

Detroit & Michigan Chapter of the NLG Bylaws (2013 revised)

(Includes 2011 Bylaw Committee* Commentary)

PREAMBLE

The National Lawyers Guild is an association dedicated to the need for change in the structure of our political and economic systems. We seek to unite the lawyers, law students, jailhouse lawyers and legal workers of America into an organization that 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 adjustments to the new conditions as more important than the veneration of precedents; 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 repression.

[Comment: No revisions to this section]

ARTICLE I (MILLER)

Name and Geographical Area

Section 1.01: Name

The name of this organization shall be the Detroit & Michigan Chapter of the National Lawyers Guild.

Section 1.02: Geographical Area

Geographical Area: the designation of Detroit as used above shall include all counties of the State of Michigan not otherwise served by a local National Lawyers Guild chapter.

[Comment: Name changed from "National Lawyers Guild, Detroit Chapter" to specifically include Michigan (beyond Detroit) and to make it more consistent with how members tend to refer to the group in communications.]

ARTICLE II

Purposes and Activities

Section 2.01: The purposes of the organization shall be:

- (A) To aid in making the United States and State Constitutions, the law and the administrative and judicial agencies of the government responsive to the will of the American people;
- (B) To protect and foster democratic institutions and the civil rights and liberties of all people in the United States and throughout the world and to act in solidarity with domestic and international struggles for justice and democracy.
- (C) To promote justice and equality in the administration of the law and to promote the struggles against racism, sexism, homophobia and all other forms of unjust discrimination;
- (D) To aid in the establishment of government and professional agencies to supply adequate legal services to all who are in need and cannot otherwise obtain it;
- (E) To aid in the adoption of laws for economic and social welfare of all of the people;
- (F) To keep the people informed upon legal matters affecting the public interest;
- (G) To improve the relations between the legal profession and the community at large;

- (H) To encourage the study of law, with consideration of the social, political and economic aspects of the law;
- (I) To improve the ethical standard which must guide the lawyer in the performance of his/her professional and social duties and to strive to maintain and enforce these ethical standards within the profession; and
- (J) To protect the independence of the judiciary and the bar.

[*Comment: No revisions (other than formatting) to this Article*]

ARTICLE III (GREER/JAMES)

Membership

Section 3.01: No Discrimination/Membership Categories

Upon application, the following persons who agree with the purposes of the organization as set forth above in Article II shall be admitted to membership without regard to sex, sexual preference, age, color, race, religion or political belief or affiliation, formal educational level, or condition of restraint within any institution:

- (A) Lawyers: any person who at the time of application for membership is authorized to practice law anywhere, including members of the judiciary;
- (B) Law students: any student enrolled in a law school, paralegal program or an undergraduate college or university who is planning a career in the legal field. A law student member may retain that membership status for one year following graduation or until he or she becomes eligible for another membership category, whichever comes first;
- (C) Legal workers or activists: any person who is currently working, or who has worked, or who is training to work in any office, collective or other institution, which has as its primary function the provision of administration of legal services, information or education; or who, as an individual, provides or administers legal services, information, or education as a major component of her or his work; or any activist who participates in activities that promote the purposes of this organization as set forth above in Article II; and
- (D) Jailhouse lawyers: any person who is incarcerated in a jail or prison and who is regularly engaged in providing legal services to other prisoners. A jailhouse lawyer member may retain that membership status for one year following release from incarceration or until he or she becomes eligible for another membership category, whichever comes first.

Section 3.02: **Connection to National Organization and Other Local Chapters**

Wherever a chapter exists, membership shall be through such chapter. In Michigan, unless a new chapter is formed, membership will be through the Detroit & Michigan Chapter. Law students from law schools within the State of Michigan shall be concurrent members of their law student chapter and full voting members of the Detroit & Michigan Chapter. Jailhouse lawyers shall be members-at-large through direct affiliation with the national organization unless the Detroit & Michigan Chapter shall elect to include them in its membership.

Section 3.03: **Dues**

Dues are payable on a sliding scale based on a good faith ability to pay; proof of income shall not be requested. Members are asked to pay at least the minimum amount set forth in the following schedule:

- (A) Sustainer memberships (includes two Annual Dinner tickets): \$500.00/year;
- (B) Lawyers—
- New lawyers (within first three years): \$35.00/year minimum;
 - Lawyers with income under \$50,000.00 per year: \$75.00/year minimum;

- Lawyers with income between \$50,000.00 – \$100,000 per year: \$175.00/year minimum;
- Lawyers with income over \$100,000 per year: \$250.00/year minimum;

(C) Law students: free for first year, thereafter \$15.00/year minimum;

(D) Legal workers, activists, retired or fixed income members: \$35.00/year minimum;

(E) Jailhouse Lawyers: Free.

