

MINNESOTA ASSOCIATION FOR JUSTICE BYLAWS

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MINNESOTA ASSOCIATION FOR JUSTICE BYLAWS

ARTICLE 1 - NAME

The name of this association shall be Minnesota Association for Justice, Inc., hereinafter referred to as MAJ.

ARTICLE 2 - CORPORATE MISSION & PURPOSE

Section 1. Mission Statement. MAJ is dedicated to the Constitution's guarantee of justice for all.

Section 2. Purpose. The purpose of MAJ is to uphold and defend the principles of the Constitution of the United States; to advance the science of jurisprudence; to train in all fields and phases of advocacy; to promote the administration of justice for the public good; to uphold the honor and dignity of the profession of law; and especially to advance the cause therefore; to encourage mutual support and cooperation among members of the bar; and to uphold and improve the adversary system and trial by jury.

ARTICLE 3 - OFFICES

Section 1. Offices. The registered office MAJ shall be that address set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation or statement of the Board of Governors filed with the Secretary of State of Minnesota changing the registered office in the manner prescribed by law. The corporation may have such other offices, within or without the State of Minnesota, as the Board of Governors shall from time to time determine.

ARTICLE 4 – MEMBERSHIP

Section 1. Levels of Membership. MAJ welcomes as members, without regard to sex, race, religion or ethnic background, all who support its mission and objectives and who are dedicated to upholding and defending the principles of the Constitution of the United States. Members shall adhere to all policies established by MAJ including, but not limited to, the application and observance of confidentiality and of nondisclosure provisions relating to confidential or sensitive information generated by MAJ or its members, a violation of which shall serve as grounds for discipline under this Article.

There shall be the following levels of membership:

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- A. **Regular Members.** Any person shall be eligible for Regular Membership in MAJ if he or she is duly licensed to practice law in the state of Minnesota and who certifies that they are: 1) of good moral character and whose practice is consistent with the objectives and goals of MAJ; 2) is engaged in any field or phase of legal advocacy; 3) is committed to the concept of a fair trial, the adversary system, the jury system and a just result for the injured, the accused, and those whose constitutional and other legal rights are jeopardized.

No person shall be eligible for or continue Regular Membership in MAJ whose practice, for the most part, represents the defense of personal injury and/or employment litigation.

A member shall be deemed a member in good standing after a signed application form is submitted, reviewed, accepted and membership dues, as determined by the Board of Governors, are paid. Upon acceptance, the signed application will serve as attestation to the membership criteria outlined herein. A person shall remain eligible to hold a Regular Membership in MAJ if he or she continues to meet the same standards upon renewal. MAJ reserves the right to review membership eligibility at any time. Regular Members in good standing shall be permitted to enjoy the benefits and privileges of membership in MAJ and shall have the right to vote and hold office.

- B. **Tort Preservation (Sustaining) Membership.** A person shall be eligible to hold a Tort Preservation (Sustaining) Membership in MAJ if he or she fulfills the criteria for Regular Membership and pays Tort Preservation (Sustaining) Membership dues as determined by the Board of Governors.

A person shall remain eligible to hold a Tort Preservation (Sustaining) Membership in MAJ provided he or she continues to meet these same standards upon renewal. Tort Preservation (Sustaining) Members in good standing shall be permitted to enjoy the benefits and privileges of the highest membership level of MAJ and shall have the right to vote and hold office. In addition to these benefits, Tort Preservation (Sustaining) members will receive additional recognition and privileges as defined by the Board of Governors.

- C. **Retired Membership.** A person shall be eligible for Retired Membership status in MAJ if he or she fulfilled the requirements of Regular Membership when he or she was actively practicing law. A person shall be eligible for a Retired Membership if they are no longer practicing law and pay Retirement Membership dues as determined by the Board of Governors. A person shall remain eligible for Retired Membership in MAJ provided he or she continues to meet these same standards upon renewal. MAJ reserves the right to review membership eligibility at any time. Retired Members in good standing shall be permitted to enjoy the benefits and privileges of the lowest level of membership but shall not have the right to hold office, vote or attend executive sessions of deliberative bodies of MAJ.

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- D. **Legacy Membership.** A person shall be eligible for a Legacy Membership in MAJ if he or she fulfills the criteria for Regular Membership and has formally documented their commitment to name MAJ as a beneficiary in either a planned gift at retirement or bequest in a last will and testament in an amount of their choosing. In addition to the benefits Legacy Members receive as determined by their Regular Membership level, Legacy Members will receive additional recognition and privileges as defined by the Board of Governors.

A person shall remain eligible to hold a Legacy Membership in MAJ provided he or she continues to meet these same standards upon renewal. Legacy Members in good standing shall enjoy the benefits and privileges of membership in MAJ and shall have the right to vote and hold office.

- E. **Alliance Membership.** A person is eligible for Alliance Membership in MAJ provided he or she: 1) is of good moral character; 2) is committed to the concept of a fair trial, the adversary system, the jury system and a just result for the injured, the accused, and those whose constitutional and other legal rights are jeopardized; 3) is engaged in any field of legal support, public advocacy, the selling of products, services, and other goods to plaintiff's trial lawyers.

A member shall be deemed a member in good standing after a signed application form is submitted, reviewed, accepted and membership dues, as determined by the Board of Governors, are paid. Upon acceptance, the signed application will serve as attestation to the membership criteria outlined herein. A person shall remain eligible to hold an Alliance Membership in MAJ if he or she continues to meet the same standards upon renewal. MAJ reserves the right to review membership eligibility at any time. Alliance Members in good standing shall be permitted to enjoy the benefits and privileges of Alliance Membership, as defined by the Board of Governors but shall not have the right to hold office, vote or attend executive sessions of deliberative bodies of MAJ.

- F. **Legal Support Specialist** – A person is eligible for a Legal Support Specialist membership in MAJ if he or she is not duly licensed to practice law but who is employed by a member of MAJ as a paralegal, forensic nurse, or other legal support specialty, and who certifies that they are: 1) of good moral character; and 2) is committed and devoted to the concept of a fair trial, the adversary system, the jury system and a just result for the injured, the accused, and those whose constitutional and other legal rights are jeopardized.

A person shall be deemed a member in good standing after a signed application form is submitted, and membership dues, as determined by the Board of Governors, are paid. Upon acceptance, the signed application will serve as attestation to the membership criteria outlined herein. A person shall remain eligible to hold a Legal Support Specialist membership in MAJ if

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he or she continues to meet the same standards upon renewal. MAJ reserves the right to review membership eligibility at any time. Legal Support Specialist members in good standing shall be permitted to enjoy the benefits and privileges of Legal Support Specialist, as defined by the Board of Governors but shall not have the right to hold office, vote or attend executive sessions of deliberative bodies of MAJ. Legal Support Specialist members, however, may vote to elect officers within the Legal Support Specialist section or on matters of policy affecting the affairs of this section as provided by these Bylaws.

