

**BYLAWS OF THE
SENIOR LAWYERS SECTION
OF THE STATE BAR OF MICHIGAN**

July 2019

**ARTICLE I
NAME, PURPOSE, AND GOALS**

SECTION 1. Name. This Section shall be known as the Senior Lawyers Section (“Section”) of the State Bar of Michigan.

SECTION 2. Purpose. The purpose of this Section shall be to promote the particular interests of the members of the Section, to plan and carry out programs and activities of interest to members of the Section, to coordinate programs for members of the Section with national and local bar associations, to protect the public by providing resources on the ethical and practical issues related to transitioning from the practice of law, to be a resource for retirement planning, and to expand opportunities for contributions by members of the Section to the community.

SECTION 3. Goals. The goals of the Section shall be to provide service to members of this Section, to aid in protecting the public, and to contribute to the community.

**ARTICLE II
MEMBERSHIP**

SECTION 1. Membership. Active, inactive, and emeritus members of the State Bar of Michigan who have been licensed to practice law and have been in good standing for at least 20 years, or are at least age 50, and pay dues in the amount set forth by the Council, are members of the section. Upon payment of dues, membership is immediately effective, for the duration of a bar year (through September 30). Thereafter, dues shall be payable in advance at the beginning of the fiscal year of the State Bar of Michigan.

SECTION 2. Voting. Except as set forth in these bylaws, all members of the Section shall be eligible to vote.

SECTION 3. Terminating Membership. A member may terminate membership upon written request, without prejudice to future membership.

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.

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**ARTICLE III
COUNCIL AND OFFICERS**

SECTION 1. Officers. The Officers of the Section shall be Chair, Chair-Elect, Vice Chair, Secretary, and Treasurer. Also, the Immediate Past Chair of the Section shall serve as a voting member of the Council.

SECTION 2. Council. There shall be a Council of the Section consisting of the officers of the Section and nine (9) at-large members to be elected as provided in this Article. At-large members must be members of the Section.

SECTION 3. Selection of Officers. The Vice Chair, Secretary, and Treasurer shall be nominated and elected at each annual meeting of the Section to hold office for a term beginning at the close of the annual meeting at which they have been elected and ending at the close of the next succeeding annual meeting of the Section, or until their successors have been elected and qualified. The Chair-Elect shall automatically succeed to the office of Chair. The Vice Chair shall automatically succeed to the office of Chair-Elect.

SECTION 4. Terms of Office. The officers and nine (9) at-large members of the Council shall serve as follows: the officers for a one (1) year term; three (3) at-large members for three (3) years; three (3) at-large members for two (2) years; and three (3) at-large members for (1) year. Any vacancies shall be filled in accordance with these Bylaws. All subsequent terms shall be for a period of three (3) years. ("Year" is defined as a term beginning at the close of the annual meeting at which the Council members have been elected and ending at the close of the succeeding annual meeting of the Section.)

SECTION 5. Term Limitations.

(A) No Council member shall be eligible for re-election to the Council (other than as an officer) if she/he has served without interruption for (2) consecutive elected terms preceding the term for which the election is held.

(B) No person who has served as an officer without interruption for two (2) consecutive elected terms shall be eligible for re-election to that office.

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**ARTICLE IV
ELECTIONS**

SECTION 1. Nominations. At the last scheduled meeting of the Council prior to the annual meeting, or at such other time as shall be convenient but not later than six (6) months prior to the annual meeting, the Chair shall appoint a Nominating Committee consisting of three (3) members of the Section, at least two (2) of whom are appointed from the Council. The duties of the Nominating Committee are set forth in art VII, § 2.

SECTION 2. Elections. All elections shall be by voice vote unless otherwise ordered by resolution duly adopted by the Section at the annual meeting at which the election is held.

**ARTICLE V
DUTIES OF OFFICERS**

SECTION 1. Chair. The Chair shall preside at all meetings of the Section and of the Council. The Chair shall present at each Annual Meeting of the Section a report of the work of the Section for the current year. The Chair shall, in consultation with and with the assistance of the Executive Director of the State Bar of Michigan, perform such other duties and acts that pertain to the office.

SECTION 2. Vice Chair. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair.

SECTION 3. Chair-Elect. The Chair-Elect shall automatically succeed to the office of the Chair the year following his/her election to Chair-Elect.

SECTION 4. Secretary. With the assistance of State Bar of Michigan staff, the Secretary shall cause to be kept all books, papers, documents, and other property of the Section, except money, and shall keep a true record of the proceedings of all meetings of the Section and of the Council. With the assistance of the Chair, the Secretary shall prepare a summary or digest of the proceedings of the Section for presentation at the annual meeting of the Section, and to be filed with the State Bar of Michigan no later than May 31 each year. In conjunction with the Chair, the Secretary, as authorized by the Council, shall attend generally to the business of the Section. With assistance of State Bar of Michigan staff, the Secretary shall track and maintain a record of the terms of the councilpersons and shall provide a report to Council no later than two months prior to the annual meeting of the Section.

