

**BYLAWS OF  
THE LAW PRACTICE MANAGEMENT & LEGAL ADMINISTRATORS  
SECTION  
OF THE STATE BAR OF MICHIGAN**

**ARTICLE I  
NAME AND PURPOSES**

**SECTION 1.1. NAME.** This organization shall be known as the "Law Practice Management & Legal Administrators Section" of the State Bar of Michigan.

**SECTION 1.2. DEFINITIONS.**

(a) Where the term "Section" is used in this document, it shall be deemed to refer to the "Law Practice Management & Legal Administrators Section."

(b) Where the term "State Bar of Michigan" is used in this document, it shall be deemed to refer to the State Bar of Michigan, organized and existing as a public body corporate pursuant to the power of the Supreme Court over the bar of the State.

(c) Where the term "year" is used without modification in this document, it shall be deemed to refer to that period of time, whether or not equivalent to 365 days, between the conclusion of the Annual Meeting of the State Bar in any given year and the conclusion of the next Annual Meeting of the State Bar.

(d) Where the term "fiscal year" is used in this document, it shall be deemed to refer to that period of time between the first moment of the first day of October in any given year and terminating at the last moment of the last day of the following September. It is intended that the fiscal year of the Section shall be identical with the fiscal year of the State Bar; and, if the State Bar shall modify its fiscal year, then this provision shall be automatically adjusted to conform to the modification of the State Bar's fiscal year.

(e) Where the term "calendar year" is used in this document, or in any amendments to this document, it shall refer to that period of time beginning at the first moment of the first day of January in any given year and terminating at the last moment of the last day of the following December.

**SECTION 1.3. PURPOSE.** The purposes of the Section shall be to serve its members and the members of the State Bar of Michigan, through publications, programs and advocacy directed to improving the lawyer's economic condition and the management of the lawyer's practice, in the belief that such efforts will enable the lawyer to render legal service more efficiently to the client and thereby serve the public interest. In carrying out this purpose, the Section will maintain a liaison with the Law Practice Management Section of the American Bar Association, or its successors, and with any Law Practice Management or Legal Administrators, or similar section, of any local bar association in the State of Michigan.

The Section will also work to promote the exchange of information regarding administration and management problems peculiar to private law offices, corporate legal departments, government legal and judicial organizations, and public service legal groups; to educate representatives of those organizations regarding the value and availability of professional administrators.

The Section will also participate in any other way in the advancement of legal management and administration and the betterment of legal services to the public and private sectors.

## **ARTICLE II MEMBERSHIP**

### **SECTION 2.1. MEMBERS.**

(a) Any member of the State Bar in good standing shall be enrolled as a member of the Section upon payment of the annual Section dues.

(b) Newly admitted members of the State Bar shall become members of the Section for the balance of the fiscal year in which they are first admitted, without payment of dues to the Section. This benefit shall only be available during the first fiscal year of membership in the State Bar.

(c) Any person qualified as an Affiliate member of the State Bar upon payment of the dues as provided for Affiliates of the Section, shall be enrolled as an Affiliate of the Section. The privileges of Affiliates shall be prescribed by the State Bar.

(d) Law student members of the State Bar may become non-voting members of the Section upon payment of the annual dues for law student members.

(e) Membership in the Section is purely voluntary. By being enrolled as a member of the Section and payment of the annual Section dues, each member consents to the use of Section dues monies to advance the purposes of the Section as described in section 1.3 of these Bylaws.

(f) Membership in the Section for Legal Administrators will be open to any affiliate member or active member of the State Bar of Michigan who has received a Juris Doctor Degree, Baccalaureate Degree and/or a combination of an Associates Degree with two years of professional experience in the field of legal administration currently employed by a private law firm, corporate legal department, government, judicial or legal agency, educational institution or other organization devoted primarily to the practice or teaching of law, regardless of the title by which that person is classified within the organization, if such person devotes all of his or her working time to, or that time required for, the performance of or teaching of managerial and administrative duties connected with the organization or institution. Such duties may be personally performed or may be delegated to others, but must include one or more of the following:

(a) General Management, including management of a majority of the following activities: policy making, strategic and tactical planning, business development, risk management, quality control, organizational development and other general management functions beyond mere attendance at management meetings.

