

BYLAWS

MINNESOTA CHAPTER, NATIONAL LAWYERS GUILD

ARTICLE I - NAME AND PURPOSE

A. Name

The name of the organization shall be the National Lawyers Guild Minnesota Chapter. It shall be a nonprofit organization incorporated under the laws of Minnesota.

B. Purpose

The National Lawyers Guild Minnesota Chapter ("NLGMN") is a membership organization of legal workers, law students and lawyers that is dedicated to the need for basic change in the structure of our political and economic system. We seek to unite lawyers, law students, and legal workers in an organization which shall function as an effective political and social force in the service of the people, to the end that human rights shall be regarded as more sacred than property interests. Our aim is to bring together all those who regard adjustment to new conditions as more important than the veneration of precedent; who recognize the importance of safeguarding and extending the rights of workers, women, farmers, and minority groups upon whom the welfare of the entire nation depends; who seek actively to eliminate racism; who work to maintain and protect our civil rights and liberties in the face of persistent attacks upon them; and who look upon the law as an instrument for the protection of the people, rather than for their oppression. NLGMN is an independent state chapter of the national body of the National Lawyers Guild (the "National Organization"), and:

1. Serves as a network linking National Lawyers Guild members with each other both locally and nationally.
2. Provides political and material support for members who are working in furtherance of the goals of the organization.
3. Provides support for political and social movements through coalition work, legal representation by individual members of the Guild and by informing our members, members of the legal community, and the general public on issues which are consistent with the principles embodied in the preamble to the National Lawyers Guild Constitution and Resolutions passed by the National Organization; and
4. Undertakes projects which further the goals of the organization.

ARTICLE II - MEMBERSHIP

A. Eligibility for Membership

NLGMN is a local chapter of the National Organization. Membership is open to any lawyer, law student, or legal worker who is a member in good standing of the National Organization and who lives or practices in Minnesota and who supports the statement of purpose in Article I, Section B. Students who meet these membership criteria and who are enrolled in a National Lawyers Guild chapter at a Minnesota law school shall automatically be deemed members of NLGMN. Membership is granted to eligible persons after completion and receipt of a membership application to join the National Organization and payment of annual dues. In soliciting membership, NLGMN shall actively recruit minority members and shall apply principles of affirmative action in all its activities.

B. Annual Dues

The amount required for annual dues is set by the National Organization in its membership application, as amended from time to time. Continued membership is contingent upon being up-to-date with membership dues.

C. Rights of Members

Each member shall be eligible to vote at the annual meeting and any membership special business meetings as held from time to time.

D. Resignation

Any member may resign by filing a written resignation letter, with signature and means of contact by U.S. Mail and telephone for verification, with the secretary. Resignation shall not relieve a member of any portion of dues.

E. Non-Voting Membership

The Steering Committee shall have the authority to establish and define non-voting categories of membership. Such non-voting membership categories shall implicitly include any non-voting categories established by the National Organization, including but not limited to the "Friend of the Guild" category.

ARTICLE III - MEMBERSHIP MEETINGS

A. Regular Meetings

Regular membership meetings are not required, but may be established by the Steering Committee and held at times and places designated by the Steering Committee.

B. Annual Meeting

An Annual Meeting shall be held for the purpose of electing and installing Steering Committee members and new officers, receiving reports of the activities of NLGMN, and to determine the direction of NLGMN for the coming year. The meeting shall precede the annual National Convention by 15 to 30 days to facilitate the membership's consideration of any issues to be decided at the National Convention. The specific time and date shall be designated by the Steering Committee. Attendance at the Annual Meeting is open to members, guests and visitors.

C. Special Membership Meetings

Special Meetings may be called by the President or a simple majority of the Steering Committee. A petition signed by 20% of the voting members shall require the President to call a Special Membership Meeting in a timely manner.

D. Notice of Membership Meetings

Written notice of each Annual or Special Membership Meeting shall be provided to each voting member, by mail, no less than 30 days in advance. Such notice may be provided as part of an NLGMN Newsletter or in a separate mailing. Requirements for notice of Regular Membership Meetings shall be determined by the Steering Committee.

E. Quorum

The members present at any properly announced Annual or Special Membership Meeting shall constitute a quorum.

F. Voting

All issues to be voted upon, except removal of a Steering Committee member, shall be decided by a simple majority vote of those members in good standing present at the meeting in which the vote takes place.

