
Eighteenth District Bar Association

June 1, 2006

Membership Resolution Adopting the Restated Articles of Incorporation

RESOLVED, that the Articles of Incorporation of the Eighteenth District Bar Association, a nonprofit corporation under Chapter 317A, Minnesota Statutes, are hereby restated and amended in their entirety so as to supersede the original Articles of Incorporation, and all amendments and restatements thereof, and the Restated Articles of Incorporation shall be and read as follows.

FURTHER RESOLVED, that the President and Secretary of the Eighteenth District Bar Association are directed and authorized to execute and file these Restated Articles with the Secretary of State's Office and to pay all fees in connection therewith and to take such further action as is necessary or appropriate to implement this resolution.

The undersigned being Secretary of Eighteenth District Bar Association, a Minnesota Corporation, subject to the provisions of Chapter 317A of the Minnesota Statutes, as amended, known as the Minnesota Nonprofit Corporation Act, does hereby certify that pursuant to Minnesota Statutes Chapter 317A, the members of the Association adopted at a duly called meeting held June 1, 2006, the following Restated Articles of Incorporation of the Association, superseding the existing Articles of Incorporation and all amendments thereto.

EIGHTEENTH DISTRICT BAR ASSOCIATION

RESTATED ARTICLES OF INCORPORATION

Article 1

Name

The name of this corporation is the Eighteenth District Bar Association. The Eighteenth District Bar Association is organized under Chapter 317A of the Minnesota Statutes (the Minnesota Nonprofit Corporation Act).

Article 2

Purposes

The Eighteenth District Bar Association has the general purpose of engaging in any lawful activity, and specific purposes to: aid the courts in the administration of justice; apply the knowledge and experience of the profession to the public good; maintain in the profession high standards of

learning, competence, ethics, and public service; and to provide a forum for the discussion of subjects pertaining to the practice of law.

**Article 3
No Pecuniary Gain**

The Eighteenth District Bar Association does not afford pecuniary gain, incidentally or otherwise, to its members.

**Article 4
Period of Duration**

The duration of the Eighteenth District Bar Association is perpetual.

**Article 5
Registered Office**

The registered office of the Eighteenth District Bar Association is Minnesota State Bar Association, 600 Nicollet Mall #380, Minneapolis, Minnesota 55402.

**Article 6
No Personal Liability**

The members of the Eighteenth District Bar Association shall not have any personal liability for corporate obligations.

**Article 7
No Capital Stock**

There shall be no capital stock.

**Article 8
Membership**

§ 8.1. Classes

The membership shall consist of regular members as defined in the Bylaws, and such other classes of members as may be provided for in the Bylaws.

§ 8.2. Voting

Regular members shall have the right to vote and such other rights as identified in these Articles and Bylaws.

**Article 9
Restated Articles, Procedure**

§ 9.1. Approval of amendments

Amendments to the Restated Articles must be approved by the affirmative vote of a majority of the regular members present and eligible to vote.

§ 9.2. **Proposals for amendments**

Amendments to the Restated Articles may be proposed by:

- (a) Resolution by members; or
- (b) Resolution of the Board of Directors.

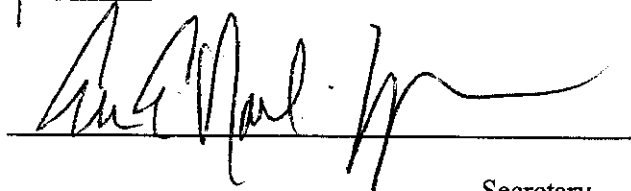
§ 9.3. **Notice**

Notice of a meeting of members to amend the Restated Articles shall state the time, place, and substance of the proposed amendment and shall be given to all members not more than sixty (60) nor less than thirty (30) days before the meeting.

§ 10.4. **Corrections**

Upon adoption of an amendment to the Restated Articles, the Secretary may correct punctuation, grammar, or numbering where appropriate in the Restated Articles, if the correction does not change meaning.

IN WITNESS WHEREOF, I have subscribed my name to these Restate Articles of Incorporations the 20th day of June 2006.

A handwritten signature in black ink, appearing to read "A. M. Paul", is written over a horizontal line.

