

ByLaws
MSBA Solo and Small Firm Section

As Approved by Assembly 9/17/77, as amended 9/9/98, 9/5/97, / /2001, 6/10/04 and
12/10/10

ARTICLE I. Name and Purpose

Section 1. The name of this Section shall be the Solo and Small Firm Section (SSF) of the Minnesota State Bar Association (MSBA).

Section 2. The purpose of this Section shall be to enhance the skills of lawyers engaged in the practice of law as a solo practitioner or in a small firm and to provide means whereby practitioners may share their wide breadth of experience to improve their own practice, educate themselves and their fellow practitioners, improve the legal profession, and thus benefit the general public.

ARTICLE II. Membership and Dues

Section 1. Membership shall be open to anyone who is a member in good standing of the Minnesota State Bar Association and who:

(A) is engaged in the practice of law as a solo practitioner or who practices law in or is employed by a firm consisting of nine (9) or fewer lawyers, or

(B) provides legal support services to lawyers engaged primarily in the practice of law as a solo practitioner or who practices law in or is employed by a firm consisting of nine (9) or fewer lawyers, or

(C) a law student as defined in Section 1.3.4(d) of the MSBA bylaws.

The Section Council shall have the right to waive the membership requirement for employment in firms consisting of nine (9) or fewer lawyers in (A) and (B) on a case by case basis by a majority vote of all Section Council members.

Section 2.

(A) Unless exempt, members shall be assessed dues for each fiscal year in such amount as established by the Section Council. Dues shall be paid through the Minnesota State Bar Association office. At the time required by the MSBA, the Executive Director of the MSBA shall be notified, by the Section Secretary, of the amount of dues established by the Section Council for the next fiscal year so that Section dues may be billed along with MSBA dues. The MSBA office will remit to this Section the amount of Section dues collected and the names and addresses of members paying. The MSBA office will maintain a list of members of the MSBA who have paid dues to this Section and the particular class of membership to which they belong.

(B) In the event a member of the MSBA who is exempt from the payment of MSBA dues desires to join the Section, s/he shall also be exempt from Section dues. S/he needs merely to notify the MSBA office of his/her interest in the Section and his/her desire to be a member. Thereupon s/he will be enrolled as a Section member of the same class as s/he is carried on the rolls of the MSBA.

(C) Although MSBA dues may vary depending upon the class of membership, or the years a member has been admitted to the bar, dues for membership in this Section shall be the same for all classes except for those classes exempt from the payment of dues.

(D) Student Associate members of the MSBA may join the Section as associate members at the dues provided in (A).

ARTICLE III. Officers and Council

Section 1. There shall be elected a nine-member Section Council. Council members shall be elected for three-year terms; three Council members will be elected each year to allow for staggered terms. The terms of the Council members and the Officers provided for hereafter shall run from July 1 even though the Annual Section Meeting that elected them took place earlier in the calendar year.

Section 2.

(A) **Election of Officers.** Each year the Section Council shall elect from its membership a Section Chairperson, Vice Chairperson, Secretary, and Treasurer. No person may hold the same office for more than three successive one-year terms. (The Section Council shall have the right to waive this limitation by a two-thirds vote.). In the event of a resignation or other cause that results in a vacancy on the Section Council, the Section Council may appoint a Section member to the Section Council to complete the term of the open Council position. Appointment requires a majority vote of the remaining Council members.

(B) **Duties of Chairperson.** The Chairperson shall preside over all meetings of the Section Council. He or she shall supervise the work of the standing committees and any special committees appointed from time to time. The Chairperson shall also perform such other duties as may be assigned to him or her by the Section Council. In matters of procedural dispute, Roberts Rules of Order as Revised shall be the final procedural resources.

(C) **Duties of the Vice Chairperson.** The Vice Chairperson shall preside over all meetings of the Section Council in the absence of the Chairperson. He or she shall supervise the work of the standing committees and any special committees appointed from time to time in the absence of the Chairperson. The Vice Chairperson shall also perform such other duties as may be assigned to him or her by the Section Council.

