

Bylaws
MSBA Employee Benefits Section
As approved by the Board of Governors 6/11/87
As amended by the Board of Governors 6/93
As amended by the Assembly: 06/16/06

ARTICLE I. Name

Section 1.1 The object of this Section shall be to afford the means whereby all interested members of the Minnesota State Bar Association may join in furthering the work of the Association in the field of Employee Benefits; to enhance the skills of Minnesota lawyers practicing in the area through education, and to endeavor to improve the area of Employee Benefit Law.

Section 2.2 The Section shall take affirmative action to broaden its representation with respect to geographical, racial, gender, type of practice and small firm/large firm balance and to reduce barriers to the participation of its members in Section activities.

ARTICLE III. Members

Section 3.1 There shall be three classes of membership in the Section:

- (a) **Active Members.** Any member of the Minnesota State Bar Association, upon payment of dues for the current year, shall be enrolled as a member of this Section.
- (b) **Student Members.** Student associate members of the Minnesota State Bar Association, may enroll as a student member of this Section.
- (c) **Distinguished Members.** Members of this Section who comply with such standards of service to the field of Employee Benefits as may from time to time be set by the Membership Committee of the Employee Benefits Section shall be classified as Distinguished Members of the Section. Distinguished Members will not be entitled to vote, but may hold distinguished membership in addition to active membership.

Section 3.2 Dues for each class of membership shall be paid in advance each year beginning July 1 next succeeding a member's enrollment. Dues of the Section shall be set by the Council, subject to the approval of the MSBA Assembly.

Section 3.3

- (a) Any member of this Section whose annual dues shall be more than three months past due shall cease to be a member of this Section.
- (b) A member who has been removed from the Section for nonpayment of dues shall be reinstated when such arrearages are paid.

ARTICLE IV. Officers

Section 4.1 The officers of this Section shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer.

Section 4.2

(a) **Chairperson.** The Chairperson shall preside at all meetings of the Section and of the Council; formulate and by June 30, file with the Minnesota State Bar Association a report of the work of the Section for the then past year; be responsible for the execution of such programs of work as are laid out by the Council at its meetings; and perform such other duties and acts as usually pertain to such office. The Chairperson shall appoint chairpersons to the standing and special committees of the Section.

(b) **Vice Chairperson.** Upon the death, resignation, or during the disability of the Chairperson, or upon his/her refusal to act, the Vice Chairperson shall perform the duties of the Chairperson for the remainder of the Chairperson's term except in the case of the Chairperson's disability and then for only so much of the term during which the disability continues.

(c) **Secretary.** The Secretary shall be the custodian of all books, papers, documents and other property of the Section, except the money; shall keep a true record of the proceedings of all meetings of the Section and of the Council; shall, with the Chairperson, prepare a summary or digest of the proceedings of the Section and Council for report to the Minnesota State Bar Association as required by the Bylaws of the Association; and, in conjunction with the Chairperson, as authorized by the Council, shall attend generally to the business of the Section.

(d) **Treasurer.** 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 Council meeting; (4) prepare an annual budget for approval by the Council, and, (5) certify the annual financial report prepared by the MSBA. The Treasurer may serve without bond unless directed to provide the same by the Council at the expense of the Section.

Section 4.3 Term of Office. The term of each officer is one year starting July 1.

ARTICLE V. Council

Section 5.1 **Composition.** There shall be a Council consisting of the Chairperson, the Vice Chairperson, the Secretary, the Treasurer, the last past Chairperson and five Council members at large. Diversity of geography, race, gender, type of practice and small firm/large firm balance shall be considered in electing officers and Council members.

Section 5.2 **Powers and Duties.** The Council shall have general supervision and control of the affairs of the section, subject to the provisions of the Constitution and Bylaws of the Minnesota State Bar Association and the Bylaws of this Section. The Council shall especially authorize all commitments or contracts which shall entail a payment of money, and shall authorize the expenditure of all moneys appropriated for commitments or contracts which shall not entail the payment of more money during any fiscal year than the amount which shall have been previously appropriated to the Section for such fiscal year added to the cash on hand in the Section Treasury. 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 Council shall have full power and authority in the intervals between meetings of the Section to do all acts and perform all functions which the

Section itself might do or perform. Such action of the Council may be reviewed and changed by the Section acting at any Section meeting following the action of the Council.

Section 5.3 Meetings.

(a) The Council shall meet at least four times between the end of the Annual Meeting of the Section and its next Annual Meeting. One such meeting of the Council shall follow at the end of the Annual Meeting of the Section and another immediately preceding the Annual Meeting of the Section and the other two meetings spaced to serve the needs of the business of the Section. It shall formulate the program of the work of the Section, guided by the suggestions given at the Annual Meeting of the Section.

(b) Special meetings of the Council may be held upon the order of the Chairperson or, in the Chairperson's absence, the Vice Chairperson or upon written request of any three members of this Council. Notice of such special meeting shall be given verbally or in writing, including postal mail, email, or facsimile at least one week in advance thereof. However, if all members of the Council are in attendance, they may waive the lack of proper notice.

(c) All action by the Council shall be by majority vote of Council members present in person or by any means of communication through which the members may simultaneously hear each other during the meeting. A quorum to do business shall consist of a majority of the then members of the Council.

Section 5.4 Term. The term of each member of the Council is one year starting July 1.

Section 5.5 Filling of Vacancies. Vacancy in any office of the Council shall be filled by the Council for the unexpired term, the member receiving the most votes to be declared the winner. Such appointments shall be announced to the Section within thirty (30) days after they are made.

