

**BYLAWS OF THE ANTITRUST, FRANCHISING
& TRADE REGULATION SECTION
OF THE STATE BAR OF MICHIGAN**

**ARTICLE I
NAME AND PURPOSES**

SECTION 1. This Section shall be known as the Antitrust, Franchising & Trade Regulation Section of the State Bar of Michigan.

SECTION 2. The purposes of this Section shall be to study the laws and procedures pertaining to federal and state regulation of commerce, including the antitrust laws and other laws related to trade regulation, franchises and dealerships; to promote the fair and just administration of said laws; to study and report upon proposed legislation; to promote the legal education of members of the bar and the general public on the problems of Antitrust and other related laws including those relating to trade regulation, franchises and dealerships by sponsoring meetings, institutes and conferences devoted to the problems of said laws by the preparation and dissemination of pamphlets and brochures with respect thereto and by preparing, sponsoring and publishing legal writings relating to antitrust, trade regulation, franchises and dealerships.

**ARTICLE II
MEMBERSHIP**

SECTION 1. Each member of the Section shall pay to the State Bar of Michigan annual dues of Twenty Dollars (\$20.00). Said dues shall be paid in advance each year, beginning on the first day of October 1984. Any member of the Section whose annual dues shall be more than six months past due shall thereupon cease to be a member of the Section. Members so enrolled and whose dues are so paid shall constitute the membership of the Section. Membership shall be limited to active members of the State Bar of Michigan.

SECTION 2. Newly admitted members to the State Bar of Michigan, upon written request, shall become members of the Section for the balance of the fiscal year in which application is made, without payment of dues to the Section, if such written request is made in the first year of membership in the State Bar of Michigan.

SECTION 3. Those not qualifying under Section 2 who makes application on or after the date of the annual meeting of the Section shall have their payment for the first year's dues credited to the end of the next full calendar year following such date of application.

**ARTICLE III
COUNCIL**

SECTION 1. There shall be a Council of the Section consisting of twelve members at large to be elected by the Section as hereinafter provided, the officers of the Section, and ex officio

members as provided in Section 6. The retiring Chair of the Section shall be an honorary member of the Council for one year following his retirement for the purpose of advising and counseling with the Council, but without right to vote.

SECTION 2. At each annual meeting of the Section, four Council members at large shall be elected for a term of three years beginning at the close of the annual meeting at which they shall have been elected. Council members at large also shall be elected to serve the remainder of the term of any vacancy then existing.

SECTION 3. No person shall be eligible for election to the Council as a member at large who has served as a member of the Council during each of the six years immediately preceding the term for which the election is held.

SECTION 4. NOMINATIONS. At or before the last meeting of the Council prior to each annual meeting of the Section, the Chair shall appoint a nominating committee of three members of the Section, which committee shall make and report nominations to the Section for Council members at large to succeed those whose terms will expire at the close of the next annual meeting and to fill vacancies then existing for unexpired terms. Other nominations for Council members at large may be made from the floor.

SECTION 5. ELECTIONS. All elections shall be by written ballot unless otherwise ordered by resolution duly adopted by the Section at the annual meeting at which the election is held.

SECTION 6. EX OFFICIO MEMBERS. The following persons shall be ex officio voting members of the Council:

- (a) The Section Publications Editor, who shall be elected by the Council at the time of the election of Officers of the Section; and
- (b) The Assistant Attorney General (or equivalent) having primary responsibility for antitrust enforcement with the Michigan Department of Attorney General.

ARTICLE IV ELECTION OF OFFICERS

SECTION 1. The Officers of the Section shall consist of a Chair, a Vice-Chair, a Secretary and a Treasurer, all of whom shall be Officers or members at large of the Council at the time of their election as Officers.

SECTION 2. The election of Officers shall occur at the first meeting of the Council to be held immediately following the annual meeting of the Section. (Commencing with the meeting of the Council after the annual meeting, which follows the annual meeting at which these Bylaws are

adopted.) The Vice-Chair shall automatically succeed to the office of Chair and only the Vice-Chair, Secretary and Treasurer shall be elected by the Council, provided that if the Office of Vice-Chair is vacant, and the Chair then in office cannot succeed himself, all Officers shall be elected by the Council. The Officers shall serve a term of office commencing with their election at the first meeting of the Council and terminating at the following annual meeting or until their successors have been elected or appointed.

SECTION 3. No person shall serve more than one full term in the same office in any five-year period.

SECTION 4. ELECTIONS. All elections shall be by written ballot unless otherwise ordered by resolution duly adopted by the Council at the meeting at which the election is held.

ARTICLE V DUTIES OF OFFICERS

SECTION 1. CHAIR. The Chair shall preside at all meetings of the Section and of the Council. He shall formulate and present at each Annual Meeting of the State Bar of Michigan a report of the work of the Section for the then past year. He shall perform such other duties and acts as usually pertain to his office.

SECTION 2. VICE-CHAIR. The Vice-Chair elected by the Council shall automatically succeed to the office of Chair at the conclusion of his term as Vice-Chair, or earlier upon the existence of a vacancy in the Office of Chair. In the event he succeeds to the Chairship prior to having served his full term as Vice-Chair, he shall, upon completion of the term of office of the prior Chair whom he succeeded, continue automatically in the Chairship for an additional full term of Office. Absent such vacancy in the office of Chair, the Vice-Chair shall nevertheless act as Chair in all cases where the Chair does not act because of absence or otherwise. He shall preside at meetings in the absence of the Chair and shall assist the Chair in planning, correlating and coordinating the projects and activities of the Section.