- G. **Student Members** - A student who is engaged in a course of study at a law school and who certifies that they are: 1) of good moral character; and 2) is committed to the concept of a fair trial, the adversary system, the jury system and a just result for the injured, the accused, and those whose constitutional and other legal rights are jeopardized, shall be eligible for Student Membership.

A person shall be deemed a member in good standing after a signed application form is submitted, and membership dues, as determined by the Board of Governors, are paid. Upon acceptance, the signed application will serve as attestation to the membership criteria outlined herein. A person shall remain eligible to hold a Student membership in MAJ if he or she continues to meet the same standards upon renewal. MAJ reserves the right to review membership eligibility at any time. Student members in good standing shall be permitted to enjoy the benefits and privileges of Student membership, as defined by the Board of Governors but shall not have the right to hold office, vote or attend executive sessions of deliberative bodies of MAJ.

Section 2. Membership Rights & Responsibilities - Each MAJ member, according to the criteria and benefits outlined in his or her membership classification and as prescribed by these bylaws, shall:

- A. Pay annual membership dues;
- B. Receive the benefits and privileges of membership; and
- C. Cast one vote at MAJ Membership meetings.

Any MAJ member in good standing may also be eligible to:

- A. Serve on one or more MAJ committee and otherwise participate in the affairs of MAJ;
- B. Hold office or any position in MAJ.

Section 3. Membership Dues - Dues shall be set by the Board of Governors, as they may deem appropriate from time to time, for the various classes of membership as provided for in these Bylaws. Dues shall become payable in full at the beginning of each fiscal year, or on each anniversary of a member's initial date of membership.

Section 4. Membership Renewal- Membership in MAJ shall be renewed annually for a period of one year upon payment of dues, provided that the member continues to meet all other criteria for

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membership as specified in their membership classification. Membership renewal anniversaries are counted from the date of initial acceptance of membership. MAJ reserves the right to review membership eligibility at any time.

Section 5 Termination of Membership -

A. Resignation: A member may resign by submitting a written resignation to MAJ. Such resignation shall be effective on the date submitted, provided the member has satisfied any outstanding member obligations to MAJ.

B. Disbarment: A member who is disbarred shall automatically be removed from membership.

C. Suspension from Practice: A member suspended from practice shall be suspended from membership for as long as said period of suspension from practice continues. Upon reinstatement to the practice of law in Minnesota, the member may be returned to their previously held membership status, subject to and upon the approval of, the Board of Governors upon termination of said suspension.

D. Expulsion, Suspension or Censure: A member may be expelled, suspended or censured for unethical conduct or for misconduct bringing discredit to said member, MAJ or the legal profession. This power shall rest exclusively in the Board of Governors which may authorize the President to appoint a committee of three (3) to hear complaints or grievances made against a member. A member shall receive thirty (30) days' notice in writing of any complaint made against said member. The notice shall specify the charges against the member and shall advise the member of the time and place of the hearing. The hearing will be held either before the Board of Governors or a committee appointed in accordance with this section. The member may appear and present evidence on his/her behalf. If the hearing is held before a committee, the committee shall report its findings to the Board of Governors which will then decide whether to expel, suspend or censure the member. Expulsion, suspension or censure of a member shall require three-fourths (3/4) vote of the Board of Governors present and voting.

E. Defense Work: Any member of MAJ whose practice includes defense of personal injury and/or employment litigation shall not use, share or reproduce information gleaned from MAJ in their defense work and shall not share communications (emails, list serve posts etc.), members only publications and seminar materials or any other MAJ products and services with attorney's whose practice involves primarily the defense of personal injury or an attorney who is not a member of MAJ.

F. Failure to pay dues. Failure to pay dues determined by the Board of Governors and as required by these bylaws shall result in automatic termination as a member of MAJ ninety (90) calendar days following notification of membership renewal. Membership benefits may be denied, and a member shall be deemed to be not in good standing during any period dues remain unpaid. A member may rejoin MAJ and regain all membership benefits and status and member in good standing upon payment of all dues, assessments and payments in arrears.

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ARTICLE 5 - MEETING OF MEMBERS

Section 1. Time and Place of Meetings- Regular or special meetings of the members, if any, shall be held on the date and at the time and place as may be designated by the Board of Governors.

Section 2. Annual Meeting- There shall be an annual meeting of the members of MAJ to be held at such date, time and place as shall be designated by the Board of Governors.

Section 3. Notice of Meetings. Written notice for any meeting of the full MAJ membership, shall be mailed or e-mailed to each member entitled to vote, at his/her last address as shown by the books of MAJ, a notice setting out the place, date and hour of any regular meeting or special meeting of MAJ. The notice shall be mailed or e-mailed at least fifteen (15) days prior to the date of the meeting; except as otherwise provided by statute. Notice of any special meeting shall state the purpose or purposes of the proposed meeting. The business transacted at all special meetings shall be confined to the purposes stated in the notice.

Section 4. Call of Special Meetings- Special meetings of the members may be called for any purpose or purposes of the President, or by the President or Secretary of Minnesota Justice at the request of the Board of Governors or at the request of forty (40) or more members by giving written notice or demand to the President or other officer of Minnesota Justice, and containing the purposes of the meeting. Within thirty (30) days after receipt of the demand by one (1) of the officers, the Board of Governors shall cause the President to call a special meeting of the members, such meeting to be called and held on notice no later than ninety (90) days after the receipt of the demand.

Section 5. Quorum - Five percent (5%) of the members entitled to vote at any meeting, present in person, shall constitute a quorum for the transaction of business at any regular or special meeting of the full MAJ membership. If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of several members originally present leaves less than the proportion or number otherwise required for a quorum. In case a quorum is not present at any meeting, those members present shall have the power to adjourn the meeting, by a majority vote, without notice other than announcement at the meeting, until the requisite number of voting shares shall be represented. Any business that would have been transacted at the original meeting must be tabled at adjournment and taken up when the next full membership meeting is called, and the required number of members are represented.

Section 6. Voting- At each meeting of the members, each Regular Member or membership level with voting rights, shall have one (1) vote. Upon the demand of any member, vote upon any question for the meeting shall be by written ballot. All elections shall be determined, and all questions decided by a majority vote of the members entitled to vote and represented at any meeting at which there is a quorum except as otherwise required by statute. There shall be no cumulative voting.

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Section 7. Proxy. Regular Members of MAJ may vote by proxy at any regularly or specially called general meeting of the membership. All proxies shall be in writing signed by the member or by his/her duly authorized attorney in fact. Such proxy shall be filed with the Secretary of Minnesota Justice before or at the time of the meeting. No proxy shall be valid three (3) months from the date of execution, unless otherwise provided in the proxy.

