

Bylaws
MSBA Labor and Employment Law Section
As Approved by Assembly 1/28/50
As Amended by Assembly 5/89, 5/90, 6/25/92 and 12/03/04

ARTICLE I. Name

The name of this Section shall be the Section on Labor and Employment Law.

ARTICLE II. Purpose

To afford the means whereby all interested members of the Association may join in furthering the work of the Association in the field of Labor and Employment Law.

ARTICLE III. Membership

Section 1. All members of the Minnesota State Bar Association in good standing shall be eligible to membership in this Section.

Section 2. Any member of the Minnesota State Bar Association, upon request to the Secretary of the Section and upon payment of dues for the current year, shall be enrolled as a member of this Section. Thereafter, said dues shall be paid in advance each year beginning on July 1 next succeeding such enrollment. Any member of this Section whose annual dues shall be more than six months past due shall thereupon cease to be a member of this Section. Members so enrolled and whose dues are so paid shall constitute the membership of this Section and are entitled to receive the benefits extended by said Section to its members.

Section 3. Each member of the Section shall pay to the Secretary-Treasurer of the Section annual dues in an amount to be set by the Council from time to time.

ARTICLE IV. Officers

Section 1. The officers of this Section shall be a Chair, Vice-Chair, and Secretary-Treasurer, who shall be nominated and elected as hereinafter provided.

Section 2. There shall be a Council of the Section consisting of twelve members, including the Chair, Vice-Chair, Secretary-Treasurer, and nine other members, who shall be nominated and elected as hereinafter provided.

Section 3. The Chair, Vice-Chair, and Secretary-Treasurer shall be nominated and elected from among the members of the Council at each annual meeting of the Section. The officers shall hold office for a term beginning on July 1 following the annual meeting of the Section at which they are elected, and ending on the following June 30, or until their successors are elected and qualified.

Section 4. At the first annual meeting of the Section at which these by-laws are amended, six members of the Council shall be nominated and elected to serve for one year, and six members shall be nominated and elected to serve for two years. ("Year," as herein used, means a period of one year beginning on July 1 and ending on June 30.) Thereafter, upon the expiration of each of

these initial terms, six members of the Council shall be elected at each annual meeting of the Section for a term of two years.

Section 5. After the first annual meeting of the Section at which these by-laws are amended, no persona shall be eligible for election as a member of the Council if he or she is then a member of the Council and has been such a member continuously for a period of three years or more.

ARTICLE V. Nomination and Election of Officers and Council Members

Section 1. Nomination. Promptly following July 1 after each annual meeting of the Section, the Chair shall appoint a Nominating Committee consisting of three members of the Section, one of whom shall be a current member of the Council, one of whom shall be a former member of the Council, and one of whom shall never have been a member of the Council. The Nominating Committee shall make and report nominations to the Section by April 1 of each year for the offices of Chair, Vice Chair, and Secretary-Treasurer, and for members of the Council, to succeed those whose terms will expire at the close of the next annual meeting and to fill vacancies then existing for unexpired terms. In selecting individuals for nomination as members of the Council, the Nominating Committee shall consider the broad diversity of the membership of the Section and, to the extent possible, shall propose nominations that reflect such diversity. Additional nominations for the Council and for officer positions may be made from the floor.

Section 2. Election. All elections shall be by written ballot unless otherwise ordered by resolution duly adopted by the Section at the annual meeting at which the election is held.

ARTICLE VI. Duties of Officers

Section 1. Chair. The Chair shall preside at all meetings of the Section, and of the Council. The Chair shall formulate and present to the Board of Governors, prior to April 1 of each year, a report of the work of the Section for the then past year. The Chair shall be responsible for the execution of the annual program of work as laid out by the Council at its meetings and shall perform such other duties and acts as usually pertain to the office.

Section 2. Vice-Chair. Upon the death, resignation or during the disability of the Chair, or upon his or her refusal to act, the Vice-Chair shall perform the duties of the Chair for the remainder of the Chair's term except in the case of the Chair's disability and then only for so much of the term during which the disability continues.

Section 3. Secretary-Treasurer. The Secretary-Treasurer shall be the custodian of all books, papers, documents, money, and other property of the Section. He or she shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under commission, and, with the Chair, he or she shall prepare a summary or digest of the proceedings of the Section at its annual meeting for its report to the Minnesota State Bar Association as required by the By-Laws of the Association. He or she shall receive, disburse, and account for all moneys of the Section, keep accurate records thereof, and, at least one month prior to the annual meeting, file a report of the finances of the Section with the Treasurer of the Minnesota State Bar Association. The Secretary-Treasurer may serve without bond, unless directed to provide the same by the Council or Assembly of the Association at the expense of the Section. He or she, in conjunction with the Chair, as authorized by the Council, shall attend generally to the business of the Section.

