

Bylaws
Real Property Law Section
As approved by the Assembly / /
As amended 6/19/70, 7/2/73, 6/28/74, 9/11/87, 9/8/90,
9/6/91, 9/11/92, 9/5/97, 9/17/99, 12/03/04, 9/28/07, 12/14/07

1.0 DEFINITIONS AND INTERPRETATION

1.1 Definitions

The following definitions apply in these bylaws whenever the first letter(s) of the term(s) in question is/are capitalized:

- * “Alternate Representative” has the meaning assigned to it in the MSBA’s bylaws.
- * “Article” means a portion of these bylaws headed by a whole number. These definitions, for example, are in Article 1.
- * “Assembly” has the meaning assigned to it in the MSBA’s bylaws.
- * “Association” means the same thing as “MSBA.”
- * “Certification Council” means the council described and promulgated in Section 6.4.
- * “Council” means the Section Council described in Article 4.
- * “Emeritus Member” is defined in Section 4.7.
- * “Fiscal Year” means the fiscal year adopted by the MSBA from time to time. The Section’s fiscal year shall be the same as that of the MSBA.
- * “Law School Faculty Member” means the member of the Council described in Section 4.3.
- * “MSBA” means Minnesota State Bar Association.
- * “MSBA Council” means the Council described in the MSBA’s bylaws.
- * “Notice” is defined in Section 8.6.
- * “Paralegal Associates” has the meaning assigned to it in the MSBA’s bylaws.
- * “Real Estate Institute” means the annual seminar conducted by the Section in conjunction with Minnesota Continuing Legal Education (or such other provider as may be approved by the Council).

- * “Remote Communication” means communication via electronic means, conference telephones, video conference, the internet or such other means by which persons not physically present at the same location may communicate with each other on a substantially simultaneous basis.
- * “Section” when followed by an Arabic number having one decimal point immediately followed by an integer larger than zero, means the portion of these bylaws so headed. These definitions, for example, are in Section 1.1.

If the word “Section” does not meet the specifications of the immediately preceding sentence, it means the MSBA’s Section of Real Property Law, the Section governed by these bylaws.
- * “Voting Representative” has the meaning assigned to it in the MSBA’s bylaws.
- * “Standing Committees” means those designated as such in Article 6.
- * “Subsection” means a portion of these bylaws headed by a number having two decimal points. If this Section 1.1 had Subsections, for example, they would be numbered 1.1.1, 1.1.2, and 1.1.3 et seq.

1.2 Interpretation

For purposes of these bylaws, a person is deemed “from” the location of his or her normal office.

2.0 SECTION’S PURPOSE

This Section’s purpose is to provide a means by which all interested MSBA members may join in furthering the Association’s work in the field of real property law.

3.0 MEMBERSHIP

3.1 Eligibility

3.1.1 Attorneys

All attorneys who are in good standing as members of the MSBA and are licensed to practice law in Minnesota are eligible to be members of this Section; subject to the other requirements set forth in this Article 3.

3.1.2 Paralegal Associates

All Paralegal Associates who satisfy the following requirements and agree to comply with the following restrictions are eligible for membership in

this Section:

- A. Are recognized by the MSBA as Paralegal Associates in good standing;
- B. Are employed by an attorney member of the Section or by some other entity which also employs an attorney who is a member of the Section; and are directly supervised by an attorney Section member; and
- C. Agree not to identify themselves as a member of the Section for promotional or advertising purposes (except for listing Section membership on resumes when seeking employment).

Paralegal Associate members shall have all rights and privileges of other members except the rights to vote, to be elected to the Council, or to hold office.

Every Paralegal Associate's membership application must be accompanied by: (a) a written statement of the supervising attorney Section member certifying that the Paralegal Associate meets the above criteria; and (b) the applicant's written agreement to be bound by the above restrictions.

Paralegal Associates who do not meet all of the above criteria may apply to the Council for admission; and the Council may grant or deny it in its sole discretion.

3.2 Dues

3.2.1 Setting Dues

Section members must pay annual dues. The amount shall be set by the Council annually with respect to the next following Fiscal Year, subject to the approval of the MSBA's Assembly.

3.2.2 Enrolling and Paying Dues

Any qualified Association member may enroll as a member of this Section by applying to the Association and paying the requisite dues. Thereafter dues shall be paid in advance for each Fiscal Year.