(b) Financial Management, including management of a majority of the following activities: planning, forecasting, budgeting, variance analysis, financial reporting, operations analysis, general ledger accounting, rate determination, billing and collections, cash flow control, banking relationships, investment, tax planning, tax reporting, trust accounting, payroll, ERISA accounting, and other financial management functions beyond mere record keeping. (c) Human Resource Management, including management of a majority of the following activities for the legal, paralegal and support staff: recruiting, selection, placement, orientation, training and development, performance evaluation, salary

administration, employee relations, motivation, counseling, disciplining, discharging, benefits administration, workers' compensation, personnel data systems, organizational analysis, job design, resource allocation, and other human resource management functions beyond mere record keeping.(d) Systems Management, including management of a majority of the following activities: systems analysis, operational audits, procedural handbooks, cost/benefit analysis, computer systems design, programming and systems development, information services, records management, library management, office automation, document construction systems, information storage and retrieval, telecommunications, litigation support, legal practice systems and other systems management functions beyond mere procedures manuals and computer program documentation.(e) Facilities Management, including management of a majority of the following activities: space planning and design, office renovation, purchasing, reprographics, records management, reception/switchboard services, telecommunications, mail, messenger and other facilities management functions beyond mere purchase order processing. (f) Practice Management, including management of one or more of the following activities: lawyer recruiting, lawyer training and development, legal assistant supervision, practice development, marketing public relations, advertising, work product quality control, professional standards, substantive practice systems, and other practice management functions beyond mere record keeping and press release writing. (g) Education, including teachers in the field of legal economics or law office management. "Individual" shall include the principals of partnerships and corporations so long as the individual meets the requirements of this Article.

**SECTION 2.2. DUES.** Unless exempted by action of the Council or rules of the State Bar, Section members shall pay annual dues in such amount, and under such terms and conditions, as may be determined by the Council from time to time, subject to the approval of the Board of Commissioners of the State Bar. Different dues rates may be established for full members, associate members, law students, and other groups. Dues shall be payable upon enrollment and thereafter annually at the beginning of the State Bar's fiscal year.

**SECTION 2.3. TERMINATION OF MEMBERSHIP.** Any member of the Section whose annual dues are more than six (6) months past due shall cease to be a member of the Section. Any person who ceases to be a member of the State Bar shall also cease to be a member of the Section.

### **ARTICLE III MEETINGS OF THE MEMBERSHIP**

**SECTION 3.1. ANNUAL MEETING.** The Section Annual Meeting may be held during and at the same city as the Annual Meeting of the State Bar of Michigan or, may be held at such other time and place as the Council may designate. The Section Annual Meeting may include such programs and order of business as may be arranged by the Council. The time allocated at the Section Annual Meeting to the business of the Section shall be adequate to accomplish those matters specified by these Bylaws to be accomplished at the Section Annual Meeting as well as such other business as may reasonably be brought by any member of the Section. The Council shall give adequate notice of the date, time and agenda of the Section Annual Meeting to the Section members by such means as the Council may deem appropriate.

**SECTION 3.2. SPECIAL MEETINGS.** Special meetings of the Section may be called by the Chair or by a majority of the voting members of the Council at such times and places as either may determine.

**SECTION 3.3. QUORUM.** Twenty (20) members of the Section present at any Section meeting shall constitute a quorum for the transaction of business. A member will be counted as present at the meeting if he or she attends in person.

**SECTION 3.4. CONTROLLING VOTE.** All actions of the Section, other than the amendment of the Bylaws, shall be taken pursuant to a simple majority vote of the members present at a meeting of the Section. The Bylaws shall be amended pursuant to section 4.1 (e) of these Bylaws.

