

**Proposed Bylaws of the  
Probate and Trust Law Section**

As approved by the Assembly on 06/30/75

As amended by the Assembly on 11/08/93; 04/15/05; 12/03/04; 4/29/10

**ARTICLE 1. Name and Purpose**

1.1 Name. The name of this Section of the Minnesota State Bar Association (“MSBA”) shall be the Probate and Trust Law Section (“the Section”).

1.2 Purpose. The purpose of the Section shall be to carry on the work of the MSBA in the fields of probate and trust law, both state and federal, including estate planning, federal and state gift, estate, generation-skipping transfer and fiduciary income taxation, guardianships, conservatorships and other protective arrangements, estate and trust administration and charitable giving.

To this end, the Section will work for the improvement of law in its area and advise the Assembly of the MSBA and its members as to desirable improvements in the law; assist in the furtherance of the legal education of the Members of the Section and of the MSBA; to the extent authorized by the Assembly of the MSBA, advise the Minnesota Legislature, the national Congress and the various regulatory agencies in the Section’s field of competence as to desirable changes in the law; sponsor, conduct or assist in programs of continuing legal education for members of the Section and of the MSBA and of the public at large; cooperate with other bar associations and organizations to further the activities of the MSBA, all to the end that the responsibility of the legal profession to the public may be more effectively discharged.

**ARTICLE 2. Members, Eligibility, Dues and Related Matters**

2.1 Members and Classes. All members of the MSBA in good standing shall be eligible for membership in the Section. Any member of the MSBA, upon payment of dues for the current year, shall be enrolled as a Member of the Section. Thereafter, dues shall be paid in advance each year, beginning on the first day of the fiscal year following enrollment. Any member of the Section whose annual dues shall be more than three months past due shall cease to be a Member of the Section. A member who has been removed from the Section for nonpayment of dues shall be immediately reinstated when such arrearages are paid. Members in good standing shall have the rights and privileges of membership in the Section, except that only regular Members (as defined in the MSBA Bylaws) shall have the right to hold office.

2.2 Participation. The Council, in its discretion, from time to time, may grant to other interested persons who are not members of the Section the privilege of participating in Section activities including the privilege of attending meetings of the Section, of the Section’s Council or of any committee of the Section and may fix an appropriate fee therefor to reimburse the Section for costs and expenses attributable to such participation.

2.3 Dues. Unless exempt, members shall be assessed dues for each fiscal year in such amount as fixed by the Council and approved by the Assembly. At least four weeks before the beginning of a fiscal year the Executive Director of MSBA shall be notified of the amount of dues as fixed by the Council for the next fiscal year. If a member of the MSBA who is exempt from the payment of MSBA dues desires to join the Section, such person shall also be exempt from Section dues. Such person need merely notify the MSBA office of such person's interest in the Section and such person's desire to be a Member. Thereupon such person will be enrolled as a Section Member of the same class as such person is carried on the rolls of the MSBA. Dues for membership in the Section shall be the same for all classes except for those classes exempt from the payment of dues.

### **ARTICLE 3. Officers**

3.1 Officers. The officers of the Section shall be a Chair, a Vice Chair, a Secretary and a Treasurer.

3.2 Duties of Officers: The Officers shall have the duties normally incident to their respective offices and those assigned by the Council. Such duties shall include, but not be limited to, the following.

3.2.1 Chair. The Chair shall preside at all meetings of the Section and of the Council. The Chair shall file an annual report with the Assembly which report shall comply with Article 12 of the MSBA Bylaws. The Chair shall be responsible for the execution of the resolutions adopted by the Council and shall perform such other duties and acts as usually pertain to the office.

3.2.2 Vice Chair. Upon the death, resignation, absence, or upon the Chair's refusal to act, the Vice Chair shall perform the duties of the Chair for the remainder of the Chair's term. If the Chair is disabled, the Vice Chair shall perform the duties of the Chair only for so much of the Chair's term that the disability exists.

