

**AMENDED AND RESTATED  
BYLAWS OF THE  
BUSINESS LAW SECTION  
OF THE STATE BAR OF MICHIGAN**

Restated as of September 14, 2001

**ARTICLE I  
NAME AND PURPOSES**

**SECTION 1. NAME.** This Section shall be known as the Business Law Section of the State Bar of Michigan.

**SECTION 2. PURPOSE.** The purposes of this Section shall be to study the laws and procedures pertaining to business law and to promote the fair and just administration of business law; to study and report upon proposed and necessary legislation; to promote throughout the State of Michigan the legal education of members of the Bar and the public on the issues of business law by sponsoring meetings, institutes and conferences devoted to the issues of business law by the preparation and dissemination of materials with respect thereto and by preparing and sponsoring and publishing legal writings in this field. For the purpose of this Section, the term "business law" shall include, but not be limited to, the law of profit corporations, non-profit corporations, general partnerships, limited partnerships, sole proprietorships, limited liability companies, other unincorporated enterprises, securities, banking, financial institutions, and debtor and creditor rights.

**ARTICLE II  
MEMBERSHIP**

**SECTION 1. GENERAL.** Each member of the Section (a "Member") shall pay to the State Bar of Michigan such dues as may be established from time to time by the Section's Council, subject to the approval of the Board of Commissioners of the State Bar of Michigan, and upon payment of dues for the current year, shall be enrolled as a member of the Section. Thereafter, said dues shall be payable in advance each year. 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 or active members of the Law Student Section of the State Bar of Michigan.

**SECTION 2. NEWLY ADMITTED MEMBERS TO THE STATE BAR OF MICHIGAN.** Subject to any provisions of the Bylaws of the State Bar of Michigan, 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. DUES.** Those who make application on or after the date of the annual meeting of the Section Members 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.

**Section 4. LIMITATIONS.** No Member of the Section shall speak on behalf of or otherwise represent himself or herself to have the authority to speak on behalf of the Section without

complying in all respects with the Bylaws of the State Bar of Michigan, and in particular Article IX thereof.

### **ARTICLE III COUNCIL**

**SECTION 1. GENERAL.** There shall be a Council of the Section consisting of not less than twelve (12) nor more than fifteen (15) members as determined by the Council from time to time to be elected as hereinafter provided and, in addition, consisting of all Past Chairpersons of the Section who shall automatically remain as members of the Council so long as they maintain membership in the Section. Past Chairpersons shall not be included in determining whether a quorum is present at any meeting, and they shall have no right to vote on matters brought before the Council.

**SECTION 2. ELECTION OF COUNCIL MEMBERS.** At least one-third (1/3) of the then current number of Council members shall be elected each year. At the Annual Section Meeting, the Section shall elect at least one-third (1/3) of the then current number of Council members for three (3) year terms, and such Council members shall continue as Council members for a term of three (3) years and/or until their resignation, removal, or otherwise until their successors are elected and shall qualify. For purposes of determining the term of a Council member, the term "year" shall mean a term beginning at the close of the Annual Section Meeting and concluding at the next succeeding Annual Section Meeting. Upon the expiration of each Council member's term, the Members may elect a new Council member to fill such vacancy for a term of three years beginning at the close of the Annual Section Meeting at which they have been elected.

**SECTION 3. TERM LIMITS.** No person shall be eligible for election to the Council if he or she has served without interruption two full consecutive terms, immediately preceding the term for which the election is held, provided that if the Nominating Committee for officers of the Section shall nominate a person who would otherwise be ineligible for election to the Council under this Section to the office of Treasurer, Secretary, Chairman or Chairperson-Elect, then such person shall be eligible for nomination and election to the Council for an additional term of three years.

**SECTION 4. NOMINATIONS.** Prior to each Annual Section Meeting, the officers of the Section shall convene and make and report nominations to the Section for members of the Council to succeed those whose terms will expire at the close of the then annual meeting, and to fill vacancies then existing for unexpired terms. Other nominations for the Council may be made from the floor.

**SECTION 5. ELECTIONS OF COUNCIL MEMBERS.** All elections shall be by voice vote unless otherwise ordered by resolution of the Members of the Section at the Annual Section Meeting at which the election is held.