#### **ARTICLE IV COUNCIL**

**SECTION 4.1. POWERS, FUNCTIONS AND DUTIES.**

(a) Between meetings of the membership, the Council shall have authority to perform the functions that the membership of the Section might perform.

(b) The Council shall be vested with the powers and duties necessary for the supervision and control of the affairs of the Section.

(c) The Council shall specifically authorize all commitments or contracts which entail the payment of money and shall authorize the expenditure of all monies appropriated for the use or benefit of the Section. It shall not, however, without prior approval of the State Bar Board of Commissioners, authorize commitments or contracts which shall entail the payment of more money during any fiscal year than the total of (a) the amount reasonably projected to be received in Section dues for such fiscal year; and (b) any unexpended funds remaining in the Section treasury from prior years.

Expenditures of Section funds shall not be deemed to be for advocacy or ideological purposes because some of the expenditure or the products of such expenditure may have been used in the Section's advocacy or ideological purposes, where the Section would have incurred the expenditure irrespective of the Section's advocacy or ideological purposes.

(d) All Section debts, except those paid directly by the State Bar, shall be approved by the Chair or the Treasurer or, if the Council directs, by both of them before they are forwarded to the State Bar for payment.

(e) The Council may direct a referendum by mail ballot of the members of the Section. A majority of the votes cast in the referendum shall determine the policy of the Section with respect to the question submitted. Such referendum shall be conducted according to rules established by the Council and in conformance with the policies of the State Bar.

(f) The Council shall consider amendments to these Bylaws upon a written request from the Section Chair, the Chair of the Bylaws Committee, or a written request signed by three (3) voting members ( sponsors ) of the Council ( request). If not originating from the Section Chair, the request shall be delivered to the Section Chair. The request shall set out the specific language of the proposed amendment or addition and shall specify which section(s) of the Bylaws it proposes to amend or, with respect to an addition to the Bylaws, shall specify the specific location at which the provision is proposed to be inserted. The Section Chair shall distribute the request to all Council members at least three (3) business days prior to the meeting at which the request will be considered. At that meeting, the amendment or addition may only be amended with the consent of the Chair of the Bylaws Committee or its sponsors, whichever is applicable. A vote on the amendment or addition may be taken at that meeting. A simple majority vote of the voting members of the Council present and voting shall constitute approval of the amendment or addition.

#### **SECTION 4.2. COMPOSITION**

(a) The voting members of the Council shall be composed of the following persons:

- (i) the officers of the Section;
- (ii) the Immediate Past Chair of the Section;
- (iii) any former Chairs of the Section who maintain active Council participation. For purposes of this provision, “active Council participation” shall mean attending any two Council meetings during the calendar year preceding the meeting at which the former Chair seeks to vote;

(iv) eighteen (18) members at large which may include up to two affiliate members elected to the Council by the membership of the Section, or elected by the Council to fill a vacancy pursuant to section 4.8 of these Bylaws.

(b) Each year, the Council shall also appoint one (1) law student as a non-voting liaison member. This appointment shall be made for the succeeding year by the Chair-Elect of the Section from a list of not fewer than three (3) candidates submitted by the State Bar's Law Student Section, or its successor.

(c) All members of the Council, including liaison members, must be members of the Section in order to be elected or appointed, or to retain membership on the Council.

**SECTION 4.3. QUORUM.** Eleven (11) present voting members of the Council shall constitute a quorum for both regular and special meetings of the Council. A member will be counted as present at the meeting if he or she attends in person, or is linked to the meeting telephonically or by other electronic means.

**SECTION 4.4. TERMS.** The term of a Council member is three years. Six (6) Council members shall be elected at each Section Annual Meeting. If a Council member fails to serve a full term, the provisions regarding filling vacancies shall apply to the remainder of that member's Council term. No person shall be eligible for election as a Council member, for either a full or unexpired term, if the member is then and has been a Council member continuously for a period of two (2) full terms; provided, however, that Council members who have served two (2) full consecutive terms, and are ineligible for election to the Council at the time of the Section Annual Meeting, shall be eligible for appointment to fill vacancies on the Council as soon as the first Council meeting held after that Annual Meeting.

