

BYLAWS OF THE RELIGIOUS LIBERTY LAW SECTION OF THE STATE BAR OF MICHIGAN

ARTICLE I. NAME

The name of this Section shall be the “Religious Liberty Law Section of the State Bar of Michigan”.

ARTICLE II. PURPOSES

The purposes of the Religious Liberty Law Section shall be to educate, to discuss, and to disseminate information regarding, as well as to advance and to protect, the basic human and constitutional right of religious liberty through law. To this end, the mission of the Religious Liberty Law Section is:

- To further the interest of the State Bar of Michigan and of the legal profession as a whole in all ways related to religious liberty law;
- To promote throughout the State of Michigan the education of members of the State Bar and the public about issues related to religious liberty law, by organizing presentations on various topics relating to religious liberty law, by sponsoring and by presenting lectures, workshops, and publications such as newsletters, on religious liberty topics, and by presenting continuing legal education programs on topics related to religious liberty law;
- To promote religious liberty law among Michigan attorneys as a specialized field of practice;
- To provide a forum for developing relations and exchanges of viewpoints with persons and organizations having related interests in the field of religious liberty law;
- To encourage and facilitate debate within the legal profession on religious liberty issues;
- To cooperate with other Sections of the State Bar of Michigan in matters concerning religious liberty law;
- To encourage and to support mutual respect for, and understanding of, differing religious belief systems and practices and how they relate to religious liberty law; and
- To inform the Board of Commissioner on matters appropriate for Board action.

Representative topics of interest to the Section include, but are not limited to: the legal and philosophical foundations of religious liberty; the history of religious liberty and religious liberty law; the Establishment Clause of the U.S. Constitution, including religion and public schools, religious expressions on government property, and religious exercises by government officials and bodies in public venues; the Free Exercise Clause of the U.S. Constitution, including religious practice and conscience claims in the public and private sectors and the intersection of religious liberty claims and anti-discrimination laws; religious liberty protections in the Michigan Constitution; statutory religious liberty protections, including Religious Freedom Restoration acts, federal and state Equal Access acts, and the Religious Land Use and Institutionalized Persons Act; religious discrimination under Title VII, Title IX and other federal and state laws; international religious liberty protections; and current religious liberty violations at both the domestic and international levels.

To accomplish its goals, the Religious Liberty Law Section of the State Bar of Michigan may sponsor meetings and conferences of educational value and support the publication of articles which relate to the purposes of this Section.

ARTICLE III. MEMBERSHIP AND DUES

1. **Dues.** Any active, inactive, emeritus or affiliate member of the State Bar of Michigan, upon request to the State Bar of Michigan and upon payment of dues for the current year, shall be enrolled as a member of the Section. Dues shall be payable in advance, in the amount of **\$35.00**, on or before October 1 of each year. The amount of dues may be changed upon a 2/3's vote of the membership of the Council. Any Section member whose annual dues is more than three (3) months past due shall automatically cease to be a member of the Section.

2. **Newly Admitted Members.** As provided in Article VII, Section 5 of the Bylaws of the State Bar of Michigan, any newly admitted member of the State Bar of Michigan shall become a member without payment of dues for the second year of his, her or their admission to the State Bar of Michigan, upon submission of a written request to the State Bar of Michigan.

3. **Law Student Affiliates.** As provided in Article VII, Section 6 of the Bylaws of the State Bar of Michigan, any law student affiliate member may become a member of the Section upon written request to the State Bar. Law student affiliates are not required to pay dues.

4. **Limitations.** No Member of the Section shall speak on behalf of or otherwise represent himself, herself or their self to have the authority to speak on behalf of the Section without complying in all respects with the Supreme Court Rules Concerning the State Bar of Michigan and the Bylaws of the State Bar of Michigan.

ARTICLE IV. ORGANIZATIONAL MEETING

1. **General.** The Organizational Meeting of the Section shall be held during the period of November 2018 or as soon thereafter as possible at a time and place to be determined by the Acting Chairperson hereafter appointed.

2. **Acting Chairperson.** The Board of Commissioners of the State Bar of Michigan hereby appoints Tracey Lee as Acting Chairperson of the proposed Section, to serve in this capacity until the Bylaws of the Section are approved and the Council and Officers of the Section are duly elected as hereinafter provided. The Acting Chairperson may appoint an acting Secretary/Treasurer to assist in preparation for the initial meeting and to perform other functions for the Section.

3. **Membership.** All members of the State Bar of Michigan who by October 1, 2018 have applied for membership in the Section and have paid dues or are otherwise qualified under Article III of these Bylaws shall receive personal written notice by e-mail, US Mail, fax or other means reasonably likely to provide personal written notice of the time and place of the Organizational Meeting and shall be eligible to vote at the meeting. Voting at the Organizational Meeting shall be in person and not by proxy.

