

Proposed SBM Bylaw Revisions

The current SBM bylaws relating to Board and Executive Committee meetings predate the advent of pervasive electronic communications and thus are not well suited to the occasional need for a more immediate response. On the few occasions when the need arises, the revisions proposed below would allow the SBM to take responsive action within a quicker timeframe than the current bylaws provide.

The proposed revisions will be considered for adoption at the Board of Commissioners meeting on **January 17, 2014** at 9:30 AM at Michael Franck Building.

Bylaws of the State Bar of Michigan

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Article II—Meetings ~~Annual meeting~~ of the State Bar

~~Section 1—Time, Place, and Notice.~~

The time and place of the annual ~~and special meetings~~meeting of the State Bar of Michigan shall be fixed by the Board of Commissioners at least three months prior to the ~~date of such~~ meeting. ~~The Board shall cause a notice~~ Notice of ~~each~~the meeting ~~to~~shall be published in the Michigan Bar Journal ~~or otherwise, posted on the State Bar website, or~~ mailed to each active member at least thirty days prior to the meeting.

~~Section 2—Program.~~

~~The program at the annual and special meetings of the State Bar of Michigan shall be arranged by the Board of Commissioners and notice thereof shall be given to members of the State Bar of Michigan at least thirty days before the meeting.~~

Article III—Board of Commissioners

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Section 7—Meetings.

The first meeting of ~~each newly elected~~the incoming Board of Commissioners shall be held during the ~~week of the~~ annual meeting. Meetings of the Board shall be held at least quarterly ~~at such times as, with the time, place and manner determined by~~ the Board ~~shall from time to time prescribe.~~

~~Special meetings~~Meetings of the Board of Commissioners may be held at any time upon the call of the President and shall be called by ~~him or her~~the Secretary upon the written request of at least three members of the Board.

At a meeting, a majority of the Board constitutes a quorum. Each member of the Board may cast only one vote.

Notice of the time ~~and~~, place ~~of all regular and special meetings~~manner of any meeting of the Board shall be given posted on the State Bar website and provided to each member of the Board by ~~the Secretary by mail, e-mail, fax, or telephone~~ at least forty-eight as soon as possible but not less than eighteen hours before the meeting.

~~At any regular or special~~Except as otherwise provided by the Supreme Court, at any meeting of the Board any business may be transacted that is within the power of the Board, whether or not ~~such business has been mentioned~~it was specifically identified in the ~~call or~~ notice of the meeting.

In the event that less than a quorum of the Board attends a meeting, those present shall have the right to adjourn the meeting to some later time, and if a quorum is present at the adjourned meeting the Board may proceed with action at such time without further call or notice.

The Board and the Executive Committee shall not take any action except at a meeting at which a quorum is present and for which notice of the time ~~and~~, place and manner has been duly given in accordance with these ~~Bylaws. No bylaws.~~ Unless otherwise provided by the Supreme Court, a vote of the Board may be taken by e-mail or telephone, except for votes in support or opposition to legislation, teleconference.

A vote in support or opposition to legislation may be taken during a teleconference or by e-mail, if notice of the vote has been given in accordance with any administrative order or rule of the Supreme Court and these bylaws, and if the President or a majority of the Executive Committee of the State Bar determines that a vote on the legislative matter is urgently required and cannot practically be held in a ~~regular or special~~ meeting of the Board ~~or Representative Assembly~~.

~~Meetings of the Board shall be held in Lansing, Michigan, unless a majority of the Board shall consent to some other place; provided, however, that regular or special meetings of the Board may be held at the time and place of any annual or special meeting of the State Bar of Michigan.~~

Section 8—Officers.

No person shall hold the office of Secretary or the office of Treasurer for more than three consecutive terms.

The President shall have the authority to exercise ~~the any non-policy making~~ power of the Board between meetings of the Board ~~and to take such action as he/she considers appropriate in that regard~~ whenever, ~~in his/her discretion, he/she~~ the President finds that the action is necessary and that a meeting of the Board or the Executive Committee is not necessary or cannot reasonably be convened, ~~provided that the.~~ An action taken by the President shall not be inconsistent with any action taken or any policy adopted previously by the Board, Executive Committee or the Representative Assembly, ~~and, provided further, that the.~~ The President shall ~~report any such action at the next meeting promptly notify the Board~~ of the ~~Board~~ action by E-mail or telephone.

Section 9—Executive Committee.

The Executive Committee shall consist of ten members, comprised of the President ~~and nine other members of the Board including the,~~ President-elect, Vice President, Treasurer, Secretary, Representative Assembly Chair, Representative Assembly Vice Chair, and three other members of the Board ~~to be chosen~~ selected by the President and approved by the Board. The President shall preside at the meetings of the Executive Committee and the Secretary shall keep the record of its minutes.

The Executive Committee shall have no power to amend the ~~Bylaws~~ bylaws, to make rules and regulations governing nominations and elections, to fill vacancies in its own membership, or on the Board, or to elect officers of the Board, but unless otherwise ordered by the Board, may exercise all other powers of the Board between meetings of the Board.

The Executive Committee shall meet at the call of the President or of any two members ~~thereof~~ on ~~twenty-four~~ eighteen hours notice to members by ~~mail, e-mail, fax, or~~ telephone ~~or telegraph.~~ Under extraordinary circumstances noted in the minutes, a meeting may be hold on less than eighteen hours notice if a majority of the Executive Committee votes to waive the eighteen hour notice requirement. At a meeting, a majority of the Executive Committee constitutes a quorum and a majority of members present is required for any action of the ~~majority thereof shall constitute action by the~~ Executive Committee.

The Executive Committee shall keep ~~regular~~ minutes of its ~~proceedings~~ meetings and submit the ~~same~~ minutes ~~for examination and~~ approval at ~~each~~ its next meeting ~~of.~~

The Executive Committee may take a position on a proposed Court Rule if the deadline for a response does not allow consideration by the Board, provided the position is not inconsistent with policies adopted by the Board or Representative Assembly.

The Executive Committee shall perform such other duties as the Board may from time to time prescribe.

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Article X-Miscellaneous

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Section 2—Required Notices.

Except as otherwise provided by the Supreme Court Rules or these bylaws, Any notice required or permitted to be given to a the members shall be deemed given when e-mailed deposited in the mails, postage fully pre paid and addressed to the member at the member's e-mail as provided to the State Bar his/her last recorded or last known business address.