This dues structure may be modified in whole or in part by a proposed National Dues Structure to be established by the National Lawyers Guild.

[Comment: Section 3.01 was revised to include members of the judiciary, undergraduate students, and activists in the already existing membership categories. The Committee recognized that there are many NLG supporters and would-be members who did not necessarily fall into the categories as previously defined. Section 3.03 was revised to add free first year membership for law students (which has already been approved by the Board and implemented into present practice). The “ranges” set forth in the previous bylaws were revised to set forth a “minimum” because some members found the suggested range confusing. Also, a category for lawyers making over \$100,000/year was added.]

ARTICLE IV (GOMEZ)

Government and Meetings

Sec. 4.01: Annual Membership Meeting

The highest governing authority of this Chapter shall be the Annual Membership Meeting. There shall be an Annual Membership Meeting at least once every fourteen (14) months, which shall be held at a specific time and place designated by the Board of Directors.

Sec. 4.02: Powers of Board of Directors

In the interim period between Membership Meetings, the regular business and affairs of the Chapter shall be conducted by a Board of Directors. The power to conduct said regular business and affairs of the Chapter includes the expending of all sums of money reasonably necessary therefore and the determining of program and policy that will promote the objectives of the organization. Article V of these bylaws specifies the structure and operation of the Board of Directors.

[Sections 4.01 and 4.02 were primarily reorganized for clarity and readability. Substantively, only the clause about the frequency of the Annual Membership meeting was added as the existing Bylaws allow the timing of the Annual Membership Meeting to be entirely within the discretion of the Board.]

Sec. 4.03: Regular Board of Directors Meetings

The Board of Directors shall have at least ten (10) regularly scheduled monthly meetings each year. These shall be considered regular meetings for the purpose of determining inactive status. See Art. V, Sec. 5.07. The dates and the agendas of these meetings shall be announced to the membership in advance of the meetings.

Sec. 4.04: Emergency Board of Directors Meetings

An emergency meeting of the Board of Directors may be called by written request (by regular mail, email or fax) of six (6) Directors. This request must specify the purpose of the meeting, a time and place for the emergency meeting and must be communicated to all Directors not less than four days before the meeting date.

[Sections 4.03 and 4.04 were reorganized and clarified based on the language in the current 4.03 to 4.05. Persistent questions have been raised about how to determine quorum and which meetings are counted for the purposes of determining active or inactive status. These amendments were intended to remedy that confusion.]

Sec. 4.05: Notice of Agenda

The Secretary or another designated Director shall circulate a draft agenda to all members of the Board of Directors in advance of a regular meeting.

[4.05 is an entirely new section, intended to assist in Board members in preparing in advance of a meeting and to prevent discussion about agenda-setting to unduly lengthen the Board meetings themselves. This was put in place based on experiences during the 2009-2010 session.]

Sec. 4.06: Remote Participation

Any member of the Board of Directors may request that conference calling or some other accommodation for remote participation be made available for a regular or emergency meeting. The request must be made to the President or the Secretary one business day before the date of the meeting.

[Section 4.06 is an entirely new section, intended to increase participation by Directors who have conflicts, to bring the organization more in step with current technological expectations and to provide guidance to Directors about how to handle remote participation.]

Sec. 4.07: Executive Session

The Board of Directors shall enter into an Executive Session when considering items of a sensitive nature, such as personnel matters, censure or impeachment of a member, removal of a general member and other items of a similar quality. The purpose of an Executive Session is to allow the Board of Directors to freely discuss issues of concern. To that end, the discussion during an Executive Session shall be considered confidential and shall not be communicated to those not on the Board of Directors. The minutes of an Executive Session shall include only any motions, the text thereof, and result of any vote taken. Unless objected to by any Director, the Board may invite non-Board members to participate in Executive Session if the items under discussion so require it.

[Section 4.07 was drafted to provide guidance to the Board as to the appropriate uses of Executive Sessions and the privileges of confidentiality that attend it.]

