

Bylaws of the American Indian Law Section of the State Bar of Michigan

ARTICLE II MEMBERSHIP AND DUES

SECTION 3. LAW STUDENTS. Law student members of the State Bar of Michigan may become non-voting members of the Section while in law school without payment of dues to the Section, upon payment of annual dues of EIGHT DOLLARS (\$8.00) each, in addition to the payment required to be made to the State Bar.

SECTION 4. ASSOCIATES. Associates are the Michigan Tribal Judges, Michigan Tribal Prosecutors, and Tribal Council members. Professors at accredited Michigan law schools and attorneys employed by the federal government, who are not licensed by the State Bar of Michigan, after making application to the Secretary-Treasurer and approval by the council, may participate in the Section's activities as associates (without voting privileges). In making application, the person desiring to become an associate shall pay the annual dues applicable to members, as provided in Article II, Section I. Associates will be allowed to receive the Section Newsletter, participate in committees and attend all programs and meetings (without voting privileges). Any associate who is not a licensed attorney shall not, through participation in the Section, convey to the public that they are a licensed attorney or qualified to render legal advice or services.

SECTION 4. ASSOCIATES. Persons other than Michigan State Bar members, including non-attorneys, engaged in the use or advancement of American Indian Law may become, after making application to the Secretary and approval by the Council, non-voting Associates of the Section upon payment of annual dues as defined in Article II, Section 1. Associates will not be eligible for Council Membership. Any Associate who is not a licensed attorney shall not, through participation in the Section, convey to the public that they are a licensed attorney or qualified to render legal advice or services.

ARTICLE III COUNCIL AND OFFICERS

SECTION 1. SECTION COUNCIL. There shall be a Section Council consisting of TWELVE (12) members: Chairperson, Chairperson-Elect, Secretary-Treasurer and nine Council Members, who shall be elected by the membership of the Section as provided in Article III, Section 3 below. Past Chairpersons shall remain *ex officio* (non-voting) members of the Council for as long as they choose to serve in that capacity and shall not be subject to removal for failure to attend meetings. Each year the Council shall also appoint a minimum of one (1) law student, with the maximum number of three (3) law students, to the Section Council. Law students will serve as *ex-officio* (non-voting) member of the Section Council.

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nine Council Members, who shall be elected by the membership of the Section as provided in Article III, Section 3 below. Past Chairs Chairpersons shall remain *ex officio* (non-voting) members of the Council for as long as they choose to serve in that capacity and shall not be subject to removal for failure to attend meetings. Each year the Membership shall elect from the newly constituted Council the following Officers: Chair, Vice-Chair, Secretary and Treasurer. Each year the Council shall also appoint a minimum of one (1) law student, with the maximum number of three (3) law students, to the Section Council. Law students shall will serve as non-voting *ex-officio* (non-voting) members of the Section Council.

SECTION 2. NOMINATIONS. Prior to the Annual Meeting each meeting of the Section, the Council Chairperson shall appoint a Nominating Committee of three (3) members of the Section. This Committee shall make and report nominations to the Section for the terms of Council Officers and Council Members members that are to expire, and fill vacancies that exist for unexpired terms. Additional Other nominations for the same positions may be made from the floor by any voting member.

SECTION 3. ELECTIONS. All elections shall be done at the Annual Meeting by show of hands unless there is more than one (1) candidate for a position and a secret ballot is requested. All elections shall be by written ballot unless otherwise ordered by a resolution adopted by the Section at the Annual Meeting at which notice was given and the election is held. All votes shall require a majority of the Members present. Secret ballots shall be used other than where an office has only one nomination and the vote is by acclamation. Ballots shall be certified by the Secretary Secretary-Treasurer of the Council. The regular term of office for an Officer or Council Member shall begin on the first First day of October in the year of their election (or succession to the Chairperson's office).

SECTION 4. TERMS OF OFFICERS. The terms of the Officers of the Section shall be for a period of one (1) year. Officers shall be eligible to serve three (3) consecutive terms if so elected by the Membership at the Annual Meeting. The initial terms of office shall be for two years. Thereafter, the terms of the officers of the Section shall be for a period of one (1) year. The Chairperson shall not serve; nor be eligible for election to serve, for more than one (1) consecutive term as Chairperson. The Secretary-Treasurer shall be eligible to serve for not more than two (2) consecutive terms.

