Proposed Section Bylaw Amendments

Bylaws of the General Practice— Solo and Small Firm Section of the State Bar of Michigan

Section members will be asked to vote on the following amendments to the section's bylaws at the annual meeting scheduled for Friday, September 18 at 9:30 a.m. at DeVos Place, Grand Rapids. The purposes of these amendments are (1) to change the name of the section to "Solo and Small Firm" to better reflect section membership and purpose and (2) to allow section council members to be present for council meetings by telephone or other similar means (see Article VI, Section 4).

BYLAWS OF THEGENERAL PRACTICE— SOLO AND SMALL FIRM SECTION OF THE STATE BAR OF MICHIGAN

ARTICLE I NAME AND PURPOSES

SECTION 1. This Section shall be known as the General Practice— Solo and Small Firm Section of the State Bar of Michigan.

SECTION 2. The purposes of this Section shall be:

- (a) to provide a forum for the exchange of ideas among members engaged in the general practice and solo and small firm practice of law with a view in mind of improving the practice of law and thus resulting in a better administration of justice, increased professional prestige, and the rendition of better service to the clients who seek guidance from the general practice and solo and small firm practitioner;
- (b) to serve as a forum for the dissemination of specialized knowledge to the individual practitioner engaged in the general practice and/or solo and small firm practice of law and to practitioners in the smaller and larger communities alike, in addition to fulfilling their needs for specialized knowledge, and also encouraging their participation in other Sections of the State Bar of Michigan which may engage in the specialized practice of law in which they have primary experience;
- (c) to provide a vehicle for general practice and solo and small firm practitioners to participate in activities of the State Bar;

The General Practice—Solo and Small Firm Section of the State Bar of Michigan proposes to accomplish the above purposes and objectives by promoting various projects, sponsoring meetings, institutes, and conferences of educational value, and supporting the publication of articles that may be of interest to the generalist, solo, and small firm practitioner.

ARTICLE III **ELECTION OF COUNCIL**

SECTION 1. There shall be a Council of the General Practice—Solo and Small Firm Section.

ARTICLE VI DUTIES AND POWERS OF THE COUNCIL

SECTION 3. The Council may request committees and sections of the State Bar, to present to the members of the Council a report

of the committee's or section's activities as these activities pertain to the General Practice—Solo and Small Firm Section.

SECTION 4. A majority of the members of the Council shall constitute a quorum for the transaction of business. Members may be present in person or by telephone conference or other similar communications equipment. If less than a quorum attends, those present shall adjourn the meeting.

SECTION 7. The Council of the General Practice—Solo and Small Firm Section during the interim between meetings of the Section shall have full power to do and perform all acts and functions, which the Section itself might do or perform, not inconsistent with any action taken by the Section. Any such action taken by the Council shall be reported to the Section at its next annual meeting.

Created 1973 Amended 11/19/10 Amended 11/17/06 Dues increase effective 10/1/04 Amended 8/9/04 Amended 9/15/03

Probate and Estate Planning Section of the State Bar of Michigan

Pursuant to Article IX of the bylaws of the Probate and Estate Planning Section of the State Bar of Michigan, the Council has recommended that certain amendments be adopted by a vote of the section at its 2014 annual meeting on Saturday, September 6. The recommendations from the Council include modernizing the bylaws, allowing probate registers and probate court administrators to become members of the section at no charge while they are serving in their respective capacities, clarifying the terms of the officers and Council members, allowing more extensive use of electronic communication, changing the procedure for amending the bylaws, and making other clarifications to the section bylaws. Questions regarding the Council recommendations may be directed to Nancy H. Welber at (248) 932-1230 or nhwelberpc@gmail.com.

BYLAWS OF THE PROBATE AND **ESTATE PLANNING SECTION** OF THE STATE BAR OF MICHIGAN

ARTICLE+1 NAME AND PURPOSE

SECTION 1.1 NAME. This Section shall beis known as the Probate and Estate Planning Section of the State Bar of Michigan.