Sec. 4.06: Virtual Voting

The Board of Directors is authorized to vote via email under such circumstances where immediate or timely approval or disapproval of a proposal, request for endorsement, press statement, or purchase must be made before the next scheduled meeting. In such an event, the requesting Board member or the chapter staff person shall submit a written request to all members of the Board of Directors by email with the word "Urgent" in the subject line. The staff person or Secretary shall tally votes. If the staff/Secretary does not receive an affirmative or negative email vote from a quorum, as defined by Section 5.06 by these Bylaws, of active Board members within 24 hours, the decision to approve or disapprove the request shall be left to the four executive board officers. Approval under this Section by the officers will require three of four in agreement.

[Section 4.06 remains unchanged from its 2010 inclusion into the Bylaws aside from correcting the citation to Section 5.06.]

Article V (GOMEZ)

Board of Directors

Sec. 5.01: Board Composition

The Board of Directors shall consist of fifteen (15) members, elected from and by the general membership as a whole. There shall be four (4) Executive Officers and eleven (11) at-large Directors. Each member shall have one vote. For the purposes of these Bylaws, the term "Director" refers to both "at-large Directors" and "Officers", unless otherwise stated.

[Comment: This Amendment reduces the total number of Directors from 17 to 15 (adopted separately as Proposal Part II in the 2011 revisions). The second sentence of Section 5.05 was added to provide a mechanism for reducing the number of positions available at the 2012 election (i.e., this provision will take a year to take effect). The Committee recommended implementation of the reduction in 2012, as opposed to this election, due to the already imbalanced number of staggered terms.]

Sec. 5.02: Duties

The duties of the Directors shall be to:

- (A) conduct regular chapter business, including approval of expenditures and determining program and policies that will promote Guild objectives;
- (B) give input into planning of the Annual Membership Meeting and call for additional Membership Meetings, if necessary;
- (C) attend regularly scheduled monthly Board meetings as well as occasional special Board meetings;
- (D) encourage membership growth;
- (E) participate in chapter fundraising (i.e., promote Annual Dinner, solicit contributions, organize and participate in other fundraising events and/or efforts); and
- (F) participate in at least one Standing or Ad Hoc Committee. (See Article X for description of Committees.)

[Section 5.02 is entirely new. It was modeled from the announcement sent each year from the Nominations Committee for Board candidates. It was felt that it is important to provide clarity and specificity about the duties of Directors so that new Directors are aware of their responsibilities.]

Sec. 5.03: Student Representatives

The Board of Directors may also include one non-voting representative from each student chapter. These representatives shall be selected by an internal procedure of each student chapter. The Board of Directors is responsible for communicating this to each student chapter.

[Section 5.03 is entirely new. The 2003 Bylaws had several contradictory provisions regarding student representation on the Board, in some instances indicating that the Board had the power to appoint a student chapter representative and in other instances indicating that a Student Vice President was to be elected by the general membership. This section is intended to provide a broad spectrum of student representation (from each existing student chapter at each school, not a single representative), limit the Board's role in the selection process to preserve the autonomy of student chapters and to keep student representatives non-voting to reduce issues of quorum and issues of procedural fairness. Nothing in this section is intended to preclude current law student members from running for a voting Director seat.]

Sec. 5.04: Executive Officers

The four Executive Officers shall be a President, a Vice-President, a Secretary and a Treasurer. The Executive Officer positions may only be filled by persons elected as at-large Directors and shall serve for one-year terms. The duties of the President shall be to chair the meetings of the Board of Directors, provide direction and leadership to the Chapter as a whole, function as the public spokesperson for the Chapter and direct the Chapter's staff. The duties of the Vice-President shall be to replace the President should absence or incapacity require it. The duties of the Secretary shall be to take the minutes of meetings of the Board of Directors, promulgate meeting agendas, communicate with the general membership if so directed and serve as the repository for the Chapter archives and history. The duties of the Treasurer shall be to oversee the financial health of the Chapter, including presenting financial reports at meetings of the Board of Directors, creating and approving Chapter and committee budgets and

overseeing the financial and fundraising work of Chapter staff.

[Section 5.04 is completely new. The 2003 Bylaws referenced the existence of Officers and indicated some of them by name but did not clearly enumerate the offices or the duties of each. This section is intended to codify what has been the practice and procedure of the Board in the recent past. This section is also intended to codify discussion that the 2010-2011 session has engaged in about the direction and supervision of chapter staff.]

