

## **BYLAWS**

### **REAL PROPERTY LAW SECTION STATE BAR OF MICHIGAN**

#### **Article I**

##### **NAME AND PURPOSES**

**SECTION 1.** This Section shall be known as the **REAL PROPERTY LAW SECTION** of the State Bar of Michigan.

**SECTION 2.** The purpose of this Section shall be to study the laws and procedures pertaining to Real Property Law (defined below) and to promote the fair and just administration of Real Property Law; to study and report upon proposed and necessary legislation, including, but not limited to, pending legislation and drafting and introducing legislation; to study and report on pending litigation, including, but not limited to, the filing of amicus curiae briefs; to promote throughout the State of Michigan the legal education of members of the Bar and the public on Real Property Law by sponsoring meetings, institutes and conferences devoted to Real Property Law, by the preparation and dissemination of books, booklets, materials, pamphlets and brochures with respect thereto and by preparing and sponsoring and publishing legal writings in this field. The Section shall endeavor to promote professional responsibility and the prevention of malpractice among the members of the Bar. The term "Real Property Law" shall include, but not be limited to, the law of mortgages, liens, encumbrances, property taxes, land titles, land use, zoning, leases, land sales, water law, riparian rights, conveyancing, taxation, condominiums and environmental law.

#### **Article II**

##### **MEMBERSHIP**

**SECTION 1.** Any active member of the State Bar of Michigan, upon request to the State Bar of Michigan and upon payment of dues for the current year, shall be enrolled as a member of this Section. Annual dues in the amount of Forty-Five (\$45.00) Dollars shall be paid by each member in advance each fiscal year, beginning on the first day of October of each year. Any member of the Section whose annual dues shall be more than six (6) months past due shall thereupon cease to be a member of the Section.

**SECTION 2.** Members so enrolled as active members of the State Bar of Michigan and whose dues are so paid shall constitute the regular membership of this Section. All references in these Bylaws to "members" shall relate and be limited to active members so enrolled. In addition, members of the Law Student Section of the State Bar of Michigan may, subject to any rules of the State Bar of Michigan, become student members of the Section upon payment to the State Bar of Michigan of annual dues of Two (\$2.00) Dollars for student membership in this Section. Student members shall have no voting rights and shall not be eligible to hold office in the Section; however, student members shall be encouraged to participate in the work and activities of the committees of this

Section as determined by the Chairperson then in office and shall be entitled to all other privileges accorded to Section members by the Section.

**SECTION 3.** Newly admitted members of the State Bar of Michigan, upon written request, shall become members of the Section, without payment of dues to the Section, for the first two (2) fiscal years following his or her original admission to practice, as provided in the Bylaws of the State Bar of Michigan.

**SECTION 4.** An active member of the State Bar of Michigan who has attained the age of seventy (70) years does not have to pay annual dues provided, however, that application for membership in the Section shall be made annually in writing.

### **Article III**

#### **COUNCIL**

**SECTION 1.** There shall be a Council of the Section consisting of fifteen (15) elected members as set forth in Section 2 of this Article and the additional members set forth in Sections 4, 5, and 7 of this Article.

**SECTION 2.** The terms of the fifteen (15) elected members of the Council shall be for three (3) years and the expiration thereof shall be staggered, with the terms of five (5) members expiring at each annual meeting. At each annual meeting of the Section there shall be elected five (5) members to replace those members whose terms are expiring; all members so elected shall serve for a term of three (3) years beginning at the close of the annual meeting at which they were elected. Vacancies in the elected Council membership shall be filled in accordance with Article VI, Section 2 of these Bylaws.