Section 8. Record Date. The Board of Governors may fix a time, not exceeding sixty (60) days preceding the date of any regular meeting of MAJ members, as a date for the determination of the members entitled to notice of and to vote at any such meeting.

Section 9. Membership Lists. MAJ shall, at least ten (10) days before each meeting of its members, make a complete list of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of such member. Proxies shall be provided to those members who make a written request twenty (20) days prior to the meeting of members, such list shall also be produced and kept open at the meeting of the members and shall be open for inspection by any member during the time of the meeting.

ARTICLE 6 - BOARD OF GOVERNORS

Section 1. Authority -The Board of Governors shall be the governing body of MAJ and shall direct its affairs. The Board of Governors shall have full power and authority in intervals between the annual and regular or special meetings of MAJ to do all acts and perform all functions which MAJ itself may do or perform.

Section 2 Composition - The Board of Governors shall be comprised of:

- A. The officers of MAJ;
- B. members annually elected to serve on the Board of Governors as prescribed by these bylaws;
- C. American Association for Justice State Delegates;
- D. MAJ MSBA Delegate;
- E. American Association for Justice Board of Governor members;

The current MAJ President may appoint to the Board of Governors:

- A. The Chair and/or Co-Chair of MAJ's new Lawyers Section elected in accordance with Article 14 Section 6, Clause A to serve as ex-officio, non-voting member of the Board of Governors exempt from paying the required Board dues.
- B. The Chair and/or Co-Chair of MAJ's Women for Justice Section elected in accordance with Article 14, Section 6, Clause C, to serve as ex-officio, non-voting member of the Board of Governors exempt from paying the required Board dues.

Section 3. American Association for Justice (AAJ) State Delegates - State Delegates shall be the liaison between the Board of Governors of AAJ and MAJ, and it shall be the responsibility of the State Delegates to assist the Board of Governors of AAJ in attaining the objectives of AAJ by carrying out

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specific programs assigned to them by the Board of Governors or President. MAJ shall have two (2) delegates, one (1) to be elected each year. In the event of a vacancy in the office of State Delegate, upon notification by the Secretary of AAJ, MAJ may select an eligible member to serve the remainder of the term and shall certify that successor to the Chief Executive Officer of the AAJ within thirty (30) days after notice has been given.

Section 4. American Association for Justice (AAJ) Board Members - MAJ shall nominate at the annual convention of AAJ, to be elected as members of the Board of Governors of AAJ, such members as are provided for in the Bylaws of that Association. Such member or members shall have the duties and responsibilities as further provided in the Bylaws of AAJ. In the event of a vacancy in such office, MAJ may select an eligible member to serve the remainder of the term and shall certify that successor to the Chief Executive Officer of the AAJ within thirty (30) days after notice has been given of such vacancy. Members of the Board of Governors shall also serve as a liaison with MAJ and shall bring to the Board of Governors of the AAJ such items of business as designated by the Board of Governors of MAJ. Such members shall be elected for a term of three (3) years.

Section 5. The Founders Society - Members deemed by the Board of Governors to merit distinction by long-standing contributions or outstanding services made to the objectives and goals of Minnesota Justice may be designated as members of the Founders Society. Members of the Founders Society shall be elected by the general membership upon recommendation of the Nominating Committee. No more than three may be elected in 1998; no more than two may be elected in 1999 and no more than one may be elected each year thereafter. Members of the Founders Society shall receive the benefits, rights and privileges of the Board of Governors provided they are current members of Minnesota Justice.

Section 6. Number- The Board of Governors shall be no less than ten (10) nor more than fifty-five (55) at-large members elected from a slate of candidates developed by the Nominations Committee and submitted to the Board of Governors, with the concurrence of the Executive Committee, for a vote at the MAJ annual membership meeting in the year immediately preceding the year in which they will serve on the Board of Governors. The number of Governors shall be determined by the members at each annual meeting; Former presidents of the MAJ and any Governors having served ten consecutive years are emeritus members of the Board of Governors and shall receive the benefits, rights and privileges of the Board provided they are current members of the MAJ and pay the annual dues required for Board of Governors membership.

MAJ and shall be elected at the annual meeting by a majority vote. Each Governor shall:

- a. be elected to serve for one (1) year or until his/her successor shall be duly elected and qualified;
- b. be MAJ members in good standing paying dues at the two highest levels of membership;
- c. agree by written declaration, prior to election, not to serve on the faculty of any legal seminar which involves the same or similar subject matter as any MAJ sponsored

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- seminar within 3 months prior to or subsequent thereto without the written approval of the MAJ Education Committee during the term of service as a MAJ Governor;
- d. not serve more than ten (10) consecutive terms; and

Any Governor serving ten (10) consecutive years shall then become an emeritus member of the Board of Governors provided they are current members of the association and pay the annual dues required for Board of Governors membership.

Section 7. Meetings, Place and Notice.

- A. **Meetings.** The Board of Governors may hold meetings from time to time at any place and time as may be called by the President or by the Secretary when requested to do so upon written demand by three (3) members of the Board of Governors.
- B. **Notice.** The notice shall set forth the purpose of the meeting and shall be in writing and may be given by mail, facsimile or electronically at least ten (10) days prior to such meeting. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which the adjournment is taken.
- C. **Waiving of Notification.** A Governor may waive notice of a meeting of the Board of Governors. A waiver of notice by a Governor entitled to notice is effective whether given before, at, or after the meeting and whether given in writing, orally or by attendance. Attendance by a Governor at a meeting is a waiver of notice of that meeting, except where the Governor objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and then does not participate thereafter in the meeting.

Section 8. Authorization without Meeting. An action required or permitted to be taken at a meeting of the Board of Governors may be taken by written action signed by all the Governors or the action may be taken by written action signed by the number of Governors that would be required to take the same action at a meeting of the Board of Governors at which all Governors were present. The written action is effective when signed by the required number of Governors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all the Governors, all Governors shall be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action.

Section 9. Quorum. At all meetings of the Board of Governors, ten (10) Governors shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the Governors present may adjourn the meeting from time to time until the next requisite number of Governors shall be present. The Governors present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of several governors originally present.

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Section 10. Vacancies. Except with respect to the initial election of a Governor to fill a newly created governorship resulting from an increase in the number of Governors by action of the Board of Governors, in the manner as permitted by statute, if the office of any Governor becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Governors then in office, although less than a quorum, by a majority vote, may choose a successor who shall hold office for the unexpired term relating to such vacancy.

Section 11. Executive Committee Authority - The Board of Governors shall elect from its members an Executive Committee which shall have and exercise all the authority of the Board of Governors in the governing of the business of MAJ. Such Executive Committee shall act only in the interval between meetings of the Board of Governors and shall be subject at all times to control and direction by the Board of Governors.

