

**AMENDED AND RESTATED BY-LAWS
OF
STEARNS/BENTON BAR ASSOCIATION**

THESE AMENDED AND RESTATED BYLAWS (this "Agreement") of Stearns/Benton Bar Association ("Corporation") are made and entered into as of the 24th day of April 2015, as adopted by the Board of Directors. These Amended and Restated Bylaws amend, restate and supersede any and all prior bylaws of the Corporation.

**ARTICLE I.
OFFICES, CORPORATE SEAL**

Section 1.01. Registered Office. The city, town, or other community in which the registered office of this corporation is located in Minnesota shall be as set forth in the Articles of Incorporation of this corporation, or in the most recent amendment or restatement of such Articles of Incorporation, or in a certificate of change of registered office filed with the Secretary of State of Minnesota reflecting the adoption of a resolution by the Board of Directors of this corporation changing the registered office.

Section 1.02. Other Offices. This corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

Section 1.03. Corporate Seal. This corporation shall have no corporate seal.

**ARTICLE II.
MEMBERS: MEETINGS, DUES, PROPERTY RIGHTS**

Section 2.01. Classes of Membership.

- (1) Regular: Any person licensed to practice law by the Supreme Court of the State of Minnesota shall be a regular member.
- (2) Public Sector: Any person licensed to practice law by the Supreme Court in the State of Minnesota who is engaged in service to the public sector as a judge, city or county attorney or assistant attorney, public defender, legal aid attorney, or judicial law clerk.
- (3) Retired: Any person previously licensed to practice law by the Supreme Court of the State of Minnesota who is retired from the practice of law, public or private.
- (4) Honorary: Distinguished non-resident lawyers and judges may be elected honorary members.

Section 2.02. Annual Meeting of the Membership. The annual meeting of the Membership of the corporation shall be held at a place and on a date to be selected by the Executive Committee. Time and place of the annual meeting shall be announced at least one month in advance by letter, email or facsimile. At that meeting, annual reports of Officers and committees shall be delivered and the Secretary-Treasurer shall be elected.

Section 2.03. Monthly Meetings. Monthly meetings of the membership of the corporation shall typically be held on the first Friday of each month, except during June, July and August, at 12:00 o'clock noon at a place to be designated by the Executive Committee. Business may be transacted at such meetings if a quorum is present.

Section 2.04. Special Meetings. Special meetings may be called by the President or by a majority of the Executive Committee or may be called by the Secretary-Treasurer on the request of any ten (10) members of the corporation in writing. Members shall be given ten (10) days advance written notice (via letter, email or facsimile) of time, place and object of a special meeting of the membership of the corporation.

Section 2.05. Quorum. At all meetings twenty-five (25) members of the corporation shall constitute a quorum for the transaction of business. The latest edition of Robert's Rule of Order shall govern the proceedings.

Section 2.06. Dues. Annual dues are payable on or before the first day of September for each Fiscal year. The Board of Directors shall have the right to determine the dues or other payments to be made by the members of this corporation from time to time.

Members six (6) months delinquent in dues may be dropped from the membership, but payment of dues to date shall entitle such person to reinstatement.

Section 2.07. Members in Military Service. Members who are in the military service of the United States of America while on active duty, shall be exempt from the payment of dues unless such service becomes a member's permanent vocation.

Section 2.08. Property Rights. No member shall have any right, title or interest in or to any property of this corporation.

ARTICLE III. BOARD OF DIRECTORS

Section 3.01. General Powers. The property, affairs and business of this corporation shall be managed by the Board of Directors.

Section 3.02. Number, Qualification and Term of Office. The Board of Directors shall be made up of four (4) Officer Directors and up to eight (8) Member Directors (collectively, Officer Directors and Member Directors shall be referred to herein as the "Directors"). Officer Directors shall include only the prior year's President and the current Officers described in Article IV. The prior year's President shall continue to serve as an Officer Director for the first year after holding office, and shall thereafter serve as a Member Director for a term of two (2) years. Except for past Presidents serving their initial two (2) year term as a Member Director, Member Directors shall be elected by the Directors sitting on the Board at the time of the election, and shall thereafter serve for a term of three (3) years, or as otherwise specified by the Directors at the time of election. The terms of office of the Member Directors should be staggered whenever possible. Each Director shall be a Member in good standing and shall hold office until his or her successor shall have been elected and shall qualify, or until his or her death, resignation, or removal as hereinafter provided.

