

**State Bar of Michigan  
ADR Section Bylaws  
June 2019**

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**ARTICLE I  
NAME AND PURPOSE**

**SECTION 1. NAME.** This section shall be known as the Alternative Dispute Resolution Section of the State Bar of Michigan.

**SECTION 2. PURPOSE.** This Section shall concern itself with (a) the study, application and use of alternate dispute resolution procedures including, but not limited to, arbitration, court annexed dispute resolution mechanisms, mediation, conciliation, unique settlement techniques and other methods of resolving disputes outside the courts, (b) educating members of the State Bar of Michigan and the public regarding alternate methods of dispute resolution through a variety of approaches such as sponsoring meetings, institutes and conferences and by preparation and dissemination of pamphlets and brochures with respect thereto, and by publishing legal writings in the field, (c) analysis, consideration and initiation of proposed legislation, court rules or other rules regarding alternate methods of dispute resolution and providing its input and recommendations regarding such matters, (d) design and implementation of ADR modules for use in the private and public sectors, (e) promoting the use of alternate dispute resolution procedures by members of the State Bar and the public, and (f) conducting such other activities as are consistent with the goals and purposes of the Section and the State Bar of Michigan.

**ARTICLE II  
MEMBERSHIP**

**SECTION 1. DUES.** Section membership dues shall be established by the Council.

**SECTION 2. NEW BAR MEMBERS.** Newly admitted members of the State Bar of Michigan, upon written request, shall become members of the Section for the balance of the fiscal year in which application is made, without payment of dues to the Section, if such written request is made during the first year of said person's membership in the State Bar of Michigan.

**SECTION 3. LAW FACULTY.** Full-time members of the faculties of law schools and other institutions of higher learning who are not active members of the State Bar of Michigan may become non-voting associate members of the Section upon payment of dues in the amount required of voting members.

**SECTION 4. LAW STUDENTS.** Law Student members of the State Bar of Michigan may become non-voting members of the Section upon payment of annual dues of \$5.00 each.

**SECTION 5. AFFILIATES.** Persons other than Michigan State Bar members, engaged in the use or advancement of ADR through practice or teaching, may become, with the approval of the Council, nonvoting Affiliates of the Section upon payment of annual dues as defined in Section 1. Affiliates will not be eligible for Council or Executive Committee membership but may assist in the activities of the Section as requested.

**SECTION 6. JUDGES.** Sitting judges of the State Bar of Michigan may become members of the Section upon written request, without payment of dues to the Section.

**ARTICLE III  
NOMINATION AND ELECTION OF OFFICERS AND SECTION COUNCIL**

**SECTION 1. OFFICERS.** The officers of this Section shall be the Chairperson, Chairperson-Elect, Secretary and Treasurer. The Chairperson and the Chairperson-Elect shall serve in their respective capacity for only one Committee Year (defined as beginning on the day of the Annual Meeting of the Section and ending at the next Annual Meeting). The Chairperson shall, with Executive Committee approval, select Executive Committee member(s) to perform the duty of Secretary and the duty of Treasurer during each Committee Year.

**SECTION 2. SUCCESSION TO CHAIR BY CHAIRPERSON-ELECT.** The Chairperson-Elect shall be elected at the same time that Council and Executive Committee members are elected. That person will succeed to the office of Chairperson for the ensuing Committee Year.

**SECTION 3. EXECUTIVE COMMITTEE.** An Executive Committee, which shall consist of no fewer than five (5) or more than seven (7) Section members shall be elected each Committee Year. The Chairperson and Chairperson-Elect shall comprise two (2) of the five (5) to seven (7) Executive Committee members and remaining members shall be elected from Council membership for a term of one Committee Year.

**SECTION 4. COMPOSITION OF SECTION COUNCIL.** There shall be a Section Council consisting of 24 voting members as follows: Chairperson; Chairperson-Elect; immediate past Chairperson; and 21 members of the Section. The terms of office shall be staggered so that seven (7) members of the Council shall be elected at each annual meeting of the Section for terms of three (3) Committee Years. All other former Chairpersons shall be Ex-officio members of the Council. Except for the immediate past Chairperson, former Chairpersons shall not be 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 5. NOMINATIONS.** Prior to each annual meeting, the Chair, with the approval of the Council, shall appoint a nominating committee, consisting of three (3) members of the Section, to make and report to the Section nominations of candidates for members of the Council to succeed those whose terms will expire, for the Chair-elect, for Executive Committee members, and to fill vacancies then existing for unexpired terms. Other nominations may be made from the floor.