A. **Membership.** The Executive Committee shall consist of:

1. MAJ's five (5) officers;
2. two (2) former MAJ presidents who served in past years one and two;
3. MAJ's Legislative Committee Chair
4. three (3) members of the AAJ Board of Governors;
5. MAJ member representative to the MSBA Board of Governors; and
6. Six (6) members of the Board of Governors who are not officers of MAJ.
7. Former presidents of the Minnesota Association for Justice having served in past years three (3), four (4) and five (5), are emeritus members of the Executive Committee and shall receive the benefits, rights and privileges of the Executive Committee, provided they are current members of MAJ and pay the annual dues required for Board of Governors membership.

B. **Elections and Terms of Executive Committee.** The Board of Governors shall elect their members to serve on the Executive Committee. The terms of all members of the Executive Committee shall be one (1) year.

C. **Meetings & Quorum of Executive Committee.** Seven (7) members of the Executive Committee shall constitute a quorum and action shall be decided by a majority vote except as provided otherwise. The President may request a telephone, mail or electronic vote of the Executive Committee in which event action shall require the affirmative vote of seven (7) members. The Executive Committee shall keep minutes of its meetings, which shall be available upon request to the members of the Board of Governors.

Section 12. Use of Name. Governors. Officers and Executive Committee members shall not permit their title or office to be used in connection with any campaign for elective or appointive public office.

Section 13. Conflict of Interest.

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- A. An officer whose impartiality or loyalty to the interests of MAJ or the public interest in a matter involving or pending before MAJ because of a personal interest, another office or position held by the officer, or the interests of a client, are in conflict, shall disclose the conflict of interest and shall recuse him/herself from presiding on any consideration of the matter or from participating in any vote on the matter.
- B. In representing a client or in making public statements in a personal capacity or as an officer, representative, or spokesperson for a person or entity other than MAJ, an officer shall not state or imply that statements made are those of MAJ, shall not use MAJ's name or the office/position held in MAJ and when necessary to avoid confusion, shall expressly state that the statements made are not made on behalf of MAJ and do not necessarily represent the views or position of MAJ on an issue.
- C. When an officer cannot serve as a spokesperson for MAJ on a matter do to a conflict of interest, the officer shall recuse him/herself from the matter and shall notify the rest of the officers and Executive Director of the recusal.
- D. The Board of Governors or Executive Committee may adopt rules and policies for determining when a conflict of interest exists and for prescribing the procedure for determining when an officer is disqualified from consideration or participation in a matter

Section 14. Removal - The removal of a Governor for good cause may be affected by a three-fourths (3/4) vote of the Board of Governors present and voting, provided however that notice of intent to propose such action is given in writing to the member and the Board of Governors at least sixty (60) days prior to the vote. Such notice will state specifically the grounds proposed for such removal.

Section 15. Attendance - Recognizing that attendance at Board Meetings and functions is an inherent responsibility of Board of Governor membership, the Executive Committee of Minnesota Justice may at its discretion, recommend to the Board of Governors, the removal of one of its members for unreasonable failure to attend meetings or functions.

ARTICLE 7 - OFFICERS

Section 1. General - The Officers of MAJ shall be the President, President-Elect, Vice President, Treasurer and Secretary. These Officers shall perform the duties prescribed by these Bylaws and by Robert's Rules of Order Newly Revised.

Section 2. President - The President shall:

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- A. Preside over the Annual Meeting of the membership;
- B. Serve as Chair of Meetings of the Board of Governors, and Chair of the Executive Committee and unless otherwise provided for in these Bylaws, shall appoint all committees and shall be an ex-officio member of all committees;
- C. Appoint such committees and task forces of the Board of Governors and of the Association as may be, from time to time, advisable;
- D. In collaboration with the other officers of MAJ the President will serve as chief spokesperson for MAJ on matters of public interest. The President or the ED/CEO, where appropriate, may designate another individual to be a spokesperson. The ED/CEO is also a spokesperson for MAJ, executing this role within policies established by the Board and Executive Committee. To the extent possible and feasible under the time constraints then existing, the ED/CEO shall coordinate his/her public appearances and statements with the President with the prevailing purpose to have a rapid and effective response to the situation. and;
- E. Appoint persons to represent and speak for MAJ on matters of public interest;
- F. Serve, with the power to vote, as an ex-officio member of all committees and task forces of MAJ and of the Board of Governors;
- G. Have such other and further duties as the Board of Governors may direct.

Section 3. President-Elect - The President-Elect shall:

- A. Assist the President, in such manner as he/she may request, in carrying out the duties of the President;
- B. Serve as a spokesperson for the Association on matters of public interest;
- C. In the absence of the President, preside over the Annual Meeting of the Membership, Meetings of the Board of Governors, or Meetings of the Executive Committee;
- D. Serve as a member of the Executive Committee and as an ex-officio member of all other committees and task forces of the Board of Governors and of the Association.

Section 4. Vice President - The Vice President shall:

- A. Serve as the chair of the Strategic Planning and Convention Planning committees and as a member of the Legislative Committee;
- B. Perform such other functions as delegated by the President, and or the Board of Governors;
- C. Assume the office after having served as Treasurer; and
- D. Serve on the Nominations Committee and perform all legal duties incident to the office of Vice President.

Section 5. Treasurer - The Treasurer shall:

- A. serve as the chair of the Finance Committee
- B. maintain records to give an accurate accounting of the financial transactions of MAJ and render such reports as the membership or the Board of Governors may require;

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- C. serve as the official custodian of all funds of MAJ and oversee the collection, disbursement, investment and accounting for all funds of MAJ;
- D. submit financial reports to the Board of Governors and the Executive Committee at each of its meetings and to the membership at the annual meeting;
- E. perform all legal financial duties incident to the office of Treasurer; and
- F. perform such other functions as delegated by the President and or the Board of Governors.

Section 6. Secretary - The Secretary shall:

- A. serve as the Chair of the Membership Committee and as such, oversee the annual membership recruitment goals and objectives; address breaches of membership participation and rules and serve as the Chair for any grievance between members.
- B. perform all legal duties incident to the office of Secretary;
- C. transmit the results of MAJ's annual election to the general membership and certify the validity of the election results;
- D. maintain and authenticate official records of attendance at all meetings of the Board of Governors and the Executive Committee.
- E. ensure all required notices by these Bylaws are given; and
- F. perform such other functions as delegated by the President, and/or the Board of Governors.

Section 7. Election of Officers - All the officers shall be elected at the annual meetings of MAJ and shall hold office to the annual meeting of the following year, or until their successors shall be elected or take office and have qualified.

Section 8. Officer Terms - The Officers shall serve for a one-year term, or until their successors are elected. The term of office shall begin at the close of the election business meeting of the Annual Convention. No member shall hold more than one office at a time.