**SECTION 3.** No person shall be eligible for election to the Council if that person has served without interruption for two (2) full consecutive three (3) year terms immediately preceding the term for which the election is held, not including time served on the Council as immediate past Chairperson of the Section, designated representative of the Land Title Standards Committee or as the representative of the Continuing Legal Education Committee; provided, however, that if the Council shall elect a person to the office of Vice Chairperson or Chairperson-Elect during the third year of his/her second consecutive term, such person shall be eligible for nomination and election to the Council for one (1) additional term of three (3) years; and further provided, however, that the Secretary or the Treasurer, if elected to that position in the third year of his second consecutive term, may serve in that capacity for not more than three (3) years thereafter and shall be eligible for nomination and election to the Council for an additional term of three (3) years. At such time as any person elected as Secretary or Treasurer in a third consecutive term shall cease to serve in that capacity, such person shall no longer be eligible to serve the remainder of such third consecutive term on the Council unless elected as Vice-Chairperson or Chairperson-Elect, and the remainder of any such third consecutive or later term shall be filled pursuant to Article VI, Section 2 of these Bylaws. Upon election of the Secretary or Treasurer as Vice-Chairperson or Chairperson-Elect during the third year of such third consecutive term, such person shall be eligible for nomination and election for an additional term of three (3) years. At such time as any

person has completed service as Chairperson or immediate past Chairperson during a third consecutive term for which one or more years are unexpired, such person shall no longer be eligible to serve the remainder of such term, and the remainder of any such term shall be filled pursuant to Article VI, Section 2 of these Bylaws.

**SECTION 4.** The immediate past Chairperson of the Section, if not otherwise serving, shall be an ex-officio member of the Council, with full voting privileges, for the year immediately following his term as Chairperson. All other past Chairpersons of the Section, if not otherwise serving, shall be ex-officio members of the Council, without voting privileges, while they retain Section membership.

**SECTION 5.** A representative of the Land Title Standards Committee, to be designated each year by the Chairperson of that Committee elected at its last annual meeting, and who is not otherwise serving, shall serve as a member of the Council, with full voting privileges.

**SECTION 6.** The editor of the *Michigan Real Property Review* shall not serve as a member of the Council during his/her tenure as editor of such publication.

**SECTION 7.** The Chairperson of the Continuing Legal Education Committee, if not otherwise serving, shall serve as a member of the Council, with full voting privileges, during his/her tenure as Chairperson of that Committee.

**SECTION 8.** Prior to each annual meeting of the Section, the Chairperson shall appoint a nominating committee in accordance with Article VII, Section 5 of these Bylaws, to make and to report to the Section, nominations for members of the Council to succeed those members whose terms will expire at the close of such annual meeting, for officers and to fill any vacancies in elected Council membership then existing. Additional nominations for the Council may be made from the floor at the annual meeting.

**SECTION 9.** 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. Voting by proxy shall not be permitted.

## **Article IV**

### **ELECTION OF OFFICERS**

**SECTION 1.** The officers of the Section shall be elected from the Council membership by the Council and shall consist of a Chairperson, a Chairperson-Elect, a Vice-Chairperson, a Secretary and a Treasurer, all of whom shall be members of the Council. No person elected at an annual meeting of the Council shall serve in the same office for more than one (1) year; provided, however, that this restriction shall not apply to the office of Secretary or Treasurer. The officers elected at each annual meeting of the Council shall serve until the close of the following annual meeting and until their successors have been elected or appointed.

**SECTION 2.** At the end of his/her term of office, the Chairperson-Elect, if still in office, shall automatically succeed to the office of Chairperson for a term of one (1) year, and the Vice-Chairperson, if still in office, shall automatically succeed to the office of Chairperson-Elect for a term of one (1) year.

## **Article V**

### **DUTIES OF OFFICERS**

**SECTION 1. CHAIRPERSON.** The Chairperson shall preside at all meetings of the Section and of the Council. The Chairperson shall be responsible for the selection and appointment of chairpersons, vice chairpersons and members of committees to serve during his/her term of office as Section Chairperson, pursuant to Article VII Section 8 of these Bylaws, and for project development for such committees during his/her term of office as Chairperson. He/She shall formulate and present at each annual meeting of the Section a report of the work and activities of the Section for the past year. On or before May 31 of each year, he/she shall prepare and submit an annual written report on the activities of the Section for the prior year for submission to the Secretary of the State Bar of Michigan, pursuant to the provisions of the Bylaws of the State Bar of Michigan. 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 disability and then only during such term as the disability continues. He/She shall preside at all meetings in the absence of the Chairperson. In the event the Chairperson-Elect is required to fill a vacancy in the office of Chairperson, the Chairperson-Elect shall become Chairperson for the period of both the vacancy and the term he/she normally would have served as Chairperson. The Chairperson-Elect shall assist the Chairperson in the selection and appointment of chairpersons, vice-chairpersons and committee. HE/SHE SHALL PERFORM SUCH OTHER DUTIES AS THE COUNCIL MAY DIRECT.