4. **Council.** At the Organizational Meeting, the members shall elect nine (9) members to serve as the first Council. A majority of those present and voting at the Organizational Meeting shall be sufficient to elect the first Council and no member may cast more than one (1) vote for any one candidate. In order to preserve continuity, three (3) members will be elected to three-year terms, three (3) members to two-year terms, and three (3) members to one-year terms on the Council, and thereafter, each year three (3) members will be elected to three-year terms.

5. **Officers.** The Organizational Meeting of the Council shall commence immediately following the organizational meeting of the Section at which the Council shall elect a Chairperson, Chairperson-Elect and Secretary/Treasurer to serve for one-year terms.

ARTICLE V. SECTION MEETINGS

1. **Annual Meeting.** The Annual Meeting of the Section shall be held ordinarily during the annual meeting of the State Bar of Michigan in the same city or place as the annual meeting of the State Bar of Michigan, or at such other time and place as the Council may determine but subject to State Bar Bylaw Article VII, Section 7. The Annual Meeting shall be for the election of Council members and the transaction of such other business as may come before members of the Section.
2. **Special Meetings.** A Special Meeting of the Section may be called at any time by the Chairperson of the Section upon approval of the Council. A Special Meeting shall be called by the Chairperson upon the written request to the Chairperson or Secretary/Treasurer of the Section of at least ten (10) Active Members. Special Meetings shall be held at such time and place as the Chairperson may determine. Section members shall receive at least ten (10) days advance written notice of any Special Meeting. The notice shall state the time and place of the Special Meeting and the business to be transacted and shall be delivered by e-mail, US Mail, fax or other means reasonably likely to provide personal written notice of the time and place of the meeting.
3. **Waiver of Notice.** Notice of any Special Meeting of the Section may be waived in writing before or after the meeting. Attendance at any meeting constitutes waiver of notice of the meeting unless attendance is for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened.
4. **Quorum.** Ten (10) or more members of the Section present at a meeting of the Section shall constitute a quorum for the transaction of business properly before the Section.
5. **Section Action.** When a quorum is present at any Section meeting, the majority vote of Active Members present in person at the meeting shall decide any matter brought before Section members at the meeting, except as otherwise specifically provided in these Bylaws.
6. Programs of Section meetings during meetings of the State Bar of Michigan shall be subject to approval by the State Bar Board of Commissioners.

ARTICLE VI. COUNCIL

1. **Qualifications.** Each member of the Council must be an active member in good standing of the State Bar of Michigan and a member in good standing of the Section.
2. **Number and Term.** The Council shall have nine (9) elected members. Following the initial terms as provided in Article IV of these Bylaws, members of the Council shall serve for three (3) years with terms commencing at the close of the Annual Meeting at which they were elected and ending at the close of the Third succeeding Annual Meeting of the Section.
3. **General.** At each Annual Meeting, three (3) positions on the Council shall be filled. The Nominations Committee shall propose nominations for membership on the Council, pursuant to procedures noted below. Other nominations may be made by members present at the Annual Meeting. Election of the Council shall be by voice vote of the members of the Section present at the Annual Meeting, unless voting by written ballot is requested and approved by a majority vote of the members present at the Annual Meeting or the outcome of the election by voice vote is indeterminable, in which case voting by written ballot is required.
4. **Term Limits.** No person shall be eligible for election to the Council if at the time of being so nominated, he or she has served without interruption two (2) full consecutive 3-year terms immediately preceding the term for which the election is held, provided that if the Nominating Committee of the Section shall nominate a person who would otherwise be ineligible for election to the Council under this Section to the office of Chair-Elect or Secretary/Treasurer, then such person shall be eligible for nomination and election to the Council for an additional term of three (3) years.
5. **Past Chairperson.** The immediate past Chairperson who has completed his or her term as Chairperson but whose terms as a Council member has not expired may continue to serve on the Council until his or her term expires, with all voting rights thereto. Past Chairpersons of the Section no longer serving as a member of the Council shall automatically remain as ex-officio members of the Council so long as they maintain membership in the Section. Past Chairpersons whose Council terms have expired 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.

6. **Attending Meetings/Vacancy.** If any member of the Council fails to attend three (3) successive meetings of the Council, the Council may declare the position vacant. If a position of the Council becomes vacant for any reason during the term of a member, including upon resignation or the inability to perform the duties of the position, the remaining members of the Council shall select a replacement, who shall fill the seat until the next election, at which point the seat shall be filled for the remaining portion of the term.