Section 9. Officer Resignations - Any officer may resign at any time by giving written notice to the Board of Governors or to the President. The resignation shall take effect at the time specified in the notice, and unless otherwise specified therein, acceptance of the resignation shall be necessary to make it effective.

Section 10. Officer Removal - The removal of any officer may be removed for good cause by the affirmative vote of three-fourths (3/4) of the members of the Board of Governors provided however that written notice of intent to propose such action is given to the member and the Board of Governors at least thirty (30) days prior to the vote. Such notice shall suffice to fulfill all notice requirements herein-before required and shall contain specific grounds for the proposed removal.

Section 11. Vacancies –

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(A) In the event of a vacancy in the office of President, the duties, powers and responsibilities of President shall be assumed immediately by the next officer in the line of succession as follows: President-Elect, Vice President, Treasurer, and Secretary.

(B) A vacancy in the office of President-Elect shall exist until the next election at the Annual Convention.

(C) In the event of a vacancy in the office of Vice President, Treasurer, or Secretary, notice of the vacancy shall be given to the members of the Board of Governors, which shall elect to fill the vacancy by majority vote at a meeting to be held not sooner than thirty days after such notice has been given. The officer so elected shall serve until the next Annual Convention.

(D) For purposes of this Article, a vacancy arises upon the death, resignation or removal of an officer, or upon certification by two-thirds vote of the Board of Governors that an officer is mentally or physically unable to fulfill the duties of office.

Section 12. Additional Appointments - The Board of Governors may appoint such other officers, agents and employees as the Board may deem advisable. Each officer, agent or employee so appointed shall hold office at the pleasure of the Board of Governors and shall perform such duties as may be assigned to him/her by the Board of Governors.

Section 13. Delegation of Authority - An officer elected or appointed by the Board of Governors may delegate some or all of the duties and powers of an office to other persons, provided that such delegation is in writing. An officer who delegates the duties or powers of an office remains subject to the same standard of conduct for an officer with respect to discharge of all duties and powers so delegated.

ARTICLE 8 - STAFF

Section 1. Staff - The Board of Governors shall select and retain an Executive Director who will serve as the Chief Executive Officer (CEO) of MAJ and who shall manage and direct all activities of MAJ subject to the policies of the Board of Governors and through oversight of the Executive Committee. The Executive Committee shall set the qualifications and compensation of the Executive Director.

Section 2. Duties, Role and Responsibilities - The Executive Director shall:

1. Employ and may terminate the employment of staff necessary to carry out the work of MAJ and fix their compensation within the approved budget with the advice and consent of the Finance and Executive Committees;

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2. Define the duties of staff, supervise their performance, establish their titles, direct the operations of the entire staff and delegate those responsibilities of management as shall be in the best interest of MAJ;
3. Keep MAJ's financial records, and supervise, direct authorize, manage and control the receipt and expenditure of monies in conjunction with the duties of the Treasurer and consistent with the annual budget of MAJ;
4. File necessary reports with Federal, State and local offices as required by law, or directed by the Board of Governors and/or the Executive Committee;
5. Attend all meetings of the Board of Governors and the Executive Committee and such other committee meetings as he or she may deem advisable;
6. Serve as an advisor to the Board of Governors and as an ex-officio member of the Executive Committee without the power to vote; and
7. Perform all such other services incident to his or her office and as are required or directed by the Board of Governor and/or the Executive Committee

Section 3. Use of Name -

The Executive Director shall not permit their title to be used in connection with any campaign for elective or appointive public office

The Board of Governors shall have the right to employ and/or terminate the Executive Director of MAJ. The Executive Director shall have the right to employ and/ or terminate all other staff personnel as deemed necessary or appropriate to carry out the functions of the MAJ. The compensation and duties of all executive personnel shall be fixed by the Board of Governors.

ARTICLE 9 – INDEMNIFICATION

Section 1. Indemnification of Governors and Officers - To the fullest extent permitted by any applicable law, MAJ shall indemnify each person made or threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of MAJ, solely because he/she is or was serving as:

- (A) a director, officer, employee, member of a committee or section of MAJ or a representative of the Board of Governors, or
- (B) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer, employee, member of a committee or section of MAJ or representative of the Board of Governors, is or was serving another corporation at the request of MAJ or whose duties as a director, officer, employee, member of a committee of MAJ or representative of the Board of Governors involve or involved such service to the other

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corporation, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue to be provided to a cover a person who has ceased to be a director, officer, employee, committee or section member or representative of the Board of Governors, shall inure to the benefit of the heir, executors, and administrators of such person, and shall apply whether the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

Section 2. Insurance – MAJ may, at its discretion, purchase and maintain insurance on behalf of any person against any liability asserted against him/her and incurred by him/her provided that no indemnification shall be made under any policy of insurance for any act which could not be indemnified by MAJ under the previous Article.

ARTICLE 10- ELECTIONS AND VOTING

Section 1. General - The President shall appoint a Nominations Committee to nominate persons as Executive Officers of MAJ; to nominate members for AAJ State Delegates and Board of Governors; and to nominate members to serve on the MAJ Board of Governors. The Nomination Committee shall also make recommendations for MAJ's awards and special recognition. The Nominations Committee shall follow and publish to the membership the criteria for the incoming officer position(s) prior to the call for nominations. These criteria shall be maintained and approved by the Executive Committee.

Section 2. Composition - The Nominating Committee shall consist five (5) members to include:

- A. The President;
- B. The President-Elect
- C. The Vice President
- D. two (2) at-large members appointed by The President

Section 3. Appointment - The Nominations Committee shall be appointed at least one hundred and twenty (120) days prior to the annual meeting.

Section 4. Nominations -

- A. The Nominations Committee shall nominate qualified members to serve on the Board of Governors who agree to meet the requirements of the Board of Governors.
- B. The Nominations Committee shall report back to the Board of Governors with its recommendations for nomination not less than sixty (60) days preceding the annual meeting.

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The Board of Governors shall, at least thirty (30) days prior to the annual meeting, make its recommendations on the Nomination Committee's report for the general membership.

- C. Nominations may also be made at the annual meeting, by written petition, signed by at least five (5) eligible voting members, supporting a candidate to any elected office. All contested elections shall be by secret ballot.

ARTICLE 11 – PARLIMENTARY AUTHORITY

Robert's Rules of Order, latest edition, shall be MAJ's final authority on all questions of procedure and parliamentary law to the extent such Rules are not inconsistent with or covered by these Bylaws or any special rules of order MAJ may adopt.

ARTICLE 12 – FISCAL AFFAIRS

Section 1. Fiscal Year - The Fiscal Year of MAJ shall begin on September 1st and end on August 31st of each calendar year. The MAJ fiscal year shall be determined by the resolution of the Board of Governors.