3.2.3 Secretary. The Secretary shall keep a true record of the proceedings of all meetings of the Section and the Council, and shall assist the Chair in preparing the annual report required to be filed with the Assembly by Article 12 of the MSBA Bylaws. The Secretary, in conjunction with the Chair, as authorized by the Council, shall attend generally to the business of the Section.

3.2.4 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 regular Section meeting; (4) prepare an annual budget and present such budget for approval at a meeting of the Section; and, (5) certify the annual financial report of the Section prepared by the MSBA.

## **ARTICLE 4. Council**

4.1 Council. There shall be a council consisting of: (a) the Section officers; (b) not less than six nor more than twelve Council members, elected or appointed as hereinafter provided; and (c) the immediate past chair of the Section who shall be an ex officio member of the Council. The Chair may also appoint one additional former council member for a term of one year as an ex officio member of the council to serve as a member emeritus.

4.2 Regular Meetings. Regular meetings of the Council shall be those as established by the Chair and communicated to Council members in August of each calendar year. The date set for the holding of a regular meeting may be modified by an announcement made by the presiding officer at a regular meeting or by a notice thereof sent to Council members by the Chair at least one week prior to the scheduled date of the meeting.

4.3 Special Meetings. The Council shall meet at such additional time or times as may be appropriate to carry out the business of the Section upon the call of the Chair or at the request of two or more members of the Council.

4.4 Quorum. Council members may be in attendance through electronic or other means of communication in which event they will be counted in determining a quorum. The members of the Council present at any regular meeting shall constitute a quorum for the transaction of business. A quorum for a special meeting shall be 25% of the Council. Notwithstanding the foregoing, upon the call of the Chair or at the request of two or more members of the Council, a quorum for the transaction of business at a meeting shall be 75% of the Council. Such call or request shall be communicated to Council members at least one week prior to a regular meeting and 24 hours prior to a special meeting.

4.5 Binding Action. All actions of the Council shall be by majority vote of those present and entitled to vote; except that actions taken at a meeting requiring a quorum of 75% of the Council shall be by 75% of those present and entitled to vote.

4.6 Powers and Functions of Council; Committees. The Council shall carry out the purposes of the Section guided by suggestions given it at the annual meeting of the Section. Between annual meetings of the Section the Council shall have the full power and authority to do all acts and to perform all functions, which the Section might do or perform. The Council may appoint committees to do the work of the Section and to exercise such powers as the Council may direct; or may authorize the Chair to appoint such committees. All committees of the Section, however appointed, shall be responsible to the Council and shall serve at its pleasure. The Chair and Vice Chair of the Section shall be ex officio members of every committee except the nominating committee. Between annual meetings of the Section, the Council may fill vacancies, that occur among the Officers or Council members. Persons so elected shall serve until the close of the next annual meeting of the Section or until their successors are elected and qualify.

## **ARTICLE 5. Election and Terms of Office**

5.1 Nominations and Elections. At least six weeks before the annual meeting, the Chair shall appoint a nominating committee composed of the immediate past three Chairs of the Section. If any of the past three Chairs is unable or unwilling to serve, then the Chair of the Section shall appoint as replacements other past chairs of the Section who are willing to serve. The chair of the nominating committee shall be the most immediate past Chair of the Section serving on the committee. The committee shall make and report to the Section at its annual meeting

nominations for Officers and Council members. Additional nominations may be made from the floor. All elections for contested offices shall be by written ballot unless otherwise ordered by resolution adopted by the Section at the annual meeting at which the election is held.

5.2 Terms of Office. The Officers and Council members shall be elected for a term of one year. July 1 and ending June 30 or when their successors shall have been elected and qualified. A person may not serve more than six consecutive years as a member of the Section Council, but may continue as an Officer. A person shall be eligible for re-election one year after the termination of such person's prior services as an Officer or Council member.

