

**BYLAWS OF THE LATIN AMERICAN BAR ACTIVITIES SECTION
OF THE STATE BAR OF MICHIGAN**

**ARTICLE I
NAME AND PURPOSES**

SECTION 1. This Section shall be known as the Latin American Bar Activities Section of the State Bar of Michigan.

SECTION 2. The purposes of this Section are as follows:

1. To collect and disseminate information regarding bar activities in Latin America.
2. To provide a forum for the interchange of and to address issues of concern to Latin American Bar Associations, foreign and domestic.
3. To maintain liaison with the Inter-American Bar Association.
4. To promote and establish relationship, visit, and exchanges with bar association lawyers and judges of Latin America.
5. To correlate and promote activities between the State Bar of Michigan, the Bar Association and attorneys of Latin America, other State Bar associations and related legal organizations.
6. To encourage cordial intercourse between the lawyers of Michigan, other U.S. states and those of Latin America.

**ARTICLE II
MEMBERSHIP**

SECTION 1. Each member of the Section shall pay to the State Bar of Michigan dues in the amount of a sum to be determined by the Council. Upon payment of dues for the current year, the individual is enrolled as a member of the Section. Thereafter, said dues shall be payable in advance 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. Members so enrolled and whose dues are so paid shall constitute the membership of the Section. Membership shall be limited to active members of the State Bar of Michigan. Members of the Law Student Section of the State Bar of Michigan may become non-voting members of the Section.

SECTION 2. 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) years following his or her original admission to practice.

ARTICLE III COUNCIL

SECTION 1. There shall be a Council of the Section consisting of seven (7) members elected as provided in Section 2 hereof.

SECTION 2. At the organizational meeting of the Section at which these Amended Bylaws are adopted, two (2) members of the Council shall be nominated and elected to serve for a one (1) year term; three (3) for two (2) year terms; and two (2) members shall be elected to serve for three (3) year terms. Each term shall commence at the close of the organizational meeting at which each member shall have been elected and ending at the close of the first, second or third annual meetings of the Section respectively. Upon the expiration of each of these initial terms, there shall be elected at each annual meeting of the Section members to replace those members whose terms are expiring, and all members so elected shall serve for a term of three (3) years beginning at the close of the annual meeting at which they are elected.

SECTION 3 . NOMINATIONS. Prior to each annual meeting of the Section, the Chairperson shall appoint a nominating committee consisting of three (3) members of the Council, which committee shall make and report nominations to the Section for members of the Council to succeed those whose terms will expire at the close of the annual meeting, and to fill vacancies then existing for unexpired terms. The nominating committee shall solicit nominations and report its nominations at least 30 days before the annual meeting. Other nominations for the Council may be made from the floor.

SECTION 4. ELECTIONS. 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. Members not attending the annual meeting may vote for nominees of the nominating committee so long as their votes are in a writing signed by the member so voting and received by the Chairperson-Elect/Secretary one week prior to the annual meeting, whether sent by first class mail, electronic mail, facsimile, or other comparable means.

SECTION 5. PROXY VOTING. Voting by proxy shall not be permitted.

ARTICLE IV ELECTIONS OF OFFICERS

SECTION 1. The officers of the Section shall be elected by the Council from among its elected members and shall consist of a Chairperson, Chairperson-Elect/Secretary and a Treasurer, all of whom shall be members of the Council.

SECTION 2. The officers shall be elected at meetings of the Council held immediately following the annual meeting of the Section, to serve until the following annual meeting or until their successors have been elected or appointed.

SECTION 3. At the end of his or her term of office, the Chairperson-Elect/Secretary, if still in office and still a member of the Council, shall automatically succeed to the office of Chairperson for a term of one (1) year; otherwise the position shall be filled by election by the Council from among its elected members.

ARTICLE V DUTIES OF OFFICERS

SECTION 1. CHAIRPERSON. The Chairperson shall preside at all meetings of the Section and of the Council. He/She shall 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. He/She shall perform such other duties and acts as usually pertain to his/her office. He/She shall have the power to appoint and to remove the Chairperson and members of all committees of the Section who are to hold office during his/her term and shall remove any Chairperson or member of any committee when directed to do so by the Council. He/She shall plan and superintend the programming of the Section at the Annual Meeting of the State Bar of Michigan during his/her term subject to the directions and approval of the Council. He/She shall perform such other duties and acts as may be designated by the Council.

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/Secretary 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 such term as the disability continues. S/he shall preside at all meetings in the absence of the Chairperson. In the event the Chairperson-Elect/Secretary is required to fill a vacancy in the office of Chairperson, the Chairperson-Elect/Secretary shall become Chairperson for the period of both the vacancy and the term s/he normally would have served as Chairperson. S/he shall aid and assist the Chairperson in the performance of his/her responsibilities and in such a manner and to such an extent as the Chairperson may request. The Chairperson-Elect/Secretary is responsible for supervising elections at the annual meeting, including receipt of ballots, tabulating all the votes, and announcing the results. The Chairperson-Elect/Secretary shall be the custodian of all books, papers, documents and other property of the Section except money and financial records. S/he shall keep a true record of the proceedings of all meetings of the Section and of the Council. With the Chairperson, s/he shall prepare a summary or digest of the Section's annual meeting proceedings

SECTION 3 . TREASURER. The Treasurer shall keep a true record of all monies received and disbursed and report thereon to the Council whenever requested. Annually, the Treasurer shall submit a financial report for presentation to the members of the Section. The Treasurer shall, with the assistance of the Chairperson, prepare the proposed budget of the Section for adoption by the Council.