**SECTION 6. LIMITATIONS.** Law student members of the Section shall not be eligible for election to the Council. However, the Law Student Section shall be entitled to appoint a law

student member of this Section as a liaison representative to sit as an observer at all meetings of this Section Council.

#### **ARTICLE IV ELECTION OF SECTION OFFICERS**

**SECTION 1. GENERAL.** The officers of the Section shall be elected by the Council and shall consist of a Chairperson, a Chairperson-Elect, a Secretary and a Treasurer all of whom shall be members of the Council. No person shall serve in the same office for more than two consecutive years.

**SECTION 2. TIME OF ELECTIONS.** The officers shall be elected at the first meeting of the Council to be held immediately following each Annual Section Meeting, thereafter to serve until the following annual meeting or until their successors have been elected or appointed.

#### **ARTICLE V SECTION OFFICERS**

**SECTION 1. CHAIRPERSON.** The Chairperson shall preside at all meetings of the Section and of the Council. He/She 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/She shall perform such other duties and acts as usually pertain to his/her office.

**SECTION 2. CHAIRPERSON-ELECT.** Upon the death, resignation or during the disability of the Chairperson, or upon his/her refusal to serve, the Chairperson-Elect shall perform the duties of the Chairperson for the remainder of the Chairperson's term except in the case of the Chairperson's disability and then only during such term as the disability continues. He/She shall preside at all meetings in the absence of the Chairperson.

**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/She shall keep a true record of the proceedings of all meetings of the Section and of the Council. With the Chairperson, he/she shall prepare a summary or digest of the Section's annual meeting proceedings.

**SECTION 4. TREASURER.** The Treasurer shall keep a true record of all monies 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. GENERAL.** 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. The Council shall especially authorize all commitments or contracts, which shall entail the payment of money and shall authorize the expenditure of all monies appropriated by the Council for the use or benefit of the Section.

**SECTION 2. ESTABLISHING COMMITTEES.** The Council may establish such standing committees (and subcommittees) and such ad hoc committees (and subcommittees) as the Council may determine from time to time to further the interests and goals of the Section. The Council may also establish such standing directorships and such ad hoc directorships as the Council may determine from time to time to further the interests and goals of the Section.

**SECTION 3. EXECUTIVE COMMITTEE.** There shall be an Executive Committee that will consist of the Section Chairperson, Chairperson-Elect, Secretary and Treasurer. The Section Chairperson shall serve as chairperson of the Executive Committee. The Executive Committee shall have the authority to conduct any business as delegated from time to time by resolution of the Council. Additionally, the Executive Committee shall have the authority to conduct any business that would normally come before Council, provided that such action is of a nature that requires resolution prior to the next Council meeting, and provided further that if such action involves a Section expense, the expense shall not be in excess of \$10,000 in the aggregate from one meeting to the other. The Section Chairperson, on behalf of the Executive Committee, shall report any and all action taken by the Executive Committee between meetings of the Council at the next succeeding meeting of the Council.

**SECTION 4. COMMITTEE CHAIRPERSONS.** The Council may direct the Chairperson to appoint committee chairpersons, subcommittee chairpersons, directors, and other agents from Section members to perform such duties and exercise such powers as the Council may direct. The Chairperson on direction from the Council shall remove any committee chairperson, subcommittee chairperson, director, or other agent or member from any such committee, subcommittee, directorship or agency and to fill vacancies on such committees, subcommittees, directorships or agencies.

**SECTION 5. VACANCIES.** The Council, during the interim between annual meetings of the Section, may fill vacancies in its own membership or in the offices of the Secretary, Treasurer, or Chairperson-Elect, or, in the event of a vacancy in both the office of Chairperson and Vice-Chairperson, then in the office of Chairperson. Members of the Council so selected 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 a special election conducted concurrently with the regular elections as provided in Article III herein.

**SECTION 6. QUORUM.** Seven (7) members of the Council present at a meeting shall constitute a quorum for the transaction of business.

**SECTION 7. VOTING.** 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, upon any proposition, to the Secretary and have it counted, with the same effect as if cast personally at such meetings. Each Council member shall be entitled to one vote on all matters brought to the Council for vote.