SECTION 3. SECRETARY. The Secretary shall be the custodian of all books, papers, documents and other property of the Section except money and financial records. He shall keep a true record of the proceedings of all meetings of the Section and of the Council. He shall assist the Chair in the preparation of a summary or digest of the proceedings of the Section for publication in the annual report of the State Bar of Michigan.

SECTION 4. TREASURER. The Treasurer shall keep a true record of all moneys received and disbursed and report thereon to the Council whenever requested. Annually, the Treasurer shall submit a financial report for presentation to the members of the Section.

ARTICLE VI DUTIES AND POWERS OF THE COUNCIL

SECTION 1. The Council shall have general supervision and control of the affairs of the Section subject to the Supreme Court Rules Concerning the State Bar of Michigan and the Bylaws of the State Bar of Michigan and the Bylaws of the Section. It shall especially authorize all commitments or contracts, which shall entail the payment of money, and shall authorize the expenditure of all moneys appropriated for the use or benefit of the Section. It shall not, however, authorize commitments or contracts, which shall entail the payment of more money during any fiscal year than the amount which shall have been previously appropriated to the Section for such fiscal year.

SECTION 2. The Council may authorize the Chair to appoint committees from Section members to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these Bylaws and the Bylaws of the State Bar of Michigan. The Chair may appoint the chairs and members of such committees and may, or on direction of the Council shall, remove any chair or member from such committees and fill vacancies on such committees created by removal or resignation.

SECTION 3. The Council, during the interim between annual meetings of the Section, shall fill vacancies in its own membership caused by an expansion of the number of seats on the Council or for any other reason, or in the offices of Secretary and Treasurer, or, in the event of a vacancy in both the office of Chair and Vice-Chair, then in the office of Chair. Members of the Council, and officers, so elected shall serve until the close of the next annual meeting of the Section, at which the vacancies shall be filled for the remainder of their respective terms by special election conducted concurrently with the regular elections as provided in Article III herein.

SECTION 4. The Council shall act by a majority vote of a quorum. The members of the Council present at any meeting in person or by telephonic means, which permit each member participating in person, or by telephone to hear one another shall be a quorum for the transaction of business.

SECTION 5. Members of the Council when personally present at a meeting of the Council shall vote in person, but when absent may communicate their vote, in writing or by telephonic communication which permits all members participating in person or by telephone to hear one another, upon any proposition, to the Secretary and have it counted, with the same effect as if cast personally at such meetings.

SECTION 6. The Chair of the Section at any time may, and upon the request of any member of the Council shall, submit or cause to be submitted in writing, to each of the members of the Council, any proposition upon which the Council may be authorized to act, and the members of the Council may vote upon such proposition or propositions so submitted, by communicating their vote thereon, in writing, over their respective signatures, to the Secretary, who shall record upon his minutes each proposition so submitted, when, how, at whose request same was

submitted, and the vote of each member of the Council thereon, and keep on file such written and signed votes. If the votes of a majority of the members of Council so recorded shall be in favor of such proposition or if such majority shall be against such proposition, such majority vote shall constitute the binding action of the Council.

SECTION 7. Meetings of the Council may be called upon notice by the Chair or by the Secretary upon written request to the Secretary of any five members of the Council, which request shall be made at least seven (7) days before the requested meeting. At least two (2) days notice of meetings shall be given.

SECTION 8. Any elected Member of the Council who fails to attend four consecutive meetings of the Council shall be removed as a Member of the Council. This provision may be waived for good cause shown by a majority vote of the non-interested Council Members. A non-interested Council Member shall be defined as any Council Member other than the Member being considered for removal.

ARTICLE VII SECTION MEETINGS

SECTION 1. The annual meeting of the Section shall be held during the Annual Meeting of the State Bar of Michigan, in the same city or place as such Annual Meeting of the State Bar of Michigan, with such program and order of business as may be arranged by the Council.

SECTION 2. Special meetings of the Section may be called by the Chair upon approval of the Council, at such time and place as the Council may determine.

SECTION 3. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

SECTION 4. All action of the Section shall be by majority vote of the members present.

ARTICLE VIII MISCELLANEOUS PROVISIONS

SECTION 1. The fiscal year of the Section shall be the same as that of the State Bar of Michigan.

SECTION 2. All bills incurred by the Section, before being forwarded to the Treasurer or to the Executive Secretary of the State Bar of Michigan for payment, shall be approved by the Chair or the Treasurer, or, if the Council shall direct, by both of them.

SECTION 3. No salary or compensation shall be paid to any officer, councilor or member of a committee.

SECTION 4. These Bylaws shall become effective upon the approval thereof by the Commissioners of the State Bar of Michigan and by the Section in the same manner provided in Article IX for their amendment.

SECTION 5. All printing for the Section or for the Council or any committee of the Section shall be done under the supervision of the Executive Secretary of the State Bar of Michigan.

ARTICLE IX AMENDMENTS

SECTION 1. These Bylaws may be amended at any annual meeting of the Section by majority vote of the members of the Section present and voting, provided such proposed amendments shall first have been submitted to the Council for its recommendation; further, that no amendment so adopted shall become effective until approved by the Commissioners of the State Bar of Michigan.

SECTION 2. Any proposed amendment shall be submitted in writing to the Council in the form of a petition signed by at least ten (10) members of the Section in time for it to be considered by the Council at its last regular meeting before the annual meeting of the Section at which it is to be voted upon. The Council shall consider the proposed amendment at said regular meeting and shall prepare the recommendations thereof, which recommendations, together with a complete and accurate text of said proposed amendments, shall be published in the Michigan Bar Journal or by such written communication as the Council may direct at least fifteen (15) days prior to the annual meeting of the Section at which it is to be voted upon.

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