SECTION 1.2 PURPOSE. The purpose of this Section shall be is to enhance and improve the practice and administration of law pertaining to probate; trust and estate planning by the study of statutes, cases, and procedures, by the consideration, drafting, and active support or opposition of proposed legislation; by the providing of advice to courts during the course of pending litigation; and by the sponsoring of meetings and institutes (together with publishing and disseminating pamphlets, brochures, a Journal of the Section and legal writings) as a means of educating members of the Bar and the public, all in connection with advancing the proper

preparation of wills, trusts, tax returns, and other documents; the efficient administration of trusts as well as estates of decedents, minors, incompetents, and missing persons; and the advance; guardianships and conservatorships (including planning for the orderly disposition of property, minimization of taxes, and well being of persons.alternatives); and tax planning.

ARTICLE#2 **MEMBERSHIP**

SECTION 2.1 SECTION MEMBERSHIP FOR MEMBERS OF THE STATE BAR OF MICHIGAN. Active, inactive, law student, affiliate, and emeritus members of the State Bar of Michigan may become members of the Section by paying to the Section dues in an amount as may be determined from time to time by the Council, and shallwill then become members of the Section for the current fiscal year. Thereafter, dues shall be are payable in advance at the beginning of the fiscal year of the State Bar of Michigan. Any member of the Section whose annual dues shall beare more than six months past due shallwill cease to be a member of this Section. Members enrolled and whose dues are paid shall constitute the membership of the Section. All lawyers admitted to practice in Michigan shall be are considered members of the Section until the end of the fiscal year of the State Bar of Michigan following the year of their admission to practice and shallare not be required to pay dues until after that time.

SECTION 2. Only active members of the State Bar of Michigan who are members of the Section shall be eligible to vote or hold office.

SECTION 2.2 SECTION MEMBERSHIP BY PROBATE REGISTERS AND PROBATE COURT ADMINISTRATORS. All Probate Registers and Probate Court Administrators are entitled to membership in the Section and any requirement to pay Section dues is waived. Membership in the Section under this Section 2.2, including the waiver of dues, will continue until a member under this Section 2.2 no longer serves as a Probate Register or Probate Court Administrator. If a Probate Register or Probate Court Administrator is a lawyer, then he or she will have the benefits of membership afforded to Section members who are lawyers. If a Probate Register or Probate Court Administrator is not a lawyer, then he or she will have the benefits of membership afforded to non-lawyer members of the Section.

SECTION 2.3 ELIGIBILITY TO VOTE; COUNCIL PARTICIPATION. Only lawyers who are active members of the State Bar of Michigan and who are members of the Section are eligible to vote on any matter before the Section or to be elected as members or officers of the Council.

SECTION 2.4 INVITED GUESTS. Without a vote of the Council, the chairperson may invite guests who are not Section members to address one or more Council meetings from time to time concerning issues that the Chairperson believes will assist the Council in its consideration of particular issues that are before the Council.

ARTICLE ##3 COUNCIL AND OFFICERS

SECTION 3.1: NUMBER OF MEMBERS AND OFFICERS. There shall beis a Council of the Section consisting of the Chairperson, Chairperson-Elect, Vice-Chairperson, Secretary and a Treasurer, together with 18 other members to be elected as hereinafter provided below. Past Chairpersons shall also automatically remain as ex-officio members of the Council so long as they maintain membership in the Section. However, past Chairpersons shall not be exofficio members of the Council are not 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 3.2: ELECTION OF OFFICERS. The Chairperson, Chairperson-Elect, Vice-Chairperson, Secretary and Treasurer shallwill be nominated and elected in the manner hereinafter provided in the following sections at each annual meeting of the Section to. Each officer, other than the Chairperson, will hold office for a term commencing at the beginning atof the close of Section's fiscal year following the annual meeting of the Section at which they have been the officers are elected, and ending at the close of the next succeeding annual meeting fiscal year of the Section, and until their successors shall have been elected and qualified. The Chairperson's term will automatically commence after the close of the annual meeting of the Section at which the Chairperson is elected and qualified or automatically succeeds to the office of Chairperson, as provided in Section 4.2.3.