Secretary

Eighteenth District Bar Association

June 1, 2006

Membership Resolution Related to Adoption of the Restated Bylaws

RESOLVED, that the Bylaws of the Eighteenth District Bar Association, a nonprofit corporation under Chapter 317A, Minnesota Statutes, are hereby restated and amended in their entirety so as to supersede the original Bylaws, and all amendments and restatements thereof, and the Restated Bylaws shall be and read as follows.

RESTATED BYLAWS
Eighteenth District Bar Association

This instrument constitutes the Bylaws of the Eighteenth District Bar Association, a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE 1

Membership and Dues

Section 1.1. Qualifications. Any person who is a member of the Minnesota State Bar Association (MSBA) may become a member of the Eighteenth District Bar Association (the "Association") upon payment of dues.

Section 1.2. Application. Application for membership in the Association shall be made in writing to the MSBA in the form prescribed by that organization.

Section 1.3. Classes of Membership. The Association shall have regular members and such other membership classes as used from time to time by the MSBA.

Section 1.4. Dues. The dues of all members of the Association shall be assessed for the fiscal year commencing July 1st of each year and ending June 30th of the following year. The

amount of such dues shall be fixed by resolution of the regular members. The amount of dues for different classes of membership shall parallel those utilized by the MSBA. Dues of the Association shall be paid together with the dues of the MSBA at the time or times and in the manner prescribed by the MSBA.

Section 1.5. Termination or Suspension of Membership. Membership in the Association may be terminated or suspended as follows:

1.5.1 Nonpayment of Dues. A member of any class may be expelled or suspended for nonpayment of dues or fees.

1.5.2 Resignation. A member of any class may resign upon filing a written resignation with the MSBA.

1.5.3 Disbarment or Suspension. Membership in the Association shall terminate upon disbarment or suspension from the practice of law by the Supreme Court of Minnesota, or termination of membership in the MSBA.

1.5.4 Suspension or Expulsion. A member shall not be expelled or suspended, and a membership may not be terminated or suspended, except for nonpayment of dues or fees, unless the member is given:

- (1) not less than fifteen (15) days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and
- (2) an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination, or suspension not take place.

ARTICLE 2

Officers

Section 2.1. Officers. The officers of the Association shall consist of a president, a vice president, a secretary and a treasurer all of whom must be regular members of the Association. The Board of Directors may appoint such other officers as may be desired to carry out such duties as the Board of Directors may assign.

Section 2.2. Election of Officers/Term. The officers shall be elected by the affirmative vote of a majority of the regular members present and eligible to vote at the meeting for a term of one year commencing the first day of July and shall continue to hold office thereafter until their successors are elected and qualified. The President shall be ineligible for re-election as an officer for two years after the expiration of his or her term of office.

Section 2.3. Duties of Officers.

2.3.1 President. The President shall preside at all meetings of the Association and the Board of Directors.

2.3.2 Vice-President. The Vice-President shall perform the duties assigned by the President or the Board of Directors and shall perform the duties of the President when the President is absent or unable to act.

2.3.3 Secretary. The Secretary shall perform the duties of secretary. The Secretary shall keep, or cause to be kept, a record of the proceedings of all meetings of the Association and the Board of Directors. The Secretary shall cause to be issued notices of all meetings of the Association and the Board of Directors.

2.3.4 Treasurer. The Treasurer shall perform the duties treasurer. The Treasurer shall report periodically on the financial condition of the Association to the

membership and the Board of Directors. The Treasurer shall comply with such requirements concerning audit and/or bonding as the Board of Directors may adopt by resolution.

2.3.5 Other Duties. The officers shall also perform such additional duties as may be assigned by the Board of Directors.

ARTICLE 3

Board of Directors

Section 3.1. Number of Board of Directors. There shall be a Board of Directors composed of the officers elected by the Association and the last preceding president. The regular members of the Association may also elect to the Board of Directors up to five other regular members of the Association for a term of one year commencing on the first day of July of the year following such election and continuing thereafter until their successors are elected and qualify.

