shall perform all such other duties as shall be prescribed by the Board of Trustees not otherwise inconsistent with the provisions of this Constitution. The Secretary/Treasurer, with the approval of the Board of Trustees, may employ such additional personnel as he or she may deem necessary to carry out the stated objectives of LawPAC and to comply with the duties set forth above; any person so employed pursuant to this paragraph may be removed from his or her duties, with or without cause, by the Secretary/Treasurer or by a majority vote of all of the members of the Board of Trustees of LawPAC.
- E. The Secretary/Treasurer shall be the custodian of the funds of LawPac, shall collect all contributions to LawPAC, shall disburse all moneys of LawPAC in accordance with the instructions of the Board of Trustees, shall keep full and accurate accounts, shall present financial statements, shall prepare, sign and file all reports to governmental authorities required by law or directed to be filed by the Board of Trustees, shall give bond in such sums as may be fixed by the Board of Trustees, the premium on such bond to be paid out of the funds of LawPAC and shall maintain complete and accurate records of the following:
1. The name and address of each member, person, or other entity who or which has made a contribution to or for LawPAC within the fiscal year, together with the amount and date of such contribution;
 2. The total sum of the contributions made to or for LawPAC during the fiscal year;
 3. The name and address of each person to whom an expenditure has been made by or on behalf of LawPAC for the fiscal year, and the amount, date and purpose of such expenditures;
 4. The total sum of all expenditures made by, or on behalf of, LawPAC during the fiscal year; and
 5. All other information required to be maintained and filed by the Minnesota State Ethical Practices Board, or its successor, and the Federal Election Campaign Commission, or its successor, or any other appropriate governmental authority having jurisdiction over or involvement with LawPAC.

The Secretary/Treasurer, with the approval of the Board of Trustees, may employ such additional personnel as he or she may deem to be necessary to carry out the stated objectives of LawPAC and to comply with the duties set forth above and the Secretary/Treasurer and any additional personnel employed pursuant to this paragraph shall perform all such other duties as shall be prescribed by the Board of Trustees not otherwise inconsistent with the provisions of this Constitution. Any person employed by the Secretary/Treasurer pursuant to this paragraph may be removed from his or her duties, with or without cause, by the Secretary/Treasurer or by a majority vote of all of the members of the Board of Trustees, the Assembly of the Minnesota State Bar Association of LawPAC.

Article VII – Meetings

- A. The first annual meeting of the Board of Trustees for each new term of office of the Board shall be held at such time and place as may be determined by the ~~Board~~ President of the Minnesota State Bar Association but in any event the first meeting of each new term shall occur no later than July 31 following the start of the new Board term.
- B. ~~Special~~ Successive meetings of the Board of Trustees shall be called by the Chairperson on his or her own initiative, or upon the written request of the President of the Minnesota State Bar Association or three (3) members of the Board of Trustees. Members of the Board may attend ~~special~~ meetings in person or by telephone conference.

Article VIII – Books, Records, Finances and Fiscal Year

- A. The Board of Trustees shall keep accurate and complete books and records of accounts. Summaries of such records shall be made available to LawPAC members if requested.
- B. The funds of LawPAC shall be deposited to the credit of LawPAC in such bank or other depository as the Board of Directors may approve.
- C. The fiscal year of LawPAC shall be from January 1 to December 31.

Article IX – Amendments to Constitution

This Constitution may be altered, amended or repealed, and a new Constitution may be adopted, by a majority vote of the Assembly of the Minnesota State Bar Association. Amendments may be proposed by any member of the Minnesota State Bar Association to be considered at the next scheduled meeting of the Assembly of the Minnesota State Bar Association, provided that at least thirty (30) days written notice is given to all members of the Assembly of the intention to alter, amend, or repeal this Constitution or to adopt a new Constitution at such meeting.