SECTION 5. TERMS OF COUNCIL MEMBERS. The terms of the Council Members shall be for a period of three (3) years. A Council Member may not serve more than three (3) consecutive terms. The terms of the Council Members elected at and after the 1995 Annual Meeting shall be for a period of two (2) years. Council Members shall not be eligible for election for more than two (2) consecutive terms as a Council Member. An Officer limited in the article above whose term ends in their first year or first term as a Council Member may continue to serve in any other capacity.

SECTION 6. INITIAL TERMS OF COUNCIL MEMBERS. At the 2012 Annual Meeting, the Membership shall elect twelve (12) Council Members: four (4) Council Members for a term of three (3) years,

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four (4) Council Members for a term of two (2) years, and four (4) Council Members for a term of one (1) year. Thereafter, four (4) Council Member terms shall expire each year, providing for four (4) new Council Members each year with the Membership selecting the Chair, Vice-Chair, Secretary, and Treasurer. Five Members elected at the initial election with the highest number of ballots shall be elected for a term of two years; Four Members with the next highest number of ballots shall serve for a period of one (1) year. Thereafter, the preceding paragraph shall apply so that five members shall be elected in one year and four in the alternate years.

ARTICLE IV
OFFICERS

SECTION 1. CHAIR CHAIRPERSON.

- A. The Chair shall preside at all meetings of the Section and of the Council.
- B. The Chair shall communicate with the State Bar of Michigan as required by the Association regulations including, but not limited to, submission of information for the Annual Meeting and the annual summary of the section activities.
- C. The Chair shall perform such other duties and acts as usually pertain to the office and pursuant to the Chair Roles and Responsibilities to be reviewed by the Council each year.

The Chairperson shall preside at all meetings of the Section and of the Council. The Chairperson shall formulate and present an annual summary of the section activities to a meeting of the State Bar of Michigan each August or as required by Association regulations. The Chairperson shall perform such other duties and acts as usually pertain to the office.

SECTION 2. VICE-CHAIR CHAIRPERSON-ELECT.

- A. Upon the death, resignation, or during the disability of the Chair, or upon his or her refusal to act, the Vice-Chair shall perform the duties of the Chair for the remainder of the Chair's term or during the period of such disability. Upon expiration of the Chair's term, the Vice-Chair may succeed in office as Chair for the next one-year term upon election by the Section members.
- B. The Vice-Chair shall perform such other duties and acts as usually pertain to the office and pursuant to the Vice-Chair Roles and Responsibilities, drafted by the Officers and approved by the Council on an annual basis.

Upon the death, resignation, or during the disability of the Chairperson, or upon his or her refusal to act, the Chairperson-Elect shall perform the duties of the Chairperson for the remainder of the Chairperson's term or during the period of such disability. Upon expiration of the Chairperson's term, the Chairperson-Elect shall succeed in office as Chairperson for the next one-year term.

SECTION 3. SECRETARY SECRETARY-TREASURER.

- A. The Secretary Secretary-Treasurer shall be the custodian of all books, records, papers, documents and other property of the Section. He or she shall keep a true record of the proceedings of all Section meetings. All meeting minutes shall be forwarded

to the State Bar of Michigan for posting on the website once approved by the Council.

- B. The Secretary shall perform such other duties and acts as usually pertain to the office and pursuant to the Secretary Roles and Responsibilities to be drafted by the Officers and reviewed by the Council on an annual basis. The Secretary-Treasurer shall keep a true record of all monies received and disbursed and shall report thereon to the Council whenever requested. Annually, he or she shall submit a financial report for presentation to the membership of the Section. Consistent with the Bylaws of the State Bar of Michigan, he or she shall be responsible for forwarding all monies of the Section which come into his or her hands to the bookkeeping department at the State Bar headquarters in Lansing, Michigan for deposit and credit to the account of the Section. Further, unless waived on a meeting-by-meeting basis by vote of the Council, the Secretary-Treasurer shall present a current financial report at each meeting of the Council.

SECTION 4. TREASURER.