ARTICLE VII. Duties and Powers of the Council

Section 1. The Council shall have the 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. It shall especially authorize all commitments or contracts which shall entail the payment of money, and shall authorize the expenditure of all moneys appropriated for commitments or contracts which shall 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.

Section 2. Subject to the limitations of these By-Laws and the By-Laws of the Minnesota State Bar Association, the Council may authorize the Chair to appoint committees from among the members of the Council or the members of the Section to perform such duties and exercise such powers as the Council may direct; to appoint the other officers or members of the Council to perform such duties as the Council may direct; and to appoint up to three ex officio members of the Council who shall perform such duties as the Council may direct.

Section 3. Except as specifically limited by these Bylaws and except as specific powers and duties may be granted solely to other persons in the 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 its annual meeting following the action of the Council.

The Council, during the interim between annual meetings of the Section, may fill vacancies in its own membership or in the office of the Secretary-Treasurer, or in the event of a vacancy in both the office of Chair and Vice-Chair, then in the office of Chair. Members of the Council and officers so selected shall serve until the close of the next annual meeting of the Section.

Section 4. All binding action of the Council shall be by a majority vote of those present. A quorum shall consist of six members of the Council.

Section 5.

a. The Council shall meet at least four times between July 1 following the annual meeting of the Section and its next annual meeting. One such meeting of the Council shall be held in July and another shall be held in May or June preceding the annual meeting of the Section; the other two meetings shall be scheduled to serve the needs of the business of the Section. The Council 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 Chair or in his or her absence the Vice-Chair or upon the written request of any six members of the Council.

ARTICLE VIII. Meetings

Section 1. The annual meeting of the Section shall be held in connection with the annual meeting of the Minnesota State Bar Association, in the same city or place as such annual meeting of the Association, or during the months of May or June at a place and time determined by the Council. If the annual meeting is not held in connection with the annual meeting of the Association, the place and time will be announced at least 20 days in advance of the meeting.

Section 2. Special meetings of the Section may be called by the Chair upon approval of the Council, at such time and place as the Council may determine. Written notice shall be mailed to the members at least one week in advance of the meeting.

Section 3. The members of the Section present at any meeting shall constitute a quorum for the transaction of business, provided there shall be members attending from at least three (3) Bar Association Districts of the State.

Section 4. All binding action of the Section shall be by a majority vote of the members present.

ARTICLE IX.

Section 1. The fiscal year of the Section shall be the same as that of the Minnesota State Bar Association, namely July 1 to June 30.

Section 2. All bills incurred by the Section, before being paid by the Secretary-Treasurer of the Section shall be approved by the Chair or the Vice-Chair, or, if the Council shall so direct, by both of them.

Section 3. No salary or compensation shall be paid to any officer, member of the Council or of a committee, except that if the Secretary-Treasurer shall do clerical work for the Section, Council or a committee beyond the routine duties of their office, then he or she shall receive compensation at the then current rate for such clerical service.

Section 4. Any action by this Section must be approved by the Minnesota State Bar Association before the same becomes effective as the action of the Minnesota State Bar Association. Any resolution adopted or action taken by this Section may on request of the Section be reported by the Chair of the Section to the annual meeting of the Minnesota State Bar Association for the Association's action thereon. This Section shall not publicly advocate any recommendations in the name of the Section or Association unless specifically authorized by the Assembly, and any action taken by the Section which is to be publicized either in its own name or that of the State Association shall first be authorized by the Assembly.

Section 5. This Section shall not represent the Association in the Legislature, or in any Court, or in a controversial procedure before any other governmental body unless authorized to do so by the Assembly, General Assembly, or, in case of emergency, by the President of the Association.

Section 6. Article IX of the Constitution entitled Sections composed of Section 1 and 2, a to d inclusive, and bylaw VI composed of Section 1 to 11 inclusive of the Constitution and Bylaws of the Minnesota State Bar Association as adopted by said Association at its annual meeting on June 28, 1946, are made a party of these Bylaws by reference thereto, a copy of which is hereto attached.

The Bylaws of the Section of Labor and Employment Law, Articles I to X inclusive of any additions or amendments thereto, are made pursuant to the Constitution and Bylaws of said Minnesota State Bar Association and if there is any conflict between the same, the latter shall control. All reports and action required or prohibited of said Section, Council, officers or committees shall be observed and performed.

Section 7. These Bylaws shall become effective as of the date of their adoption by the Assembly of the Minnesota State Bar Association, to wit: January 28, 1950.

ARTICLE X. Amendments

These Bylaws may be amended at any annual meeting of the Section by as 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 mailed to Section members at least ten days before the meeting. Such amendments shall thereupon be submitted to the Assembly for approval and shall take effect from the date of such approval.