## **ARTICLE 6. Section Meetings**

6.1 Annual Meeting. The annual meeting of the Section shall be held at such time as the Council shall determine each year, with a view toward selecting a date that is likely to encourage attendance by the members of the Section.

6.2 Special Meetings. The Section shall meet at such additional time or times as may be appropriate to carry out the business of the Section upon the call of the Chair or at the request of two or more members of the Council.

6.21 Electronic Meeting. "Electronic Meetings: Subject to the restrictions set forth in these Bylaws, any meeting among the Section's members, Council, or any meeting of a committee or subcommittee may also be conducted by one or more means of remote communication.

Notice of the meeting shall be given as required by these Bylaws.

The number of the members participating in the meeting must be sufficient to constitute a quorum. Prior to the beginning of the meeting, the chairperson of such meeting shall ask each member participating by means of remote communication who is entitled to vote to confirm they are a member of the Section.

A Section member, Council member or committee member may participate in a meeting by means of conference telephone, or, by other means of remote communication, in each case through which that member, other members so participating, and all members physically present at the meeting may participate with each other during the meeting, and through which, if otherwise entitled, may vote on matters submitted to the members.

Participation in a meeting by means of remote communication constitutes presence at the meeting.

As used in this section "remote communication" means communication via electronic means, 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.

### 6.3 Notice.

6.3.1 Whenever notice of a meeting of the Section is required by these Bylaws, it will be sufficient if:

The date, time and place of the meeting is published on the official Section website page of the official MSBA website no less than two weeks prior to the meeting;

In a written or electronic facsimile transmission (fax) or other electronic means consented to by the member to whom the notice is given. If sent by mail, the notice shall be effective as of the second full calendar day after depositing 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 electronic mail, the notice shall be effective when directed to the electronic mail address at which the member has consented to receive notice. If notice is given by a posting on an electronic network on which the member has consented to receive notice, together with a separate notice to the member of the specific posting, the notice shall be effective upon the later of (i) the posting; or (ii) the giving of the separate notice. If sent by other electronic means, the notice shall be effective when directed to the member.

6.3.2 Attendance at a meeting shall constitute a waiver of notice unless the attendance is solely to object to the lack of proper notice.

6.3.3 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.

6.3.4 Meeting notices may also be waived in writing or electronically in the manner described above.

6.4 Quorum. The members of the Section present at any duly noticed meeting shall constitute a quorum for the transaction of business.

6.5 Binding Action. All binding actions of the Section shall be by majority vote of the Members present.

## **ARTICLE 7. MSBA Mandates**

7.1 Indebtedness. The Section shall not make expenditures or incur indebtedness on its own behalf or on behalf of the MSBA unless sufficient cash is on hand or has been appropriated for the use of the Section by the Assembly.

7.2 Annual Accounting. The fiscal year of the Section shall be the same as the fiscal year of the MSBA. The Treasurer and Chair of the Section shall comply with the MSBA Bylaws governing the accounting for and certification of the Section's finances at the end of each fiscal year.

7.3 Annual Report. The Chair shall file an annual report with the Assembly. The report shall comply with Article 12 of the Bylaws of the MSBA.

7.4 Limitation on Representation and Publicity as to Action of the Section. No member of the Section may represent the Section before a legislative body, court or government agency without prior specific authorization of the Council and the President of the MSBA. The Section shall not publicly advocate any recommendation in the name of the Section unless specifically authorized to do so by the Council and the President of the MSBA.

## **ARTICLE 8. Amendments**

### 8.1 Amendment of Bylaws..

These Bylaws may be amended at any 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 sent to the Section members by regular mail, facsimile, e-mail, or telephone at least ten days before the meeting.

8.2 Submission to Assembly. An amendment to the Bylaws adopted at a meeting of the members of the Section shall be submitted to the Assembly for approval and shall become effective when approved by the Assembly.

