

**AMENDED AND RESTATED BYLAWS
OF THE BUSINESS LAW SECTION OF
THE STATE BAR OF MICHIGAN**

**ARTICLE I
NAME AND PURPOSES**

SECTION 1. NAME. This Section shall be known as the “Business Law Section of the State Bar of Michigan”.

SECTION 2. PURPOSES. The purposes of this Section shall be: to study the laws and administrative procedures pertaining to business law and to promote the fair and just administration of business law; to study and report upon proposed and necessary legislation; to promote throughout the State of Michigan the legal education of members of the Bar and the public on the issues of business law by sponsoring meetings, institutes and conferences devoted to the issues of business law; to prepare, sponsor, publish and disseminate legal writings in this field; to provide a forum to facilitate service and commitment; and to promote ethical conduct and collegiality within the practice. For the purpose of this Section, the term “business law” shall include, but not be limited to, the law of profit corporations, non-profit corporations, general partnerships, limited partnerships, sole proprietorships, limited liability companies, other unincorporated enterprises, securities, banking, financial institutions, debtor and creditor rights, commercial transactions and commercial litigation.

**ARTICLE II
MEMBERSHIP**

SECTION 1. GENERAL. Each member of the Section (a “Member”) shall pay to the State Bar of Michigan such dues as may be established from time to time by the Section Council, subject to the approval of the Board of Commissioners of the State Bar of Michigan, and upon payment of dues for the current year, shall be 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 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 or active members of the Law Student Section of the State Bar of Michigan.

SECTION 2. NEWLY ADMITTED MEMBERS TO THE STATE BAR OF MICHIGAN.

Subject to any provisions of the Bylaws of the State Bar of Michigan, newly admitted members to 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 in the first year of membership in the State Bar of Michigan.

SECTION 3. DUES. Those who make application on or after the date of the annual meeting of the Members shall have their payment for the first year's dues credited to the end of the next full calendar year following such date of application.

SECTION 4. LIMITATIONS. No Member of the Section shall speak on behalf of or otherwise represent himself or herself to have the authority to speak on behalf of the Section without complying in all respects with the Bylaws of the State Bar of Michigan, and in particular Article IX thereof.

ARTICLE III COUNCIL

SECTION 1. GENERAL. There shall be a Council of the Section consisting of not less than twelve (12) nor more than fifteen (15) members as determined by the Council from time to time to be elected as hereinafter provided and, in addition, consisting of all Past Chairpersons of the Section who shall automatically remain as ex-officio members of the Council so long as they maintain membership in the Section. Past 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 2. ELECTION OF COUNCIL MEMBERS. At least one-third (1/3) of the then current number of Council members shall be elected each year. At the Annual Section Meeting, the Section shall elect at least one-third (1/3) of the then current number of Council members for three (3) year terms, and such Council members shall continue as Council members for a term of three (3) years and/or until their resignation, removal, or otherwise until their successors are elected and shall qualify. For purposes of determining the term of a Council member, the term "year" shall mean a term beginning at the close of the Annual Section Meeting and concluding at the next succeeding Annual Section Meeting. Upon the expiration of each Council member's term, the Members may elect a new Council member to fill such vacancy for a term of three years beginning at the close of the Annual Section Meeting at which they have been elected.

SECTION 3. VACANCIES. If, during the course of the year, the number of Council members drops to twelve (12) or less, the Council, at a regularly scheduled or special meeting, shall appoint one or more interim Council members as necessary to serve in an interim capacity until the next Annual Section Meeting.

SECTION 4. TERM LIMITS. No person shall be eligible for election to the Council if he or she has served without interruption two full consecutive terms immediately preceding the term for which the election is held, provided that if the Nominating Committee of the Section, which shall consist of the Executive Committee and the Nominating Director, shall nominate a person who would otherwise be ineligible for election to the Council under this Section to the office of Treasurer, Secretary, Chairperson or Vice-Chairperson, then such person shall be eligible for nomination and election to the Council for an additional term of three years.