**SECTION 8. TELEPHONIC PARTICIPATION.** A Council member may participate in a Council meeting by a conference telephone or other means of remote communication by which all persons participating in the meeting may communicate with each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

**SECTION 9. PROPOSITIONS.** The Chairperson of the Section at any time may, and upon the request of any member of the Council shall, submit or cause to be submitted to the Council at the next occurring Council meeting, 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. A majority of the votes cast on any proposition at a meeting of the Council at which a quorum is present shall constitute the binding action of the Council.

**SECTION 10. MEETINGS.** The Section Chairperson shall designate the time and place of the regular Council meetings. Special meetings may be called by the Chairperson or upon written request to the Secretary of any five members of the Council. Not less than ten (10) days notice of regular meetings shall be given and not less than five (5) days notice of special meetings shall be given. All such notices shall specify the date, time, and place (and in the case of a special meeting, the purpose of such special meeting). The required notice may be provided by first class mail or by electronic mail.

**SECTION 11. ACTION BY UNANIMOUS CONSENT.** Any action, which may be taken at any regular or special meeting, may be taken by unanimous consent provided a record of the consent of each Council member is registered.

## **ARTICLE VII**

### **SECTION COMMITTEES, SUBCOMMITTEES AND DIRECTORSHIPS**

**SECTION 1. GENERAL.** Each Committee, Subcommittee and/or Directorship shall be chaired by such person as directed by the Council in accordance with Article VI, Section 4, above.

**SECTION 2. RULES AND PROCEDURES.** Each Committee, Subcommittee or Directorship Chair shall establish the rules and operating procedures for his or her Committee, Subcommittee or Directorship.

**SECTION 3. LIMITATIONS.** No Committee, Subcommittee or Directorship shall be authorized to take any action on behalf of the Council or the Section without the express approval of the Council.

**SECTION 4. COMPLIANCE WITH BYLAWS.** All Committees, Subcommittees and Directorships shall abide at all times with these Bylaws and with the Bylaws of the State Bar of Michigan.

## **ARTICLE VIII SECTION MEMBER MEETINGS**

**SECTION 1. ANNUAL MEETING.** The time and place of the Annual Meeting of the Section Members shall be determined by the council at least 60 days prior to the meeting. The council shall give notice of the Annual Meeting to the Section's members by United States mail, electronic mail or as a part of a publication of general circulation to the Section members. If the Section holds its annual meeting during the Annual Meeting of the State Bar of Michigan, the Section's annual meeting will be held in conjunction with the Annual Meeting of the State Bar.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the Section Members may be called by the Chairperson upon approval of the Council, at such time and place as the Council may determine; provided that notice of such Special Meeting of the Section members shall be given to the Section's members not less than ten (10) days nor more than sixty (60) days in advance of the scheduled date for such Special Meeting, which notice shall specify the date, time, place and purpose of such Special Meeting. The required notice may be provided by first class mail or may be included as a part of a publication of general circulation to the Section Members.

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

**SECTION 4. VOTING.** Each Section member shall be entitled to one vote on each matter brought before the Section Members for consideration. All action of the Section Members shall be by majority vote of the Members present.

## **ARTICLE IX MISCELLANEOUS PROVISIONS**

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

**SECTION 2. APPROVAL OF INVOICES.** 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 Chairperson or the Treasurer, or, if the Council shall direct, by both of them.

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

**SECTION 4. EFFECTIVE DATE OF BYLAWS.** These Bylaws, if approved by a majority of the persons present at the Member meeting of the Section, shall become effective upon the approval thereof by the Commissioners of the State Bar of Michigan.

## **ARTICLE X AMENDMENTS**

**SECTION 1. GENERAL.** These Bylaws may be amended at any annual meeting of the Section Members by a majority vote of the Members of the Section present and voting, provided such proposed amendment 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. PROCEDURES.** Any proposed amendment may be submitted in writing to the Council in the form of a petition signed by at least ten (10) members of the Section at least ninety (90) days before the annual meeting of the Section at which it is to be voted upon. The Council shall consider the proposed amendment and shall prepare the recommendations thereon, 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 shall direct at least fifteen (15) days prior to the annual meeting of the Section Members at which it is to be voted upon. In lieu of the foregoing procedure, the Council may propose and recommend amendments upon its own motion without the necessity of receiving a petition signed by ten (10) Members of the Section, subject, however, to the publication requirements as herein before provided.

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