Sec. 5.05: Director Term of Office

Except as hereinafter provided, Directors shall serve for staggered two-year terms. The first election after these bylaws become effective shall reduce the number of available positions from ten (10) to eight (8) two-year terms.

Sec. 5.06: Quorum

At any meeting of the Board of Directors, a majority of the active voting Directors then in office shall constitute a quorum. A meeting may be adjourned if there is not a quorum in attendance. If the meeting is not adjourned, no votes on any motions or binding decisions of the Board may be taken.

[Section 5.06 is in part a replica of Section 5.03 of the 2003 Bylaws but adds additional information about the result of failing to achieve quorum and the limits of a non-quorum meeting.]

Sec. 5.07: Inactive Status

A Director will automatically be placed in “Inactive” status after a failure to attend two (2) regularly scheduled meetings in a row. Inactive members shall not be counted for the purpose of quorum pursuant to Article V, Sec 5.06. The Secretary, acting Secretary or another person designated by the Board shall notify any person if their status changes. Inactive members shall automatically become active upon attending a regularly scheduled meeting and shall be counted at that meeting for the purposes of quorum.

[Section 5.07 combines Sections 5.05 and 5.06 of the 2003 Bylaws and the last sentence of 5.04.]

Sec. 5.08: Removal of Director

A Director may be removed from office for cause by a majority vote of the Board of Directors. Cause for removal shall be evidenced by, but not limited to, failure to attend two-thirds (2/3) of all regularly scheduled Board of Directors meetings in one year and/or failure to attend three (3) consecutive regularly scheduled Board of Directors meetings without notice of non-attendance to the staff, President or Secretary prior to the meeting. A Director may be removed for cause only after, with seven (7) days notice, written charges are provided and an opportunity to be heard before the Board of Directors.

[Section 5.08 replicates the languages of Section 5.04 of the 2003 Bylaws with the removal of the last sentence from the original.]

Sec. 5.09: Resignation

A Director’s resignation from Board is binding upon written notice (by regular mail, email or fax) to any Officer. Verbal resignations made at a Board meeting become binding upon verbal acceptance by the President.

[Section 5.09 fills a gap in the existing 2003 Bylaws and has been included to solve some persistent issues about resignations that arose during the 2009-2010 session and continued into the 2010-2011 session.]

ARTICLE VI (MILLER)

Liability of Officers

Section 6.01: Liability

No member of the Board of Directors of the National Lawyers Guild, Detroit Chapter, who is a volunteer director, as

the term is defined in the Michigan Nonprofit Corporation Act (the “Act”)[1], shall be personally liable to the National Lawyers Guild or its members for monetary damages for a breach of the Board of Director’s fiduciary duty arising under the Act or other applicable law; provided, however, that this provision shall not eliminate or limit the liability of the Board of Directors for any of the following:

- (A) A breach of the Board of Director’s duty of loyalty to the corporation or its members;
- (B) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (C) A violation of Section 511(1) of the Act;
- (D) A transaction from which the Board of Directors derived an improper personal benefit;
- (E) An act or omission occurring before the effective date of these bylaws;
- (F) An act or omission that is grossly negligent[2].

Section 6.02: Consistency With Michigan Nonprofit Corporation Act

If, after approval of these Bylaws by the members of the National Lawyers Guild, the Act is amended to authorize the further elimination or limitation of the liability of directors of nonprofit corporations, then the liability of the Board of Directors, in addition to the limitation and elimination of personal liability contained in these Bylaws, shall be eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation or elimination of liability is inconsistent with the status of the corporation as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986[3]. No amendment or repeal of these Bylaws shall apply to or have any effect on the liability or alleged liability of any director or this corporation for or with respect to any acts or omissions of such directory occurring prior to the effective date of any such amendment or repeal.

Section 6.03: Indemnification

Each person who is or was an Officer, Director, or member of any committee of the National Lawyers Guild and each person who is or was serving at the request of the National Lawyers guild as an Officer, Director, or committee of any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation to the fullest extent to which the corporation has to power so to indemnify such persons pursuant to the corporation laws of the State of Michigan as they may be in effect from time to time. The National Lawyers Guild may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether to indemnify such person against such liability under the laws of the State of Michigan. The National Lawyers Guild may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification to any employee or agent of the National Lawyers Guild to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

[Comment: Revised to correct citation to the Act and to include definitions and citations for “volunteer director”, 501(c)(6) organizations, and gross negligence]

ARTICLE VII (JAMES)

Nomination of Officers and Board of Directors Members

Section 7.01: Nominations Committee Formation

Two (2) months in advance of the Annual Membership Meeting, the Board of Directors shall appoint between three (3) and five (5) members of the Chapter to constitute a Nominations Committee. Nominations Committee members must be of good standing in the Chapter for at least two (2) years. Not more than two (2) members of the Nominations Committee can run for office in the election during which they serve on this Committee.