Section 3.03. Organization. At each meeting of the Board of Directors, the President of this corporation or, in his or her absence, the Vice President shall preside. The Secretary-Treasurer of this corporation or, in his or her absence, any person whom the President shall appoint, shall act as Secretary-Treasurer of the meeting.

Section 3.04. Resignation. Any Director of this corporation may resign at any time by giving written notice to the President or to the Secretary-Treasurer of this corporation. The resignation of any Director shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the Officer of this corporation to whom such written notice is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.05. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of Directors, or any other cause, shall be filled by a vote of the remaining Directors (though less than a quorum), and each Director so chosen shall hold office until the next annual election and until his or her successor shall be duly elected and qualified, unless sooner replaced.

Section 3.06. Place of Meetings. The Board of Directors may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine.

Section 3.07. Annual Meeting of the Board of Directors. The annual meeting of the Board of Directors shall be held each year for the purpose of transacting such business as shall come before the meeting. Notice of such meeting shall be given as provided in Section 3.08 hereof for special meetings of the Board of Directors, unless excused in accordance with Section 3.09 hereof.

Section 3.08. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the President or by any one (1) of the other Directors. Notice of each such special meeting shall be sent via letter, email or facsimile to each Director, at least two (2) days before the day on which the meeting is to be held, or be delivered to him or her personally or by the telephone, not later than one (1) day before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purposes thereof except as otherwise herein expressly provided.

Section 3.09. Notices Excused. Notice of any meeting of the Board of Directors need not be given to any Director who shall be present at such meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the Directors of this corporation then in office shall be present thereat or waive such notice in writing before, at, or after such meeting.

Section 3.10. Quorum and Manner of Acting. Except as otherwise provided by statute or by these By-Laws, one-third (1/3) of the total number of Directors (but not less than two (2)) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of the majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned

meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 3.11. **Removal of Directors.** Any Directors may be removed, either with or without cause, at any time, by a vote of a majority of the total number of Directors, at a special meeting of the Board of Directors called for the purpose, and the vacancy in the Board of Directors caused by any such removal shall be filled in the manner specified in Section 3.05 hereof.

Section 3.12. **Executive Director.** The Board of Directors may hire and assign duties to an Executive Director of the corporation and be given compensation as the Board of Directors directs and shall serve at the pleasure of the Board of Directors.

Section 3.13. **Proxies.** Directors may grant proxies. Proxies shall conform to the requirements of Minn. Stat. § 317A.453. The holder of the proxy may only vote on issues set forth in the notice of the meeting at which the proxy is to be used.

ARTICLE IV. OFFICERS

Section 4.01. **Number.** The officers of this corporation shall be a President, Vice President, and Secretary-Treasurer, and, if the Board of Directors shall so elect, any other Officers as may be appointed by the Board of Directors (individually, an “Officer” and collectively, the “Officers”).

Section 4.02. **Election, Term of Office, and Qualifications.** A Secretary-Treasurer shall be elected at the annual meeting of the membership by the members present and, except in the case of Officers appointed in accordance with the provisions of Section 4.10 hereof, shall hold the office of Secretary-Treasurer until the next annual election of the Secretary-Treasurer and until his or her successor shall have been duly elected and qualified, or until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided. In conjunction with the election of the Secretary-Treasurer, the prior year's Secretary-Treasurer shall become the Vice President, and the prior year's Vice President shall become the President. The President shall then agree to serve as a Director in accordance with Section 3.02 above.

Section 4.03. **Resignations.** Any Officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, to the President, or to the Secretary-Treasurer of this corporation. Any such resignation shall take effect at the time, if any, specified therein or, if not time is specified therein, upon receipt thereof by the Board of Directors, President, or Secretary-Treasurer of this corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04. **Removal.** Any Officer may be removed, either with or without cause, by a vote of a majority of the total number of Directors, at any annual or special meeting of the Board of Directors called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the Directors of this corporation shall be present thereat.

Section 4.05. Vacancies. A vacancy is any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for election or appointment to such office.