The Nominating Committee shall accept nominations of candidates and review the same in accordance with whatever standards shall from time to time be approved by the Council, which in any event shall be consistent with the mission of the ADR Section. Nominations shall remain open for a time period set by the Nominating Committee so as to allow sufficient opportunity for its thorough review of the candidates.

The Nominating Committee shall submit to the Council for approval the names of those candidates it recommends for election to the open positions. Those names recommended by the Nominating Committee shall, except to the extent modified by the vote of the Council at a regularly scheduled meeting, constitute the slate of candidates to be placed on the ballot at the annual election. The slate shall be submitted to the Council sufficiently in advance of the annual meeting of the Section so as to comply with the provisions of ARTICLE III, Section 6, below.

**SECTION 6. ELECTIONS.** New Council members, the Chairperson-Elect, and the Executive Committee members shall be nominated and elected at each annual meeting of the Section. If the election does not take place at the annual meeting of the Section, it shall be held at the next meeting of the Section. It is intended, however, that all such elections shall coincide with the Annual Meeting of the Section, and the provision for elections at other times exists only in the event of some unforeseen event or emergency. The term of office of each person elected shall begin, and the predecessor officer's term shall terminate, at the close of the Section meeting at which they are elected.

**SECTION 7. LIMITATION ON COUNCIL TERMS.** Except as otherwise provided herein, no person shall be eligible for election to the Council if he or she has served without interruption for two (2) full consecutive terms (a total of six years), immediately preceding the term for which the election is held, provided, that if a person is elected as Chairperson-Elect in the last year of eligibility for service on the Council, his or her term as a member of the Council shall be automatically extended through his or her service as immediate past Chairperson.

**SECTION 8. ELECTION OF COUNCIL MEMBER TO CHAIRPERSON-ELECT.** If a Council member is elected to the position of Chairperson-Elect before the expiration of his or her 3-year term, his or her Council seat shall be deemed vacant and filled according to the provisions of these Bylaws.

**SECTION 9. CONDUCT OF ELECTIONS.** All elections may be by written ballot or show of hands of those in attendance at a meeting unless otherwise ordered by resolution duly adopted by the Section at the Annual Meeting at which the election is held.

**SECTION 10. LAW STUDENT MEMBERS.** Law Student members of the Section shall not be eligible for election to the Council. However, the Law Student Section shall be entitled to appoint a law student member of this Section as a liaison representative to sit as an observer at all meetings of the Section Council.

#### **ARTICLE IV DUTIES OF OFFICERS/EXECUTIVE COMMITTEE**

**SECTION 1. CHAIRPERSON.** The Chairperson shall preside at all meetings of the Section, Council, and Executive Committee. The Chairperson shall formulate and present at each Annual Meeting of the Section a report of the work of the Section for the past year. The Chairperson shall perform such other duties and acts as usually pertain to the office.

**SECTION 2. CHAIRPERSON-ELECT.** The Chairperson-Elect shall succeed the Chairperson at the expiration of his or her term. Upon the death, resignation, or during the disability of the Chairperson, or upon his or her refusal to act, the Chairperson-Elect shall perform the duties of the Chairperson for the remainder of the Chairperson's term, 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 have such other duties as are customarily possessed by the Chairperson-Elect or a Vice President similarly situated. He or she shall preside at all meetings in the absence of the Chairperson.

**SECTION 3. SECRETARY.** The Secretary shall be the custodian of all books, records, papers, documents, and other property of the Section, other than those entrusted to the Treasurer under Section 4 of this Article. He or she shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. With the Chairperson, he or she shall prepare the Section's Annual Report. The Secretary, in conjunction with the Chairperson, shall attend generally to the administrative business of the Section.