(D) **Duties of Secretary.** The Secretary shall keep proper and adequate minutes of all meetings of the Section Council. The Secretary shall be custodian of all correspondence of and to the organization. The Secretary, together with the Chairperson, shall sign all legal contracts and all other documents on behalf of the Section Council. The Secretary shall perform all other duties prescribed for the Secretary by the Section Council from time to time.

(E) **Duties of Treasurer.** The Treasurer shall perform oversight of the MSBA staff accounting of the funds of the Section subject to the general supervision and control of the Section Council. The Treasurer shall retain copies of all vouchers, invoices, and bills, and shall render a financial report to the Section Council at the Annual Meeting. The Treasurer shall also make financial reports to the Section Council at such times as the Council shall require. The Treasurer shall perform such other duties as may be assigned to him or her by the Section Council from time to time.

Section 3. The Section Chairperson, after consultation with the Treasurer, shall certify the annual accounting report of Section funds.

Section 4. The Section Council shall meet at least twice a year. The Section Council shall have broad authority to do all things necessary and reasonable to promote the purposes of the Section. All binding action of the Council shall be by a majority vote of the members present.

Section 5. A quorum shall be five Council members.

Section 6. Prior to the election of new Council members, the Chairperson shall appoint three present or former Council members to serve as a nominating committee for new Council members. Nominations shall also be taken from the floor at the Annual Meeting.

ARTICLE IV. Meetings

Section 1. The annual meeting of the Section shall be held at a date, time and place designated by the Section Council.

Section 2. Special meetings of the Section may be called by the Chairperson of the Section or a majority of the Section Council members.

Section 3. At least ten days notice of meetings shall be given by electronic mail (email), regular mail, or facsimile transmission.

Section 4. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 5. All binding action of the Section shall be by a majority vote of the members present. However, the Section Council shall have authority to poll members by mail or electronically (email) and said poll results (being a majority of all members or a two-thirds vote of those responding) shall govern.

ARTICLE V. Committees

Section 1. The Council of this Section is authorized to establish, or to empower the Chairperson of the Section to establish, such committees as it may deem necessary and desirable to promote effectively the activities of the Section within the jurisdiction of the Section. In establishing a new committee, the Council shall state the area of its proposed activities.

Section 2. The committee members will be comprised of interested members of the Section; the members of the committee will designate a chairperson of the committee not later than 90 days after either (1) the Annual Meeting of the Section or (2) the formation of the committee.

Section 3. Committees of the Section shall be directly responsible and report to the Council. Subcommittees of a committee shall be directly responsible and report to their parent committees.

Section 4. Standing Committees. Standing Committees of the Section shall be:

(A) Communications & Membership. To support the goals and purposes of the Section by communicating with the members of the Section, of the MSBA as a whole, and with the public, regarding topics including CLE and other educational opportunities, social and networking events, developments concerning the MSBA, and any other information deemed useful

(B) Unauthorized Practice of Law. To research, study, and report on the effectiveness of current rules and other current laws for the prevention of the unauthorized practice of law and to recommend new rules and laws to better prevent unauthorized practice.

(C) Workshops, Seminars and CLEs. To investigate, research, and develop high quality workshops, seminars, and CLE programs for the members of the Section.

Section 5. Special Committees. The Chairperson of the Section may appoint special committees as are from time to time needed to perform the work of the Section.

ARTICLE VI. Amendments

Section 1. These Bylaws may be amended at any special or annual meeting of the membership by a majority vote of those members present and voting, or by electronic (email) vote by a two-thirds vote of those responding; provided that at least ten days

notice of the proposed amendment be given prior to the meeting either by electronic mail (email), regular mail, or facsimile transmission, or, in the case of electronic (email) vote, a deadline not less than ten days from the date of electronic (email) transmission.

Section 2. An amendment to the Bylaws adopted by the membership must be submitted to the Assembly of the MSBA for approval and shall take effect from the date of such approval.

ADOPTED this 17th day of September 1977.