Section 4.06. President. The President shall be the President of this corporation and shall have general active management of the business of this corporation; shall, when present, preside at all meetings of the Board of Directors and at all meetings of the Executive Committee, if any; shall see that all orders and resolutions of the Board of Directors are carried into effect; may execute and deliver in the name of the corporation (except in cases in which such execution and delivery shall be expressly delegated by the Directors or by these By-Laws to some other Officer or agent of this corporation or shall be required by law to be otherwise executed and delivered) and deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this corporation, including, without limitation, any instruments necessary or appropriate to enable this corporation to donate income of principal of the corporation to or for the account of such corporations, associations, trusts, foundations, and institutions as are referred to or described in the Articles of Incorporation of this corporation and as this corporation was organized to support; shall perform such other duties as may from time to time be prescribed by the Board of Directors; and, in general, shall perform all duties usually incident to the office of the President.

Section 4.07. Vice President. The Vice President shall have such powers and shall perform such duties as may be prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, the Vice President shall succeed to his or her powers and duties in the order designated by the Board of Directors.

Section 4.08. Secretary-Treasurer. As the Secretary, he or she shall be Secretary of, and when present, shall see to it that the proceedings are recorded or all meetings of the Board of Directors and of all meetings of the Executive Committee, if any; shall keep a register of the names and addresses of all members of this corporation; shall at all times keep on file a complete copy of the Articles of Incorporation and all amendments and restatements thereof and a complete copy of these By-Laws and all amendments and restatements hereof; shall, when directed to do so, give proper notice of meetings of the Board of Directors and meetings of the Executive Committee, if any; shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and in general, shall perform all duties usually incident to the office of the Secretary. In the event of absence or disability of the Vice President, the Secretary-Treasurer shall succeed to his or her powers and duties in order designated by the Board of Directors and a special election shall be held to name a new Secretary-Treasurer.

The Secretary-Treasurer shall also maintain the corporation's records and shall maintain a list of the corporation's membership and others, designating their fields of specialty.

The Secretary-Treasurer shall also keep accurate accounts of all moneys of this corporation received or disbursed; shall deposit all moneys, drafts, and checks in the name of, and to the credit of, this corporation in such banks and depositories as a majority of the Board of Directors shall from time to time designate; shall have power to endorse for deposit all notes, checks and drafts received by this corporation; shall disburse the funds of this corporation as

ordered by the Board of Directors, making proper vouchers therefore; shall render to the President and the Directors, whenever required, an account of all his or her transactions as Treasurer and of the financial condition of this corporation; shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties usually incident to the office of the Secretary-Treasurer.

Section 4.09. Other Officers, Agents, and Employees. This corporation may have such other Officers, agents, and employees as may be deemed necessary by the Board of Directors. Such other Officers, agents, and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

Section 4.10. Bond. The Board of Directors of this corporation shall from time to time determine which, if any, Officers of this corporation shall be bonded and the amount of each bond.

ARTICLE V. EXECUTIVE COMMITTEE

Section 5.01. Definition. The Executive Committee shall consist of all the Officers of the Corporation.

Section 5.02. Powers. Except for the power to amend the Articles of Incorporation and the By-Laws of this corporation, which power is expressly reserved solely to the Board of Directors, the Executive Committee shall have all of the powers and authority of the Board of Directors in the management of the property, business, and affairs of this corporation in the intervals between meetings of the Board of Directors, subject always to the direction and control of the Board of Directors.

Section 5.03. Meetings of the Executive Committee. The Executive Committee shall hold such regular or other periodic meetings, at such times and places as they see fit. In addition, special meetings of the Executive Committee shall be held whenever called by the President or by any one (1) other member of the Executive Committee, upon the same notice as provided for in Section 3.08 hereof for special meetings of the Board of Directors, unless excused in accordance with Section 3.09 hereof.

Section 5.04. Quorum and Manner of Acting. One-third (1/3) of the total number of members of the Executive Committee (but not less than two (2)) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee. In the absence of a quorum, the majority of the members of the Executive Committee present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

ARTICLE VI. FINANCIAL MATTERS

Section 6.01. **Books and Records.** The Board of Directors of this corporation shall cause to be kept:

- (1) records of all proceedings of the Board of Directors and the Executive Committee, if any; and
- (2) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 6.02. **Documents Kept at Office of Secretary-Treasurer.** The Board of Directors shall cause to be kept at the Secretary-Treasurer's office originals or copies of:

- (1) records of all proceedings of the Board of Directors and the Executive Committee, if any;
- (2) all financial statements of this corporation; and
- (3) Articles of Incorporation and By-Laws of this corporation and all amendments and restatements thereof.

