

Bylaws
Alternative Dispute Resolution Section

As approved by the Assembly 4/22/95
Amended 4/21/01, 12/03/04; 04/21/06
As approved by the Assembly 06/17/08

ARTICLE I.
Name

The name of this section shall be the Alternative Dispute Resolution Section of the Minnesota State Bar Association.

ARTICLE II.
Purpose

The purpose of this Section shall be to (1) promote the work of the Minnesota State Bar Association (MSBA) in the field of Conflict Management and Alternative Dispute Resolution, and to (2) improve the practice, elevate the standards, and advance Alternative Dispute Resolution in the State of Minnesota.

ARTICLE III.
Membership and Dues

Section 1. **Membership.** Any member of the MSBA or interested member of the public, upon payment of dues for the Alternative Dispute Resolution Section, shall be enrolled as a member of this Section. Non-members of the MSBA shall have the same rights as MSBA members of the Section unless prohibited by MSBA Bylaws.

Section 2. **Dues.** Dues of the Section shall be set by the membership of the Section at any official meeting, and such dues may be changed annually by the appropriate action of the membership, subject to the approval of the MSBA Assembly. Any member whose annual dues are more than three months past due shall cease to be a member of the Section. A member who has been removed from the Section for nonpayment of dues shall be reinstated when the arrearages are paid.

ARTICLE IV.
Meetings

Section 1. **Annual Meeting.** The Annual Meeting of the Section shall be held at its regular May meeting each year. Notice of the Annual Meeting shall be made at least thirty (30) days in advance of the meeting.

Section 2. **Regular Meetings.** The Section shall meet at the discretion of the Chair with reasonable notice to the members.

Section 3. **Special Meetings.** The Chair may convene Special Meetings of the Section upon approval of the Executive Council or upon a written request to the

Secretary, signed by at least thirteen (13) members of the Section. The Secretary shall provide notice to all members of the Section at least one (1) week in advance of any Special Meeting called a Notice of the Special Meeting, stating its time, place and purpose.

Section 4. **Quorum.** A quorum for the transaction of business at any meeting of the Section called with proper notice under these rules shall consist of not fewer than fifteen (15) members of the Section.

ARTICLE V. Officers

Section 1. **Officers.** The officers of this Section are the Chair, the Past Chair, the Vice Chair for Legislation, the Vice Chair for Publications, the Vice Chair for Community ADR, the Vice Chair for Commercial and Employment ADR, the Vice Chair for Family ADR, the Secretary, and the Treasurer.

Section 2. **Duties.**

A. **Chair.** The Chair shall (1) preside at all meetings of the Section and of the Executive Council; (2) be responsible for the execution of such programs as are laid out by the Section; (3) serve as coordinator for seminars and programs; (4) appoint such Special Committees as are from time to time needed to perform the work of the Section; (5) be the spokesperson for the Section to the MSBA; and (6) formulate and file with the Secretary of the Minnesota State Bar Association, an annual report of the work of the Section for the past year.

B. **Past Chair.** The Past Chair shall (1) preside at any meetings of the Section and of the Executive Council in the absence of the Chair; (2) serve as the Section representative to the MSBA Assembly; and (3) may, at the discretion of the Executive Committee, attend one national ADR program and report to the Section.

C. **Vice Chair for Legislation.** The Vice Chair for Legislation shall (1) preside over meetings of the Legislative Committee of the Section; (2) serve as the Committee's spokesperson at meetings of the Section and of the Executive Council; (3) serve as the Section's principal spokesperson to the MSBA Legislative Committee; and (4) monitor and report any proposed or new legislation affecting ADR.

D. **Vice Chair for Publications.** The Vice Chair for Publications shall (1) preside over all meetings of the Publications Committee of the Section; (2) be responsible for the Section's website and listserv; and (3) oversee the publication of other written communications of the Section.

E. **Vice Chairs for Community, Commercial and Employment, and Family ADR.** The Vice Chairs for Community, Commercial and Employment and Family ADR shall (1) preside over meetings of their respective

Committees of the Section; (2) serve as their Committee's principal spokesperson at meetings of the Section and of the Executive Council; (3) annually plan at least one continuing education program related to their respective area of ADR for a Section meeting; and (4) advise the Section and Council of developments in their respective area of ADR.

F. **Secretary.** The Secretary shall (1) maintain all books, papers, documents and other property of the Section except money; (2) keep a true record of the proceedings of all meetings of the Section and of the Executive Council; and (3) assist the Chair in preparing the Annual Report to the MSBA, as required by the Bylaws of the MSBA.

G. **Treasurer.** The Treasurer shall (1) account for moneys of the Section, (2) review accurate records of all financial transactions; and (3) file an annual report of the finances of the Section with the MSBA.