- A. The Treasurer shall keep a true record of all monies received and disbursed and shall provide a report to the Council whenever requested. Annually, he or she shall submit a financial report for presentation to the membership of the Section. Consistent with the Bylaws of the State Bar of Michigan, he or she shall be responsible for forwarding all monies of the Section which come into his or her hands to the bookkeeping department at the State Bar headquarters in Lansing, Michigan for deposit and credit to the account of the Section. Further, unless waived on a meeting-by-meeting basis by vote of the Council, the Treasurer shall present a current financial report at each meeting of the Council.
- B. The Treasurer shall perform such other duties and acts as usually pertain to the office and pursuant to the Treasurer Roles and Responsibilities to be drafted by the Officers and reviewed by the Council on an annual basis.

ARTICLE V
DUTIES AND POWERS OF THE COUNCIL

SECTION 2. VACANCIES. If any vacancy in the Council occurs during the time between the Annual Section Meetings, the Council shall have the authority to fill vacancies in its own membership or in the offices of Secretary, Treasurer, Secretary-Treasurer and (in the event of a vacancy in both the office of Chair and Vice-Chair Chairperson and Chairperson-Elect) in the office of Chair Chairperson. Members of the Council and Officers officers so appointed shall serve until the close of the next Annual Membership Meeting annual membership meeting of the Section; at that meeting, the vacancies shall be filled in accordance with the normal election practices set forth in Article III.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Council may be called by the Chair Chairperson or a majority of the voting members of the Council at such times and places as either may determine.

SECTION 8. PARTICIPATION. For all purposes under these Bylaws, a person shall be “present” at any meeting (including any Section or Council meeting) if such person participates in the meeting either: (a) in person; or (b) with the permission of the Chair Chairperson or the Secretary Chairperson’s designee by any means of telephonic, electronic, video conference or other interactive communication as shall be convenient.

SECTION 9. VOTING BY PROXY. Council Members may grant their vote by proxy to another Council Member present at the meeting. The proxy shall be communicated to the Chair or Secretary by mail, e-mail, facsimile or other written communication prior to the meeting and shall include the name of the person granting the proxy, the Council Member to whom the proxy is being granted and the date of the meeting for which the proxy is granted.

SECTION 10. E-MAIL VOTING. Voting on any matter or issue presented to the Council may be conducted by e-mail. Full disclosure of the matter or issue posed must be e-mailed to Council Members at least five (5) days prior to the voting deadline except in cases where time is of the essence as determined by the Chair. A quorum of Council Members must respond by e-mail or other communication on or before the voting deadline for the Council to affirmatively act on the matter or issue to be decided. E-mail voting options shall be limited to the following: (1) Approve; (2) Disapprove; or (3) Abstain.

ARTICLE VI MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEETING. 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, with and at the same place as the Annual Upper Michigan Meeting of the State Bar of Michigan held each summer, and shall include such programs and order of business as may be arranged by the Council. An additional Membership Meeting shall also be scheduled at the same location and time as the State Bar of Michigan Annual Meeting.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Section may be called by the Chair Chairperson, by a majority of the voting members of the Council, or by twenty-five percent (25%) of the voting members, at such times and places as shall be determined by the Secretary Secretary-Treasurer. Notice of the special meeting thereof shall be communicated be mailed out at least seven (7) days prior to such special meetings and shall state the purpose(s) of the meeting.

ARTICLE VI COMMITTEES

SECTION 4. Committees shall be reviewed on an annual basis. Any committee which fails to have more than three (3) members for two (2) consecutive years may be dissolved upon majority vote of the Council or the Section. Any committees which shall cease for two (2) consecutive years to have more than three (3) members shall be dissolved automatically without further action by the Section.

SECTION 5. The members of each committee shall elect a Chair or Co-Chairs Chairperson.

SECTION 6. At every meeting of the membership of the Section, the Chair or Co-Chairs Chairperson of every committee or his or her delegate shall deliver a written or oral report on the activities of the committee.

SECTION 7. INITIAL COMMITTEES. The ~~initial~~ committees shall consist of an Advocacy Committee, Communication and Membership Engagement Committee, and an Education Committee. Nominating Committee, Legislative Committee, Education Committee, and By-laws Committee to be appointed at the initial Membership Meeting.