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SECTION 5. Treasurer. The Treasurer of the Section shall, with the assistance of State Bar of Michigan staff:

- (A) Cause to be kept a record of all monies received and disbursed.
- (B) Review and approve all monthly financial reports supplied by the State Bar of Michigan.
- (C) Submit regular financial reports to the Council.
- (D) Annually provide for the presentation of a financial report to the Section and to the Board of Commissioners, no later than May 31 each year.

**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. Committee Appointment. The Chair shall appoint committees and their Chairs from members of the Section, to perform such duties and exercise such powers as the Council may direct. The Council shall remove any committee chair or committee member for cause and fill vacancies created by such removal or resignation.

SECTION 3. Vacancies. The Council shall, between annual meetings of the Section, fill vacancies in its own membership or in the offices of the Secretary or Treasurer. In the event of a vacancy in both the office of Chair and Chair-Elect, the Council shall fill the office of Chair and Chair-Elect. Officers and members of the Council so selected shall serve the balance of the term.

SECTION 4. Quorum. A quorum of the Council shall consist of a majority of the Council. A quorum being present, the Council may act on the affirmative vote of a majority of those present at any meeting.

SECTION 5. Council Meetings. The Council shall designate the time and place of its regular meetings, but shall schedule no fewer than four (4) meetings per fiscal year. Special meetings may be called upon notice by the Chair or upon written request to the Secretary of any three (3) members of the Council. Council members shall receive three (3) days' notice of a special meeting. Notice of regular and special meetings shall be in writing by in-person delivery, first-class mail, electronic mail, facsimile, or any other means reasonably likely to provide written notice. The notice shall include the topic for which the meeting is being called.

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SECTION 6. Council Meetings: Electronic Conferencing and Voting. Other than during the annual meeting of the section, members may participate in council meetings by electronic conferencing under the following conditions: All persons participating in the meeting are advised of any remote communication equipment and the names of persons using such equipment, all participants are able to communicate with each other, and the names of all participants in the meeting are divulged to all participants. Participation in a meeting in this manner constitutes presence in person at the meeting. Any unreasonable or unusual expense for electronic conferencing shall be borne by the member(s) not physically present at the meeting, unless otherwise authorized by the Council. The Council may establish additional rules for electronic conferencing. Council members may vote in-person, electronically, or by any other manner determined by the Council to be a secure and reliable method for conducting business. Participation by electronic conferencing during the annual meeting of the section shall not be permitted except upon approval by the Council for special or hardship circumstances.

SECTION 7. Absences. Any member of the Council who is absent, without having been excused by the Chair, from three (3) consecutive regular meetings of the Council shall be deemed to have resigned and the vacancy created shall be filled by the Council.

**ARTICLE VII
COMMITTEES**

SECTION 1. Standing Committees. The Standing Committees of the Section shall be Nominating, Service to Senior Lawyers, and Community Contribution. The Council shall have the authority to create and discontinue special committees.

SECTION 2. Nominating Committee. The Nominating Committee shall recommend nominees to the Section for the offices of Chair-Elect, Secretary, Treasurer, and councilpersons on an annual basis. These nominations shall be submitted in writing to the Chair no later than 60 days prior to the annual meeting of the Section. Nominations shall be published to Section members no later than 30 days prior to the annual meeting of the Section. Other nominations may be made from the floor. The Nominating Committee shall consider the diversity of Council membership, including race, gender, and geographic diversity.

SECTION 3. Service to Senior Lawyers Committee. The Service to Senior Lawyers Committee shall be responsible for developing and/or promoting materials and programs of interest to members of the Section, including but not limited to the following topics: professional education and development, planning for and adjusting to changes in a lawyer's professional status; identifying successors to law practices; and providing for the care and preservation of client records.

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SECTION 4. Community Contribution Committee. The Community Contribution Committee shall identify and promote appropriate opportunities for members of the Section to contribute to their communities, collaborating with other State Bar sections and affinity bar associations where a mutual interest exists.

SECTION 7. Committee Members. The committee chairs chosen by the Council of the Section may recommend to the Council the names of additional persons to be appointed to their respective committees for the purpose of assisting in the work of the committees.

SECTION 8. Committee Meetings. Committee meetings shall be called as necessary by the Council or by committee chairs.

SECTION 9. Committee Meetings: Electronic Conferencing and Voting. Other than during the annual meeting of the section, members may participate in committee meetings by electronic conferencing under the following conditions: All persons participating in the meeting are advised of any remote communication equipment and the names of persons using such equipment, all participants are able to communicate with each other, and the names of all participants in the meeting are divulged to all participants. Participation in a meeting in this manner constitutes presence in person at the meeting. Any unreasonable or unusual expense for electronic conferencing shall be borne by the member(s) not physically present at the meeting, unless otherwise authorized by the Council. The Council may establish additional rules for electronic conferencing. Committee members may vote in-person, electronically, or by any other manner determined by the Council to be a secure and reliable method for conducting business. Participation by electronic conferencing during the annual meeting of the section shall not be permitted except upon approval by the Council for special or hardship circumstances.