ARTICLE IV - STEERING COMMITTEE

A. Steering Committee Size, Role, and Compensation

The Steering Committee is the board of directors of NLGMN, and is responsible for overall policy and direction of the organization. At the Steering Committee's discretion, it may delegate responsibility of day-to-day operations to staff, Standing Committees, or committees established by the Steering Committee for specific purposes. Prior to the beginning of the academic year, the Steering Committee shall approve an operating budget and a calendar of major events for the upcoming year, including a publication schedule for the newsletter. The Steering Committee shall have plenary power of NLGMN between Annual Meetings. The Steering Committee shall have no fewer than twelve and no more than twenty members, comprised at minimum of: the three officers of NLGMN, five at-large members elected from the membership, and one member representative from each law school. Representatives from law schools shall be chosen by the student members at each law school in any democratic manner they deem appropriate. The Steering Committee members shall receive no compensation beyond reimbursement for approved expenses incurred on NLGMN's behalf.

B. Terms

All Steering Committee members aside from law school chapter representatives shall serve two-year terms, with half the Steering Committee standing for election in alternating years. Law school chapter members shall serve one-year terms. There is no limitation on re-election. All Steering Committee Terms begin on November 1 of the year.

C. Meetings

The Steering Committee shall meet at least monthly at an agreed-upon time and place. Three steering Committee members or the President may convene meetings upon five days' notice to other members of the Steering Committee. Steering Committee meetings are open to all members. The Steering Committee shall act as a collective body convened and chaired by the President or a designee. Decisions of the Steering Committee shall be by consensus whenever possible and by a two-thirds vote using Roberts Rules of Order when necessary.

D. Elections

New or current Steering Committee members shall be elected or re-elected by the members at the Annual Meeting. Steering Committee members will be elected by a simple majority of the members present.

E. Election Procedures

The Steering Committee shall solicit nominations for all elected positions in the Newsletter, or in a mailing to all NLGMN members, allowing one month for nominations to be received. The Steering Committee shall act as a recruiting committee in order to assist in building new leadership and diversity. The Steering Committee shall submit to the membership a list of all candidates responding to the solicitation or recruited by the Steering Committee by publishing it in the Newsletter, or in a mailing to all NLGMN members, at least two weeks prior to the Annual Meeting.

1. Instant Runoff Election

If there are more than two candidates nominated each voting member shall indicate by secret ballot his/her choices of candidates in the order of preference.

All first choices will be counted in the first round and if one candidate emerges with a single majority of votes, that candidate shall be declared elected. If no candidate receives a simple majority of votes, the candidate with the lowest number of votes shall be eliminated before the second round of counting. In the second round each ballot will be reconsidered. If the voter's first choice was an eliminated candidate then that voter's second choice will be added to the first-round totals of the remaining candidates. If at the end of the second round one of the remaining candidates receives a simple majority of the votes that candidate will be declared elected. If no candidate emerges with a majority, then a third round of counting shall proceed after the

candidate receiving the lowest number of votes is eliminated. This shall continue until candidate emerges with a simple majority of votes.

F. Quorum

A quorum of the Steering Committee shall consist of a majority of the Steering Committee. By a two-thirds vote, the Steering Committee may remove a Steering Committee member for quorum purposes, when that member has missed three consecutive meetings.

G. Vacancies

When a vacancy on the Steering Committee exists mid-term, the secretary must receive nominations for new members from present Steering Committee two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular Steering Committee agenda, to be voted upon at the next Steering Committee meeting. Vacancies will be filled in this manner to the end of the replaced Steering Committee member's term.

H. Resignations, Terminations, and Absences

Resignation from the Steering Committee must be in writing and received by the Secretary. A Steering Committee member shall be terminated from the Steering Committee due to excess absences, more than three unexcused absences from Steering Committee meetings in a year. A Steering Committee member may be removed for other reasons by a three-fourths vote of the remaining Steering Committee Members, or by a simple majority of the full voting membership at an Annual Meeting or Special Membership Meeting.

I. Special Steering Committee Meetings

Special Steering Committee Meetings shall be called upon the request of the President, or one-third of the Steering Committee. Notices of special Steering Committee Meetings shall be provided to each Steering Committee member via electronic mail and telephone at least five days in advance.

J. Expedited Motions Conducted Through Remote Communication

From time to time, the Steering Committee may need to act on one or more discreet, time-sensitive issues between monthly meetings through an expedited motion process via electronic mail. Expedited motions are motions that must be acted upon before the next Steering Committee meeting in order for action to be timely. Identical notice must be given to each Steering Committee member via electronic mail three days in advance of the due date for the vote upon the expedited motion. Such notice must be given by the President, or if the President is unavailable then the Treasurer or Secretary in that order. The notice must be clearly labeled in the Subject Line as an "Expedited Motion." An Expedited Motion must be clearly stated and include the reason why the action can not wait until the next Steering Committee meeting. A majority of votes are needed to pass the motion. Any Steering Committee member may block the motion. A block will automatically defeat the motion. Expedited motions must be conducted within a 72-hour time frame in order to give Steering Committee members an opportunity to vote. The motion must include the date and time it is submitted and the date and time at which voting is closed. An Expedited Motion may pass only if notice was properly given, and a simple majority of the full Steering Committee has voted affirmatively without any blocking vote.

