

**THE ACADEMY OF CERTIFIED TRIAL
LAWYERS OF MINNESOTA**

BY- LAWS

(Revised September 2001)

ARTICLE I

NAME

The name of this corporation shall be the "Academy of Certified Trial Lawyers of Minnesota." (ACTLM).

ARTICLE II

PURPOSE

The purposes of this corporation are as set out in the Articles of Incorporation, including, but not limited to,

- a. Educating lawyers, judges and students of the State of Minnesota concerning all phases of trial practice, both civil and criminal, particularly as they affect the rights, liabilities and duties of the general public.
- b. Furnishing to other lawyers and judges in the State of Minnesota legal and practical information on all phases of civil and criminal litigation relating to trial preparation and trial of civil and criminal matters.
- c. Arranging for seminars and other educational meetings for lawyers and judges, using all of the resources available to them and appropriate in each case, including experts in other fields, in addition to lawyers and judges.
- d. Sponsoring informal opportunities in the form of meetings to be attended by lawyers, judges and law students as a vehicle for discussing common practical legal problems, attaining growth and expertise in the process, and sharing the problems occasioned by experience.
- e. Monitoring and analyzing current procedural and substantive law proposals and issues and, where appropriate, asserting public position or statements on such issues.
- f. Evaluating and endorsing candidates in judicial elections.

ARTICLE III

MEMBERSHIP

- A. Diplomate: Diplomate membership in ACTLM shall be on an annual basis by invitation only, extended under the direction of the Board of Directors to persons certified as specialists in civil or criminal trial law by the National Board of Trial Advocacy (NBTA) or by any other agency approved by the Minnesota State Board of Legal Certification and who:
1. Are duly licensed to practice law in any of the fifty states.
 2. Are members, in good standing, of the Minnesota or other State Bar Association.
 3. Have made application and been approved for membership in ACTLM as herein provided.
 4. Are of good moral character, and
 5. Pay the established dues as members of this corporation, as established from time to time by the Board of Directors. A Diplomate member may elect to become a sustaining Diplomate by paying additional annual dues of \$100.
- B. Honorary: The Board of Directors may, in its discretion, from time to time designate persons as Honorary Members, who shall pay no dues or fees but shall be entitled to vote.
- C. Emeritus: Emeritus membership in ACTLM shall be on an annual basis by invitation only, extended under the direction of the Board of Directors to persons no longer certified as specialists in civil or criminal trial law by the National Board of Trial Advocacy (NBTA), or by any other agency approved by the Minnesota State Board of Legal Certification for at least five year and who:
1. Are former Diplomates of ACTLM.
 2. Have made application and been approved for membership in ACTLM as herein provided; and
 3. Are of good moral character; and
 4. Pay the established dues as members of this corporation as provided from time to by the Board of Directors; and
 5. Do not communicate their certifications in a way which might reasonably be perceived as seeking to attract clients for the provision of their services as attorneys, and
 6. After resumption of active practice do not communicate their certifications to the public until such time they have actually met the standards for recertification.
- D. Privileges: Upon payment of the annual dues prescribed from time to time by the Board of

Directors, Diplomates and Emeritus members shall be entitled to all privileges of the membership in ACTLM including:

1. The right to hold any office in ACTLM.
 2. The right to one vote at any regular or special meeting of the membership.
- E. Firm Membership: There shall be only individual and no firm memberships. Membership certificates shall not be assignable.
- F. Proxies: There shall be no voting by proxy; each member must be present in person to cast his or her vote.
- G. Application: To become a member of ACTLM, each applicant must:
1. Transmit his or her signed application to the Dean or Executive Director of ACTLM on the form to be prescribed by the Board of Directors, together with one (1) year's dues, and
 2. Present evidence of certification by NBTA or by any other agency approved by the Minnesota State Board of Legal Certification.

ARTICLE IV

BOARD OF DIRECTORS

A. The business and property of ACTLM shall be managed by a Board of Directors (hereinafter called the "Board") of not less than six members, to include all the Officers of ACTLM, plus others nominated and elected as provided by these By-Laws. Directors need not be members. The Board shall also consist of the immediate past Dean, chairs of the standing committees, including but not limited to, the Long Range Planning, Scholarship, Judicial Nominations and the Distinguished Trial Judge Award Committees.

1. Term: The term of each officer shall be for one year or until his or her successor is elected and qualified. Each of the Board members elected by the membership shall take office immediately and shall hold office for one year or until his successor is elected and qualified.

2. Additional Board Membership: In addition to those persons described above, during the time that they hold such national office, any State Delegates from ACTLM to NBTA shall also be members of the ACTLM Board.

3. Powers: The Board shall have, in addition to the powers conferred by law, the Articles of Incorporation of ACTLM and these By-Laws, the authority to:

a. Examine and pass upon qualifications of any applicant for membership in ACTLM.