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

3.3 Members' Meetings

3.3.1 Annual Meetings

Section members shall hold an annual meeting concurrently with and at the same locale as the Real Estate Institute or, alternatively, at such other time and place as determined by the Executive Committee with at least 14 days advance notice to the members.

3.3.2 Special Meetings

Special meetings of the Section's members may be called by the Chairperson upon approval of the Council at such time and place as the Council may determine.

Notice shall be given to all Section members at least one week in advance of the meeting.

3.3.3 Quorum

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

3.3.4 Vote Required For Action

The affirmative vote of a majority of members present and voting is the act of the members.

4.0 SECTION COUNCIL

4.1 Composition, Purposes, and General Power

The business and affairs of the Section shall be governed by a Council comprised of the Section Officers, the immediate past Chairperson, the Chairpersons of the Standing Committees, one law school faculty member, if selected by the Council pursuant to Section 4.3 and 17 at-large members elected pursuant to Section 4.2.

If any Standing Committee has co-chairs, they shall both be members of the Council.

The MSBA's officers shall be ex-officio Council members without votes. Except for ex-officio members, all Council members must be eligible Section members.¹

¹ Paralegal Associates are not eligible. See Section 3.1.2.

4.2 Electing Members At Large

4.2.1 Geographic Distribution

The Council's 17 at large members shall be elected by the Section members at the annual meeting. To preserve geographical diversity, they shall be chosen from the following districts:

- District A: Three members from Hennepin County.
- District B: Two members from Ramsey County.
- District C: Two members from the metropolitan suburban area composed of the following counties: Anoka, Carver, Dakota, Scott, Washington and Wright.
- District D: Two members from Carlton, Cook and Lake Counties, and that part of St. Louis county lying south of the most northerly line of the City of Duluth and its most westerly extension.
- District E: Two members from the Northeast District composed of the following counties: Koochiching, Itasca, Cass, Crow Wing, Morrison, Benton, Sherburne, Isanti, Chisago, Mille Lacs, Kanabec, Pine, Aitkin, and that part of St. Louis County lying north of the most northerly line of the City of Duluth and its most westerly extension.
- District F: Two members from the Northwest District composed of the following counties: Kittson, Roseau, Marshall, Polk, Pennington, Red Lake, Norman, Mahnommen, Clay, Becker, Wilkin, Traverse, Big Stone, Otter Tail, Grant, Stevens, Pope, Douglas, Stearns, Todd, Wadena, Hubbard, Beltrami, Lake of the Woods and Clearwater.
- District G: Two members from the Southeast District composed of the following counties: Rice, Waseca, Freeborn, Steele, Goodhue, Dodge, Mower, Fillmore, Olmsted, Wabasha, Winona and Houston.
- District H: Two members from the Southwest District composed of the following counties: Swift, Lac Qui Parle, Chippewa, Yellow Medicine, Lincoln, Lyon, Pipestone, Murray, Rock Nobles, Jackson, Cottonwood, Watonwan, Martin, Faribault, Blue Earth, LeSueur, Brown, Nicollet, Sibley,

McLeod, Redwood, Renville, Meeker and Kandiyohi.

4.2.2 Terms of Office

Each at large Council member shall serve for a term of two Fiscal Years commencing as of the beginning of the next Fiscal Year. But their terms shall be staggered so that the term of one from each District shall start each year. As the sole exception, the terms of two from District A shall start in each even numbered year.

At large Council members may be re-elected for any number of terms.

4.3 Law School Faculty Member

A full-time professor of law at a law school in the State of Minnesota accredited by the American Bar Association, who is a member of the MSBA and the Section, may be nominated and selected by the Council for membership on the Council.

The Law School Faculty Member shall serve for a term of one Fiscal Year, and may serve for any number of terms.

4.4 Council Meetings

4.4.1 Regular Meetings

The Council shall hold at least four regular meetings during each Fiscal Year. They shall be spaced to facilitate the Section's business. Notice shall be given to each Council member at least seven calendar days in advance.

4.4.2 Special Meetings

Special meetings of the Council may be called by the Chairperson at any time, and shall be called by the Chairperson or Vice Chairperson on written request of any three Council members.

Notice shall be given to each Council member at least seven calendar days in advance and shall generally describe the proposition(s) to be voted on at the meeting.

4.4.3 Quorum

A majority of Council members at any time in question constitutes a quorum.

