

Amended Bylaws

This instrument constitutes the Bylaws of the Ramsey County Bar Association, a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE I **Corporate Seal**

The corporation shall not have a seal.

ARTICLE II **Membership and Dues**

Section 1. Qualifications. Any person who is currently licensed to practice law in the State of Minnesota may become a member of Ramsey County Bar Association (the "Association") upon payment of the current annual dues, and holding current membership in the Minnesota State Bar Association (MSBA).

Section 2. Application. Application for membership in the Association shall be made in writing to the MSBA in the form prescribed by that organization.

Section 3. Classes of Membership.

Section 3.1 Regular Members. A regular member is a person who is (a) currently licensed to practice law in Minnesota, (b) a member of the Minnesota State Bar Association, and (c) current in payment of dues to the Ramsey County Bar Association (RCBA) and MSBA.

Section 3.2 Honorary Members. An honorary member is a person whom the Board of Directors may elect to such membership by the unanimous vote of those Board of Directors members present at a duly held meeting. An honorary member shall have all the privileges of a regular member, except the right to vote and hold elective office.

Section 3.3 Retired Members. A retired member is a person who has been granted fee exempt status under the Rules of the Minnesota Supreme Court for registration of attorneys. A retired member shall have all the rights and privileges of a Regular member except the right to vote or hold elective office.

Section 3.4 Associate Members. Associate members shall consist of such class of member as the Board of Directors may establish by resolution. Associate members may become members of committees, shall receive notice of

and may attend meetings of the Association, but shall not be entitled to vote or hold elective office.

Section 4. Dues.

4.1 Amount of Dues. The dues of all members of the Association shall be assessed for the fiscal year commencing July 1st of each year and ending June 30th of the following year. The amount of such dues for each fiscal year shall be fixed by resolution of the Board of Directors. The Board of Directors may adopt various categories of membership, assessing a different amount of dues to each category, as it may determine by resolution. The Board of Directors may, alternatively, choose to adopt membership categories, which parallel those utilized by the MSBA.

4.2 Paid. Dues of the Association shall be paid together with the dues of the MSBA at the time or times and in the manner prescribed by the Bylaws of the MSBA.

Section 5. Termination or Suspension of Membership. Membership in the Association may be terminated or suspended as follows:

5.1 Nonpayment of Dues. A member of any class may be expelled or suspended for nonpayment of dues or fees.

5.2 Resignation. A member of any class may resign upon filing a written resignation with the secretary/treasurer.

5.3 Disbarment or Suspension. Membership in the Association shall terminate upon disbarment or suspension from the practice of law by the Supreme Court of Minnesota, or termination of membership in the MSBA.

5.4 Suspension or Expulsion. A member shall not be expelled or suspended, and a membership may not be terminated or suspended, except for nonpayment of dues or fees, unless the member is given:

- (1) not less than fifteen (15) days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and
- (2) an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination, or suspension not take place.

ARTICLE III Officers

Section 1. Officers. The officers of the Association shall consist of a president, a president-elect, a vice president and a secretary/treasurer, all of whom must be Regular members of the Association. The Board of Directors may appoint such other officers as may be desired to carry out such duties as the Board of Directors may assign.

Section 2. Election of Officers/Term. The officers shall be elected by the Regular members of the Association for a term of one year commencing the first day of July and shall continue to hold office thereafter until their successors are elected and qualify. The President shall be ineligible for re-election as an officer for two years after the expiration of his or her term of office.

Section 3. Duties of Officers.

3.1 President. The President shall preside at all meetings of the Association, the Board of Directors and the Executive Committee.

3.2 President-Elect. The President-Elect shall perform the duties assigned by the President or the Board of Directors and shall perform the duties of the President when the President is absent or unable to act.

3.3 Vice President. The Vice President shall carry out such duties as may be assigned by the President or Board of Directors and shall perform such duties of the President-Elect when the President-Elect is absent or unable to act.

3.4 Secretary/Treasurer. The Secretary/Treasurer shall perform the duties of secretary and treasurer. The Secretary/Treasurer (or his or her designee) shall keep or cause to be kept a record of the proceedings of all meetings of the Association, the Board of Directors, and the Executive Committee. The Secretary/Treasurer shall cause to be issued notices of all meetings of the Association and the Board of Directors. The Secretary/Treasurer shall report periodically on the financial condition of the Association to the membership and the Board of Directors. The Secretary/Treasurer shall comply with such requirements concerning audit and/or bonding as the Board of Directors may adopt by resolution.