SECTION 3.3 Subject to the provisions of the next sentence, six ELECTION OF COUNCIL MEMBERS. Six members of the Council shallwill be elected at each annual meeting of the Section for terms of three years. At the annual meeting in 2004 only, eight member of the council shall be elected, six of whom shall serve terms of three years, one of whom shall serve a term of two years, and one of whom shall serve a term of one year. (""Year" as herein used in these Bylaws means a term beginning aton the closefirst day of the annual meeting at which fiscal year of the Council member shall have been elected Section and ending aton the close last day of the succeeding annual meeting fiscal year of the Section.).

SECTION 4. No3.4 TERM LIMITS FOR COUNCIL MEMBERS. A person shall beis not eligible for election other than as an officer if het or she has served without interruption for six consecutive years immediately preceding the term for which the election is held.

SECTION 3.5. No TERM LIMITS FOR OFFICERS. A person who has served as Chairperson, Chairperson-Elect, Vice-Chairperson, Treasurer or Secretary without interruption for 2 consecutive terms shall beis not eligible for election to that office.

SECTION 3.6 VACANCY. The Council may appoint any lawyer member of the Section who is an active member of the State Bar of Michigan as an officer or councilpersonCouncil member to act until the next election in the event of death, disability, removal or resignation of any officer or councilpersonCouncil member, or on a temporary basis.

ARTICLE IV 4 ELECTIONS

SECTION 4.1- NOMINATIONS.

4.1.1 Nominating Committee. The Nominating Committee shallwill submit nominations to the Section for the offices of Chairperson, if needed, Chairperson-Elect, Vice-Chairperson, Secretary, Treasurer and members of the Council, to succeed those whose terms

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will expire at the close of the forthcoming fiscal year following the annual meeting of the Section at the regular meeting of the Council prior to the annual meeting of the Section, and to fill vacancies for unexpired terms existing at the time of such report at any other regular meeting of the Council.... The Nominating Committee shallwill continue to function as needed and report nominations to the Council to fill vacancies in the office of an officer or member of the Council in accordance with Article VI, Section Section 6.3. The Nominating Committee shallwill consist of the three immediately past Chairpersons of the Section, unless suchthe committee shall beis otherwise appointed by the Chairperson and the Chairperson-Elect.

4.1.2 Close of Nominations. All nominations, including nominations from the floor, for the offices of Chairperson, if the Chairperson-Elect has given notice as provided in Section 4.2.3 that he or she will not serve as chair or there is otherwise a vacancy in the office of the Chairperson, Chairperson-Elect, Vice Chairperson, Secretary, Treasurer and members of the Council, to succeed to those whose terms will expire at the close of the fiscal year following the forthcoming annual meeting of the Section, or at the close of the forthcoming annual meeting of the Section in the case of the Chairperson, will be made at the regular meeting of the Council prior to the annual meeting of the Section.

SECTION 2. ELECTIONS 4.2 ELECTION PROCEDURES.

4.2.1 Vacancies. When there is only one candidate nominated for a vacancy, that election shallwill be held by voice vote at the meeting during which the nomination has been made. When there is more than one candidate nominated, the election shallwill be held at the next regular council meeting where the Chairperson may conduct that election by voice vote, or may direct another method of conducting the election, such as a show of hands, paper ballot or other method. This section 4.2.1 does not apply to interim vacancies as described in section 6.3.

4.2.2 Annual Meeting. All nominations, including nominations from of the floor, forSection. Except as provided in Sections 4.1.2 and 4.2.1, the election for the offices of Chairperson; (if the Chairperson-Elect has given notice as provided in Section 4.2.3 that he or she will not serve as chair or there is otherwise a vacancy in the office of the Chairperson), Chairperson-Elect, Vice Chairperson, Secretary, Treasurer and members of the Council, to succeed to those whose terms will expire at the close of the forthcoming annual meeting shall be made at the regular meeting of the Council prior to the annual meeting. The election for such offices and Council members shallwill be held at the annual meeting of the Section, where the Chairperson may conduct that election by voice vote, or may direct another method of conducting the election, such as a show of hands, paper ballot or other method.