4.4.4 Vote Required For Action

The affirmative vote of a majority of Council members present and voting shall constitute the action of the Council.

4.5 Vacancies

The Council may by appointment fill any vacancies that occur in its membership during the interim between annual meetings of Section members; that is, with the exception of the office of Chairperson which will be filled automatically by the Vice Chairperson in case of vacancy. Persons so appointed shall serve until the end of the Fiscal Year during which they were appointed.

4.6 Executive Committee

The Officers and the Section's immediate past Chairperson shall constitute an executive committee empowered to act for the Council in all things during the intervals between meetings of the Council; that is, with the exception of matters requiring MSBA approval.² The Executive Committee shall act by a majority of all members except that unanimity is required for any decision to file an amicus brief.

4.7 Emeritus Member

The Chairperson shall have the right to appoint one (1) or more Emeritus Member(s) to the Council for the purpose of historical reference and continuity within the Council. Emeritus Members shall serve in such capacity until the end of the fiscal year during which they were appointed. Emeritus status is intended to be awarded to those select retired Section members in recognition of substantial service to the Section in performance of Council activities or administration. The benefits of Emeritus status entitle the Emeritus Member to attend all functions of the Council as a non-voting member. An Emeritus Member shall be eligible to serve any number of consecutive terms.

5.0 OFFICERS

5.1 Designating Offices

The Officers of the Section and Council shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer.

5.2 Eligibility to Be an Officer

A. Officers must be members of the Section who are entitled to vote.

² See Section 8.4.

- B. At least one of the Officers shall be from District E, District F, District G, or District H; such Districts being defined in Section 4.2.

5.3 Election and Terms

Officers shall be elected by the Section members at their annual meeting. Each shall be elected to serve for one Fiscal Year commencing as of the beginning of the next Fiscal Year. But they may be re-elected for any number of terms.

5.4 Officers' Duties and Powers

5.4.1 Chairperson

The Chairperson shall preside at all meetings of the Section and of the Council, shall perform all duties and exercise all powers expressly allotted to him or her by these bylaws, be responsible for executing the annual program of work laid out by the Council, prepare and submit an annual report to MSBA as required by the latter's bylaws, and shall perform such other duties and acts as usually pertain to the office.

The Chairperson is an ex-officio member (without vote) of all Section and Section Council standing and special committees. The Chairperson shall also serve as the Section's Alternate Representative for the MSBA's Assembly.

5.4.2 Vice-Chairperson

Upon the death, resignation, absence, refusal to act, or during the disability of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson for the remainder of the Chairperson's term, absence, or disability.

The Vice-Chairperson shall also serve as the Section's Voting Representative for the MSBA's Assembly.

5.4.3 Secretary

The Secretary shall be the custodian of all books, papers, documents, and other property of the Section except money. He or she shall keep a true record of the proceedings of all meetings of the Section and of the Council.

5.4.4 Treasurer

The Treasurer shall: (a) manage and account for all moneys of the Section;

(b) keep accurate records of the financial transactions of the Section; (c) present a financial report at each regular Section meeting;(d) prepare an annual budget and present such budget for approval at a meeting of the Section; (e) certify the annual financial report prepared by the MSBA; and (f) within 60 days after the close of each Fiscal Year file with the MSBA's treasurer an accounting of the Section's finances for that past Fiscal Year (certified by the Section's Chairperson as required by the MSBA's articles and bylaws.)

The Treasurer may serve without bond unless directed by the Council or the MSBA's Assembly to provide one at the expense of the Section.

6.0 STANDING COMMITTEES

6.1 Establishing Committees

The Section and Council shall have the following standing committees: (a) a Title Standards Committee; (b) a Legislative Committee; (c) a Residential Real Estate Committee; (d) a Certification Council; (e) a Communications Committee; (f) a Distinguished Service Award Committee; and (g) a Real Estate Institute Planning Committee.

6.2 Appointing Chairs and Members

The Section Chairperson shall appoint a Chairperson or Co-Chairpersons for each Standing Committee. Each shall serve for one Fiscal Year.

Except as otherwise provided for the Certification Council in Subsection 6.4.1, the Chairpersons of the respective Standing Committees will appoint the members of their committees subject to approval of the Section Chairperson. The number of members appointed and the terms of such members shall be determined by the respective Chairpersons; but they shall strive for geographic diversity and gender equity.