3.5 Other Duties. The officers shall also perform such additional duties as may be assigned by the Board of Directors.

ARTICLE IV

Board of Directors

(Formerly known as Executive Council)

Section 1. Number of Board of Directors. There shall be a Board of Directors commonly known as the Board of Directors composed of the officers elected by the Association, the last preceding president and nine other members of the Association, three of whom shall be elected by the Regular members of the Association each year to serve for a term of three years commencing on the first day of the July next following such election and continuing thereafter until their successors are elected and qualify. The Board of Directors shall also include a representative appointed by an organization as long as the Board of Directors makes an annual finding that –

- (a) the organization's governing body has formally requested such representation and its presiding and recording officers have submitted their written certificate to that effect;
- (b) the organization's membership is limited to lawyers in good standing and law students and includes at least ten members in good standing of this Association;
- (c) the representative is a lawyer and a member in good standing of this Association;
- (d) the organization does not discriminate against individuals on the basis of race, color, creed, religion, sex, national origin, age, marital status, sexual orientation, disability, or any other legally-protected class status.

Up to five organizations shall be eligible to appoint a representative to the Board of Directors. Each organization shall be eligible to appoint a maximum of one representative. Each appointed representative shall have the identical rights and responsibilities as each elected member of the Board of Directors. Each appointed representative shall serve for a three-year term.

All members of the Board of Directors shall have general charge of the affairs of the Association, subject to the Bylaws.

Section 2. Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

Section 3. Number Required for Action by Directors. If the Association has the right to vote its membership in any subsidiary or other organization, such vote or appointment shall be made by a majority vote of the Board of Directors.

Section 4. Powers of the Board of Directors. The Board of Directors shall have the power to make rules governing its meetings and the conduct of its affairs, and to fill all offices in which vacancies occur of the remainder of the term thereof. It shall have the power and authority to conduct and to administer the

procedures by which the annual elections to all elective positions of the Association are held.

Section 5. Delegate to the ABA House of Delegates. The membership shall elect a Delegate to the American Bar Association (ABA) House of Delegates. The Delegate shall be a member of the ABA. Each Delegate shall be eligible to serve no more than two consecutive two-year terms.

Section 6. Written Action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 7. Regular Meetings. The Board of Directors shall have regular meetings at such places and times as it shall establish by resolution.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the President or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days' written notice of the time, place and purpose of such special meeting.

Section 9. Place of Meetings. The Board of Directors may hold its meetings at such places, whether in this state or in any other state, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the principal offices of the corporation.

Section 10. Electronic Communications. A conference among directors by a means of communication through which the directors may simultaneously hear each other during the conference is a meeting of the Board of Directors if the same notice is given of the conference as would be required for a meeting, and if the number of directors participating in the conference is a quorum. A director may participate in a meeting of the Board of Directors by any means of communication through which the director, other directors so participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by any of the above-mentioned means is personal presence at the meeting.

Section 11. Form of Notice. Whenever under the provisions of these Bylaws notice is required to be given to any director, notice is given:

- a) when mailed to the director at an address designated by the director at the last known address of the director or at the address of the director in the corporate records;
- b) when communicated to the director orally;
- c) when handed to the director;
- d) when left at the office of the director with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;
- e) when sent by facsimile, electronic mail (e-mail), or other electronic means, to a facsimile number, e-mail address, or other electronic designation provided by the director;
- f) if the director's office is closed or the director has no office, when left at the dwelling or usual place of abode of the director with a person of suitable age and discretion residing in the house; or
- g) when the method is fair and reasonable when all the circumstances are considered.

Notice by mail is given when deposited in the United States mail with sufficient postage. Notice is considered received when it is given.

Section 12. Waiver of Notice. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary/Treasurer, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 13. Resignation of Directors. A director may resign at any time by giving written notice to the Secretary/Treasurer of the Association. The resignation is effective without acceptance when the notice is given to the Association, unless a later effective time is specified in the notice. A director who has failed to attend four (4) meetings of the Board in any fiscal year is deemed to have resigned effective the date of the fourth missed meeting.

Section 14. Removal of Directors. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

Section 15. Filling Vacancies. In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

ARTICLE V

Meetings of The Members

Section 1. Annual Meeting. There shall be an annual meeting of the Association not earlier than the first day of April and not later than the last Saturday in May of each year, the date and place to be fixed by the Board of Directors.

Section 2. Notice of Annual Meeting. Notice of the annual meeting including the annual meeting agenda shall be given by the Secretary/Treasurer to each member at least ten (10) days before the annual meeting.

Section 3. Other Meetings. Other meetings shall be held at such times and places and with such notice as the Board of Directors may order. Twenty-five (25) Regular members may call a meeting by written request to the President and notice for such meeting must comply with the notice requirements for the annual meeting.

Section 4. Quorum. The presence in person of fifty (50) Regular members, shall be necessary to constitute a quorum at any meeting of the Association.