**SECTION 4.5. MEETINGS.**

(a) **REGULAR MEETINGS.** Regular meetings of the Council shall be held at times and locations to be determined by the Chair and the schedule of regular meetings for each fiscal year shall be published in advance at each Section Annual Meeting. At least one regular meeting of the Council, in addition to the Section Annual Meeting, shall be held in each fiscal year.

(b) **SPECIAL MEETINGS.** Special meetings of the Council may be called by the Chair or a majority of the voting members of the Council at such time and place as either may determine.

(c) **VOTING.** The Council shall act pursuant to the simple majority vote of those present at regular and special meetings of the Council. The Chair, or another Council officer presiding in the Chair's absence, may vote only to break a tie.

(d) **ACTION WITHOUT MEETING.** If a meeting of the Council is not feasible, the Chair, on his or her own initiative, or upon the written request of five (5) members of the Council, shall submit in writing to the members of the Council any items upon which the Council is authorized to act. The members of the Council may vote upon the proposition either by written ballot or by any other form of communication as may be determined by the Council. The Secretary shall record the proposition and votes on the matter.

**SECTION 4.6. EXECUTIVE COMMITTEE.** There shall be an Executive Committee which shall consist of the officers and the Immediate Past Chair. The Executive Committee shall have full authority to act for the Section at all times between meetings of the Council.

**SECTION 4.7. COMPENSATION.** No salary or compensation for services shall be paid to or by any officer, member of the Council, or member of any committee, except as may be specifically authorized by the State Bar.

**SECTION 4.8. VACANCIES.** If any Council member fails to attend two (2) consecutive Council meetings without an excused absence, or fails to attend three (3) consecutive Council meetings for any reason, such failure shall constitute an automatic, irrevocable, vacation of the position. The Council, during the interim between Annual Meetings, may fill vacancies on the Council. Any voting member of the Council may nominate, or second the nomination of, any Section member to fill a vacancy. A simple majority of the Council members present and voting shall constitute the election of a person so nominated. Persons elected to fill a vacancy shall serve until the close of the next Annual Meeting. At that Annual Meeting, any vacancies occurring during the preceding period shall be filled for the remainder of their respective terms by election by the Membership, conducted in conjunction with the regular elections held at that Meeting.

**ARTICLE V**  
**OFFICERS**

**SECTION 5.1. OFFICERS.** The officers of the Section shall be the Chair, the Chair-Elect, the Vice-Chair, the Secretary and the Treasurer. To be elected to a Section office, a person must be a voting member of the Council. If the elected person is a member at large, their Council seat shall be filled pursuant to section 4.8 or section 6.1 of these Bylaws, whichever is appropriate.

**SECTION 5.2. CHAIR.** The Chair shall:

(a) within 60 days of the beginning of the Chair's term, appoint the chairs, vice-chairs and members of all committees of the Section who are to hold office during the term of the Chair;

(b) appoint others as may be necessary and desirable to effectively manage the work of the Section and its committees;

(c) plan and supervise the activities of the Section during the Chair's term subject to the directions and approval of the Council;

(d) preside at all meetings of the Section membership and of the Council;

(e) report to the Section membership, at the Section Annual Meeting, regarding the Council's activities during his or her term as Chair as well as regarding any expenditure of Section funds made solely or primarily for advocacy or ideological purposes;

(f) keep the Council informed of the activities of the Section and implement the Council's decisions;

(g) prepare and timely file the Section's Annual Report; and,

(h) perform such other duties and acts as usually pertain to that office or as may be designated by the Council.