7. **Nominating Committee/Nominations From Floor.** Prior to the Annual Meeting, the Nominating Committee, consisting of all three Council officers and two (2) additional Council members the Chairperson has appointed, shall propose the nominations for the positions of members of the Council for election at the Annual Meeting. At least 72 hours in advance of the Annual Meeting, its nominations shall be provided to Section members by e-mail, US Mail, fax or other means reasonably likely to provide personal written notice to members of its recommendations. Other nominations may be made from the floor by Section members present at the Annual Meeting.

8. **Voting/Quorum.** Election of the Council shall be by voice vote of the members of the Section present at the Annual Meeting, unless voting by written ballot is requested and approved by a majority vote of the members present at the Annual Meeting or the outcome of the election by voice vote is indeterminable, in which case voting by written ballot shall be required. The members of the Section present at the Annual Meeting of the Section, constitutes a quorum for the transaction of business, and the action of the majority of the quorum constitutes action of the Section.

ARTICLE VII. ELECTION OF OFFICERS

1. **Officers.** The Council shall elect the following Officers at its Organizational Meeting:

- a) Chairperson,
- b) Chair-Elect, and
- c) Secretary/Treasurer.

2. **Term.** The Officers of the Section shall be elected to one (1) year terms by the Council at its Organizational Meeting held immediately following the Annual Meeting. The term of each office shall commence at the close of the

Organizational Meeting at which the officer was elected and close at the succeeding Annual Meeting of the Section.

3. **Voting.** Election of Officers shall be by voice vote of the members of the Council present at the annual Organizational Meeting, unless voting by written ballot is requested and approved by a majority vote of the members present at the annual Organizational Meeting or the outcome of the election by voice vote is indeterminable in which case voting by written ballot is required.

4. **Vacancy.** If any office becomes vacant during the period between Annual Meetings, the Council may select a replacement, who shall succeed to the full duties and responsibilities of the office. If the office of Chairperson becomes vacant and is filled by the Chair-Elect, the Chair-Elect will then also compete his or her own term of office.

5. **Succession of Chair-Elect.** Subject to the approval of the Council at its Organizational Meeting, it is anticipated that the Chairperson-Elect shall succeed to the office of Chairperson.

ARTICLE VIII. DUTIES OF OFFICERS

1. **Chairperson.** The Chairperson shall:
 - a) Preside at all meetings of the Council;
 - b) Prepare and present at each Annual Meeting of the Section a report of the activities of the Section for the preceding year;
 - c) Appoint the chairperson and members of any committees of the Section; and
 - d) Perform such other duties as are customarily associated with the office of Chairperson, or as assigned by the Council.
2. **Chairperson-Elect.** The Chair-Elect shall:
 - a. Preside at all meetings of the Council in the absence of the Chairperson;
 - b. Assume and perform the duties of the Chairperson during the disability of or after the death or resignation of the Chairperson;
 - c. Be responsible for the development and presentation of an educational program at the Annual Meeting; and
 - d. Perform such other duties as are customarily associated with the office of Chair-Elect, or as assigned by the Council.

3. **Secretary/Treasurer.** The Secretary/Treasurer shall:
 - a. Be the custodian of the books and records of the Section, including financial documents;
 - b. Keep a record of the Annual Meeting of the Section, and the meetings of the Council,
 - c. Preside at the Annual Meetings of the Council in the absence of the Chairperson and Chairperson-Elect;
 - d. Keep a record of the money received and disbursed, and present a report at each meeting of the Council;
 - e. Present a financial report to the members at the Annual Meeting;
 - f. Prepare and present a proposed budget for the consideration of the Council; and
 - g. Perform such other duties as are customarily associated with the office of Secretary/Treasurer, or as assigned by the Council.

ARTICLE IX. DUTIES AND POWERS OF THE COUNCIL

1. **General.** 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 State Bar of Michigan and the Bylaws of the Section. The Council shall authorize all commitments or contracts which entail the payment of money and shall authorize the expenditure of all monies appropriated by the Council for the use or benefit of the Section.
2. **Committees.** The Council may establish such standing committees (and subcommittees) and ad hoc committees (and subcommittees) as the Council may determine from time to time to further the interests and goals of the Section, and no committee, subcommittee or directorship shall be authorized to take any action on behalf of the Council or the Section without the express approval of the Council.
3. **Executive Committee.** There shall be an Executive Committee that will consist of the Chairperson, Chairperson-Elect, Secretary/Treasurer and two (2) Council members appointed by the Chairperson. The Chairperson shall serve as chairperson of the Executive Committee. The Executive Committee shall have the authority to conduct any business as delegated from time to time by resolution of the Council. Additionally, the Executive Committee shall have the authority to conduct any business that would normally come before the Council, provided that such action is of a nature that requires resolution prior to the next Council meeting. The Section Chairperson, on behalf of the Executive Committee, shall report any

and all action taken by the Executive Committee between meetings of the Council at the next succeeding meeting of the Council

4. **Committee Chairpersons.** The Council, upon recommendation of the Executive Committee, shall direct the Chairperson to appoint committee chairpersons and other agents from Members to perform such duties and exercise such powers as the Council may direct. The Chairperson on direction from the Council shall remove any committee chairperson or other agent from any such committee.