H. **Programs.** By the end of August of each year, the Officers shall meet to discuss the continuing education programs of the Section for the upcoming year.

Section 3. Term of Office.

A. **Commencement.** The term of each office shall commence on July 1 following election to office.

B. **Length of Term.** Officers of the Section shall serve for one year.

Section 4. Vacancies. An office shall be deemed to be "vacant" if the incumbent dies, misses two (2) consecutive Executive Council meetings without notice to the Chair; or resigns the office, Section, or the MSBA.

Section 5. Filling of Vacancies. The Section shall fill a vacancy in any office for the remainder of the officer's unexpired term. The Executive Council may make interim appointments until the Section has acted.

**ARTICLE VI.
Executive Council**

Section 1. Executive Council. There shall be an Executive Council consisting of the nine (9) officers. In addition thereto, there shall be such ex-officio members as may be appointed by the Chair.

Section 2. Powers and Duties. Except as specifically limited by these bylaws and except as specific powers and duties may be granted solely to other persons in this Section, the Executive Council shall have full power and authority in the intervals between meetings of the Section to do all acts and to perform all functions which the Section itself might do or perform. Such action of the Council shall be reviewed, and may

be changed, by the Section acting at any Section meeting following the action of the Council.

Section 3. **Executive Council Meetings.** The Chair may convene meetings of the Executive Council as s/he deems appropriate or upon the written request of any four members of the Executive Council.

Section 4. **Quorum.** A quorum to transact business shall be a majority of the then members of the Executive Council. All action by the Executive Council shall be by majority vote of Council members present.

ARTICLE VII. Nominations and Elections

Section 1. **Nominations.**

A. **Nominating Committee.** The Chair shall appoint a Nominating Committee consisting of an odd number of members, a majority of whom shall not be members of the current Executive Council. The Chair shall appoint at least one past chair to the Nominating Committee.

B. **Nominating Committee Report.** The Nominating Committee shall nominate from the current officers a candidate for the position of Chair. The Nominating Committee shall nominate the remaining officers from the current membership of the Section. At the April Regular Meeting of the Section, the Nominating Committee shall present a slate of candidates for the offices. The slate shall comprise one or more names for each office. The incumbent Chair, Vice Chairs, Secretaries and Treasurers shall be eligible for re-election. Incumbents elected or appointed to fill the unexpired terms of all other officers shall be eligible to stand for election or re-election to a full term. No person may serve as Chair of the Section for more than two consecutive years.

C. **Nominations from the Floor.** Any member can make a verbal nomination for any open office from the floor following the report of the Nominating Committee.

D. **Balloting.** The ballot shall consist of names submitted by the Nominating Committee and those nominated from the floor at the April meeting. The ballot shall be published to the membership through the listserv and Section website within one week following the April meeting.

Section 2. **Elections.** The election of officers shall take place at the Annual Meeting of the Section. No candidate shall be elected to office without a majority of the votes cast. If three or more candidates stand for election to the same office, and no single candidate receives a majority of the votes, then the candidate with the lowest number of votes shall be eliminated and a revote shall be taken for that office until one nominee receives a majority.

Section 3. **Secret Ballot.** A majority of the members present at the Annual Meeting may require a secret ballot for any election or runoff election.

Section 4. **Order of Election.** Voting for offices open for election shall be conducted separately commencing with Chair.

**ARTICLE VIII.
Fiscal Year**

The fiscal year of the Section shall commence July 1.

**ARTICLE IX.
Distinguished Members**

The Section may from time to time designate present or past members of this Section who fulfill high standards of service to the field of Alternative Dispute Resolution as "Distinguished Members," which designation shall be the highest honor which the Section shall confer. A motion to designate a person as a Distinguished Member shall be referred to the Executive Council or to a committee appointed by the Chair before it is voted upon by the Section.

**ARTICLE X.
Amendment of Bylaws**

Section 1. **Process.** These Bylaws may be amended at any meeting of the Section by a majority vote of the members of the Section present and voting, provided written notice of the time, place and purpose of the meeting is given to Section members at least twenty-one (21) days before the meeting.

Section 2. **Effective Date.** Such amendments shall be submitted to the MSBA Assembly for approval and shall take effect from the date of such approval, except that amendments modifying the offices or the composition of the Executive Council shall not take effect until the next election.

**ARTICLE XI.
Authority**

Section 1. **Parliamentary Procedures.** Parliamentary authority for the conduct of all Section business shall be Robert's Rules of Order Revised.

Section 2. **MSBA Documents.** Other authority for the conduct of the business of the Section shall be the Articles of Incorporation, Bylaws and Policies of the Minnesota State Bar Association.