**SECTION 4. TREASURER.** The Treasurer shall keep a true record of all monies received and disbursed and shall report thereon to the Council whenever requested. Annually, he or she shall submit a financial report for presentation to the membership of the Section. Consistent with the Bylaws of the State Bar of

Michigan, he or she shall be responsible for forwarding all monies of the Section which come into his or her hands to the bookkeeping department at the State Bar Headquarters in Lansing for deposit and credit to the account of the Section. The Treasurer shall be prepared to present a current financial report at each meeting of Section members or the Council, as required.

**SECTION 5. EXECUTIVE COMMITTEE.** The Executive Committee shall, consistent with Section policies and bylaws, meet by teleconference or in person (at the discretion of the Chairperson) during intervals between the meetings of the Council. In addition to its regular business, the Executive Committee may consider issues which, in the opinion of the Executive Committee, require action before the full Council can act. Subject to such limitations as may be required or imposed by resolution of the Council, the Executive Committee shall have and may exercise all powers and authority of the Council in management of the business and affairs of the Section, except that the Executive Committee may not amend the Bylaws of the Section. Executive Committee votes may be cast in person, by telephone, or by electronic means. All Council members will receive notice of each Executive Committee meeting and are welcome to attend and be heard on any issue. Minutes of the Executive Committee meetings shall be kept and distributed to all Council members.

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

**SECTION 1. DUTIES AND POWERS OF COUNCIL.** The Council shall have 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 Section and the Bylaws of the State Bar of Michigan. It 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 payments of more money during any fiscal year than the total of: (a) the amount received in Section dues for such fiscal year; and (b) any unexpended funds remaining in the Section treasury from prior years.

**SECTION 2. COMMITTEES.** The Chairperson, with the approval of Council, may appoint committees and their chairpersons from Section membership to perform such duties and exercise such powers as the Council may direct. The Chairperson may -- or on direction from the Council shall -- remove any chairperson or member from such committees and fill any vacancies on such committees created by removal or resignation.

**SECTION 3. FILLING COUNCIL VACANCIES.** The Council, during the interim between annual meetings of the Section, may fill vacancies in its own membership or in the Executive Committee (including the Chairperson or Chairperson-Elect). 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 III herein.

**SECTION 4. REGULAR MEETINGS.** Regular meetings of the Council shall be held at times and locations to be determined by the Chairperson, and to the extent possible, the schedule of regular meetings for each fiscal year shall be published in advance at each annual meeting of the Section. At least four regular meetings of the Council shall be held in each Committee Year.

**SECTION 5. SPECIAL MEETINGS.** Special meetings of the Council may be called by the Chairperson or by a majority of the voting members of the Council at such times and places as either may determine.

**SECTION 6. QUORUM.** Nine (9) voting members of the Council present in person or by phone or by other simultaneous 2-way electronic media shall constitute a quorum at both regular and special meetings of the Council.

**SECTION 7. MAJORITY VOTE.** The Council shall act pursuant to a majority vote of those persons present at regular and special meetings of the Council. When absent, a member of the Council may communicate his or her vote, in writing, upon any proposition, to the Secretary, and have it counted, with the same effect as if cast personally at such meeting, or may act pursuant to the provisions of Section 8 of this Article.

**SECTION 8. VOTING BY CONSENT.** The Chairperson of the Section may, at any time, or upon the request of any three (3) voting members of the Council shall, submit or cause to be submitted in writing or by email, to each of the members of the Council, any proposition upon which the Council may be authorized to act; and the members of the Council may vote upon such proposition or propositions so submitted by communicating their vote thereon in writing over their respective signatures or by email from the email address recorded in the Council records, to the Secretary, who shall record upon the minutes each proposition so submitted; when, how, at whose request it was submitted; and the vote of each member of the Council thereon; and he or she shall retain on file such written and signed votes as the Council deems appropriate. Action supported by a majority of the entire Council with respect to a proposition submitted in that manner shall constitute binding action of the Council.

**SECTION 9. NOTICE OF MEETINGS.** Written notice of meetings of the Council shall be provided at least seven (7) days in advance of any such meeting. In the event the Bylaws of the State Bar of Michigan require a greater notice, such greater notice shall be provided. In the event of an emergency, notice of a meeting may be given by telephone, email or facsimile transmission upon twenty-four (24) hours prior notice. The presence of a person or his or her written proxy shall constitute waiver of notice of such meeting.