Section 5. Voting Rights. Each Regular member of the Association shall be entitled to one vote at all meetings of the Association or on any matter submitted to the membership for a vote by mail. No other members of the Association shall have a right to vote. No Regular member shall be entitled to vote by proxy and there shall be no cumulative voting.

Section 6. Members' Right to Call Meetings. If a regular meeting of voting members has not been held during the preceding fifteen (15) months, at least fifty (50) members with voting rights or ten percent (10%) of the members with voting rights, whichever is less, may demand a regular meeting of the members by written notice of demand given to the President or the Secretary/Treasurer of the Association. Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of members to be called and held on notice no

later than ninety (90) days after receipt of the demand at the expense of the Association.

Section 7. Number Required for Action by Members. Except where a larger portion or number is required by law or by these Bylaws, the members may take action by the affirmative vote of a majority of the members present at a duly held meeting.

ARTICLE VI

Election of Representatives to MSBA Assembly and Council

Section 1. Representatives to the MSBA Assembly. Voting representatives to the MSBA Assembly from the Second District and their respective alternates shall be elected by the Regular members of the Association. A majority of the votes cast shall be necessary to elect. Each representative may serve no more than six consecutive one-year terms.

Section 2. Representative to the MSBA Council. The representative to the MSBA Council from the Second District shall be elected by the Regular members of the Association. A majority of the votes shall be necessary to elect.

ARTICLE VII

Nominations

Section 1. Nominating Committee. The Nominating Committee shall consist of the last five (5) presidents of the Association, three (3) members appointed by the current President, all of whom are current committee or section chairs, and the current President. All Committee members must be Regular members of the Association. The immediate Past President shall chair the Nominating Committee. This Committee shall meet at least thirteen (13) weeks prior to the annual meeting and shall make nominations for the following official positions for the succeeding year:

- (a) Officers of the Association.
- (b) Members of the Board of Directors.
- (c) Members of the Board of Law Library Trustees.
- (d) Representatives to the MSBA Assembly and Council.
- (e) Secretary of the MSBA.
- (f) Delegate to the ABA House of Delegates.

At least two (2) nominations shall be made for each of the above positions, except that only one nomination may be made for the office of President. In the discretion of the Committee, only one nomination may be made for the offices of President-Elect, Secretary/Treasurer, Board of Governors of the MSBA, secretary of the MSBA and ABA Delegate.

The Committee shall notify the Secretary/Treasurer of the Association of its nominations at least eight (8) weeks prior to the annual meeting. The Secretary/Treasurer shall give each member of the Association a list of the nominees at least seven (7) weeks prior to the date of the annual meeting. The list of MSBA Delegates need not be included in this notice requirement.

Section 2. Other Nominations. Nominations for any official position in the Association, other than President, in addition to the nominees selected by the nominating committee, may be made by a petition signed by any twenty-five (25) Regular members of the Association. Such petition shall be filed with the secretary of the Association at least five (5) weeks prior to the annual meeting. Upon verification, the nominee shall be included on the election ballot. No nominations shall be made except as provided in Sections 1 and 2 hereof.

ARTICLE VIII

Judiciary Committee and Plebiscites

Section 1. Decision to Conduct Plebiscite. The Board of Directors shall have the authority to determine whether to conduct a plebiscite of the members prior to any gubernatorial appointment of a judge in the Second Judicial District or prior to any contested general election for the position of Second Judicial District judge.

Section 2. Judiciary Committee. The Judiciary Committee shall consist of nine members determined as follows:

(a) The President and President-Elect and the last retiring President of the Association shall have ex-officio membership. The other six members shall be chosen by the Board of Directors from Association members, not more than three of whom shall be on the Board of Directors of the Association.

(b) The President and President-Elect of the Association shall be, respectively, the chairperson and the vice-chairperson of the Committee. The Committee may elect a secretary from among its members.

(c) If any member is unable to serve by reason of unavailability or conflict of interest, the Board of Directors shall appoint a replacement.

Section 3. Committee Functions. The Judiciary Committee shall:

(a) Conduct an RCBA judicial plebiscite as described in the following sections.

(b) Create any subcommittee from its own members in keeping with the Articles of Incorporation and Bylaws of the Association.

Section 4. Plebiscite Procedures. In a plebiscite prior to gubernatorial appointment, the Committee shall include in the plebiscite the names of all nominees to be presented to the Governor by the judicial selection commission. In a plebiscite prior to an election, the names of all candidates which will appear on the general election ballot for the position shall be included in the plebiscite. The Committee shall conduct a plebiscite of all Regular members of the Association and shall institute procedures to maintain the confidentiality of the voting process while verifying the membership status of each voter. These procedures shall clearly state the date and time by which votes must be submitted.

