

## Bylaws of the Minnesota State Bar Foundation

### ARTICLE 1 - NAME, PURPOSE

#### Section 1:

The name of the organization shall be the Minnesota State Bar Foundation (hereinafter, "Foundation").

#### Section 2:

The Foundation exists to support law-related projects and activities throughout Minnesota with emphasis on legal assistance to the disadvantaged, law-related education, and administration of justice.

### ARTICLE II – MEMBERS, MEETINGS, DUTIES

#### Section 1: MEMBERS

The members of the Bar Foundation shall be the persons currently serving on the Assembly of the Minnesota State Bar Association (hereinafter MSBA).

#### Section 2: MEETINGS of MEMBERS

1. There shall be an annual meeting of the Foundation to elect directors and for the transaction of any other business properly before the members. The Foundation shall convene the annual meeting and any other meetings of the members in conjunction with an MSBA assembly meeting.
2. Notice of the meetings of the members shall be given in accordance with MSBA notices to the Assembly. Such notice shall be deemed sufficient under these bylaws.
3. A quorum of the Assembly shall be deemed a quorum for meetings of the members.
4. Each member who is present when a vote is taken shall be entitled to one vote. Voting by proxy is not permitted. Cumulative voting is not permitted.

### ARTICLE III – BOARD OF DIRECTORS AND ELECTIONS

#### Section 1: Board Role, Size, Composition.

1. The Board is responsible for overall policy, direction and the business of the Foundation including managing the Foundation's assets and raising and allocating funds.
2. The Board shall have not fewer than nine (9) and not more than fifteen (15) directors. Directors must be members of the MSBA.
3. The MSBA Treasurer shall serve ex-officio as a voting director.

#### Section 2: Elections and Terms.

1. Election of directors shall take place at the annual meeting of the members of the Foundation. No more than one-third of the directors will be elected for a full three-year term at the annual meeting.

2. Should a vacancy occur on the Foundation Board, a special meeting of the Foundation may be held at a regularly scheduled meeting of the Assembly. At that meeting an election may be held to fill the unexpired term.

3. Except for a director elected to fill an unexpired term, each director shall be elected to a three-year term. No director shall serve more than three consecutive three-year terms; except a director elected to fill an unexpired term may serve three consecutive three-year terms following completion of the unexpired term.

4. A Director may be removed for failure to attend meetings and participate in Foundation business, if suspended from the practice of law, or in other special circumstances where that individual's continued membership would reflect negatively on the Foundation. Removal shall be by a majority vote at the next regularly scheduled or special meeting, and the Director whose removal is contemplated shall be provided with advance notice of such proposed action.

#### ARTICLE IV – BOARD MEETINGS

Section 1: Regular Meetings. The Board shall meet at least semi-annually, at an agreed upon time and place. Directors shall be expected to attend all regularly scheduled meetings; failure to attend can be cause for removal from the Board.

Section 2: Special Meetings.

Special meetings of the Board may be called upon the request of the Chair or one-third of the Board.

Section 3: Quorum and Number Required for Action by Directors.

Unless otherwise provided by law or these bylaws, a quorum for a meeting is at least fifty percent plus one of the Board directors. A quorum must be established for action to be taken. Except when a larger number is required by law or these bylaws, once a quorum is established, action may be taken by a majority of the directors present at the meeting.

Section 4: Notice.

Written notice, which may be provided by electronic means, must be given at least two weeks in advance of a regular or special board meeting. Any Director may waive notice of any meeting before, at, or after meeting.

Section 5: Remote Communication for Meetings:

Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 4 and if the number participating is sufficient to constitute a quorum as described in Section 3. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 6: Action Without a Meeting.

Upon initiative of the Board Chair or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the Foundation electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

#### ARTICLE V – OFFICERS AND DUTIES

Section 1. The officers shall include a Chair, Vice-Chair, Secretary, and Treasurer. The officers for the following year shall be elected by the Board for one year terms at the last regularly scheduled meeting in each fiscal year. Any officer vacancy shall be filled by the Board at the earliest opportunity.

Section 2. The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for another officer to preside at each meeting, and will perform other duties as may be determined from time to time by the Board.

Section 3. The Vice-Chair will perform such duties as may be determined from time to time by the Board including acting as Chair in the Chair's absence and chairing special committees.

Section 4. The Secretary shall ensure that corporate records are maintained and perform other duties as may be determined from time to time by the Board.

Section 5. The Treasurer shall be a member of the Investment Committee, ensure that appropriate financial records are kept and provided to the Board, and perform other duties as may be determined from time to time by the Board.

#### ARTICLE VI - COMMITTEES

Section 1:

The Board may create standing and ad hoc committees as needed. The Board Chair shall appoint committee chairs and members. Committees may include persons who are not directors, except standing committee chairs must be directors.

Section 2: The officers constitute the Executive Committee. The Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board, subject to the direction and control of the Board. A quorum of the Executive Committee is at least fifty percent plus one Director entitled to vote at the meeting.

Section 3:

Any committee meeting may be conducted solely by one or more means of remote communication following procedures described in Article IV, section 5.

Section 4:

An action that may be taken at a regular, special, or executive committee meeting may be taken without a meeting following procedures described in Article IV, Section 6.

#### ARTICLE VII - INDEMNIFICATION

To the fullest extent permitted by law, the Foundation shall indemnify and hold harmless all officers, Directors, employees, and agents of the Foundation for all acts performed by them in any good faith attempt to fulfill their duties to the Foundation.

#### ARTICLE VIII -- CONFLICT OF INTEREST

The Foundation shall establish a conflict of interest policy, to be reviewed annually.

#### ARTICLE IX - AMENDMENTS

These Bylaws may be amended when necessary by a majority of the Foundation Directors.

These Amended and Restated Bylaws of the Minnesota State Bar Foundation were adopted by the Directors on September 20, 2013.