**SECTION 3. VICE CHAIRPERSON.** Upon the death or resignation of the Chairperson-Elect, or upon his/her refusal to serve, the Vice-Chairperson shall become the Chairperson-Elect for the remainder of the term of the Chairperson-Elect, and, if still in office, shall automatically succeed to the office of Chairperson for the following year for a term of one (1) year. Upon the disability of the Chairperson-Elect, the Vice-Chairperson shall perform the duties of the Chairperson-Elect for the remainder of the disability of the Chairperson-Elect, and then only during such term as the disability continues. He/She shall preside at all meetings in the absence of the Chairperson AND the Chairperson-Elect. In the event the Vice-Chairperson is required to fill a vacancy in the office of Chairperson-Elect upon the Chairperson-Elect becoming Chairperson pursuant to Section 2, above, the Vice-Chairperson shall become the Chairperson-Elect for the period of both the vacancy and the term he/she normally would have served as Chairperson-Elect. The Vice-Chairperson shall further be responsible for the preparation and presentation of the State of the Law address at the State Bar Annual Meeting each year if the Chairperson, subject to the approval of Council, directs that such a

presentation be made at the State Bar Annual Meeting. HE/SHE SHALL PERFORM SUCH OTHER DUTIES AS THE COUNCIL MAY DIRECT.

**SECTION 4. SECRETARY.** The Secretary shall be the custodian of all books, papers, documents and other property of the Section except money and financial records. The Secretary shall keep a true record of the proceedings of all meetings of the Section and of the Council.

**SECTION 5. TREASURER.** The Treasurer shall keep a true record of all monies received and disbursed on behalf of the Section by the State Bar of Michigan and report thereon to the Council whenever requested. Annually, the Treasurer shall submit a financial report for presentation to the members of the Section and to the Board of Commissioners for the State Bar of Michigan, pursuant to the provisions of the Bylaws of the State Bar of Michigan.

## **Article VI**

### **DUTIES AND POWERS OF THE COUNCIL**

**SECTION 1.** The Council shall have the general supervision and control of the affairs of the Section, subject to the Supreme Court Rules Concerning the State Bar of Michigan, the Bylaws of the State Bar of Michigan and the Bylaws of the Section. The Council shall have the authority to act on behalf of the Section. Such authority shall include, but not be limited to, the drafting and submission of reports and recommendations to the Board of Commissioners and/or the Representative Assembly of the State Bar of Michigan, either at the request of such bodies or upon the initiative of the Council; to make public statements, to participate in the legislative process or in litigation, and to carry out the general purposes of the Section. The authority of the Council shall not include amendment of the Bylaws of the Section, which shall be done only pursuant to Article X hereof. It shall 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 and benefit of the Section. Written contracts approved by the Council shall be executed by the Chairperson or by such other Section representative as is authorized by the Council.

**SECTION 2.** The Council, during the interim between annual meetings of the Section, may fill vacancies in its own membership or in the office of Secretary or Treasurer, or, in the event of a vacancy in all of the offices of Chairperson, Chairperson-Elect 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 IV herein.

**SECTION 3.** Five (5) voting members of the Council present at a meeting shall constitute a quorum for the transaction of business. In the event that less than a quorum of the Council attends a meeting, those present shall have the right to adjourn the meeting to a later time, and if a quorum is present at the adjourned time the Council may proceed with all action at such time without further call or notice.

**SECTION 4.** Council action may be only by majority vote of those present and voting. The Council may authorize the Chairperson, the Chairperson-Elect and the Vice-Chairperson, as an Executive Committee, to act on its behalf on specific matters between regular meetings of the Council.

**SECTION 5.** The Chairperson of the Section at any time may, and upon the request of any member of the Council shall, cause any proposition upon which the Council is authorized to act to be submitted in writing to each of the members of the Council for consideration at a regular meeting of the Council, provided, however, that the foregoing shall not be construed to require all matters submitted to the Council be in writing. This provision shall not be construed to permit the delay of or removal from consideration of an item at a regular meeting of the Council, except upon a specific motion therefore, which has been duly made, seconded and approved by a majority of the Council members present and voting at such regular meeting.

