

Bylaws

MSBA Construction Law Section

As Approved by the Assembly 6/29/90, 12/03/04, 12/12/08

ARTICLE I. Name and Purpose

Section 1.1. This Section of the Minnesota State Bar Association shall be known as the Construction Law Section of the Minnesota State Bar Association.

Section 1.2. The Section shall be dedicated to the field of construction law and related areas of the law by enhancing the skills of Minnesota lawyers practicing in the area, and inter alia, by serving as a liaison with other parts of the Bar Association and the public on construction law related issues and activities.

ARTICLE II. Membership

Section 2.1. Any member of the Minnesota State Bar Association in good standing and having paid the required annual dues of the Section shall be eligible for membership in this Section and shall be enrolled as a member upon request to the Treasurer of the Section or designated agent.

Section 2.2. Dues of the Section shall be set by the membership of the Section at any meeting thereof, and such dues may be changed annually by appropriate action of the membership subject to approval by the Assembly of the Minnesota State Bar Association. Any member of this Section whose annual dues are more than three months past due shall cease to be a member of this Section. A member who has been removed from this Section for nonpayment of dues shall be reinstated when such arrearages are paid.

ARTICLE III. Officers

Section 3.1. The officers of the Section shall consist of Chairperson, Vice Chairperson, Secretary, Treasurer, and such other officers as may be determined and elected in accordance with these Bylaws.

Section 3.2. There shall also be a Section Council, which shall consist of all the Section officers currently elected and serving, and eight to twelve (8-12) additional members of the Section elected in accordance with these Bylaws. Each member of the Section council shall be designated a Council Member. The number of committees of the Section and their respective responsibilities, and the programs of the Section, shall be as determined from time to time by the Section Council, as stated in Article IV. The Section Council shall have full power and authority to act in the intervals between meetings of the Section, and to do all acts and perform all functions which the Section itself might perform, except that it shall have no authority to amend these Bylaws. The Section Council shall, in the intervals between meetings of the Section, have authority to fill officer and Council vacancies. One-third (1/3) of the Council members currently elected and serving shall constitute a quorum at any meeting of the Section Council.

Section 3.3. There shall be an Executive Committee consisting of all of the officers currently elected and serving. The Executive Committee shall have the full power and authority of the Section Council in the intervals between meetings of the Section Council, except that the Executive Committee shall not have authority to amend, or to take action contrary to, any express

provision of these Bylaws or contrary to any prior express action or decision of the Section or the Section Council. A simple majority of the officers currently elected and serving in accordance with these Bylaws shall constitute a quorum of the Executive Committee.

Section 3.4. Officers and Council members must be current members of the Section at all times when in office.

Section 3.5. The term of office of any officer shall be one (1) year and Council members two (2) years. –One-half of the Council members shall be elected each year, except for the first election in which –one-half of the Council members shall be elected for one (1) year terms.

Section 3.6. A member shall not hold more than one office at any time in this Section, except as expressly provided in these Bylaws, and no officers shall be eligible to serve more than two consecutive annual terms in the same office. Council members may serve for an indefinite number of terms.

ARTICLE IV. Committees and Divisions

Section 4.1. The Section Council is authorized to establish, or to empower the Chairperson of the Section to establish, such committees and divisions as it may deem necessary and desirable to promote effectively the activities of the Section within the jurisdiction of the Section. In establishing a committee or division, the Council shall state the area of its proposed activities. A division shall be a grouping of committees in such manner as the Council may from time to time designate.

ARTICLE V. Elections

Section 5.1. Prior to the election meeting, which may also be the Annual Meeting of the Section, a Nominating Committee shall be appointed by the Section Council and, after considering its recommendations, a slate of candidates shall be presented by the Section Council for election by the Section membership at the election meeting. Nominations properly made from the floor at the election meeting will be accepted.

Section 5.2. Meetings of the members of the Section shall be convened pursuant to written notice given by mail or electronic format , and addressed to the Section members or both, in either case at least ten (10) days in advance of the meeting.

ARTICLE VI. Duties of Officers

Section 6.1. The Chairperson shall preside at all meetings of the Section, shall prepare and present an annual report to the Minnesota State Bar Association, and shall designate committee members and committee chairpersons. The Chairperson or his representative(s) shall be entitled to represent the Section to the Assembly of the Minnesota State Bar Association and shall perform such other duties and acts as customarily pertain to that office.

Section 6.2. The Vice Chairperson shall preside at all meetings of the Section in the absence of the Chairperson and shall perform such other duties and acts as customarily pertain to this office.

Section 6.3. The Secretary shall keep all minutes of meetings and other records of the Section and its membership, maintain correspondence and give notice of meetings as requested by the

Chairperson. The Secretary shall perform such other duties and acts as customarily pertain to this office.

Section 6.4. 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 a budget for approval at a meeting of the Section; and (5) certify the annual financial report prepared by the MSBA.

ARTICLE VII. Meetings

Section 7.1. Meetings of the Section shall be held periodically, and at least annually, at such places and at such times as shall be designated by the Section Council.

Section 7.2. All members of the section who are present at any duly noticed Section meeting shall constitute a quorum for the transaction of business. All binding action of the Section shall be by a majority vote of the members present.

Section 7.3 Electronic Meetings. Subject to the restrictions set forth in the Bylaws, any meeting among the Section's members, Council, or any meeting of a committee or subcommittee may be conducted solely by one or more means of remote communication. Notice of the meeting shall be given as required by these Bylaws. The number of 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 that is entitled to vote to confirm that 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 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. 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.

ARTICLE VIII. Restrictions

Section 8.1. These Bylaws shall become effective upon approval by the members of the Section present at any regular meeting and after approval by or with the authority of the Assembly of the Minnesota State Bar Association.

Section 8.2. No action of this Section, or of any committee of the Section, shall be promulgated or publicized in any way as a Minnesota State Bar Association action without first obtaining the approval of the Assembly of the Minnesota State Bar Association or otherwise complying with the Bylaws of the Minnesota State Bar Association.

Section 8.3. The Section shall not represent the Association before the Legislature, or in any court in a controversial procedure, or before any other governmental body unless authorized to do so by the MSBA President.

Section 8.4. The Section shall not publicly advocate any recommendations in the name of the Section unless it is authorized to do so by the Bylaws or policies of the MSBA.

ARTICLE IX. Fiscal Year

The membership and fiscal year of the Section shall begin on July 1 and conclude on June 30 of the following year.

ARTICLE X. Amendments

These Bylaws may be amended at any regular meeting of the Section by a majority of the members present, provided written notice of the proposed changes have been given to the membership, posted at least ten (10) days in advance of the meeting, together with a notice of the meeting at which such amendment is to be considered. Such amendment shall not be effective until approved by the members and by or with the authority of the Assembly of the Minnesota State Bar Association.

ADOPTED this _12th day of _December, -2008.