4.2.3 Automatic Succession of Chairperson-Elect. Unless the Chairperson-Elect gives written notice to the Chairperson before the regular meeting of the Council prior to the annual meeting of the Section, the Chairperson-Elect will automatically succeed to the office of the Chairperson after the close of the Annual Meeting of the Section.

ARTICLE V5 **DUTIES OF OFFICERS**

SECTION 5.1: CHAIRPERSON. The Chairperson shall preside at all meetings of the Section and of the Council. The Chairperson shallwill 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. The Chairperson shall will perform such other duties and acts as usually pertain to such officer's the Chairperson's office.

SECTION 5.2: CHAIRPERSON-ELECT. Upon the death, resignation or during the disability of the Chairperson, or upon such officer's his or her refusal to serve, the Chairperson-Elect shallwill 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 so much of the term as the disability continues. The Chairperson-Elect shall automatically succeeds to the office of the Chairperson the day after the close of the annual meeting succeeding of the annual meeting Section at which the Chairperson-Elect is elected.

SECTION 5.3: VICE-CHAIRPERSON. Upon the death, resignation, or during the disability of both the Chairperson and the Chairperson-Elect, or upon the refusal of both to serve, the Vice-Chairperson shallwill perform the duties of the Chairperson and the Chairperson-Elect until either of them is again able to serve in such officer's elected capacity, to the end of the termination of the respective terms of each.

SECTION 5.4: SECRETARY. The Secretary shall be is the custodian of all books, papers, documents, and other property of the Section except money. Such officer shall keep The Secretary keeps a true record of the proceedings of all meetings of the Section and of the Council. With Along with the Chairperson, such officer shallthe Secretary will prepare a summary or digest of the proceedings of the Section at its annual meeting for publication in the Annual Report of the State Bar of Michigan, after approval by the Commissioners of the State Bar of Michigan. The Secretary, along with the appropriate Section committee chair and personnel from the State Bar, will review and maintain the Section webpages on the State Bar website. The Secretary, in conjunction with the Chairperson, as authorized by the Council, attends generally to the business of the Section. Commissioners of the State Bar of Michigan. Such officer, in conjunction with the Chairperson, as authorized by the Council, shall attend generally to the business of the Section.

SECTION 5.5 TREASURER. The Treasurer reports regularly on the finances of the Section to the Council and to the State Bar of Michigan. The Treasurer is not responsible for the Section funds but will transmit a financial report for presentation to the membership of the Section annually. The officer of the State Bar of Michigan designated for such purpose will be the custodian of all funds and will keep a record of all monies received and disbursed and report thereon on the status of the funds to the Council or Treasurer of the Section whenever requested. The Treasurer Payment of expenses by the Section shall not, before being paid, must be responsible for such funds but shall transmit a financial report for presentation to the membershipapproved by the Treasurer, except those of the

Section annually. SECTION 6. TREASURER. The Treasurer shall, which must be approved by the Chairperson or the Chairperson-Elect, or otherwise as the Council directs, and checks for all disbursements will be signed by the officer of the State Bar of Michigan designated for such purpose. The Treasurer will sign any application for, and execute, any bond as may be requested by any officer of the Section and/or member of the Council pursuant to any resolution duly adopted for any bond for the purpose of protecting the monies of the Section. Any cost or premium for suchthe bond, however, shallwill not be borne by the Treasurer, but shallwill be an expense of the Section and paid from the funds of the Section. The Treasurer shall submit a financial report regularly.

ARTICLE <u>VI6</u> DUTIES AND POWERS OF THE COUNCIL

SECTION <u>6.1 IN GENERAL</u>. The Council <u>shall havehas</u> 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. <u>It shall authorize The Council authorizes</u> all commitments or contracts which <u>shall entail require</u> the payment of money and <u>shall authorizeauthorizes</u> the expenditure of all monies appropriated for the use or benefit of the Section.

SECTION <u>6.2 COMMITTEES</u>. The Council may authorize the Chairperson, with the Chairperson-Elect, to appoint committees and their chairpersons from Section members to perform such duties and exercise such powers as the Council may direct. The Chairperson, on direction from the Council, <u>shallwill</u> remove any chairperson or member from such committees and fill vacancies on such committees created by removal or resignation.