Section 5. Canvassing the Votes. The Judiciary Committee shall meet immediately after the expiration of the time designated for voting and shall count or verify the votes. The Committee shall preserve the secrecy and integrity of the voting process, and may appoint other persons to assist in verification of membership status and counting the vote under the Committee's supervision. After the votes are counted, the documentation of the votes and procedures shall be preserved by the Committee for at least 15 days.

Section 6. Recommendation to Governor. After the result of the vote is tabulated in a plebiscite prior to appointment, the Committee shall forthwith report the results of the balloting to the governor. The Committee will report the number of ballots mailed, the number of ballots returned, and the number of votes received by the individual candidates. The same information may be released to the general public and the news media at a reasonable interval following delivery to the governor.

Section 7. Election Plebiscite Results. Following the counting of the ballots, the Committee shall release the results to the general public and the news media, listing the number of ballots mailed, the number of ballots returned and the number of votes received by the individual candidates.

Section 8. Appointment Before Plebiscite. If the Governor appoints before the results of a plebiscite are announced, the Committee shall cancel or discontinue the same.

ARTICLE IX

Other Committees

Section 1. Establishment. In addition to the Judiciary Committee and the Nominating Committee, the Association shall have such committees as may be established from time to time by resolution of the Board of Directors.

Section 2. Chair and Membership.

2.1 Chair. The President shall appoint a chair of each committee whose term of office shall coincide with the term of office of the President.

2.2 Membership. The membership of each committee shall be appointed annually by the President or by such other procedure as may be established by the Board of Directors. All members in good standing of the Association are eligible for membership on any committee. Persons who are not members of the Association may be appointed to membership on committee and shall have such privileges with respect to such membership as the Board of Directors may from time to time determine.

Section 3. Limitation. No committee shall represent its views, reports or comments as those of the Association without prior approval of the Board of Directors of the Association.

ARTICLE X

Executive Committee

Section 1. Membership. The Executive Committee will consist of the elected officers of the Association and the immediate Past President.

Section 2. Powers and Duties. The Executive Committee may act for the Board of Directors in all matters in the interval between meetings of the Board of Directors, subject however, at all times to the directions, review and control of the Board of Directors. The Executive Committee, if appointed, shall assist the President in discharging his or her duties and shall be specifically responsible for preparing and recommending the annual budget to the Board of Directors.

Section 3. Meetings. The Executive Committee shall meet at the call of the President, or upon call of any two members, upon forty-eight (48) hours' notice by mail or telephone. The Secretary/Treasurer shall keep a record of all resolutions adopted by the Executive Committee.

ARTICLE XI

Sections

The Board of Directors may, either upon its own initiative or under rules and guidelines established by the Board of Directors, authorize the formation of a Section or may terminate any existing Section.

ARTICLE XII

Miscellaneous

Section 1. Amendment of Bylaws. These Bylaws may be amended in accordance with the following procedure:

(a) The Board of Directors shall propose the amendment by resolution setting forth the text of the proposed amendment and directing that it be submitted for adoption at a meeting of the members.

(b) A notice of the meeting of the members stating the purpose thereof together with the text or a summary of the text of the proposed amendment shall be given to each Regular member not less than ten (10) days prior to the date of the meeting.

(c) The proposed amendment is approved by the affirmative vote of two-thirds (2/3) of the Regular members present and voting at the meeting.

Section 2. Notice. Unless otherwise provided herein, notice shall mean a notification mailed or delivered not less than five (5) nor more than thirty (30) days before the meeting, including the day of the meeting.

Section 3. Fiscal Year. The fiscal year of the Association shall begin on July 1 on each calendar year.

ARTICLE XIII **Indemnification**

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other applicable provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member, director or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, files and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall insure to the benefit of the heirs,

executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE XIV

Standard of Care and Conflicts of Interest

Section 1. Standard of Care. It is the responsibility of each director of this corporation to discharge his or her duties as a director in good faith, in a manner the director reasonably believes to be in the best interests of this corporation, and with the care an ordinary prudent person in a like position would exercise under similar circumstances.

Section 2. Conflicts of Interests. A contract or other transaction between this corporation and:

- (a) One or more of its directors, or a member of the family of a director;
- (b) A director of a related organization, or a member of the family of a director of a related organization; or
- (c) An organization in or of which one or more of the corporation's directors or a member of the family of the director are directors, officers or legal representatives or have a material financial interest;

is not void or voidable because the director or directors or the other individual or organization are parties or because the director or directors are present at the meeting of the Board of Directors or a committee of the Board of Directors at which the contract or transaction is authorized, approved or ratified, if:

- (a) The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the Association at the time it was authorized, approved or ratified; or
- (b) The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section:

- (a) A director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee or agent of the

Association, even though the first director is also receiving compensation from the Association; and

(b) A "member of the family" of the director includes the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the director, or any combination of them.