

**MINNESOTA STATE BAR ASSOCIATION  
LABOR & EMPLOYMENT LAW SECTION**

**MINUTES OF MARCH 10, 2010  
ANNUAL WINTER LUNCHEON MEETING**

On March 10, 2010, the Section's annual winter luncheon meeting was held at Windows on Minnesota in downtown Minneapolis.

The members of the Governing Council in attendance included Bob Boisvert, Beth Papacek, Tom Trachsel, Mark Pihart, Mary Martin, Chris Jozwiak, Jessica Looman, and Beth Bertelson. Approximately 70 members of the Section attended the meeting.

The meeting started at approximately 11:50 a.m.

Mr. Boisvert introduced the topic of the proposed amendments to the Section's Bylaws. A motion was made and seconded to amend the Bylaws. The motion carried unanimously by voice vote. (A copy of the approved amendments are attached to these minutes.)

Mr. Boisvert also made brief comments regarding the labor and employment law specialist certification, the contemplated speakers bureau, the upcoming NLRB Casehandling CLE program, and the annual meeting and dinner (including the election for new members and the Leonard Lindquist award).

Mr. Boisvert concluded his remarks at approximately 12 noon, and the CLE program on the ADA amendments immediately followed.

# 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 92, 12/03/04 and  / /10

### ARTICLE I. Name

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

### 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~~for 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~~three 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~~ Except as otherwise provided in 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~~ terms of 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 person~~No person 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. Notwithstanding the foregoing, in order to permit members of the Council who are nominated for office to be elected, serve as officers, and advance on the officer track, any current member of the Council nominated by the Nominating Committee to serve as Secretary-Treasurer or Vice Chair may be elected to a two-year Council term and any member nominated by the Nominating Committee to serve as Chair may be elected to a one-year Council term irrespective of the term limitation described in this Section 5.

## **ARTICLE V. Nomination and Election of Officers and Council Members**

Section 1. Nomination. ~~Promptly following July 1 after each~~Prior to the 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~~Assembly, prior to ~~April 1~~June 30 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~~(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; (5) certify the annual financial report of the Section prepared by the MSBA; (6) keep a record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under commission, and; (7) 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, Bylaws of the Association; and (8) 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~~ Articles 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 Articles and 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~~ no later than the end of September and another shall be held in May or June preceding the annual meeting of the Section; the other two or more 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.

Section 6. Any action required or permitted to be taken at a meeting of the Council may be taken in any manner permitted by the MSBA Bylaws.

Section 7. Any meeting among Council members may be conducted solely by one or more means of remote communication through which all of the members may participate in the meeting, if the same notice is given of the meeting as required by these Bylaws, and if the number of members participating in the meeting is sufficient to constitute a quorum at the meeting. A Council member may participate in a meeting of the Council by means of conference telephone or, if authorized by the Council, other means of remote communication. Participation in a meeting by any of the above-mentioned means, constitutes presence at the meeting. As used in this section, "remote communication" means communication via electronic communication, conference telephone, 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.

#### **ARTICLE VIII. Section 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~~Notice shall be ~~mailed~~communicated to the members at least one week in advance of the meeting.

Section 3. ~~The members of the Section present at any meeting~~ Meetings of the members of the Section shall be convened pursuant to written notice given by regular mail, electronic facsimile transmission (fax), e-mail or telephone. If sent by mail, the notice shall be effective as of the second full calendar day after deposit 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 email, the notice shall be effective when directed to the member's email address. 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.

Section 4. 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.

Section 5. The members of the Section present at any special meeting of the Section 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.~~Section 6. 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 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 ~~mailed~~communicated 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.

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