

**Bylaws**  
**MSBA Agricultural and Rural Law Section**  
As approved by the Board of Governors 6/89, 12/03/04; 06/16/06  
As approved by the Assembly 06/17/08

**ARTICLE I. Name and Purpose**

Section 1. This Section of the Minnesota State Bar Association shall be known as the Agricultural and Rural Law Section of the Minnesota State Bar Association.

Section 2. The purposes of the Section shall be to enhance the skills of judges and lawyers to the field of agricultural law and related rural practice and to serve as a liaison with the Bar Association and the public on agricultural and rural law related issues and activities.

**ARTICLE II. Membership**

Section 1. Any member of the Minnesota State Bar Association in good standing and having paid the required annual dues of the Section shall be eligible for membership in this Section and shall be enrolled as a member upon request to the Treasurer of the Section or designated agent.

Section 2. 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 appropriate action of the membership, subject to approval by the MSBA Assembly.

**ARTICLE III. Governance**

Section 1. The Section shall be governed by a 12-member Council.

Section 2. The Section membership shall elect at the annual meeting from the members elected to the Council a chairperson, vice-chairperson, secretary, and treasurer. These four officers shall constitute the Executive Committee. Officers shall not hold the same office for more than two consecutive one-year terms.

Section 3. In the intervals between Section meetings, the Executive Committee shall have the full power and authority of the Council, except that the Executive Committee shall not have authority to amend, or to take action contrary to any express provision of these Bylaws or contrary to any prior express action or decision of the Section or Council. A simple majority of the officers currently elected and serving in accordance with these Bylaws shall constitute a quorum of the Executive Committee.

Section 4. The Council shall establish such other committees and subcommittees either within the Council or within the general membership as it shall deem appropriate. The Section Chairperson shall appoint the members to each committee and appoint the chairperson of each committee. The term of membership on a committee established by the Council shall not extend beyond the term of the Section Chairperson. Committees shall be directly responsible and report to the Council.

#### **ARTICLE IV. Duties of Officers**

Section 1. The Chairperson shall preside at all meetings of the Section, prepare and present an annual report to the Minnesota State Bar Association, appoint members to committees, and perform such other duties and acts as customarily pertain to this office.

The Chairperson shall file, within sixty (60) days after the close of each fiscal year, an accounting of the Section's finances for the fiscal year.

Section 2. The Vice Chairperson shall preside at all meetings of the Section in the absence of the Chairperson and shall perform such other duties and acts as customarily pertain to this office.

Section 3. The Secretary shall keep all minutes of meetings and other records of the Section and its membership, maintain correspondence and give notice of meetings as requested by the Chairperson. The Secretary shall perform such other duties and acts as customarily pertain to this office.

Section 4. The Treasurer shall (1) manage and account for the monies of the Section; (2) keep accurate records of all financial transactions of the Section; (3) present a financial report at each regular Section meeting; (4) prepare an annual budget and present such budget for approval at a meeting of the Section; and, (5) certify the annual financial report prepared by the MSBA.

#### **ARTICLE V. Meetings**

Section 1. The annual meetings of the Section and the Council shall be held in the spring of each year, at such places and at such times as shall be designated by the Council. Other meetings shall be held periodically on the call of the Council.

Section 2. All members of the Council who are present at any duly noticed Section meeting shall constitute a quorum for the transaction of business. All binding action of the Section or Council shall be by a majority vote of the members present.

Section 3. Subject to the restrictions set forth in these Bylaws, any meeting among the Section's members, Council, or any meeting of a committee or subcommittee may be conducted solely by one or more means of remote communication.

Notice of the meeting shall be given as required by these Bylaws.

The number of members participating in the meeting must be sufficient to constitute a quorum. Prior to the beginning of the meeting, the chairperson of such meeting shall ask each member participating by means of remote communication that is entitled to vote to confirm that they are a member of the Section.

A Section member, Council member, or committee member may participate in a meeting by means of conference telephone or by other means of remote communication, in each case through which that member, other members so participating, and all members physically present at the meeting may participate with each other during the meeting, and through which that member, if otherwise entitled, may vote on matters submitted to the members.

Participation in a meeting by means of remote communication constitutes presence at the meeting.

As used in this section, 'remote communication' means communication via electronic means, telephone conference, 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.

Section 4. Meetings will be governed by the latest edition of Robert's Rules of Order.

Section 5. Whenever a meeting notice is required by these Bylaws, it will be sufficient if in a written or electronic format described in the next paragraph, states the date, time, and place of the meeting, and includes any other information expressly required by these Bylaws.

Meeting notices may be sent by mail, electronic facsimile transmission (fax), or other electronic means consented to by the member to whom the notice is given. If sent by mail, the notice shall be effective as of the second full calendar day after depositing in the United States mail with postage pre-paid and addressed to the intended recipient's address as shown in the Section's records. If sent by fax, the notice shall be effective upon receipt at the receiving terminal having the intended recipient's fax number shown in the Section's records. If sent by electronic mail, the notice shall be effective when directed to an electronic mail address at which the member has consented to receive notice. If notice is given by a posting on an electronic network on which the member has consented to receive notice, together with separate notice to the member of the specific posting, the notice shall be effective upon the later of (i) the posting; and (ii) the giving of the separate notice. If sent by other electronic means, the notice shall be effective when directed to the member.

Attendance at a meeting shall constitute a waiver of notice unless the attendance is solely to object to the lack of proper notice.

Presence at a meeting during which the date, time, and place of a later meeting is announced shall constitute a waiver of notice of the later meeting.

Meeting notices may also be waived in writing or electronically in the manner described above.

## **ARTICLE VI. Elections**

Section 1. Members of the Council shall be elected at the annual meeting of the membership for staggered 3-year terms, with four members elected each year for terms commencing July 1.

Section 2. Prior to the annual meeting, a Nominating Committee shall be appointed by the Council and, after considering its recommendations, a slate of Council candidates shall be presented by the Council for election by the Section membership at the annual meeting. Nominations properly made from the floor at the annual meeting will be accepted.

## **ARTICLE VII. Restrictions**

Section 1. These Bylaws shall become effective upon approval by the members of the Section present at any regular meeting and after approval by or with the authority of the MSBA Assembly.

Section 2. No action of this Section, or of any Committee of the Section, shall be promulgated or publicized in any way as a Minnesota State Bar Association action without first obtaining the

approval of the MSBA Assembly or otherwise complying with the Bylaws of the Minnesota State Bar Association.

Section 3. The Section shall not represent the Association before the Legislature, in any court in a controversial procedure, or before any other governmental body, unless authorized to do so by the MSBA Assembly or MSBA Council.

Section 4. The Section shall not publicly advocate any recommendations in the name of the Section unless it is authorized to do so by the President of the Minnesota State Bar Association in accordance with the procedures prescribed from time to time by resolutions of the MSBA Assembly or MSBA Council.

#### **ARTICLE VIII. Fiscal Year**

The membership and fiscal year of the Section shall begin on July 1 and conclude on June 30 of the following year.

#### **ARTICLE IX. Amendments**

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 shall be sent to the Section members by regular mail, facsimile, e-mail, or telephone at least ten days before the meeting. Such amendments shall thereupon be submitted to the MSBA Assembly for approval.