Section 2. Budget -

- A. At least sixty (60) days prior to the Annual Convention, the ED/CEO shall submit to the Finance Committee a proposed budget for the coming fiscal year consistent with the organizations strategic plan, audited financial statements and previous year's financial performance.
- B. The Finance Committee, as defined in Article XIV, section 5, paragraph (A) shall prepare the proposed budget based upon the proposed recommendations submitted by the ED/CEO, Board of Governors, organizational planning priorities and other budgetary considerations. The Finance Committee shall submit the proposed budget with recommendation to the Executive Committee at its July meeting. Upon approval from the Executive Committee, the new fiscal year budget will be submitted to the Board of Governors prior to the August Board of Governors meeting.
- C. The Board of Governors shall, at its meeting at the Annual Convention, approve a final budget for the coming fiscal year by a majority vote and the approved budget shall be made available for examination by any Regular member of MAJ.

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Section 3. Authorization to Incur Debt - MAJ officers and the Chief Executive Officer are authorized to incur debt and pay MAJ expenses in accordance with these bylaws and as otherwise authorized by the budget adopted by the Board of Governors not later than the last scheduled board meeting prior to the fiscal year for which the budget applies.

Section 4. Checks and Documents - All checks or demands for money and notes of MAJ and all their instruments, documents or deeds of every kind, nature and description, required to be executed in the name and on behalf of MAJ, shall be signed by such officers: The Executive Director, Treasurer or agents of MAJ, as the Board of Governors may from time to time by resolution designate. The expenditure of any funds over \$5,000 must be approved by the Finance Committee. The Board of Governors or Executive Committee shall, by majority vote, approve or deny the expenditure.

Section 5. Justice Fund - the MAJ Justice Fund is a safety net fund to be used for various purposes including addressing unexpected expenses. Expenditures from the Justice Fund under \$50,000 are to be approved by the Finance and Executive Committees. Expenditures from the Justice Fund over \$50,000 shall be two thirds 2/3 majority of the Board of Governors on recommendations received from the Finance and Executive Committees.

Section 6. Contracts - The Board of Governors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of MAJ, and such authority may be general or confined to specific instances.

ARTICLE 13 – REPRESENTATION

Section 1. Individual Representation - No Board of Governor, member of the Executive Committee, MAJ officer, individual member or as a member of an MAJ membership committee, shall assume to represent MAJ or any MAJ Committee before any legislative, administrative or judicial board, in any court or before any other tribunal unless authorized to do so by the Executive Committee or otherwise stated in these Bylaws. Except for the Amicus Curiae Committee, whenever representation requires the filing of any brief, a substantial copy of the proposed brief shall, before it is filed, be submitted to and approved by the Executive Committee or such of its members as the Executive Committee may designate to act for it.

Section 2. Committee Representation -

- (A) No report, recommendation or other action of any MAJ committee shall be considered as the action of MAJ unless, and until, it has been approved or authorized by the Board of Governors or Executive Committee. Any printed material containing any report, recommendation or proposal circulated by any MAJ committee shall have clearly indicated thereon that the same

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does not represent the view or action of MAJ unless the Board of Governors and or the Executive Committee have approved acting.

(B) Upon approval, any report, recommendation or other action must be reviewed by the ED/CEO to ensure proper usage of MAJ name, logo or other identifying information.

ARTICLE 14 – COMMITTEES & SECTIONS

Section 1. General - MAJ shall have committees and sections to work with staff in the planning and execution of membership products and services. The MAJ Board of Governors or their designee may establish ad hoc committees when needed.

Section 2. Definition - Standing Committees are defined membership committees whose scope of work is essential in advising, developing and guiding the day to day operations of MAJ. There shall be the following standing committees:

- Amicus Curiae
- Convention
- Education
- Executive
- Finance
- Legislative
- Membership
- Nominations
- Publications
- Public Relations & Communications
- Strategic Planning

Section 3. Appointments - Except where already established in these Bylaws, the President of MAJ shall appoint chairs to each standing committee annually, within thirty (30) days after the annual membership meeting. The President shall also appoint members to the Amicus Curiae Committee and the Finance Committee. Membership in all other committees is open to all members of MAJ.

Section 4. Committee Scope and Purpose - Except where otherwise defined within these Bylaws, MAJ's Standing Committees shall have the following scope and purpose:

A. Amicus Curiae Committee:

- a. **Chair.** The Amicus Curiae Committee Chairperson is appointed by the President annually. Co-chairs shall be appointed by the Committee at the start of the organizational fiscal year.

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- b. **Duties.** The Amicus Curiae Committee in addition to other duties as may be assigned by the Board of Governors and the Executive Committee, shall:
 - i. The Committee meets on an annual basis and at the call of the chair.
 - ii. Submit Amicus Curiae briefs to the Minnesota Appellate Courts in significant and appropriate cases;
 - iii. The Committee accepts solicitations from members and non-members alike, provided that the case presents an issue of statewide importance to our profession or one which is significant to our members; and
 - iv. The committee may adopt Bylaws subject to approval by the Board of Governors, setting forth the procedures, duties and responsibilities in meeting its objectives and goals.
- c. **Membership.** The MAJ Amicus Curiae Committee is a unique membership committee within MAJ. Unlike other committees in the organization, to become a voting member of the Amicus Curiae Committee, members must be appointed by the sitting President.
 - i. Members interested in being appointed to the MAJ Amicus Curiae Committee should contact the MAJ Staff. The request will be forwarded to the sitting President for consideration.
 - ii. Committee members will be required to reaffirm their intent to remain active on the committee on a yearly basis.

A. Convention Planning Committee:

- a. **Chair.** The Convention Planning Committee is chaired by the President-Elect. Co-chairs shall be appointed by the President or Committee at the start of the organizational fiscal year
- b. **Duties.** The Convention Planning Committee, in addition to other duties as may be assigned by the Board of Governors and the Executive Committee, shall:
 - i. Develop the annual themes, continuing legal education program and keynote addresses for the MAJ Mid-Winter meeting and the Annual Convention including:
 - 1. Identification, solicitation or recruitment of faculty;
 - 2. identification, solicitation or recruitment of keynote speakers;
 - 3. Identification of sponsors or vendor exhibitors for the Annual Convention; and
 - 4. Review and approve Mid-Winter and Convention membership appreciation or marketing materials.
 - ii. Periodically review, by request for proposals, the location of the Mid-Winter Meeting and Annual Convention and provide recommendation for the location of each event;
 - iii. Review brochures, promotional, educational and marketing materials for the Mid-Winter meeting and Annual Convention; and

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- iv. Review, on an ongoing basis, existing MAJ policies and procedures regarding membership issues, and propose additions, deletions or other modifications to the Board of Governors as the committee deems advisable.