SECTION 5. NOMINATIONS. Prior to each Annual Section Meeting, the Nominating Committee of the Section shall convene and make and report nominations to the Section for members of the Council to succeed those whose terms will expire at the close of the then annual meeting, and to fill vacancies then existing for unexpired terms. Other nominations for the Council may be made from the floor.

SECTION 6. ELECTIONS OF COUNCIL MEMBERS. All elections shall be by voice vote unless otherwise ordered by resolution of the Members of the Section at the Annual Section Meeting at which the election is held.

SECTION 7. LIMITATIONS. 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 Council.

ARTICLE IV ELECTION OF SECTION OFFICERS

SECTION 1. GENERAL. The officers of the Section shall be elected by the Council and shall consist of a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary, all of whom shall be members of the Council. No person shall serve in the same office for more than two consecutive years.

SECTION 2. TIME OF ELECTIONS. The officers shall be elected at the first meeting of the Council to be held immediately following each Annual Section Meeting, thereafter to serve until the following annual meeting or until their successors have been elected or appointed.

ARTICLE V SECTION OFFICERS

SECTION 1. CHAIRPERSON. The Chairperson shall preside at all meetings of the Section and of the Council. The Chairperson 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 or she shall perform such other duties and acts as usually pertain to the office of Chairperson.

SECTION 2. VICE-CHAIRPERSON. Upon the death, resignation or during the disability of the Chairperson, or upon his or her refusal to serve, the Vice-Chairperson 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. The Vice-Chairperson shall preside at all meetings in the absence of the Chairperson. In addition, the Vice-Chairperson shall serve as a liaison with the Section's committees and directorships and persons outside the Section on legal development matters and periodically create and disseminate a survey of existing Members of the Section with respect to the Members' interests and participation in Section activities.

SECTION 3. TREASURER. The Treasurer shall keep a true record of all monies received and disbursed by the Section and report thereon to the Council at each Council meeting and otherwise whenever requested. The Treasurer shall submit a financial report for presentation to the Members at the Annual Section Meeting. In addition, the Treasurer shall solicit budget requests from committees, subcommittees and directorships and use their responses to prepare a proposed annual budget for the Council's review and approval.

SECTION 4. SECRETARY. The Secretary shall be the custodian of all books, papers, documents and other property of the Section except money and financial records. The Secretary shall keep a true record

of the proceedings of all meetings of the Section and of the Council. With the Chairperson, the Secretary shall prepare a summary or digest of the proceedings at the Annual Section Meeting.

ARTICLE VI DUTIES AND POWERS OF THE COUNCIL

SECTION 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.

SECTION 2. ESTABLISHING COMMITTEES AND DIRECTORSHIPS. 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. The Council may also establish such standing directorships and such ad hoc directorships as the Council may determine from time to time to further the interests and goals of the Section.

SECTION 3. EXECUTIVE COMMITTEE. There shall be an Executive Committee that will consist of the Section Chairperson, Vice-Chairperson, Treasurer and Secretary. The Section 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, and provided further that if such action involves a Section expense, the expense shall not be in excess of \$10,000 in the aggregate from one meeting to the other. 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.

SECTION 4. COMMITTEE CHAIRPERSONS AND DIRECTORS. The Council, upon recommendation of the Executive Committee, shall direct the Chairperson to appoint committee chairpersons, subcommittee chairpersons, directors, 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, subcommittee chairperson, director, or other agent or member from any such committee, subcommittee, directorship or agency and fill vacancies on such committees, subcommittees, directorships or agencies.

SECTION 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.

SECTION 6. QUORUM. Seven (7) members of the Council present at a meeting shall constitute a quorum for the transaction of business.

SECTION 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 vote on all matters brought to the Council for vote.

SECTION 8. TELEPHONIC PARTICIPATION. A Council member may participate in a Council meeting by a conference telephone or other means of remote 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 constitutes presence in person at the meeting.