**SECTION 5.3. CHAIR-ELECT.** The Chair-Elect shall:

(a) aid the Chair in the performance of the responsibilities of the Chair in such manner and to such extent as the Chair may request;

(b) preside at meetings of the Section membership and the Council in the absence of the Chair;

(c) chair the Annual Meeting Arrangements committee for the next State Bar and / or Section Annual Meeting;

(d) prepare the budget for the ensuing year and submit it for approval by the Council at the regular Council meeting which immediately precedes the Section Annual Meeting. The budget may be amended by the Council at any time; and,

(e) perform such duties and have such powers as usually pertain to that office or as may be designated by the Council or the Chair.

In case of the death, resignation, disability, or refusal to act of the Chair, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term, disability, or refusal to act, whichever is the shorter period. Regardless of the Chair-Elect's service as Chair as contemplated by this provision, the Chair-Elect shall ascend to the position of Chair as he or she would otherwise have done as provided by these Bylaws.

**SECTION 5.4. VICE-CHAIR.** The Vice-Chair shall:

(a) aid the Chair in the performance of the responsibilities of the Chair in the manner and to the extent the Chair may request;

(b) chair the Section's Long Range Planning Committee;

(c) chair the Section's Membership Committee and nominate other members of the Committee which will include at least one additional Council member. The Committee Chair may designate a Vice-Chair whose duties will be articulated by the Committee Chair;

(d) maintain such records concerning the length of service of Council members and Section officers, and / or persons elected to fill vacancies in those offices, as will allow the Council to be in compliance with the provisions of these Bylaws which limit the length of service allowed in those positions;

- (e) preside at meetings of the Section membership and the Council in the absence of the Chair and Chair-Elect; and,
- (f) perform such other duties and acts as usually pertain to that office or as may be designated by the Council.

**SECTION 5.5. SECRETARY** The Secretary shall:

- (a) be the custodian of all books, records, papers, documents, and other property of the Section;
- (b) keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission;
- (c) assist the Chair in the preparation of the Section's Annual Report;
- (d) in conjunction with the Chair, and as authorized by the Council, attend generally to the business of the Section;
- (e) serve as Chair of the Section's Bylaws Committee;
- (f) keep such records of the attendance of the officers and other Council members as will allow the Council to be in compliance with the provisions of Sections 4.8 and 5.8 of these Bylaws; and,
- (g) perform such other duties and acts as usually pertain to that office or as may be designated by the Council.

**SECTION 5.6. TREASURER** The Treasurer shall:

- (a) keep a true record of all monies received and disbursed and, unless waived on a meeting-by-meeting basis by vote of the Council, present a current financial report at each meeting of the Council;
- (b) submit a year end financial report to the Council at its meeting which immediately follows the Treasurer's receipt of the State Bar's year end statement;
- (c) forward all monies of the Section which come into his or her hands to the bookkeeping department at State Bar offices for deposit and credit to the account of the Section consistent with the Bylaws of the State Bar; and,
- (d) perform such other duties and acts as usually pertain to that office or as may be designated by the Council.

**SECTION 5.7. TERMS.**

(a) The term of the Secretary, Vice Chair, Chair-Elect and Chair shall be one year. The term of the Treasurer shall be two (2) years. All terms of office shall begin with the adjournment of the Section Annual Meeting at which each such officer shall have been elected, and continue until his or her successor has been elected and qualified. In addition, time served in the office of Treasurer shall not be charged against the six (6) year limitation on Council service.

(b) The offices of Secretary, Vice Chair, Chair-Elect and Chair constitute a leadership ladder. The Secretary shall become the Vice Chair, the Vice Chair shall become the Chair-Elect and the Chair-Elect shall become the Chair without further election upon the adjournment of the Section Annual Meeting one year after such officer shall have been elected.

(c) The Secretary, Vice Chair, Chair-Elect and Chair, having once been elected and served in those offices, may only be reelected to those offices after a period of six (6) years shall have transpired between the end of their former term and the commencement of their new term.