B. Education Committee:

- a. **Chair.** The chair of the Education Committee is appointed annually by the incoming President. The Chair of the Education Committee also serves on the MAJ Finance Committee as defined in Article 14, Section 4, B. Co-chairs shall be appointed by the President or Committee at the start of the organizational fiscal year
- b. **Duties.** The Education Committee, in addition to other duties as may be assigned by the Board of Governors and the Executive Committee, shall:
 - i. Oversee and participate in the implementation of MAJ's annual continuing legal education program, to include speaking at seminars and otherwise assisting in even promotion and marketing;
 - ii. Adoption of an annual calendar by August of each year, which outlines the dates, locations, means, and topics of all seminars and education events for the coming year;
 - iii. Identify specific and emerging topics for MAJ seminars and other educational events to appeal to current and potential MAJ members, and suggest standards and other criteria that must be met by speakers at MAJ seminars and educational events;
 - iv. Coordinate and collaborate with other legal associations to co-sponsor continuing educational seminars and events of mutual benefit of the memberships of MAJ and any participating associations; and
 - v. Review, on an ongoing basis, existing MAJ policies and procedures regarding continuing legal education issues, and propose additions, deletions or other modifications to the Board of Governors as the committee deems advisable.

C. Finance Committee:

- a. **Chair & Composition.** The Finance Committee shall be chaired by the Treasurer and will be composed of the President, President-Elect, Vice President, Secretary, the Chair of the Publications Committee, the Chair of the Education Committee and the Chair of the Legislative Committee.
- b. **Duties.** The Finance Committee, in addition to other duties as may be assigned by the Board of Governors and Executive Committee, shall:
 - i. Oversee preparation of the MAJ budget, to include the adoption of an annual budget preparation calendar, to ensure that it reflects MAJ's programs and priorities;
 - ii. Monitor the budget throughout the year to determine if anticipated income and expenditures are in line with reasonable estimates;

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- iii. Report findings and make recommendations on the adopted budget periodically, or when otherwise necessary and advisable to do so, to the Board of Governors and the Executive Committee; and
- iv. Review, on an ongoing basis, existing MAJ policies and procedures regarding budget and investment matters and propose additions deletions or other modifications to the Board of Governors or Executive Committee as the Committee deems advisable.

D. Legislative Committee:

- a. **Chair.** The Chair of the Legislative Committee is appointed by the President and serves a two-year term, coinciding with the Minnesota legislative biennium.
- b. **Duties.** The Legislative Committee, in addition to other duties as may be assigned by the Board of Governors and the Executive Committee, shall:
 - i. Oversee the development and implementation of MAJ's annual legislative program, to include the solicitation of MAJ's membership for suggested new legislation or the repeal of undesirable or unnecessary laws, vetting of ideas and suggestions and the development of a prioritized list of MAJ sponsored legislation;
 - ii. Review and evaluate pending legislation, including proposed amendments, and provide comments and suggested changes to such legislation;
 - iii. Review and evaluate all proposed initiatives having potential impact on members and or their clients, or MAJ itself, and render such suggestions, recommendations and reports as may be warranted;
 - iv. Work closely with MAJ's legislative lobbying team to hold strategy sessions, to contact legislative members and other relevant parties when deemed advisable and by whatever means deemed most appropriate and to identify MAJ members deemed best suited to testify at a legislative hearing given the legislative issue or matter at hand; and
 - v. Review, on an ongoing basis, existing MAJ policies and procedures regarding public relations and communications issues, and propose additions, deletions or other modifications to the Board of Governors or Executive committee as the committee deems advisable.

E. Membership Committee:

- a. **Chair.** The Chair of the Membership Committee is the Secretary of the Board of Governors. Co-chairs shall be appointed by the President or Committee at the start of the organizational fiscal year
- b. **Duties.** The Membership Committee, in addition to other duties as may be assigned by the Board of Governors and the Executive Committee, shall:

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- i. Review and evaluate MAJ's membership recruitment and retention programs to ensure overall effectiveness of efforts;
- ii. Oversee the organization and implementation of regular ongoing membership drives, phone banks and other promotional efforts designed to increase MAJ membership;
- iii. Review questions of membership eligibility, recommend, review and provide approval of membership applications, and otherwise resolve disputes involving such matters;
- iv. Review, on an ongoing basis, existing MAJ policies and procedures regarding membership issues, and propose additions, deletions or other modifications to the Board of Governors as the committee deems advisable: and
- v. Recognize the value of diversity in our membership, administrative and support staff and in the recruitment of members and will regularly review all policies, procedures and recruitment efforts to assure promotion of diversity in our membership.

F. Publications:

- a. **Chair.** The Chair of the Publications Committee is appointed annually by the incoming President. The Chair of the Education Committee also serves on the MAJ Finance Committee as defined in Article 14, Section 4, B. Co-chairs shall be appointed by the President or Committee at the start of the organizational fiscal year
- b. **Duties.** The Publications Committee, in addition to other duties as may be assigned by the Board of Governors and the Executive Committee, shall:
 - i. Oversee MAJ's efforts to communicate its mission, purpose, programs and issues of significance to its membership and the public by magazines, newsletters, flyers, advertisements, MAJ's website and any other electronic or print means;
 - ii. Review and evaluate news items and editorials involving the trial bar, civil justice issues, and other legal matters of interest to MAJ and suggest a response to the President when appropriate;
 - iii. Propose, review and participate in the development of legal manuals, tool kits and other publications on subjects of interest which provide practical assistance to members in their practice;
 - iv. Develop an annual calendar for MAJ's *Trial* magazine including:
 1. Themes for each issue;
 2. Cover stories;
 3. Articles which enhance and assist members in their practice;
 4. Articles addressing the effect of recent court opinions or legislative changes;
 5. Identification, solicitation or recruitment of authors; and

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6. Editing submitted materials for timely publication.
- v. Review, on an ongoing basis, existing MAJ policies and procedures regarding member communication issues, and propose additions, deletions or other modifications to the Board of Governors as the committee deems advisable.

G. Public Relations & Communications Committee.

- a. **Chair.** The Chair of the Public Relations Committee is the President-Elect. Co-chairs shall be appointed by the President or Committee at the start of the organizational fiscal year. The Public Relations & Communications Committee, in addition to other duties as may be assigned by the Board of Governors or the Executive Committee shall:
 - i. Oversee MAJ's efforts to communicate its mission, purpose and programs to its members and the public by magazines, newsletters, flyers, advertisements, MAJ's website and or any other electronic or print means;
 - ii. Review and evaluate news items and editorials involving the trial bar and suggest a response to the President when appropriate;
 - iii. Review existing programs and develop new ones to communicate MAJ's activities to its members and involve them in its grassroots efforts;
 - iv. Propose and participate in MAJ programs and efforts to foster the widest understanding of legal issues involving the trial bar among legislative members, community, fraternal, business and industrial groups, the judiciary and bar associations; and
 - v. Review, on an ongoing basis, existing MAJ policies and procedures regarding public relations and communications issues, and propose additions, deletions or other modifications to the Board of Directors as the committee deems advisable.