6.3 Standing Committee Purposes

The purposes of the Standing Committees are as follows:

- A. Title Standards Committee.** To draft, obtain requisite approval of and publish standards governing the examination of title to real property located in the State of Minnesota.
- B. Legislative Committee.** To review proposed legislation and draft legislation affecting real property and to represent the Section at the Minnesota Legislature.

- C. **Residential Real Estate Committee.** To address and provide suggestions for resolutions of issues arising which affect residential real estate. Also to prepare transactional forms for use by the Bar and by the public.
- D. **Certification Council.** To administer the real property law specialist certification program of the Section as further detailed in Section 6.4.
- E. **Communications Committee.** To manage Section communications including the Section Newsletter, periodic e-mail to the Section membership, and the content of the Section's pages on the MSBA website.
- F. **Distinguished Service Award Committee.** To make annual recommendations to the Council of possible recipients of the Section's Distinguished Service Award.
- G. **Real Estate Institute Planning Committee.** To plan and administer the Real Estate Institute.

6.4 **Certification Council**

6.4.1 **Composition and Purpose**

- A. The Real Property Certification Council shall be comprised of seven members of the Section who are certified real property law specialists.
- B. The purpose of the Certification Council shall be to administer the Section's real property law specialist certification program.
- C. The Section Chairperson shall appoint the members of the Certification Council and, in that connection, shall strive to maintain geographic diversity among the Certification Council members.
- D. Each member shall be appointed for a term of three years, expiring at the end of a Fiscal Year of the Section. Terms shall be staggered so that no more than three of them expire at the end of each Fiscal Year.

6.4.2 **Officers and Their Duties**

The officers of the Certification Council shall be a Chairperson appointed by the Section Chairperson and a Vice Chairperson appointed by the Chairperson of the Certification Council.

Such officers shall serve for a term of one year commencing on the first

day of a Fiscal Year of the Section, and thereafter until their successors are appointed.

The Certification Council Chairperson shall preside at all meetings of that Council and shall formulate and present periodic reports to the Section Council concerning the administration of the real property law specialist certification program. The Certification Council Chairperson shall also perform such other functions as usually pertain to that office.

The Vice Chairperson of the Certification Council shall perform the duties of that Council's Chairperson in the absence of its Chairperson.

6.4.3 Meetings and Actions

The Certification Council shall meet at least four times per year, upon the call of its Chairperson. Meetings may be held by means of conference telephone calls.

A quorum of the Certification Council shall consist of four members of that Council, and action taken by the Certification Council shall require approval of a majority of the members present and voting at a meeting at which a quorum is present.

6.4.4 Subcommittees

A. Exam Subcommittee

There shall be a subcommittee of the Certification Council known as the Exam Subcommittee, consisting of the Chairperson of the Certification Council and three other members thereof appointed by the Chairperson of the Certification Council. The charge of the Exam Subcommittee shall be to supervise the procurement and administration of the certification examination.

B. CLE Subcommittee

There shall be a subcommittee of the Certification Council known as the CLE Subcommittee, consisting of the Chairperson of the Certification Council and three other members thereof appointed by the Chairperson of the Certification Council. The charge of the CLE Subcommittee shall be to review and approve continuing legal education courses which qualify as credits toward the real estate course requirements of the specialist program.

C. Other Subcommittees

Other subcommittees may be appointed by the Chairperson of the Certification Council if and as the need arises.

6.4.5 Appointing Director

The Certification Council may from time to time appoint a director to assist that Council in administering its specialist certification program.

7.0 SPECIAL COMMITTEES

7.1 Nominating Committee

At least two months before the annual meeting of Section members, the Chairperson shall appoint a nominating committee composed of three voting members of the Section, designating a chairperson.

- A. One shall be from either District A or District B (as described in Subsection 4.2.1);
- B. One shall be from an area comprised of Districts D, E, and F (as described in Subsection 4.2.1) plus Anoka, Washington, and Wright Counties; and
- C. One shall be from an area comprised of Districts G and H (as described in Subsection 4.2.1) plus Carver, Dakota, and Scott Counties.

The committee shall make and report nominations to the Section for candidates to succeed its then sitting Officers and the offices of the Council members at large whose terms have expired or are about to expire.

Additional nominations may be made from the floor at the annual meeting of Section members; that is, with prior consent of the nominee.