- b. Hear and determine charges made against any member and report the same as deemed necessary by the Board on 3/4 approving vote to the NBTA Board of Governors.
- c. Expel members for cause shown.
- d. Appoint itself, or authorize the Dean to appoint such standing and other committees, including a Nominating Committee, to select and recommend names as nominees for Directors and Officers, as in its judgment are necessary for the proper management of ACTLM and, in such cases, to delegate and define duties and powers of such committees.
- e. Make, alter or amend ACTLM policy.
- f. Establish and change dues of members.
- g. Make special assessments, up to \$125.00 per member per year, upon each member for the purpose of promoting the purposes and projects of ACTLM as the Board of Directors shall from time to time deem necessary.
- h. Provide for the publication of a newsletter of ACTLM and the selection and compensation of its editor, publication costs and control of its editorial policy.
- i. In the event ACTLM shall be allowed to nominate or elect members of the Board of Governors or State Delegates to the NBTA, such nomination or election shall be made by a majority vote of the Board of Directors, provided notice of such nomination or election is given to the membership of the Board of Directors at least five (5) days before such meeting, and further provided that no person shall be nominated or elected to such position with the NBTA if such person has not served, or is not then serving, as an Officer or Director of ACTLM.
- j. Establish sections and standing committees, fix and define the scope of activities thereof and provide for the election or appointment of members and chair-persons of such sections and committees.

4. Attendance: Board members shall attend each and every duly called annual and special membership meeting and each and every duly called annual and special Board meeting. In the event that a Board member is unable to attend a duly called membership meeting or Board meeting, he or she shall furnish to the Secretary or Dean if practicable, a written notice of the reasons for such absence before the meeting. Board members may also arrange to attend and participate in Board meetings by telephone.

ARTICLE V

OFFICERS

A. The officers of ACTLM shall consist of the following, of whom at least two shall be certified by NBTA:

- 1. Dean

2. Dean-Elect
3. Secretary
4. Treasurer
5. Immediate Past Dean

B. Terms: The Dean-Elect, Secretary and Treasurer shall be elected each year at the annual membership meeting. All Officers shall take office immediately upon the adjournment of the annual membership meeting following their election and hold office for a term of one year and until their successors are elected and qualified.

C. The Dean: Shall preside at all membership meetings of ACTLM and shall be a member and Chair of the Board of Directors and be an ex officio member thereof the year following his or her term of office. The Dean shall perform such other services as are incident to the office and as are from time to time required by the Board of Directors.

D. The Dean-Elect: Shall take office as Dean during the annual membership meeting following his or her one-year term as Dean-Elect. In the event the Dean is absent or unable to act, his or her duties shall be performed by the Dean-Elect. It shall be the duty of the Dean-Elect to render every assistance and cooperation to the Dean. The Dean-Elect shall be familiar with all the activities and affairs of ACTLM and perform such other services as are incident to the office and as are, from time to time, required by the Board.

E. The Secretary: Shall be a member of the Board of Directors, and shall supervise the keeping of the records of the proceedings of all membership and/or Board meetings, keeping a roll of members, attending to correspondence and issuing such notices as may be required. The Secretary shall perform such other services as are incidental to the office and as are, from time to time, required by the Board.

F. The Treasurer: Shall be a members of the Board of Directors, shall supervise the collecting, disbursing, and accounting for all funds of ACTLM, at the direction of the Board of Directors, and shall cooperate with the Board in matters relating to the fiscal affairs of the organization. The Treasurer shall perform such other services as are incident to the office and as are, from time to time, required by the Board. The Treasurer shall employ such assistants and employees as he or she shall determine may be necessary for the efficient and effective operation of the organization in accordance with the guidelines established by the Officers and the Board of Directors and in accordance with the budgetary limitations established by the Board of Directors, and after consultation with the Dean and Dean-Elect, the Treasurer shall regularly account to the Board of Directors concerning his or her actions and activities in the collection and expenditure of funds. The Treasurer shall be authorized to expend funds up to \$500.00 without further authority.

G. The Immediate Past Dean: Shall perform the services incident to the office and perform such other services as are, from time to time, required by the Board.

H. The Executive Director: Shall be a full or part-time paid employee of the corporation who shall be selected upon the concurrence of the Dean and Dean-Elect then serving, and, upon the approval of such selection, of a majority of the Board of Directors, and whose employment may be terminated at any time upon a vote of a majority of the Board of Directors, or for good cause, upon the concurrence of the Dean, Dean-Elect, and Immediate Past Dean. The Executive Director will keep the records of the association, keep the Minutes of all meetings of the Board, shall keep a roll of members, shall attend to the correspondence, shall collect, disburse and account for all funds of ACTLM at the direction of the Board of Directors and the Officers in accordance with the budget adopted by the Board of Directors as amended from time to time, and shall perform all such other services as are incident to the office and as are, from time to time, required or directed by the Board of Directors or the officers.

I. Compensation: All Officers and members of the Board shall serve without compensation. The Executive Director and other employees shall be compensated in accordance with the action of the Board of Directors.