Section 3.2. Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

Section 3.3. Powers of the Board of Directors. The Board of Directors shall have the power to make rules governing its meetings and the conduct of its affairs, and to fill all offices in which vacancies occur for the remainder of the term thereof. It shall have the power and authority to conduct and to administer the procedures by which the annual elections to all elective positions of the Association are held. The Board of Directors shall have such other powers as provided by Minnesota law.

Section 3.4. Written Action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors

required to take the same action at a meeting of the Board of Directors at which all directors were present. Signed written action includes authenticated electronic communication in which a director indicates assent or approval. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action. As used in this Section the term “authenticated electronic communication” means any form of communication, not directly involving the physical transmission of paper, that

- (a) creates a record that may be retained, retrieved and reviewed by the recipient of the communication,
- (b) may be directly reproduced in paper form by the recipient through an automated process,
- (c) is delivered to the Board of Directors or a member thereof, and
- (d) sets forth information from which the Board of Directors can reasonably conclude that the communication was sent by the purported sender.

Section 3.5. Regular Meetings. The Board of Directors shall meet at least annually immediately preceding or following the annual meeting of members, and shall have regular meetings at such places and times as it shall establish by resolution.

Section 3.6. Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the President or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

Section 3.7. Electronic Communications. A conference among directors by a means of communication through which the directors may simultaneously hear each other during the conference is a meeting of the Board of Directors if the same notice is given of the conference as would be required for a meeting, and if the number of directors participating in the conference is a quorum. A director may participate in a meeting of the Board of Directors by any means of communication through which the director, other directors so participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by any of the above-mentioned means is personal presence at the meeting.

Section 3.8. Resignation of Directors. A director may resign at any time by giving written notice to the Secretary of the Association. The resignation is effective without acceptance when the notice is given to the Association, unless a later effective time is specified in the notice. A director who has failed to attend six (6) meetings of the Board in any fiscal year is deemed to have resigned effective the date of the sixth missed meeting.

Section 3.9. Removal of Directors. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

Section 3.10. Filling Vacancies. In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

ARTICLE 4

Meetings of the Members

Section 4.1. Annual Meeting. There shall be an annual meeting of members not earlier than the first day of April and not later than the second Saturday in June of each year, the date and place to be fixed by the President.

Section 4.2. Notice of Annual Meeting. Notice of the annual meeting including the annual meeting agenda shall be given by the Secretary to each member at least ten (10) days before the annual meeting.

Section 4.3. Other Meetings. Other meetings shall be held at such times and places and with such notice as the Board of Directors may order. Twenty-five (25) regular members may call a meeting by written request to the President and notice for such meeting must comply with the notice requirements for the annual meeting.

Section 4.4. Quorum. The presence in person of ten (10) regular members or five percent (5%) of the district's regular members that reside in the district, whichever is less, shall be necessary to constitute a quorum at any meeting of the Association.

Section 4.5. Voting Rights. Each regular member of the Association shall be entitled to one vote at all meetings of the Association or on any matter submitted to the membership for a vote. No other members of the Association shall have a right to vote. No regular member shall be entitled to vote by proxy and there shall be no cumulative voting.

Section 4.6. Members' Right to Call Meetings. If a regular meeting of regular members has not been held during the preceding fifteen (15) months, at least ten (10) regular members with voting rights may demand a regular meeting of the members by written notice of

demand given to the President or the Secretary/Treasurer of the Association. Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of members to be called and held on notice no later than ninety (90) days after receipt of the demand at the expense of the Association.

Section 4.7. Number Required for Action by Members. Except where a larger portion or number is required by law or by these Bylaws, the members may take action by the affirmative vote of a majority of the regular members present at a duly held meeting.

The action of the membership may be determined by mail or electronic ballot of all regular members eligible to vote. When a mail or electronic ballot is used, action will be determined by a majority of the eligible ballots returned.

ARTICLE 5

Election of MSBA Assembly Representatives

Section 5.1. Members of the MSBA Assembly. The regular members of the Association shall elect its representatives to the MSBA Assembly and their respective alternates at the Association's annual meeting. A majority of the votes cast shall be necessary to elect the representative.