**SECTION 6.** When an issue arises which must be determined within a limited period of time so that the calling of a formal Council meeting is not practical, the Chairperson of the Section may, and upon 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, by electronic means or in writing over their respective signatures, to the Secretary, who shall record upon the minutes thereof each proposition so submitted, when, how, at whose request the same was submitted, and the vote of each member of the Council thereon, and keep on file such electronic communications and written and signed votes. For purposes of this Section, a vote submitted by a Council member by electronic means shall be considered a written vote under signature of the Council member. If a majority of the members of the Council shall be in favor of such proposition or if such majority shall be against such propositions, such majority vote shall constitute the binding action of the Council and the Section. The members of the Council may also vote upon such proposition by telephonic communication, in which members of the Council communicate with the Chairperson and Secretary by means of conference telephone or similar communications equipment. The Secretary shall keep a record thereof in the manner set forth above.

**SECTION 7.** There shall be not less than six (6) regular meetings of the Council during each fiscal year, not including the annual meeting. The Council shall designate the time and place of its regular meetings. Special meetings may be called by the Chairperson or upon written request to the Secretary of any five (5) voting members of the Council. Five (5) days notice of special meetings shall be given. The annual meeting of the Council shall be held in conjunction with the annual meeting of the Section, as hereinafter provided in Article VIII, Section 1 of these Bylaws. Provided, however, the annual meeting of the Council may be held immediately preceding a regular Council meeting held during the annual Summer Conference when the annual meeting of the Section is also held at the annual Summer Conference.

## Article VII

### COMMITTEES

**SECTION 1.** The following standing committees shall be appointed by the Chairperson to serve during his/her term of office as Chairperson of the Section and until their successors are appointed:

- Budget and Finance
- On Committees
- Membership
- Nominating
- Publications
- Continuing Legal Education
- Technology

**SECTION 2.** The standing committee on budget and finance shall consist of three (3) members, including the Section Chairperson who shall be Chairperson of the committee, the Treasurer and, in the discretion of the Chairperson, one member at large appointed by the Chairperson. The committee shall prepare a proposed budget for the Section for the ensuing year and shall recommend to the Council procedures for reimbursement of expenses.

**SECTION 3.** The standing committee on committees shall consist of not less than four (4) members nor more than seven (7) members, consisting of the Chairperson, Chairperson-Elect and Vice-Chairperson, and one or more Council members and/or past Section Chairpersons. The committees shall be appointed by the Chairperson of the Section who shall also designate one member of the committee to serve as its Chairperson. It shall, each year, assist the Chairperson of the Section in preparing a suggested roster of committee Chairpersons and Vice-Chairpersons. It shall also assist in preparing a roster of Section committee personnel to be appointed for the ensuing committee term. It shall prepare policies for the function and operation of the committees, including expenditure of funds, and written statements of such policies shall be submitted to the Council for its review and approval.

**SECTION 4.** The standing committee on membership shall consist of one (1) or more members. The committee shall promote and maintain the growth of the Section.

**SECTION 5.** The standing committee on nominating shall consist of five (5) members, including two (2) past Chairpersons of the Section, if possible. The Chairperson of the Section shall designate one member of the committee to serve as its Chairperson. At least one member of the committee shall not be either a present or former officer or Council member of the Section. The committee shall receive and consider suggestions for nominations of qualified persons to serve as

Council members, officers and to fill vacancies occurring from time to time, and report and make recommendations thereon first to the Council and thereafter to the members of the Section at the annual meeting, and at such other times as may be directed by the Council.

**SECTION 6.** The standing committee on publications shall consist of the Section Chairperson, the Chairperson-Elect, who shall serve as Chairperson of the committee, the editor of the *Michigan Real Property Review*, and any additional members of the committee selected by the Section Chairperson. The committee shall exercise supervision over all publications of the Section.

**SECTION 7.** The standing committee on continuing legal education shall consist of three (3) or more members, including the Section Chairperson, and a Chairperson of the committee who shall be appointed by the Chairperson of the Section to serve during his/her term of office as Chairperson of the Section. Other members of the committee shall be appointed by the Chairperson of the Section. It shall coordinate all programs, conferences and presentations sponsored by the Section or in which the Section participates, and coordinate the Section programs with other providers of legal education, and undertake such other activities as the Council may direct.