SECTION 6.3 FILL INTERIM 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 Vice-Chairperson, Secretary or Treasurer, or, in the event of a vacancy in both the office of Chairperson and Chairperson-Elect, then in the office of Chairperson. Members of the Council and officers shall, other than the Chairperson, serve until the close of the fiscal year of the Section. The Chairperson serves until the close of the next annual meeting of the Section, at which the. The vacancies shall be are filled for the remainder of their respective terms by a special election conducted concurrently with the regular elections as provided in Article FV herein4.

SECTION <u>6.4 QUORUM</u>. A quorum of the Council <u>shall consist</u> consists of a majority of the <u>officers and elected voting</u> members-of the Council then in office. A quorum being present, the Council <u>shall actacts</u> on the affirmative vote of a majority of those present at any meeting.

SECTION <u>6.5</u>. Members <u>VOTING PROCEDURES</u>. A member of the Council, when <u>personally</u> present at a meeting of the Council, <u>shall votevotes</u> in person <u>or electronically</u>, but when absent may communicate <u>their his or her</u> vote, in writing, upon any proposition, to the Secretary and have it counted, with the same effect as if cast personally at <u>such</u>the meeting.

SECTION 6.6 PRESENCE AT A MEETING. A member will be deemed "present" at a meeting if the member is physically in attendance at the meeting or participates in the meeting by electronic communication. For purposes of this Article 6, "electronic communication" means any form of communication designed to allow a person to attend a meeting from a remote location, as long as the member's presence is identified, all participants are advised of the communications equipment, and all in-person attendees and attendees at any remote location are able to communicate effectively with each other.

SECTION 6.7 WRITTEN VOTE. The Chairperson of the Section at any time may, and upon the request of any member of the Council shallwill, 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 thereonon the proposition, in writing over their respective signatures, to the Secretary, who shallwill record upon in his or her minutes each proposition so submitted, when, how, at whose request same the proposition was submitted, and the vote of each member of the Council thereonon the proposition, and keep on file such the written and signed votes. If the recorded votes of a majority of the members of the Council shall be are in favor of such the proposition, or if such a majority shall be is against suchthe proposition, suchthe majority vote shall constitute constitutes the binding action of the Council. A submission by the Chairperson or a vote by the members by email or other electronic means is deemed to be in writing.

SECTION 76.8 MEETINGS. The Council shallwill designate the time and place of its regular meetings. Special meetings may be called upon notice by the Chairperson or upon written request to the Secretary of any 5 members of the Council. Council and committee meetings may be held by a telephone conference or by other similar communications equipment through which all persons participating in the meeting may communicate with the other participants. All participants will be advised of the communications equipment, and the names of the participants in the conference will be divulged to all participants. Such participation will constitute presence in person at the meetingelectronic communication. A regular meeting will not take place during the annual meeting of the State Bar of Michigan, unless it is held in conjunction with the annual meeting of the State Bar.

SECTION 8:6.9 ABSENCES Any member of the Council (except Past Chairpersons) who shall beare absent without having been excused by the Chairperson at three consecutive meetings of the Council shall be deemed to have resigned during a year may be removed at the discretion of the Chairperson and the vacancy thereby created shall by the member's removal will be filled by the Council. The "year" for this purpose begins on the first day of the fiscal year of the Section and ends on the last day of the fiscal year of the Section.

SECTION 9:6.10 POWERS OF THE COUNCIL. The powers of the Council will include the power to act to further the purposes of the Section, including the power to consider, draft, and actively support or oppose proposed legislation through committees or agents

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consistent with the Bylaws of the State Bar of Michigan. The Council has the additional powers to consider, draft, and actively support or oppose proposed court rules; to further Section efforts to provide advice to courts during the course of pending litigation and sponsor meetings and institutes (together with publishing and disseminating information in print or online) as a means of educating the Bar and the public concerning the role of estate planning, guardianships and conservatorships (including planning alternatives), tax planning, trust planning and administration, and probate.