SECTION 9. Committee Reports. Each committee chair shall submit a written report of Committee activities to the Council prior to each scheduled council meeting or at a date designated by the Chair.

**ARTICLE VIII
SECTION MEETINGS**

SECTION 1. Annual Meeting. The time and place and programs of the Annual Meeting of the Members shall be determined by the Council at least sixty (60) days prior to the meeting and notice of such meeting shall be given to the Members not less than forty-five (45) 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. Participation by electronic conferencing during the annual meeting of the Section shall not be permitted except upon approval by the Council for special or hardship circumstances.

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SECTION 2. Special Meetings. Special meetings of the Section may be called by the Chair upon approval of the Council, at such time and place as the Council may determine. Members of the Section shall receive three (3) days' notice of the special meetings communicated in writing by in-person delivery, first-class mail, electronic mail, facsimile, or any other means reasonably likely to provide adequate written notice. The notice shall include the topic for which the meeting is being called.

SECTION 3. Quorum. Ten (10) members of the Section who are eligible to vote and are present at any Section meeting shall constitute a quorum for the transaction of business. Business of the membership of the Section shall be by affirmative vote of a majority of the members present.

SECTION 4. Section Meetings: Electronic Conferencing and Voting. Other than during the annual meeting of the section, members may participate in section meetings by electronic conferencing under the following conditions: All persons participating in the meeting are advised of any remote communication equipment and the names of persons using such equipment, all participants are able to communicate with each other, and the names of all participants in the meeting are divulged to all participants. Participation in a meeting in this manner constitutes presence in person at the meeting. Any unreasonable or unusual expense for electronic conferencing shall be borne by the member(s) not physically present at the meeting, unless otherwise authorized by the Council. The Council may establish additional rules for electronic conferencing. Section members may vote in-person, electronically, or by any other manner determined by the Council to be a secure and reliable method for conducting business. Participation by electronic conferencing during the annual meeting of the section shall not be permitted except upon approval by the Council for special or hardship circumstances.

**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. Disbursements. Any bills incurred by the Section to be forwarded to the State Bar of Michigan Fiscal Officer for payment shall first be approved by the Chairperson, Chairperson-Elect, Treasurer, or otherwise as the Council shall direct, and checks for all disbursements shall be signed by an officer of the State Bar of Michigan, or someone designated by the Board of Commissioners of the State Bar of Michigan.

SECTION 3. Compensation. No officer, Council member, committee chair, committee member, or member of the Section shall receive compensation for services rendered in connection with the performance of his/her duties except as may be specifically authorized by law, court rule or by the State Bar of Michigan. Such persons may, however, be reimbursed for the necessary expenses incurred

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in connection with the performance of their duties. Unless authorized by law or court rule, no officer, Council member, committee chairperson, committee member, or member of the Section with decision-making authority concerning contracts or financial transactions shall directly or indirectly derive any personal profit or gain distinguishable from benefits provided to the public, members of the Section, or members of the State Bar of Michigan, by reason of his/her position with the Section. The Section or Council may give a person covered by this provision, and the person may accept, a gift at the termination of the person's tenure in office, as long as the gift is paid for by non-appropriated funds.

SECTION 4. Effective Date. These Bylaws shall become effective upon approval by the Board of Commissioners of the State Bar of Michigan.

SECTION 5. Non-Lawyer Participation. Persons other than members of the State Bar of Michigan and of this Section may be invited or selected by the Council to participate in the activities of the Section and to provide their expertise in assisting the Section to meet its goals. Such persons shall have no vote and are not required to pay dues to the Section. The Council shall maintain a roster of such persons for use by the Section.

**ARTICLE X
AMENDMENTS**

SECTION 1. Vote. These Bylaws may be amended at any meeting of the Section at which a quorum is present, by a two-thirds (2/3) vote of the members of the Section present and voting, provided such proposed amendment has first been submitted to the Council for its recommendation. No amendment so adopted shall become effective until approved by the Board of Commissioners.

SECTION 2. Form of Amendment. Any proposed amendment shall be submitted in writing to the Council by at least three (3) members of the Section. The Council shall consider the proposed amendment, prepare recommendations and provide to members of the Section a complete and accurate text of the proposed amendment at least thirty (30) days prior to the meeting of the Section at which it is to be considered. Such notice of any proposed amendment must be communicated to the entire Section membership in writing by in-person delivery, first-class mail, electronic mail, facsimile, or by other means reasonably likely to provide adequate written notice.

First Adopted July 2019