Section 7.02: Nominations Committee Chair

The Nominations Committee shall designate one of their members to be Chair of the Nominations Committee. The Nominations Committee Chair must not seek office in the forthcoming election. The Chair of the Nominations Committee shall obtain the names of qualified members in good standing to be considered for the nomination for the offices of President, Vice President, Treasurer, Secretary, and at-large Board of Directors members. The Chair of the Nominations Committee shall organize a mailing at least four (4) weeks prior to the Annual Meeting, announcing the formation of the Committee and asking for suggestions for nominations.

Section 7.03: Nominations List

The full Nominations Committee shall use its best efforts to prepare a list of candidates for the offices to be filled with at least twice as many candidates as offices. The Committee shall solicit for nominations from the Board of Directors. Nominations made in advance must be accepted by the candidate in writing (by regular mail, email or fax).

Section 7.04: Announcement of List

The list of candidates shall be announced in writing (by regular mail, email or fax) at least one (1) week in advance of the Annual Membership Meeting of the Chapter. The Chair of the Nominations Committee shall entertain additional nominations from the floor of the Annual Membership meeting that are made and properly seconded by members in good standing and accepted by the candidate.

[Comment: This Article has been revised to provide clarity and specificity to the formation and procedures of the Nominations Committee. The last sentence of new Section 7.01 was added to ensure that the majority of the Nominations Committee would not be seeking office. Most of the language in new Section 7.02 was previously part of original/unrevised Section 7.01. The Sections were separated in order to improve readability and comprehension. The second sentence of new Section 7.02 was added to ensure that the Chair of the Nominations Committee would not be a candidate for office. The Committee felt that this was important for the functioning of that position to be personally impartial. The office of Student Vice President was removed. The last sentence of original/unrevised Section 7.01 (re: Officer terms) was removed because it properly belongs in Article V on the Board of Directors and Executive Officers. Requirement to present list of candidates two weeks in advance was eliminated; in its place, "The Committee shall solicit for nominations from the Board of Directors" was added. Second sentence of new Section 7.03 was added to require that nominations be accepted. The last sentence of original/unrevised Section 7.02 was struck due to redundancy. The first sentence of new Section 7.04 (formerly Section 7.03) was revised to include a one-week notice requirement of nominations; the original/unrevised sentence only required that the nominations be announced "prior to the meeting in the written notice of the meeting." The last sentence of new Section 7.04 was revised to require that nominations from the floor must be made and seconded by members in good standing; it also now requires acceptance by the nominee.]

ARTICLE VIII (JAMES W/ INPUT FROM GOMEZ)

Elections (*new Article per May 10, 2010 Report and Recommendations by Royal and Hurwitz*)

Section 8.01: **Eligibility to Vote**

All Chapter members in good standing shall be eligible to vote at the Annual Meeting. Renewing members (i.e., persons who have been Chapter members in good standing at any time within the past five years) who pay dues on the day of the Annual Meeting will be considered Chapter members in good standing and shall be eligible to vote. First time Chapter members must submit a membership application, and their appropriate dues payment, no later than seven days prior to the Annual Meeting to be eligible to vote at the meeting.

Section 8.02: **Ballots**

There shall be two ballots: one to elect the Board of Directors at-large, and a second to elect Officers. The Secretary shall arrange for the printing of sufficient ballots. Each ballot shall be numbered.

Section 8.03: Designation of Election Volunteers

The Chair of the Nominations Committee shall designate two persons to assist in overseeing the election. Only persons who are not running for a position are eligible to assist in the election. The Chair of the Nominations Committee shall make every effort to designate persons who are disinterested in the election (i.e., avoid spouses, relatives, coworker, employers/employees of candidates).

Section 8.04: Verification of Voters/Distribution of Numbered Ballots

The Chair of the Nominations Committee and his/her designees shall verify all members' eligibility to vote upon passing out ballots. They shall keep a record of the ballot number that is issued to each voting member.

Section 8.05: Voting in Two Rounds

Voting shall be held in two (2) rounds with separate ballots. First, ballots will be cast for the Board of Directors at-large. After the results are certified in accordance with section 8.06, the second round shall be held for the Officer positions.