SECTION 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.

SECTION 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 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 may be provided by first class mail or by electronic mail.

SECTION 11. ACTION BY UNANIMOUS WRITTEN CONSENT. Any action, which may be taken at any regular or special meeting, may be taken by unanimous written consent provided a record of the consent of each Council member is registered.

ARTICLE VII

SECTION COMMITTEES, SUBCOMMITTEES AND DIRECTORSHIPS

SECTION 1. GENERAL. Each committee, subcommittee and/or directorship shall be chaired by such person as directed by the Council in accordance with Article VI, Section 4, above.

SECTION 2. RULES AND PROCEDURES. Each committee and subcommittee chairperson, and each director, shall establish the rules and operating procedures for his or her committee, subcommittee or directorship.

SECTION 3. LIMITATIONS. 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.

SECTION 4. COMPLIANCE WITH BYLAWS. All committees, subcommittees and directorships shall abide at all times with these Bylaws and with the Bylaws of the State Bar of Michigan.

**ARTICLE VIII
SECTION MEMBER MEETINGS**

SECTION 1. ANNUAL MEETING. The time and place of the Annual Meeting of the Members shall be determined by the Council at least 60 days prior to the meeting and notice of such meeting shall be given to the Members not less than five (5) days in advance of the scheduled date for the Annual Meeting. The Council shall give notice of the Annual Meeting to the Members by United States mail, electronic mail or as a part of a publication of general circulation to the Section Members.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Members may be called by the Chairperson upon approval of the Council, at such time and place as the Council may determine; provided that notice of such Special Meeting of the Members shall be given to the Members not less than five (5) days nor more than sixty (60) days in advance of the scheduled date for such Special Meeting, which notice shall specify the date, time, place and purpose of such Special Meeting. The required notice may be provided by first class mail or may be included as a part of a publication of general circulation to the Members.

SECTION 3. QUORUM. The Members present at any meeting of the Members shall constitute a quorum for the transaction of business, provided that the Members have been provided with proper notice of the meeting.

SECTION 4. VOTING. Each Member shall be entitled to one vote on each matter brought before the Members for consideration. All actions of the Members shall be by majority vote of the Members present.

**ARTICLE IX
MISCELLANEOUS PROVISIONS**

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

SECTION 2. APPROVAL OF INVOICES. All bills incurred by the Section, before being forwarded to the Treasurer or to the Executive Secretary 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. The Chairperson and the Treasurer shall approve all expenses that the other incurs on behalf of the Section.

SECTION 3. NO COMPENSATION. No salary or compensation shall be paid by the Section to any officer, Council member, director or member of a committee in connection with his or her duties as an officer, Council member, director or member of a committee. Authorization to compensate an officer, Council member, director or member of a committee for the performance of services to the Section that do not relate to his or her duties as an officer, Council member, director or member of a committee requires a two-thirds or more vote of the Council. The person 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 4. EFFECTIVE DATE OF BYLAWS. These Bylaws, if approved by a majority of the persons present at a meeting of the Members, shall become effective upon the approval thereof by the Commissioners of the State Bar of Michigan.

ARTICLE X AMENDMENTS

SECTION 1. GENERAL. These Bylaws may be amended at any annual meeting of the Members by a majority vote of the Members present and voting, provided such proposed amendment shall first have been submitted to the Council for its recommendation; further, that no amendment so adopted shall become effective until approved by the Commissioners of the State Bar of Michigan.

SECTION 2. PROCEDURES. Any proposed amendment may be submitted in writing to the Council in the form of a petition signed by at least ten (10) Members at least ninety (90) days before the annual meeting of the Section at which it is to be voted upon. The Council shall consider the proposed amendment and shall prepare the recommendations thereon, which recommendations, 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 the Members at which it is to be voted upon. In lieu of the foregoing procedure, the Council may propose and recommend amendments upon its own motion without the necessity of receiving a petition signed by ten (10) Members, subject, however, to the publication requirements as herein before provided.

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