H. Strategic Planning Committee:

- a. **Duties.** The Strategic Planning Committee, in addition to other duties as may be assigned by the Board of Governors and the Executive Committee, shall:
 - i. Organize and lead the strategic planning efforts of MAJ including a planning retreat for the Board of Governors every five years;
 - ii. Develop, review and edit an organizational strategic business plan;
 - iii. Provide ongoing advice and recommendations on the implementation of MAJ's strategic business plan;
 - iv. Periodically review the adherence of MAJ brand attributes by conducting a review of MAJ publications, website and educational program;
 - v. Solicit from the Board of Governors, the Executive Committee, and membership ideas for improving services to members; including conducting a periodic membership census of MAJ's products, services and policy work;
 - vi. Review and provide advice on changes in strategic direction including proposal of new staff positions or revision of job descriptions; and

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- vii. Review, on an ongoing basis, existing MAJ policies and procedures regarding membership issues, and propose additions, deletions or other modifications to the Board of Governors as the committee deems advisable.

I. Other Committees:

- a. MAJ may convene additional membership committees which, in addition to other duties as may be assigned by the Board of Governors and the Executive Committee, shall:
 - i. Be focused on a specific practice area to provide assistance and support amongst members;
 - ii. Develop, recruit and implement continuing legal educational seminars specific to a practice area;
 - iii. Provide technical assistance, support and recommendations to the Amicus Curiae or Legislative Committees based on practice specific legal issues and concerns;
 - iv. Provide recommendations to the Publications Committee for articles, legal manuals or toolboxes and other publications to enhance the practice of members in specific practice areas;
 - v. Review, on an ongoing basis, existing MAJ policies and procedures regarding membership issues, and propose additions, deletions or other modifications to the Board of Governors as these committees deem advisable.

Section 6. Section Definition - Sections are defined as membership entities focused on specific characteristics that define members beyond practice area, which provide a unique view of MAJ's policies, procedures, programs and services. New sections may be recommended to the MAJ Board of Governors and Executive Committee. There shall be the following sections of members:

- A. **New Lawyer Section.** Any member of the MAJ who has been in the practice of law for seven (7) years or less shall be eligible for membership in the New Lawyer Section. The New Lawyer Section shall annually, at the first meeting of the section following the annual meeting, vote to elect a chair or co-chairs within their section. A chair and/or co-chair may be appointed by the current President to also serve as ex-officio, non-voting member of the Board of Governors exempt from paying the required Board dues and shall set policy and programmatic priorities affecting the affairs of this Section.
- B. **Paralegal Section.** Any person who is not duly licensed to practice law but who is employed by a member of MAJ as a paralegal shall be eligible for membership in the Paralegal Section. Paralegal Section members shall annually, at the first meeting of the section following the annual meeting, vote to elect officers within their section and shall set policy and program priorities affecting the affairs of this Section.
- C. **Women for Justice Section.** Any member of the MAJ shall be eligible for membership in the Women for Justice Section. Women for Justice Section members shall annually, at the first meeting of the section following the annual meeting, vote to elect a chair or co-chair within their

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section. A chair or co-chair may be appointed by the current President to also serve as ex-officio, non-voting member of the Board of Governors exempt from paying the required Board dues and shall set policy and programmatic priorities affecting the affairs of this Section.

ARTICLE 15 – AMENDMENTS

These Bylaws may be amended by a majority vote of the members present, at a duly called meeting for that purpose. Amendments may be proposed either by a petition of ten percent (10%) or more of the members of MAJ, or by resolution of the Board of Governors. Such amendments shall be proposed in writing not less than sixty (60) days prior to a meeting of the members called for amending the bylaws or the Annual meeting and shall be circulated to the membership in written form not less than thirty (30) days prior to the annual meeting.

ARTICLE 16 - TRIAL PAC

Section 1. There shall be a political fund established by the MAJ, hereafter known as TRIAL-PAC, registered with the Minnesota Campaign Finance and Public Disclosure Board.

Section 2. The political fund shall maintain a separate checking account, and a separate trust account shall be created to screen the source of funding to ensure that no corporate contributions enter the political fund.

Section 3. The political fund shall be voluntary donations. The amount of dues allocated to the political fund shall be determined by a majority vote of the Board of Governors.

Section 4. The President shall appoint a TRIAL-PAC Committee; designate a committee chair, a secretary-treasurer, and a TRIAL-PAC Administrator.

Section 5. The TRIAL-PAC Committee and the TRIAL-PAC Administrator shall be responsible for soliciting, receiving, holding, administering, investing and disbursing political gifts or contributions made to it by the MAJ, Lawyers, and other associations and interested persons to be used for the past, present or future contributions to candidates for political or public office or for similar purposes. The activities of the committee shall conform in all respects to the laws of the State of Minnesota and of the United States.

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Section 6. The TRIAL-PAC Committee or its Administrator shall have the authority to incur expenses necessary to carry out the purposes of the political fund. These expenses shall be paid by the MAJ. The members of the committee shall serve without compensation.

Section 7. The secretary-treasurer of the political fund shall be responsible for the preparation of and retention of the minutes of the committee meetings and maintenance of such other records as may become required by the State or Federal Government. The secretary-treasurer shall be responsible for the control of the monies during possession thereof by the committee. He/she shall be responsible for the investment of surplus funds consonant with State and Federal laws and shall be responsible for the filing of any returns or reports required by State or Federal law.

Section 8. The TRIAL-PAC administrator may select a Certified Public Accountant to perform an audit at the close of the fiscal year. The fiscal year shall run concurrent with the fiscal year of the Minnesota Association for Justice (MAJ).

Section 9. Campaign contributions will be made to appropriate candidates for elective office in Minnesota. The decisions to be made as to recipients and as to amounts shall be the sole prerogative of a majority of the TRIAL-PAC Committee, with the exception that the TRIAL-PAC Administrator may decide to make expenditures for political fundraising events. The Committee will consider recommendations from any source, but they may not delegate the final decision authority.

Section 10. Parliamentary decisions shall be determined by Roberts Rules of Order. A quorum shall be three-fifths of the incumbent committee.

Section 11. Meetings of the committee shall be by a call of the Committee Chair. In addition, a meeting shall be called by the chair at the written request of two members of the committee. There shall be not less than one committee meeting each fiscal year.

Amended August 2007

Amended February 2012

Amended February 2017

Amended August 2018