**SECTION 8.** The standing committee on technology shall consist of three (3) or more members, including the Section Vice Chairperson and a Chairperson of the committee who shall be appointed by the Chairperson of the Section to serve during his/her term of office as Chairperson of the Section. Other members of the committee shall be appointed by the Chairperson of the Section. It shall review existing technologies relating to Section operations, make recommendations for new or improved technologies for same to the Council and direct implementation of any such technology changes approved by Council, including, without limitation, changes relating to intra-Council, intra-Section, and intra-committee communications and educational presentations and publications.

**SECTION 9.** There shall be such other standing and special committees as, from time to time, shall be authorized by the Council. Such committees, and their Chairpersons and Vice-Chairpersons, shall be appointed by the Chairperson of the Section to serve until their successors are appointed. The Section Chairperson, on direction from the Council, shall remove any Chairperson or member from a committee and fill vacancies on such committee. All committees shall report to the Council on their activities. All members of all committees shall be members of this Section.

**SECTION 10.** In addition to the foregoing committees, the Land Title Standards Committee shall be a standing Committee of this Section. All of the members of this Committee shall be members of this Section.

The Land Title Standards Committee shall, subject to the approval of the Council, elect its members for the succeeding year at each annual meeting of the Section. After election of the members thereof of such Committee, such members of the

Committee, shall thereafter elect the officers of such Committee, which officers shall consist of a Chairperson, a Vice-Chairperson and a Secretary. Vacancies in membership of the Committee may be filled by the Committee Chairperson, subject to the approval of the Council. The annual meeting of the Land Title Standards Committee shall be held in conjunction with the annual meeting of the Section.

## **Article VIII**

### **SECTION MEETINGS**

**SECTION 1.** The annual meeting of the Section shall be held during the annual Summer Conference, or at such other place and time as may be arranged by the Council, with the program and order of business as may be arranged by the Council.

**SECTION 2.** Special meetings of the Section may be called by the Chairperson upon the 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 of the Section shall constitute a quorum for the transaction of business.

**SECTION 4.** All action of the Section shall be by a majority vote of the members present unless otherwise specifically provided herein, provided, however, that the Council shall have the authority to act on behalf of the Section pursuant to Article VI of these Bylaws.

## **Article IX**

### **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 Executive Director or the Treasurer of the State Bar of Michigan for payment, shall be approved by the Chairperson or the Treasurer of the Section, or, if the Council shall direct, by both of them.

**SECTION 3.** No salary or compensation shall be paid to any officer, member of Council or member of a committee. Reimbursement of costs and expenses shall be only upon approval of the Council.

**SECTION 4.** Any action or public statement of this Section must be approved by the Representative Assembly or the Board of Commissioners of the State Bar of Michigan before the same becomes effective as the action of the State Bar of Michigan, pursuant to the provisions of the Bylaws of the State Bar of Michigan.

Reports or recommendations of this Section or its Committees may be released, announced, or published only in accordance with the Bylaws of the State Bar of Michigan.

**SECTION 5.** 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 Chairperson or the Chairperson's designee by any means of telephonic, electronic, videoconference or other interactive communication as shall be convenient. Participation pursuant to subsection (b) shall be verified and acknowledged by the Chairperson or the Chairperson's designee.

## **Article X**

### **AMENDMENTS**

**SECTION 1.** These Bylaws may be amended at any annual meeting of this Section by a two-thirds (2/3) 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; and further, that no amendment so adopted shall become effective until approved by the Commissioners of the State Bar of Michigan.

**SECTION 2.** Any amendment proposed shall 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 one hundred twenty (120) days prior to the annual meeting at which it is to be voted on. The Council shall consider the proposed amendment and shall prepare the recommendations thereon, which proposed amendments shall be published in the Michigan Bar Journal or by such written communication to all of the members of the Section as the Council shall direct, at least thirty (30) days prior to the annual meeting of the Section at which it is to be voted upon.

Created 1973; Amended 9/27/02; Amended 9/15/03; Amended 7/14/06; Amended 7/20/07; Amended 11/19/2009