

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

BY-LAWS

(Approved May 7, 2021)

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. Diplomat : Diplomat 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, family or criminal trial law by the Minnesota State Bar Association, 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. Membership dues shall be payable for the annual term of July to July 1 of each calendar year, with renewal notices sent by electronic means to each member by June 1. A Diplomat member may elect to become a sustaining Diplomat 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. Judges of State or Federal Courts who are invited to join ACTLM are considered Honorary Members.

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 family, civil or criminal trial law and no longer certified as Senior Civil Trial Specialist by the Minnesota State Bar Association.

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, and not more than ten (10) total 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 /Membership, Mock Trial/ Scholarship, Judicial Endorsement and the Distinguished Trial Judge Award Committees.

Each Board member shall be current in the payment of dues to maintain his or her status as a Board member.

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/her successor is elected and qualified. Each officer's term shall expire at the end of one year.

New proposed board staggered appointments:

2018 Last year's board members now get a 2 year term,
2017 the year before gets a 1 year term, and
2019 the new members get the 3 year term

2. 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.

3. 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, notice of the absence before the meeting. Board members may also arrange to attend and participate in Board meetings by telephone or other electronic means.

ARTICLE V

OFFICERS

A. The officers of ACTLM shall consist of the following,

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

ARTICLE VI

NOMINATIONS AND ELECTIONS

B. Nominating Committee: At least 60 days before each annual membership meeting the Board shall appoint a three (3) member nominating committee which shall actively appoint nominees and which shall:

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 on the website and in the program or agenda distributed to the membership prior to such date.

D. Voting: Voting shall be by ballot, but in person only. **Proxies may be cast by electronic means only if a member is present in person to cast the proxy vote.**

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

1. Membership: The annual membership meeting shall be called 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 on the ACTLM website, or by separate mailed notice (standard or electronic).

A. Special Meetings:

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 on the ACTLM website or separate mailed notice (standard or electronic) which shall state the purpose thereof.

ARTICLE IX

AMENDMENTS

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

ARTICLE X

FISCAL AFFAIRS

The fiscal year 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.