ARTICLE VII-7 SECTION MEETINGS

SECTION 7.1: ANNUAL MEETING OF THE SECTION. The annual meeting of the Section shallwill be held during the Annual Meeting of the State Bar of Michigan, in the same city or place as such Annual Meeting of the State Bar of Michigan, or September of each year at such othera place and time as may be arranged by the Council, with suchthe program and order of business as may be arranged by the Council. The annual meeting of the Section may not take place during the annual meeting of the State Bar of Michigan, unless it is held in conjunction with the annual meeting of the State Bar.

SECTION 3.

SECTION 7.2 SPECIAL MEETINGS. Special meetings of the Section may be called by the Chairperson upon the approval of the Council at a time and place as the Council may determine. A special meeting may not take place during the annual meeting of the State Bar of Michigan, unless it is held in conjunction with the annual meeting of the State Bar.

SECTION 7.3 QUORUM. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

ARTICLE VIII-8 MISCELLANEOUS PROVISIONS

SECTION 8.1 FISCAL YEAR. The fiscal year of the Section shall beis the same as that of the State Bar of Michigan.

SECTION 2. All bills incurred by the Section before being paid shall be approved by the Treasurer, except those of the Treasurer, which shall be approved by the Chairperson or the Chairperson elect, or otherwise as the Council shall direct, and checks for all disbursements shall be signed by an officer of the State Bar of Michigan, or someone designated by the State Bar Commissioners.

SECTION 8.2 COMPENSATION. No salary or compensation will be paid to any officer, Council member, or member of a committee for fulfilling his or her duties to the Section and the Council. Authorization to compensate an officer or Council member for a service to the Section by the officer or Council member or his or her law firm or other organization that is not defined by the Section's bylaws as a duty of an officer, Council member, or Section member requires a two-thirds vote of the Council. The person to be compensated, or the person whose firm or other organization is to be compensated, may not participate in the vote. The vote must be recorded in the minutes of the meeting, and the minutes must be made available on the Section's website.

SECTION 8.3 WHEN EFFECTIVE.

SECTION 3. No salary or compensation shall be paid to any officer, councilor or member of a committee. SECTION 4. These Bylaws shall become effective upon thetheir approval thereof by the Commissioners of the State Bar of Michigan and by the Section in the same manner provided in Article 1X9 for their amendment.

SECTION 58.4 PRINTING. All printing for the Section or for the Council or any committee of the Section shall be is done under the supervision of the Executive Secretary of the State Bar of Michigan.

ARTICLE IX9 **AMENDMENTS**

SECTION 9.1 PROCEDURE. These Bylaws may be amended at any annual meeting of the Section at which a quorum is present, by a majority two-thirds (2/3) vote of the members of the Section present and voting, provided such proposed amendment shall has first have been submitted to the Council for its recommendation; further, that no. No amendment so adopted shall become effective until approved by the Board of Commissioners of the State Bar of Michigan.

SECTION 2:9.2 PROPOSED AMENDMENTS. Any proposed amendment shallmust be submitted in writing to the Council in the form of a motion by an officer or member of the Council or by a petition by by at least 10 other three (3) members of the Section. The Council shallwill consider the proposed amendment and shallif it is approved by Council, the Council will prepare recommendations thereon which recommendations, together with, and provide to members of the Section a complete and accurate text of saidthe proposed amendment, shall be published in the Michigan Bar Journal or the Journal of the Section at least 15thirty (30) days prior to the annual meeting of the Section at which it is to be voted upon considered. Notice of the proposed amendment may be communicated in writing by in-person delivery, first-class mail, electronic mail, facsimile, publication in the Michigan Bar Journal, or by any other means reasonably likely to provide adequate written notice, including any form of notice authorized by the State Bar of Michigan.

Adopted September 14, 1955

Amended 10/14/94

Amended 9/22/00

Amended 9/27/02

Amended 9/15/03

Amended 7/23/04 Effective 9/11/04 Amended 1/21/05

Dues increase effective 6/9/06

Dues increase effective 6/19/07