

AMENDED AND RESTATED BY-LAWS

of the

CORPORATE COUNSEL SECTION OF THE
MINNESOTA STATE BAR ASSOCIATION
("Bylaws")

ARTICLE I

MEMBERSHIP

§1.1 Membership. Any member of the Minnesota State Bar Association may become a member of this section upon the payment of membership dues.

§1.2 Annual Meeting. The annual meeting of the Members shall be held on or before June 30 of each year and at such time as shall be fixed by the Governing Council, for the purpose of transacting such business as may come before the meeting.

§1.3 Special Meetings. Special meetings of the Members, for any purpose or purposes, may be called by the Chair, any three members of the Governing Council, or any three members.

§ 1.4 Place of Meeting. The Governing Council may designate any place, either within or without the State of Minnesota, as the place of meeting for any annual meeting or for any special meeting called by the Governing Council.

§1.5 Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven days before the date of the meeting, either personally, by electronic mail or by mail, by or at the discretion of the Chair, or the Secretary, or the Officer or other persons calling the meeting, to each Member of record entitled to vote at such meeting.

§1.6 Quorum. Ten percent (10%) of the Members of the Section shall constitute a quorum at a meeting of Members. Actions of the Section shall be made by majority vote of the quorum present at a meeting.

ARTICLE II GOVERNING COUNCIL

§2.1 General Powers. The business and affairs of the Section shall be managed by its Governing Council.

§2.2 Number, Tenure and Qualifications. The number of Council Members shall be that number specified from time to time by the Governing Council, but not less than three. Unless otherwise specified by the Governing Council at the time of such Council Member's election, each Council Member shall serve for a term of three years. The terms of Council Members shall be staggered so that at the end of each fiscal year of the Section, one-third of the Council Members' terms shall expire and their positions on the Governing Council shall be open for election by the Council Members. To effectuate the staggered terms, one-third of the Council Members elected at the first election of Council Members to occur following the adoption of these Bylaws shall serve for a term of one year, one-third of the Council Members elected at such election shall serve for a term of two years, and one-third of the Council members elected at such election shall serve for a term of three years. The Council Members shall work together to determine which of the foregoing terms each of the Council Members elected at the first election of Council Members to occur following the adoption of these Bylaws shall serve; provided, however, that in the event the Council Members cannot agree upon such terms, the Council Members shall draw lots to determine which terms such Council Members shall serve. All Council Members shall be Members of the Section.

§2.3 Election and Removal. Council Members shall be elected at any meeting of the Governing Council to replace those Council Members whose terms have expired or are about to expire. Any Council Member or the entire Governing Council may be removed by the Members at any Special Meeting of the Members called for such purpose, and at such meeting the members may elect Council Members to replace those removed.

§2.4 Regular Meetings. Regular meetings of the Governing Council may be held immediately before or after, and at the same place as, each luncheon seminar sponsored by the Section. The Governing Council may provide, by resolution, the time and place for the holding of additional meetings without other notice than such resolution.

§2.5 Special Meetings. Special meetings of the Governing Council may be called by or at the request of the Chair or any two Council Members.

§2.6 Notice. Notice of any special meeting shall be given at least three days previously thereto by written notice given by mail, electronic mail or by facsimile transmission, to each Council Member at his or her business or preferred address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Any Council Member may waive notice of any meeting. The attendance of a Council Member at a meeting shall constitute a waiver of notice of such meeting, except where a Council Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Governing Council need be specified in the notice or waiver of notice of such meeting.

§2.7 Quorum. One-third of the number of Council Members then in office shall constitute a quorum for the transaction of business at any meeting of the Governing Council.

§2.8 Manner of Acting. The act of the majority of the Council Members present at a meeting at which a quorum is present shall be the act of the Governing Council.

§2.9 Action Without a Meeting. Any action required or permitted to be taken by the Governing Council at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Council Members.

§2.10 Vacancies. Any vacancy occurring in the Governing Council may be filled by the affirmative vote of a majority of the remaining Council Members though less than a quorum of the Governing Council. A Council Member elected to fill a vacancy shall be elected for the

unexpired term of his or her predecessor in office. Any Council seat to be filled by reason of an increase in the number of Council Members may be filled by election by the Governing Council for a term of office set by the Governing Council.

ARTICLE III OFFICERS

§3.1 Number. The Officers of the Section shall be a Chair, a Chair-elect, a Secretary, and a Treasurer, each of whom shall be elected by the Governing Council. Such other Officers and assistant Officers as may be deemed necessary may be elected or appointed by the Governing Council. Any two or more officers may be held by the same person, except the Offices of Chair and Secretary.

§3.2 Election and Term of Office. The Officers of the Section to be elected by the Governing Council shall be elected annually by the Governing Council at the meeting of the Governing Council held to elect Council Members to replace Council Members whose terms have expired or are about to expire. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. Each Officer shall hold office until his or her successor shall have been duly elected or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

§3.3 Removal. Any Officer or agent may be removed by the Governing Council whenever in its judgment the best interests of the Section will be served thereby.

§3.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Governing Council for the unexpired portion of the term.

§3.5 Chair. The Chair shall, subject to the control of the Governing Council, supervise.

ARTICLE IV

EXPENSES

No section shall make expenditures or incur indebtedness on its own behalf or on behalf of the MSBA unless sufficient cash is on hand in the section or has been appropriated for the use of the section by the Assembly.

ARTICLE V

FISCAL YEAR

The fiscal year of the Section shall begin on the first day of July and end on the thirtieth day of June in each year.

ARTICLE VI

AMENDMENTS

The By-Laws of this Section may be amended only at any annual or special meeting of the Governing Council, provided written notice of the time, place and purpose of the meeting and the text of the proposed amendment is mailed to all members of the Section in good standing, at least 10 days prior to the date of the meeting. Any amendment shall be submitted to the Assembly of the Minnesota State Bar Association and become effective when approved by the MSBA Assembly.

ARTICLE VII

COMMITTEES

The Governing Council may provide for such committees as in their opinion are necessary or desirable.