

**MINNESOTA STATE BAR ASSOCIATION  
RESTATED ARTICLES OF INCORPORATION**

Restated 11 June 2004  
As amended through December 2012

**Article 1  
Name**

The name of this corporation is the Minnesota State Bar Association (MSBA). The MSBA is organized under Chapter 317A of the Minnesota Statutes (the Minnesota Nonprofit Corporation Act).

**Article 2  
Purposes**

The MSBA has the general purpose of engaging in any lawful activity, and specific purposes to: aid the courts in the administration of justice; apply the knowledge and experience of the profession to the public good; maintain in the profession high standards of learning, competence, ethics, and public service; conduct a program of continuing legal education; organize into the MSBA the entire Bench and Bar of Minnesota and correlate the activities of affiliated associations; provide a forum for the discussion of subjects pertaining to the practice of law, the science of jurisprudence and law reform, and to publish information relating thereto; and cooperate with other bar associations and organizations to further MSBA objectives. All of the foregoing purposes are to more effectively discharge the public responsibility of the legal profession.

**Article 3  
No Pecuniary Gain**

The MSBA does not afford pecuniary gain, incidentally or otherwise, to its members.

**Article 4  
Period of Duration**

The duration of the MSBA is perpetual.

**Article 5  
Registered Office**

The registered office of the MSBA in Minnesota is 600 Nicollet Mall, Suite 380, Minneapolis, MN 55402.

**Article 6  
No Personal Liability**

The members of the MSBA shall not have any personal liability for corporate obligations.

**Article 7  
No Capital Stock**

There shall be no capital stock.

**Article 8  
Membership**

§ 8.1. **Classes**

The membership shall consist of regular members as defined in the Bylaws, all of whom shall have been admitted to practice law before the Supreme Court of Minnesota, and such other classes of members as may be provided for in the Bylaws.

§ 8.2. **Voting Rights**

The MSBA shall be a corporation without voting members within the meaning of the Minnesota Nonprofit Corporation Act.

**Article 9  
Council Action in Writing**

Any action required or permitted to be taken at a Council meeting, may be taken by written action signed or consented to by authenticated electronic communication by the number of Council members that would be required to take action at a meeting of the Council at which all members were present, as prescribed by the Bylaws; provided that if Bylaws or statute require a higher number to take action, that such number will be required.

**Article 10  
Minnesota Continuing Legal Education**

A separate wholly owned subsidiary Minnesota nonprofit corporation of the MSBA, to be known as “Minnesota Continuing Legal Education” (referred to as MCLE), is hereby established and shall be operated exclusively for charitable and educational purposes, all as contemplated and permitted by Section 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, and, in connection therewith, exclusively to perform, and otherwise to assist in carrying out charitable and educational functions and purposes of the MSBA. The supervision, management, and direction of the property, business affairs, and personnel of MCLE shall be vested in the Board of Directors of Minnesota Continuing Legal Education (hereinafter referred to as the MCLE Board), subject to the advice and consent of the Council and Assembly of the MSBA with respect to such matters as are specifically provided for in the Articles of Incorporation and Bylaws of Minnesota Continuing Legal Education. Without limiting the generality of the foregoing, the MCLE Board shall have the exclusive power and authority, for and on behalf of the MSBA, to formulate and promulgate statements of policy with respect to continuing legal education and programs of continuing legal education, and to formulate, plan, sponsor, and conduct, and determine the contents of, the faculty members of, the dates and sites of, the tuition or enrollment fees for, and all other matters relating to, programs of continuing legal education, either as the sole sponsor thereof or as the co-sponsor with others, and, if any such program is co-sponsored by MCLE, to fix and determine the terms and conditions of such co-sponsorship.

**Article 11  
Restated Articles, Procedure**

§ 10.1. **Approval of amendments**

Amendments to the Restated Articles must be approved by a majority of the representatives of the Assembly entitled to vote on Assembly matters.

§ 10.2.           **Proposals for amendments**

Amendments to the Restated Articles may be proposed by:

- (a)     Resolution by members pursuant to Section 6.1 of the Restated Bylaws;
- (b)     Petition of at least ten (10) members of the Assembly entitled to vote on Assembly matters of whom no more than five (5) are from the same affiliated association; or
- (c)     Resolution of the Council.

§ 10.3.           **Notice**

Notice of an Assembly meeting to amend the Restated Articles shall state the time, place, and substance of the proposed amendment and shall be given to all Assembly representatives not more than sixty (60) nor less than thirty (30) days before the meeting.

§ 10.4.           **Corrections**

Upon adoption of an amendment to the Restated Articles, the Secretary may correct punctuation, grammar, or numbering where appropriate in the Restated Articles, if the correction does not change meaning.