7.2 Other Special Committees

The Section Chairperson may appoint such other special committees of Section members as he, she, or the Council desire from time to time. Such special committees shall have such members, chairs, and duties as are specified by their appointing authority. They shall report to their appointing authorities.

8.0 MISCELLANEOUS PROVISIONS

8.1 Authorizing Bill Payments

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

8.2 Compensation and Expense Reimbursements

No salary or compensation shall be paid to any Officer, Council member, or committee member. But if any such person furnishes clerical work and/or supplies beyond the routine requirements of their office, he or she shall be reimbursed for such extraordinary expenses at rates determined by the Council to be reasonable from time to time.

Officers, Council members, and committee members shall be reimbursed for their cost of travel and lodging which they incur incident to attending Council and/or committee meetings other than those held in conjunction with the Section's annual meeting. Reimbursement shall be at rates determined by the Council to be reasonable from time to time.

8.3 MSBA Must Approve Certain Actions and Positions

Any action by this Section must be approved by MSBA before it becomes effective as MSBA action.

Any resolution or other action adopted or taken by this Section may on request of the Section be reported by the Section Chairperson to the MSBA's annual meeting for the Association's action thereon.

Except as may be permitted under articles 13 and 14 of the MSBA's bylaws, this Section shall not publicly advocate any recommendations in its own name or in the MSBA's name unless specifically authorized by the MSBA's Assembly.

Except as may be permitted under articles 13 and 14 of the MSBA's bylaws, this Section shall not represent the Association in the legislature, in any court, or in a controverted procedure before any other governmental body, unless authorized to do so by the MSBA's Council, the MSBA, or in case of an emergency, by the MSBA's president.

8.4 Indemnification

Article 10 entitled "Sections" and Section 16.1 entitled "Indemnification" of the MSBA's bylaws as amended from time to time, are hereby incorporated into and made a part of these bylaws.

8.5 Resolving Bylaw Conflicts

These bylaws and any amendments thereof are subservient to the MSBA's articles of incorporation and bylaws. If there is any conflict between these bylaws and the MSBA's bylaws, the latter shall control.

This Section and its Officers shall comply with all MSBA bylaws requiring or prohibiting actions by them.

8.6 Notices

Whenever a meeting notice is required by these bylaws, it will be sufficient if it is in writing and states the date, time, and place of the meeting and includes any other information expressly required by these bylaws.³

Meeting notices may be sent by mail, electronic facsimile transmission (Fax) or other electronic means consented to by the member to whom the notice is given as provided in Minnesota Statutes, Section 317A.450. If sent by mail, they 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, they 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, they shall be effective when directed to an 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 separate notice to the member of the specific posting, they shall be effective upon the later of (i) the posting; and (ii) the giving of the separate notice. If sent by other electronic means, they shall be effective when directed to the member.

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.

8.7 Electronic Meetings

Subject to the restrictions set forth in these bylaws, any meeting among the Section's members pursuant to Subsection 3.3.2, any meeting of the Council pursuant to Section 4.4, or any meeting of a Standing Committee pursuant to Article 6 may be conducted solely by one or more means of Remote Communication.

Notice of the meeting shall be given as required by Section 8.6 of these bylaws and in accordance with Minnesota Statutes Section 317A.450.

The number of members participating in the meeting must be sufficient to

³ See, for example, Subsection 4.4.2.

constitute a quorum at the meeting. Prior to the beginning of the meeting, the chairperson of such meeting shall ask each member participating by means of Remote Communication that is entitled to vote to confirm that he/she is a member of the Section.

A Section member, Council member or Standing Committee member may participate in a meeting by means of conference telephone, or, if authorized by the Council or Standing Committee, by such 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 that member, 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.

9.0 AMENDING THESE BYLAWS

These bylaws may be amended at any meeting of Section members by a majority vote of members of the Section who are eligible to vote, present, and voting; provided that the written notice as required by these Bylaws, stating that bylaw amendments will be considered at the meeting and the general substance thereof shall be sent to Section members at least ten days before the meeting. Such amendments shall thereupon be submitted to MSBA’s Assembly for approval.

Any and all amendments thereby adopted shall thereupon be submitted to MSBA’s Assembly for approval and shall take effect from the date of such approval.

The foregoing is a complete and correct copy of the bylaws of the Minnesota State Bar Association’s Section of Real Property Law as amended through the date hereof.

_____, 2007

Section Secretary