ARTICLE IX AMENDMENTS

SECTION 1. AMENDMENTS. These Bylaws shall be amended only by a two-thirds (2/3) vote of the members of the Section ~~physically~~ present and voting at a meeting (including Annual Meeting) called for that purpose at which business may be transacted, provided that no amendment so adopted shall become effective until ratified by the Board of Commissioners of the State Bar of Michigan.

SECTION 2. PROCEDURE. Any proposed amendment of these By-laws bylaws shall first either be prepared pursuant to a majority vote resolution adopted by the Council at a regular or special meeting, or submitted in writing to the Council council in the form of a petition signed by at least ten (10) voting members of the Section, and shall be considered by the Council at a regular or special meeting prior to the membership meeting of the Section at which it shall be addressed. The Council shall consider the proposed amendment(s) and prepare a final version by majority vote for consideration at the next membership meeting. The Council shall communicate the recommended amendment(s), together with complete and accurate text of the proposed amendment(s), at least thirty (30) days prior to the membership meeting of the Section at which the amendment(s) is to be considered. The Council shall determine by majority vote whether the recommended amendment(s) with complete and accurate text shall be communicated via the website, listserv, e-mail, in the Section newsletter, in the Michigan Bar Journal or any combination thereof. The Council shall consider the proposed amendment at its meeting and shall prepare recommendations thereon which, together with a complete and accurate text of said proposed amendments, shall be published in the Michigan Bar Journal or the Section newsletter at least thirty (30) days prior to the membership meeting of the Section at which the amendment is to be considered.

Bylaws of the Antitrust, Franchising & Trade Regulation Section of the State Bar of Michigan

ARTICLE I NAME AND PURPOSES

SECTION 2. The purposes of this Section shall be to study the laws and procedures pertaining to federal and state regulation of

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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 state bar 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 issues relating to antitrust, 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 in an amount that shall be determined annually by the Section's council. 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 available in accordance with the bylaws 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 6, and 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. Ex officio members and the retiring Chair shall be eligible to serve a one-year term with a right to vote.

SECTION 2. At each annual meeting of the Section, four Council members at large shall be elected by the Section 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. **NOMINATIONS.** Nominations shall be made for vacant Officer and Council member at large positions and may be made at any regular, special or annual meeting of the Section. Those eligible for nomination must be members in good standing of the State Bar of Michigan.

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. **ELECTIONS.** All elections shall be by oral vote with results taken and disseminated by the Secretary or other presiding Officer.

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 6-5. EX OFFICIO MEMBERS. The following persons shall may be ex officio voting members of the Council by delivering a written request to the Secretary of the Council no later than October 31. Only upon timely receipt of their written request, shall they be voting ex officio voting members of the Council:

- a. (a) The Section Publications Editor, who shall be elected by the Council at the time of the election of Officers of the Section annual meeting; and
- b. (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 2. The Except as provided below, the election of Officers shall by the Council will 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 after the election of the new Council members. The serving Vice-Chair shall automatically succeed to the office of Chair and only the incoming Vice-Chair, Secretary and Treasurer shall be elected by the Council; provided that if, If, at the time of the annual meeting, 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 annual 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 orally taken and disseminated by the Secretary or other presiding Officer.~~

ARTICLE VI DUTIES AND POWERS OF THE COUNCIL

~~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 of 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. 5. 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. Notice shall be~~

~~deemed effective if sent to the e-mail address of record for the Officer and Council member.~~

~~SECTION 8: 6. Any elected Member of the Council who fails to attend four consecutive meetings of the Council shall may 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 3. The members of the Section present at any meeting shall constitute a quorum for the transaction of business be considered present if they attend in person, or by any method of communication which enables all members to hear one another and participate. At least three members of the Council must be present to constitute a quorum. The Council shall act by a majority vote of a quorum present at any meeting.~~

ARTICLE IX AMENDMENTS

~~SECTION 1. These Bylaws may be amended at any annual meeting of the Section by a two-thirds 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 At least fifteen days 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, notice of any proposed amendment to be submitted to a vote of the Council shall be published either by: (1) regular U.S. Mail, e-mail or other electronic notification to Section members (to the member's last known postal or e-mail address of record), or (2) posting 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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