

Bylaws

International Business Law Section

As Approved by Assembly / /79
As Amended by Assembly 11/12/88, 9/10/93, 6/23/94, 12/03/04

ARTICLE I. Name and Purpose

Section 1. This Section of the Minnesota State Bar Association shall be known as the International Business Law Section of the Minnesota State Bar Association.

Section 2. The purposes of this Section shall be to provide programs designed to improve the skills of the Minnesota lawyers who practice, and law students preparing for practice, in the international business law field; to serve as a liaison with other sections of the Minnesota State Bar Association on the international business law aspects of professional standards, services, and activities; to serve as a resource to business or civic organizations and to federal, state and local governmental bodies seeking general information or opinions on international business law issues; and to carry on these and such other activities and services as may benefit the members of this Section, members of the Minnesota State Bar Association and the general public, in a manner consistent with the Articles and Bylaws of the Minnesota State Bar Association.

ARTICLE II. Membership

Section 1. There shall be two classes of individual membership in this Section, "regular" and "student." Only regular members shall be entitled to vote and to hold office in this Section.

Section 2. All members of the Minnesota State Bar Association in good standing, and law students, who have paid the required annual dues of this Section shall be eligible for membership in this Section.

Section 3. Dues for regular membership in this Section shall be set by the regular members. Dues for student members shall be one-half of the amount set for regular membership.

ARTICLE III. Meetings, Elections

Section 1. There shall be an Annual Meeting of members during and in conjunction with the annual meeting of the Minnesota State Bar Association. The purposes of the Annual Meeting will be to elect officers for the 12-month period beginning on the first day of the month following the Annual Meeting; to review the financial condition of the Section; to consider programs for the following year; and to conduct such other business as may be brought before the members. In addition, there shall be such monthly meetings of the members as the officers may determine, and with respect to which they shall give sufficient notice to the members. Officer and Council meetings may be held as and when a majority of the officers or councilors may deem necessary and appropriate.

Section 2. The officers and councilors shall be elected by a majority vote of those regular members present at the Annual Meeting, provided a quorum is present. The members will consider in proposing a slate of candidates for councilors and the Section Council will consider in proposing a slate of candidates for officers described in Article IV hereof, the following factors: the nature of their practice, type of their employment, size of their practice, location of their

practice, their gender, race, ethnic background and any other relevant diversity factors. Ten percent of the regular members shall constitute a quorum. All other business matters to be brought before the Annual Meeting or any other meeting of the members, including, without limitation, a proposal to amend these Bylaws, shall be decided in the same manner.

Section 3. Office or councilor vacancies occurring between Annual Meetings may be filled by majority vote of the Council.

ARTICLE IV. Offices

Section 1. The officers of this Section shall consist of a Chair, a Chair-Elect, a Secretary and a Treasurer. No member shall hold more than one of these offices, nor be elected to the same office in succeeding years. The members shall use their best efforts to insure that not more than two members maintaining a law office in the same county may be elected to these offices, and to elect to these offices two members who are engaged primarily in corporate practice and two who are engaged primarily in the private practice of law.

Section 2. The powers and responsibilities of the Chair, Chair-Elect, Secretary and Treasurer of this Section shall be as follows:

The **Chair** shall preside at meetings of the Section and at officer and Council meetings, and shall prepare and present an annual report on the status and activities of the Section to the Minnesota State Bar Association. The Chair may be authorized by the Council to represent this Section before the Assembly of the Minnesota State Bar Association and before business, civic or governmental bodies, where appropriate and consistent with the Articles and Bylaws of the Minnesota State Bar Association; shall file the annual accounting report required by Article 23, Section 23.7, of the Bylaws of the Minnesota State Bar Association; and shall perform such other duties and acts as customarily pertain to that office.

The **Chair-Elect** shall preside at all meetings at which the Chair may be absent, and shall perform such other duties and acts as customarily pertain to this office.

The **Secretary** shall keep necessary minutes of Section, officer and Council meetings, maintain membership records and correspondence files; give notice of meetings as requested by the Chair; and shall perform such other duties and acts as customarily pertain to this office.

The **Treasurer** shall have charge and custody of the funds of the Section, subject to the general supervision and control of the Chair; shall have the Minnesota State Bar Association retain all vouchers, bills and canceled checks; shall render an accounting report to the members at the Annual Meeting, which report shall be in a form proper and sufficient for the Chair to file under Article 23, Section 23.7, of the Bylaws of the Minnesota State Bar Association; and shall perform such other duties as customarily pertain to that office.

Section 3. In addition to the four offices specified in Article IV, Section 1, above there shall be not less than eight nor more than 14 councilors, to be elected from among the regular members at the Annual Meeting. The councilors, together with the four officers specified Article IV Section 1 above, shall constitute the Section Council. The Council shall be responsible for the general supervision and control of the affairs of the Section, subject to the Articles and Bylaws of the Minnesota State Bar Association and to the Bylaws of this Section. Without limiting the generality of the foregoing, it shall be the specific responsibility of the Council to formulate the program of the work of the Section, guided by the direction given the Council by the members at

the Annual Meeting, and to select and submit to the members at the Annual Meeting a proposed slate of candidates for election to the offices specified in this Article IV for the 12-month period following the month in which the Annual Meeting is held. The Council may also create such committees of this Section as it may from time to time deem necessary and appropriate, for the purpose of studying and reporting to the Section on some particular issue or area related to international business law. Any such committee or committees may be comprised of any number of regular or student members who indicate an interest in the committee. A chair of any such committee shall be elected from among the committee members.

Section 4. There may be such other offices as the members from time to time designate by a majority at which a quorum is present.

ARTICLE V. Applicability

Section 1. In the event of a material conflict between an interpretation of any provision of these Bylaws, or any subsequent amendment hereto, and the Articles or Bylaws of the Minnesota State Bar Association; the applicable provision of the Minnesota State Bar Association Articles or Bylaws shall control. In the event that any material policy matter, which may come before the members, officers of Council of this Section, cannot be resolved by application of these Bylaws, the Bylaws of the Minnesota State Bar Association shall be applied to resolve the matter. To the extent it may be necessary to effect the purposes of this Article V, Section 1, the Bylaws of the Minnesota State Bar Association are incorporated herein by reference.

Section 2. These Bylaws shall become effective upon approval by the Assembly of the Minnesota State Bar Association and a majority of the members of the Section present at the first meeting of this Section at which there is a quorum.