**SECTION 5.8. VACANCIES.** If any officer shall fail to attend two successive meetings of the Council, that officer's office shall be automatically vacated unless that officer is excused for good cause by action or consent of the Council. In the event of any such vacancy or the inability for any reason of any officer to serve, the Council shall elect a successor to serve until the end of the term of the position for which the vacancy exists. Any voting member of the Council may nominate, or second the nomination of, any Council member to fill such vacancy. A simple majority of the Council members present and voting shall constitute the election of a person so nominated.

## **ARTICLE VI**

### **NOMINATION AND ELECTION OF OFFICERS AND COUNCIL MEMBERS**

**SECTION 6.1. NOMINATING COMMITTEE.** Not later than 180 days before the Section Annual Meeting, the Chair, with the advice and consent of the Chair-Elect, shall appoint a Nominating Committee consisting of three (3) members from the Section membership to make nominations for the positions of officers and members of the Council. The Chair-Elect shall serve as Chair of the Nominating Committee and as its fourth voting member. No member of the Nominating Committee may be nominated for the offices of Secretary, Vice Chair, Chair-Elect or Chair. The primary qualification for nomination to any position of leadership in the Section will be the candidate's demonstrated service to the members of the Section and to the members of the State Bar of Michigan, through Section publications, programs and advocacy. The Nominating Committee shall consider the need for representation on the Council of members with differing viewpoints, who reside in various geographical areas of the State, who have different types of practice settings or employment as lawyers, who reflect diversity and who may have various lengths of membership in the State Bar.

**SECTION 6.2. ELECTIONS.** All elections shall be held at the Section Annual Meeting. Other nominations for the offices to be elected may be made from the floor. Elections may be conducted by any method, which will accomplish the election without challenge, unless the Section membership, by resolution adopted at the meeting, directs the election to be held by a particular method. All voting shall be in person, without proxy. Members eligible to vote shall be those members certified by the State Bar to be in good standing as members of the Section on the 1<sup>st</sup> day of the calendar month preceding the Section Annual Meeting.

**SECTION 6.3. CONTESTED ELECTIONS.** In the event of a contested election, the election shall be conducted according to procedures to be adopted by the Executive Committee to assure a fair election process and result. No Section funds, newsletters or publications shall be used for the written endorsement or opposition to candidates for Section office. No candidate shall cause or permit any material to be distributed at any Annual Meeting program, committee meeting, and reception or to any Meeting registrant's room. The Chair shall appoint a Committee of Tellers who shall tally and report the results of the voting to the Chair without undue delay.

**ARTICLE VII  
COMMITTEES**

**SECTION 7.1. STANDING COMMITTEES.** The Section shall have standing committees for: Annual Meeting Arrangements, Nominations, Long Range Planning, Membership and Bylaws. The Council may create other, or dissolve existing, standing committees.

**SECTION 7.2. OTHER COMMITTEES.** The Chair-Elect may establish other committees to operate during the following year as the Chair-Elect deems necessary and desirable to promote the purpose and goals of the Section.

**SECTION 7.3. OFFICERS.** The Chair, Vice Chair, Secretary and Treasurer shall serve as ex officio voting members of all committees of the Section other than the Nominating Committee. The Chair-Elect shall serve as an ex officio voting member of all committees of the Section, including the Nominating Committee.

**ARTICLE VIII  
REPRESENTATION OF STATE BAR OR SECTION POSITION**

**SECTION 8.1. REPRESENTATION OF STATE BAR OR SECTION POSITION.** Any action of this Section must be approved by the Board of Commissioners or the Representative Assembly of the State Bar before it becomes effective as an official act of the State Bar. No public statement of a Section or Council position may be made unless in full compliance with the governing Rules and bylaws of the State Bar. Any resolution adopted or action taken by the Section may, on request of the Section, be reported by the Chair of the Section to the Board of Commissioners or Representative Assembly of the State Bar for action.

Adopted July 24, 2009