ARTICLE 6

Committees

Section 6.1. Establishment. The Association shall have such committees as may be established from time to time by resolution of the Board of Directors.

Section 6.2. Chair and Membership. The President shall appoint a chair of each committee whose term of office shall coincide with the term of office of the President. The membership of each committee shall be appointed annually by the President or by such other procedure as may be established by the Board of Directors. All members in good standing of the Association are eligible for membership on any committee. Persons who are not members of the Association may be appointed to membership on a committee and shall have such privileges with respect to such membership as the Board of Directors may from time to time determine.

Section 6.3. Limitation. No committee shall represent its views, reports or comments as those of the Association without prior approval of the Board of Directors of the Association.

ARTICLE 7

Miscellaneous

Section 7.1. Amendment of Bylaws. These Bylaws may be amended in accordance with the following procedure:

- (a) The Board of Directors shall propose the amendment by resolution setting forth the text of the proposed amendment and directing that it be submitted for adoption at a meeting of the members.
- (b) A notice of the meeting of the members stating the purpose thereof together with the text or a summary of the text of the proposed amendment shall be given to each regular member not less than ten (10) days prior to the date of the meeting.
- (c) The proposed amendment is approved by the affirmative vote of a majority of the regular members present and eligible to vote at the meeting.

Section 7.2. Fiscal Year. The fiscal year of the Association shall begin on July 1 on each calendar year.

Section 7.3. Notice. Unless otherwise provided herein, notice shall mean a notification mailed or delivered not less than five (5) nor more than thirty (30) days before the meeting, including the day of the meeting.

Section 7.4. Form of Notice. Whenever under the provisions of these Bylaws notice is required to be given to any director or member, notice is given:

- a) when mailed to the at an address designated by the director or member at the last known address or at the address in the corporate records;
- b) when communicated to the director or member orally;
- c) when handed to the director or member;
- d) when left at the office of the director or member with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;
- e) when sent by facsimile, electronic mail (e-mail), or other electronic means, to a facsimile number, e-mail address, or other electronic designation provided by the director or member;
- f) if the director's or member's office is closed or the director or member has no office, when left at the dwelling or usual place of abode of the director or member with a person of suitable age and discretion residing in the house; or
- g) when the method is fair and reasonable when all the circumstances are considered.

Notice by mail is given when deposited in the United States mail with sufficient postage.

Notice is considered received when it is given.

Section 7.5. Waiver of Notice. Any director or member may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director or

member shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

ARTICLE 8

Indemnification

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other applicable provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the Association), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, director or officer of the Association, or he or she is or was serving at the specific request of the Board of Directors of the Association as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Association by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE 9

Standard of Care and Conflicts of Interest

Section 9.1. Standard of Care. It is the responsibility of each director of this Association to discharge his or her duties as a director in good faith, in a manner the director reasonably believes to be in the best interests of this Association, and with the care an ordinary prudent person in a like position would exercise under similar circumstances.

Section 9.2. Conflicts of Interests. A contract or other transaction between this Association and:

- (a) One or more of its directors, or a member of the family of a director;
- (b) A director of a related organization, or a member of the family of a director of a related organization; or
- (c) An organization in or of which one or more of the corporation's directors or a member of the family of the director are directors, officers or legal representatives or have a material financial interest.

is not void or voidable because the director or directors or the other individual or organization are parties or because the director or directors are present at the meeting of the Board of Directors or a committee of the Board of Directors at which the contract or transaction is authorized, approved or ratified, if:

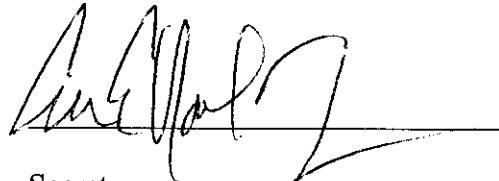
- (a) The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the Association at the time it was authorized, approved or ratified; or
- (b) The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section:

- (a) A director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee or agent of the Association, even though the first director is also receiving compensation from the Association; and
- (b) A "member of the family" of the director includes the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the director, or any combination of them.

CERTIFICATION

These Bylaws were approved at a meeting of the members of the Eighteenth District Bar Association on June 1, 2006.



Secretary