ARTICLE V - OFFICERS

A. Officers and Duties

There shall be three officers of the Steering Committee, a President, Treasurer, and Secretary. All officer terms begin on November 1 of the year. Their duties are as follows:

1. President

The President of shall convene the Annual Meeting and any Special Membership Meetings , all Steering Committee meetings, and any other meetings as scheduled by the Steering Committee. The President shall be authorized to speak for NLGMN on issues which the National Organization

has taken a position or upon issues which the Steering Committee has taken a position. If the President is unable to convene a member, he or she shall arrange for another Steering Committee to do so, at his or her discretion. The President or a designee shall be responsible for acting as "floor manager" of the voting of NLGMN delegate cards at National Meetings, whenever such procedures are in use.

2. Treasurer

The Treasurer shall receive and pay monies on behalf of the organization, keep the check book and financial records of NLGMN in good order, help develop fundraising plans, and make financial information available to Steering Committee and NLGMN members. The Treasurer shall make financial reports at each Steering Committee meeting and at the Annual Meeting. The Treasurer shall prepare an annual budget of estimated income and expenses and present the budget to the Steering Committee for approval before the start of each academic year.

3. Secretary

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. For Expedited Motions submitted in accordance with these Bylaws, the Secretary shall record the text of the motion and action taken by the Steering Committee. The Secretary shall keep custody, in good order, of all records and minutes produced in each Steering Committee Meeting. The secretary shall also keep a roster of current members, and certify such records and supervise membership verification at the Annual Meeting and at any Special Membership Meetings. The Secretary shall produce a copy of the records of NLGMN, if available, on written demand by any member of NLGMN.

ARTICLE VI - STANDING COMMITTEES

A. Committee Formation

The Steering Committee may create committees as needed. The President shall appoint all committee chairs. Members in good standing may serve on such committees, unless otherwise determined by the Steering Committee.

B. Standing Committees

Four Standing Committees shall be maintained to carry out the core functions of NLGMN. The President shall appoint all committee chairs. Members in good standing may serve on such committees, except for the Infrastructure Committee. The Infrastructure Committee shall be not be open to the membership unless otherwise determined by the Steering Committee. The Standing Committees are:

1. Infrastructure Committee

The Infrastructure Committee is responsible for coordinating membership recruitment; assisting the Treasurer with budgeting and fundraising; and assisting the Steering Committee in matters of strategic planning and corporate governance, as assigned. The Treasurer shall be a member of the Infrastructure Committee. The Steering Committee must approve the budget, and all expenditures must be within budget. Any major change in the budget must be approved by the Steering Committee. The fiscal year shall be the calendar year. Annual reports must be submitted to the Steering Committee showing income, expenditures, and pending income. The financial records of NLGMN are public information and shall be made available to the membership, the Steering Committee, and the public.

2. Communications Committee

The Communications Committee is responsible for maintaining the NLGMN website and listservs; enforcing deadlines, editing articles, producing, and mailing the Newsletter at least quarterly; publicity; creating, producing, and mailing all communications with the membership; and community outreach. The Secretary shall be a member of the Communications Committee.

3. Events Committee

The Events Committee is responsible for arranging all membership events including the yearly dinner/fundraiser; the Annual Meeting; CLEs; Alternative Practices Conferences at law schools; and any others as determined by the Steering Committee. The Committee shall also support law school organizing meetings and NLGMN presence at other allied organizations' conferences and events.

4. Legal Observing and Political Defense Committee

The Legal Observing and Political Defense Committee shall conduct legal observing and "Know Your Rights" type trainings; maintain a roster of trained and approved legal observers; provide a simple, standard method for legal observer requests; recruit for and arrange member participation in mass defense and permitting legal support; and related functions as directed by the Steering Committee.

ARTICLE VII - AMENDMENTS

These bylaws may be amended as necessary by a three-fourths majority of the Steering Committee, or by a simple majority of the membership at an Annual Meeting or a Special Membership Meeting called for this purpose and in which at least 50% of the membership is in attendance. A redlined copy of the bylaws containing all proposed amendments must be provided to the body voting on the amendments at least two weeks in advance or when notice of the meeting is required, whichever is greater.

PASSED UNANIMOUSLY BY THE CHAPTER, MAY 15, 1988
AMENDED JUNE 23, 1989
AMENDED NOVEMBER 10, 2000
AMENDED SEPTEMBER 23, 2003
AMENDED 2004