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 and the Bylaws of the State Bar of Michigan and the Bylaws of this Section. It shall especially 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 or benefit of this Section provided, however, that the Council may authorize the Treasurer to expend sums not exceeding \$100 for the ongoing operation of the Section without prior approval. All sums so expended shall be specifically reported by the Treasurer at the next Council meeting.

SECTION 2. The Chairperson shall appoint such standing or special committees, as the Council shall authorize.

SECTION 3. Any member of a standing or special committee who shall be absent without having been excused by its Chairperson at three consecutive meetings of such committee or subcommittee to which he/she may have been assigned, or combination of both, shall be deemed to have resigned and the vacancy thereby created shall be filled by appointment by the Section Chairperson for the unexpired terms. Any member of the Council who shall be absent without having been excused by the Section Chairperson at three consecutive Council meetings shall be deemed to have resigned and the vacancy thereby created shall be filled by the Council until the next annual election of Council members.

SECTION 4. The Council may request the representatives of each of the named committees designated in Article IV, Section 3, to present to the members of this Section prior to the Annual Meeting, a complete report of each committee's activities as these activities pertain to this Section. Further, the Council may request to be advised throughout the year of the activities of the various committees of the State Bar of Michigan.

SECTION 5. The Council, during the interim between annual meetings of this Section, may fill vacancies in its own membership or in the offices of Chairperson-Elect/Secretary and Treasurer, or

in the event of a vacancy in both the office of Chairperson and Chairperson-Elect/Secretary, then in the office of Chairperson. Members of the Council so elected shall serve until the close of the next annual meeting of this 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. Vacancies in an appointed membership will be filled by the committee whose representation is affected.

SECTION 6. A majority of the members of the Council shall constitute a quorum for the transaction of business. In the event there is no quorum, those present shall have the right to adjourn the meeting to a later time, and if a majority is present at the adjourned time, the Council may proceed with action at such time without further call or notice.

SECTION 7. Council action shall be the majority vote of the members present, provided there is a quorum.

SECTION 8. When an issue arises which must be determined within a limited period of time so that the calling of a formal meeting of the Council is not practical, the Chairperson of this Section may, and upon the 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 by electronic transmission or in writing over their respective signatures. The Chairperson-Elect/Secretary shall record in the minutes each proposition so submitted, when, how, and at whose request same was submitted, and the vote of each member of the Council thereon. The Chairperson-Elect/Secretary shall keep on file copies of such transmissions and written and signed votes. If a majority of the members of the Council shall be in favor of such proposition or if such majority shall be against such proposition, such majority vote shall constitute the binding action of the Council.

SECTION 9. The Council of this Section during the interim between meetings of this 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.

SECTION 10. The Council shall designate the time and place of its regular meetings but shall schedule no fewer than three (3) meetings per fiscal year. Special meetings shall be called by the Chairperson upon written request to the Secretary or any four (4) members of the Council. Seven (7) days notice of special meetings shall be given. Notice of special meetings shall include the topic for which the meeting was called. 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 meeting.

SECTION 11. The Council shall formulate the policy of the Section and advise and aid the Chairperson in any matters, which may arise. The Council will perform other acts as provided in the Bylaws.

ARTICLE VII SECTION MEETINGS

SECTION 1. The annual meeting of this Section shall 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, with such programs 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 approval of the Council, at such time and place as the Council may determine.

SECTION 3. Members of the Section present at any meeting shall constitute a quorum for the transaction of business.

SECTION 4. All action of this Section shall be by majority vote of the members present provided there is a quorum, except as otherwise specified in these Bylaws. Voting shall be pursuant to the manner provided in Article III, Section 4. Voting by proxy shall not be permitted.

SECTION 5. Any action 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. Reports or recommendations of this Section or its Council may be released, announced or published only as provided in the Bylaws of the State Bar of Michigan, Article IX.

ARTICLE VIII MISCELLANEOUS PROVISIONS

SECTION 1. The fiscal year of this Section shall be the same as that of the State Bar of Michigan.

SECTION 2. All bills incurred by this Section, before being forwarded to the Treasurer or to the Executive Director of the State Bar of Michigan for payment, shall be approved by the Chairperson or the Treasurer or, if the Council shall direct, by both of them.

SECTION 3. No salary or compensation shall be paid to any officer, councilor, or member of a committee.

ARTICLE IX 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 present. Voting by proxy shall not be permitted. Any such proposed amendment must first have been submitted to the Council for its recommendation, and no amendment so adopted shall become effective until approved by the Board of Commissioners of the State Bar of Michigan.

SECTION 2. Any proposed amendment shall be submitted in writing to the Council in the form of a petition signed by at least ten (10) members of this Section at least (60) days before the annual meeting of this Section at which it is to be voted upon. The Council shall consider the proposed amendment and shall prepare the recommendations thereon, which recommendation, together with a complete and accurate text of said proposed amendments, shall be published in the Michigan Bar Journal or by such written communication as the Council shall direct at least fifteen (15) days prior to the annual meeting of this Section at which it is to be voted upon.

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