## **ARTICLE VI SECTION MEETINGS**

**SECTION 1. ANNUAL MEETING.** The annual meeting of the Section shall be held during the same time and place as the annual meeting of the State Bar of Michigan, or at such other place or time as may be arranged by the Council and shall include programs and such order of business as may be specified by the Council.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the Section may be called by the Chairperson, or by a majority of the voting members of the Section, at such times and places as either may determine.

**SECTION 3. QUORUM.** Twenty (20) members of the Section physically present at any Section meeting shall constitute a quorum for the transaction of business.

**SECTION 4. CONTROLLING VOTE.** Provided there is a quorum present, all actions of the Section, other than the amendment of the Bylaws, shall be taken pursuant to a majority vote of the members present at a meeting of the Section.

**SECTION 5. NOTICE OF MEETINGS.** Written notice of meetings of the Section shall be provided at least seven (7) days in advance of any such meeting. In the event the Bylaws of the State Bar of Michigan require a greater notice, such greater notice shall be provided.

**ARTICLE VII  
MISCELLANEOUS PROVISIONS**

**SECTION 1. FISCAL YEAR.** The fiscal year, which may be different from the "Committee Year" of the Section, shall be the same as that of the State Bar of Michigan.

**SECTION 2. DEBTS.** All debts incurred by the Section, before being forwarded to the Treasurer or to the Executive Director of the State Bar of Michigan for payment, shall first be approved by the Chairperson or by the Treasurer, or both.

**SECTION 3. COMPENSATION.** No officer, committee member, or Council member may receive compensation or fees for services rendered as an officer, committee member, or Council member of the ADR Section, excepting reimbursement of out-of-pocket expenses as allowed by the State Bar of Michigan in the ordinary course of representing the Council of a State Bar Section. Nothing herein shall be construed to preclude any officer, committee member, or Council member from serving the Section in any other capacity separate and apart from services rendered as an officer, committee member, or Council member, and receiving compensation therefor as approved by the Section Council.

**SECTION 4. APPROVAL.** Any action by this Section must be approved by the Board of Commissioners or the Representative Assembly of the State Bar of Michigan before it becomes effective as an official act of the State Bar of Michigan. No public statement of a Section or Council position may be made unless in full compliance with the provisions of Article VIII of the Bylaws of the State Bar of Michigan. Any resolution adopted or action taken by the Section may, on request of the Section, be reported by the Chairperson of the Section to the Board of Commissioners or Representative Assembly of the State Bar of Michigan for action.

**SECTION 5. EFFECTIVE DATE.** The provisions of these Bylaws shall, other than those governing the organizational meetings of the Section which become effective upon adoption by the Board of Commissioners, become effective immediately upon their adoption by the Section at the organizational meeting, and the approval thereof by the Board of Commissioners of the State Bar of Michigan.

**SECTION 6. ABSENCES.** In the event any member of Council shall have three (3) consecutive absences from attendance in person or by teleconference at regular meetings of the Council, such absences, upon motion and approval of the Council, shall be deemed to constitute a resignation from the Council, and the resulting vacancy shall be filled in accordance with the procedures specified in these Bylaws.

**SECTION 7. NOTICES.** Any notices required to be given in these bylaws or the bylaws of the State Bar of Michigan may be delivered by facsimile, email, electronic notice to the Section's listserv, first-class mail, postage fully prepaid, or by any other method permitted by law.

## **ARTICLE VIII AMENDMENTS**

**SECTION 1. AMENDMENTS.** These Bylaws may be amended at any annual meeting of the Section by a two-thirds (2/3) vote of the members of the Section physically present and voting, provided there is a quorum, and provided further that any such proposed amendment shall first have been submitted to the Section's Council for its recommendation and provided further that no amendment so adopted shall become effective until approved by the Board of Commissioners of the State Bar of Michigan.

**SECTION 2. PROCEDURES.** Any proposed amendment of these Bylaws shall first be submitted in writing to the Section's Council in the form of a petition signed by at least ten (10) members of the Section and then considered by the Council at a regular or special meeting prior to the annual meeting of the members of the Section at which it is to be addressed. The Council's recommendations, together with a complete and accurate text of the proposed amendments, shall be published in the Michigan Bar Journal or Section newsletter or Section announcement at least thirty (30) days prior to the annual meeting of the Section at which the amendment is to be considered.

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