ARTICLE VI. Nominations and Elections

Section 6.1 Nominations. The incumbent Chairperson shall appoint a Nominating Committee of five members at least two months before the Annual Meeting, and notice of such appointment shall then be given to all members. Nominations of all officers and Council members shall be made by the Nominating Committee and notice thereof shall be sent by postal mail, email or facsimile to members of the Section at least thirty (30) days before the Annual Meeting. The names of those nominated by the Nominating Committee shall be placed in nomination at the Annual Meeting. Any member can make a verbal nomination for any office from the floor at the Annual Meeting. Diversity of geography, race, gender, type of practice and small firm/large firm balance shall be considered in the appointment of Nominating Committee members.

Section 6.2 Elections. The election shall take place at the Annual Meeting of the Section. A majority of the members present may require a secret ballot. Each officer and member of the Council (except the past Chairperson) shall be elected separately, commencing with Chairperson, unless a majority of the members agrees to election of the slate of nominees recommended by the Nominating Committee. The nominees receiving the highest number of votes for each office shall be elected.

ARTICLE VII. Meetings

Section 7.1 Annual Meeting. The Annual Meeting of the Section shall be held at such time and at such place as shall be designated by the Council.

Section 7.2 Special Meetings. Special meetings of the Section may be called by the Chairperson upon approval of the Council and shall be called upon receipt by the Secretary of a request by at least 15 members of the Section or at least five members of the Council. Notice of a Special Meeting, stating the time, place and purpose thereof, shall be sent by postal mail, email, or facsimile, to all members of the Section at least one week in advance of the meeting.

Section 7.3 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 less than fifteen (15) members of the Section.

ARTICLE VIII. Committees

Section 8.1 Standing Committees. Standing committees at the Section shall be (a) Newsletter Committee; (b) Programs and Seminars Committee; and (c) Legislation and Litigation Committee.

The Chairperson of the Section shall appoint the members and chairpersons of such standing committees from the members of the Council and the Section.

Section 8.2 Special Committees. The Chairperson of the Section may appoint such Special Committees as are from time to time needed to perform the work of the Section.

ARTICLE IX. Fiscal Year

Section 9.1 The fiscal year of the Section shall commence July 1.

ARTICLE X. Amendment of Bylaws

Section 10.1 These Bylaws may be amended at any Annual Meeting or Special 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 sent by postal mail, email or facsimile to Section members at least thirty (30) days before meeting. Such amendments shall be submitted to the Assembly of the Minnesota State Bar Association for approval and shall take effect from the date of such approval.

ARTICLE XI. Authority

Section 11.1 Parliamentary authority for the conduct of all Section business shall be Robert's Rules of Order and such authorized revisions thereof as are approved from time to time by the National Association of Parliamentarians.

Section 11.2 Other authority for the conduct of the business of the Section shall be the Articles of Incorporation, Bylaws and Rules of the Minnesota State Bar Association, which is incorporated herein by reference.

ARTICLE XII. Action on Legislation, Regulations and Litigation

Section 12.1 The Section may express its opinion on legislation, regulations and litigation which are within the expertise of the legal profession, germane to the business of the Section, and of public interest. The Section may do so by adopting recommendations and comments on existing or proposed legislation, regulations of rules, or by filing amicus briefs in pending litigation.

Section 12.2 The Section may take action described in this Article XII only by (a) a majority vote of the members of the Section in attendance at an Annual Meeting or Special Meeting at which a quorum is present; or (b) a majority vote of the members of the Council in attendance at any meeting of the Council at which a quorum is present.

Notice of any action proposed to be taken in accordance with this Article XII shall be sent by postal mail, email, or facsimile to all members of the Section at least in advance of the meeting at which a vote shall be taken in accordance with this Section 12.2.

Section 12.3 The Chairperson of the Section (or, in his or her absence, the Vice Chairperson) shall communicate and/or publish each action taken by the Section in accordance with this Article XII as directed by the Section or the Council. The Chairperson (or Vice Chairperson) shall comply with all applicable requirements in the Bylaws of the Minnesota State Bar Association prior to communicating or publishing such action.

Article XIII

Section 13.1 The Section's representative to the Minnesota State Bar Association General Assembly (the "MSBA Representative") for a given fiscal year shall be the Section's Chairperson for the immediately preceding fiscal year; provided, that if he or she is unable or unwilling to serve, the Section's MSBA Representative for a fiscal year shall be the Section's Vice Chairperson for such fiscal year; or if the Vice Chairperson is unable or unwilling to serve, the Section's MSBA Representative for a fiscal year shall be the Section's Secretary for such fiscal year.

Section 13.2 The Section's MSBA Representative shall serve at the pleasure of the Section's Chairperson. The Section's MSBA Representative for a fiscal year may resign such position at any time by written notice to the Section's Chairperson for the fiscal year. An individual shall be eligible to be selected and to serve as the Section's MSBA Representative only if and for the period during which he or she is an Active Member.

Section 13.3 If no MSBA Representative is appointed for a fiscal year pursuant to Section 13.1, or if the individual so appointed resigns, is removed or ceases to be an Active Member during such fiscal year, then the Section's Chairperson for the fiscal year shall appoint an Active Member, who may be the Chairperson, to serve, subject to Section 13.2, as the MSBA Representative for such fiscal year or the remainder of such fiscal year, as the case may be."