Section 6.03. **Accounting System and Audit.** The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for this corporation. The Board of Directors shall cause the records and books of account of this corporation to be audited at such times as it may deem necessary or appropriate, but in no case less than every other year. The Board of Directors may retain such person or firm for such purposes as it may deem appropriate.

Section 6.04. **Fiscal Year.** The fiscal year of the corporation shall be June 1 to May 31.

Section 6.05. **Checks, Drafts, and Other Matters.** All checks, drafts, or other orders for the payment of money and all notes, bonds, or other evidence of indebtedness issued in the name of this corporation shall be signed by such Officer or Officers, agent or agents, employee or employees of this corporation and in such manner as may from time to time be determined by resolution of the Board of Directors.

ARTICLE VII. WAIVER OF NOTICE

Whenever notice of any meeting is required to be given by these By-Laws or any of the corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person or person entitled to such notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

**ARTICLE VIII.
AUTHORIZATION WITHOUT A MEETING**

Any action that may be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting when authorized in writing signed by all of the Directors or by all of the members of the Executive Committee, as the case may be.

**ARTICLE IX.
AMENDMENTS**

The Board of Directors may amend this corporation's Articles of Incorporation, as from time to time amended or restated, and these By-Laws, as from time to time amended or restated, to include or omit any provision which could lawfully be included or omitted at the time such amendment or restatement is adopted. Any number of amendments, or an entire revision or restatement is adopted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or By-Laws, either (1) may be submitted and voted upon at a single meeting of the Board of Directors and be adopted at such meeting, a quorum being present, upon receiving the affirmative vote of not less than two-thirds (2/3) of the total number of Directors of this corporation, or (2) may be adopted, in accordance with Article VIII hereof, by a writing signed by all of the Directors of this corporation.

**ARTICLE X.
COMMITTEES**

Section 10.01. Designation of Standing Committees. There may be standing committees on:

- (1) Social/Program
- (2) Law Day/Community Education/Institutional Promotion
- (3) Court Liaison/Scholarship

Section 10.02. Jurisdiction of Standing Committees.

- (1) **Social/Program.** The purpose of the Social/Program committee is to organize and conduct a Fall dinner, Holiday Social and such other social functions as it may deem appropriate, and to suggest/arrange for speakers at the monthly membership meetings. The Social/Program Committee shall report to the membership at such times as the Executive Committee shall direct.
- (2) **Court Liaison/Scholarship.** The purpose of the Court Liaison/Scholarship Committee is to foster communication and interaction among members of the bench, bar, and court administration to the end that fair, economical, and efficient delivery of legal services to members of the community is enhanced, and to review and select scholarship winners each Spring. The Court Liaison/Scholarship Committee shall report to the membership at such times as the Executive Committee shall direct.

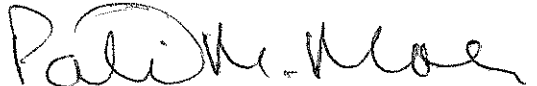
- (3) **Law Day/Community Education/Institutional Promotion.** The purpose of the Law Day/Community Education/Institutional Promotion Committee is to organize appropriate ceremonies in commemoration of Law Day on the 1st day of May of each year, to foster and encourage the Education of the general public on legal and legal related matters, and to promote the legal profession by joint and cooperative efforts of all legal professionals in developing community relations. The Law Day/Community Education/Institutional Promotion Committee shall report to the membership at such times as the Executive Committee shall direct.

Section 10.03. Sections. There may be the sections on the following areas of law.

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| (1) Family Law | (4) Real Property Law |
| (2) Probate, Estate and Trust Law | (5) Criminal |
| (3) Commercial and
Financial Law | (6) Employment Law |

Section 10.04. Jurisdiction of Sections. The purpose of the Sections is to foster high quality representation in these areas of the law through the development of continuing legal education programs, discussions of recent developments in law and procedure, recommendations to the county law library board for material acquisitions and other useful information communications, such as seminar materials.

Approved and effective
as of April 24, 2015.



Patrick Moen, Secretary-Treasurer