ARTICLE VI

NOMINATIONS AND ELECTIONS

A. Annual Elections: Officers and Board Members shall be elected at each annual membership meeting.

B. Nominating Committee: At least 120 days before each annual membership meeting the Board shall appoint a three (3) member nominating committee which shall actively appoint nominees and which shall:

1. Contain not more than One (1) Board member.
2. Nominate from the membership or Board a slate of Officers.
3. Nominate a slate of nominees for the Board. In selecting nominees for the Board, the committee shall consider the following factors:
 - a. The interest, work, time, effort, and other activities the nominee has contributed to ACTLM and the trial bar.
 - b. Such other factors as the Nominating Committee shall deem appropriate.

C. Nominations: Nominations for Officers and Directors shall be made during the annual meeting. Nominations may be made from the floor by members. The election shall take place at the annual membership meeting. The date, time and place of the election shall be circulated to all members at least one (1) week prior to the annual meeting and shall be sufficient if such information is printed in the newsletter in the program or agenda distributed to the membership prior to such date.

D. Voting: Voting shall be by ballot, but in person only. Any votes or ballots cast by proxy shall be disqualified and not counted by Electors. Ballots for the election of the Board of Directors shall be counted only if such ballots contain the names of as many different nominated members as there are vacancies to be filled.

ARTICLE VII

VACANCIES

A. Upon death, resignation or incapacity of the Dean, the Dean-Elect shall succeed as Dean until the next annual meeting and election.

B. Upon the death, resignation, incapacity or ascendancy of the Dean-Elect to Dean, the office of Dean-Elect shall be filled by the calling of a special membership meeting as provided by these By-Laws for the purpose of electing a Dean-Elect and the notice of the special meeting shall advise the membership of the purpose of the special meeting. The Dean, prior to calling such special meeting, shall appoint a Nominating Committee and the Nominating Committee's recommendations, if available, shall be included in the notice to the membership. Nominations will also be open from the floor.

C. Vacancies in other offices and on the Board shall be filled by majority vote of the Board.

D. Such officers or Directors appointed pursuant to Article VII, Section C, shall hold office and complete the balance of their predecessor's term and serve until their successors are duly elected and qualified.

ARTICLE VIII

MEETINGS

A. Annual Meetings:

1. Membership: The annual membership meeting shall be called for a time during the month of September in each year in a location to be designated by the Board, provided that the Secretary or Dean shall give notice to the membership at least fifteen (15) days before the meeting, either by publication in a newsletter, or by separate mailed notice (standard or electronic).

2. Board: The Board shall have its annual meeting after the annual membership meeting.

B. Special Meetings:

1. Membership: May be called at any time by the Dean, the Board or by written request of at least 50% of the members in good standing; provided notice of the time and place be given the membership at least 15 days before the meeting, either by publication in the

newsletter or separate mailed notice (standard or electronic) which shall state the purpose thereof.

2. Board: May be called by the Dean, on his or her own initiative, at any time or by written request of at least five (5) Board members; provided notice of the time and place be given the members of the Board at least seven (7) days before the meeting, either by publication in the newsletter or separate mailed notice (standard or electronic) which shall state the purpose thereof.

3. Quorum:

1. Membership: Five members in good standing shall constitute a quorum to do business. No proxies will be allowed. Fewer than five members may adjourn the meeting to another fixed date without further notice.

2. Board: Five members of the Board shall constitute a quorum, but fewer may adjourn the meeting to another fixed date without further notice. Board members may arrange to attend and participate by telephone.

D. Parliamentary Rules: All meetings will be conducted under the Roberts Rules of Order, where not inconsistent with the By-Laws

E. Order of Business: The order of business at all meetings shall be:

1. Roll call (May be signed roster).
2. Reading and disposing of any unapproved minutes.
3. Reports of Officers and committees.
4. Unfinished business.
5. New business

F. Decisions Between Meetings: Should any matter or issue arise which, in the opinion of the Dean or, in his or her absence, the Dean-Elect, required Board decision or action in the meetings of the Board, then, at the discretion of the Dean, or in his or her absence the Dean-Elect, such matter or issue may be submitted in writing to all Board members for their consideration and action. Whenever this procedure be employed, the Dean, or in his or her absence the Dean-Elect, must receive back, in writing, a majority vote of all the members of the Board, before affirmative action can be taken. Failing the returns in writing or a majority vote, action upon any such matter or issue shall automatically be deferred until the next regularly called annual or special Board meeting. In those cases where this procedure results in affirmative action being taken by the board, the Dean, or in his absence, the Dean-Elect, shall forthwith furnish the Secretary with the written votes or ballots which authorized the action taken and the Secretary shall then incorporate a summary thereof into the Minutes of the corporation.

ARTICLE IX

AMENDMENTS

These By-Laws may be amended as provided in Minnesota Statutes § 317A.181.

ARTICLE X

FISCAL AFFAIRS

The fiscal year in the year 1996 shall end on September 30 and, thereafter, the fiscal year of the corporation shall begin on October 1st., and shall end on September 30 of each year.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify and may, in the discretion of the Board of Directors, insure directors, officers, agents and employees of the corporation in the matter and to the full extent permitted by law.