5. **Vacancies.** The Council, during the interim between annual meetings of the Section, may fill vacancies in the offices of the Secretary/Treasurer or Vice-Chairperson, or, in the event of a vacancy in both the office of Chairperson and Vice-Chairperson, then in the office of Chairperson. The Executive Committee may appoint acting officers to fill such vacancies during the interim between the occurrence of the vacancy and the next regularly scheduled or special Council meeting.

6. **Quorum.** Five (5) members of the Council present at a meeting shall constitute a quorum for the transaction of business.

7. **Voting.** Members of the Council when personally present at a meeting of the Council shall vote in person, but when absent may communicate their vote, in writing, upon any proposition, to the Secretary and have it counted, with the same effect as if cast personally at such meetings. Each Council member shall be entitled to one (1) vote on all matters brought to the Council for vote.

8. **Telephonic Participation.** A Council member may participate in a Council meeting by telephone conference or other means of communication by which all persons participating in the meeting may communicate with each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitute presence in person at the meeting.

9. **Proposals.** The Chairperson of the Section at any time may, and upon the request of any member of the Council shall, submit or cause to be submitted to the Council at the next occurring Council meeting, any proposal upon which the Council may be authorized to act, and the members of the Council may vote upon such proposal or proposals so submitted. A majority of the votes cast on any

proposal at a meeting of the Council at which a quorum is present shall constitute the binding action of the Council.

10. **Meetings.** The Section Chairperson shall designate the time and place of the regular Council meetings. Special meetings may be called by the Chairperson or upon written request to the Secretary of any five (5) members of the Council. Not less than five (5) days' notice of regular and special meetings shall be given. All such notices shall specify the date, time, and place (and in the case of a special meeting, the purpose of such special meeting). The required notice shall be delivered by e-mail, US Mail, fax or other means reasonably likely to provide personal written notice of the time and place of the meeting.

11. **Action By Unanimous Written Consent.** Any action that may be taken at any regular or special meeting may be taken by a vote of six (6) current Council members provided that this vote is in writing.

12. **Reports to the State Bar or Representative Assembly:** When so directed by the State Bar Board of Commissioners or the Representative Assembly, the Council shall timely submit an annual report (compliant with Article VIII, Section 1((2) of the State Bar Bylaws) containing a summary of the Section's activities during the association year, which shall be submitted to the Secretary of the State Bar of Michigan on or before May 31. Section reports requesting State Bar endorsement of a recommended position shall comply with Article VIII, Section 2 of the State Bar Bylaws.

ARTICLE X. PUBLIC POLICY POSITIONS

A. Adoption of Public Policy Positions:

The adoption of a public policy position by the Section shall require an affirmative vote of at least a majority of the Council.

B. Public Advocacy of Public Policy Positions:

Public advocacy on public policy issues adopted by the Section shall be subject to the requirements of Article VIII, Sections 7 and 9 of the State Bar Bylaws.

ARTICLE XI. MISCELLANEOUS

The fiscal year of the Section shall be the same as the State Bar of Michigan's fiscal year. All bills incurred by the Section, before being forwarded to the Treasurer or the Executive Secretary of the State Bar of Michigan for payment, shall be approved by the Chairperson or by the Secretary/Treasurer, or, if the Council shall direct, by both of them. No salary or compensation shall be paid for serving as a Section Officer, member of the Council, or member of any committee.

ARTICLE XII. AMENDMENTS.

1. These Bylaws may be amended at any Annual Meeting of the Section by a majority vote of the members of the Section present and voting, provided such proposed amendment shall first have been approved by a majority of the Council and provided, further, that no amendment so adopted shall become effective until approved by the Commissioners of the State Bar of Michigan.

2. Any proposed changes suggested by non-Council Section members shall be submitted in writing to the Council in the form of a petition signed by at least five (5) members of the Section in time for it to be considered by the Council at a regular meeting before the Annual Meeting of the Section at which it is to be voted upon. The Council shall prepare recommendations, together with a complete and accurate text of proposed amendments, which shall be provided to all Section members by e-mail, US Mail, fax or other means reasonably likely to provide personal written notice of the proposed amendment.

CERTIFICATION

Jason Negri, Secretary of the Religious Liberty Law Section, certifies that these Bylaws were adopted by a majority vote of the members, a quorum being present at the organizational meeting of the Religious Liberty Law Section, held on May 21, 2018.