Section 8.06: **At-large Elections**

Members shall vote for a number of candidates equal to the number of positions. *The results of the at-large elections shall be certified in accordance with section 8.08, below, before a run-off may be held.* In the event of a tie for the final available position (i.e., where there are eight (8) at-large positions available and there is a tie for the eighth position), then a run-off between only the tied Candidates shall be conducted. The Chair of the Nominations Committee shall announce the run-off and voters will be instructed to write in their choice on separate run-off ballots. The results of the run-off shall be certified in accordance with section 8.08.

Section 8.07: **Officer Elections**

The Chair of the Nominations Committee shall announce to the membership that they must strike out any Officer Candidates who were not elected to at-large positions. Each member shall vote for one candidate per position. In the case of an unopposed candidate, the membership may elect him/her by acclamation. In the case of a tie, a second round of voting for only that position shall be held on separate run-off ballots. The results of the Officer Elections shall be certified in accordance with section 8.08.

Section 8.08: Certification

The Chair of the Nominations Committee and his/her designees shall collect all ballots that were issued for that portion of the election. They shall count the complete set of ballots no less than three (3) times to ensure continuity in the result. The results of each count shall be documented. Counting shall continue until identical results are reached twice. Such results shall be certified by the Chair of the Nominations Committee.

Section 8.09: Announcement of Results

Within 24 hours of the conclusion of the election, the outgoing President shall announce the election results via the Chapter list serv. The results shall also be printed in the next edition of *In the Struggle*.

[This Article was added to the Bylaws to provide procedures by which elections should be conducted per the May 10, 2010 Report and Recommendations by John Royal and Julie Hurwitz, following the May 2010 Board election. Sections 8.01 & 8.02 were revised in 2013.]

ARTICLE IX (formerly Article VIII) (JAMES)

Vacancies

Section 9.01: Director

In the event that a Director cannot complete their term due to resignation, death, removal from membership or office, disability or any other cause, the remaining Directors shall appoint any member in good standing to fill the vacancy. Any persons so appointed shall, unless sooner removed, hold such office for the remainder of the un-expired term. If a vacancy is filled by election at an Annual Membership Meeting rather than by appointment, the lowest vote getter will fill the vacancy for remainder of the un-expired term.

Section 9.02: Officer

In the event that an Officer cannot complete their term due to resignation, death, removal from membership or office, disability or any other cause, the Board of Directors shall first appoint an at-large Director to fill the Officer position. Then, the Board of Directors shall appoint a replacement the vacancy on the Board at-large, if any. Any persons so appointed shall, unless sooner removed, hold such office for the remainder of the un-expired term.

[Comment: The process for filling vacancies among at-large Directors and Officers was split for clarification. Also, the mechanism for filling vacancy by election is clarified; previous Bylaws did not specifically contemplate this event.]

ARTICLE X (formerly Article IX) (JAMES) Committees

Section 10.01: Committees Generally

This organization shall maintain certain Standing Committees, as described herein. The Board of Directors may also establish any Ad Hoc Committee to promote the mission and objectives of the organization. The Board of Directors must appoint a Chairperson for each Committee. The Board of Directors and the Committee Chairperson are equally responsible for soliciting for members of each Committee, as needed.

Section 10.02: Standing Committees

These Committees shall be established and maintained annually for the purposes described herein:

- (A) Annual Dinner Committee- to organize an annual fundraising event for the Chapter;
- (B) Annual Meeting Committee- to organize the Annual Membership Meeting, including location, refreshments and program content; however this Committee does not oversee the election portion of the event; and
- (C) Nominations Committee- to oversee the nominations process as described in Article VII above, and to oversee elections, as described in Article VIII above.

Section 10.03: Ad Hoc Committees

The following Ad Hoc Committees are recommended, as needed:

- (A) Citizen Resistance Committee- to promote and maintain Legal Observer activities;
- (B) Fundraising Committee- to promote fundraising activities beyond the Annual Dinner Committee;
- (C) Membership Committee- to promote new membership and membership renewal;
- (D) Personnel Committee- to oversee and make recommendations to the Board of Directors concerning hiring of staff; and
- (E) Technology Committee- to make recommendations concerning the Chapter website, electronic communications, and other technological matters.

Section 10.04: Committee Expenditures

Expenditures above \$40 must be approved by the Board of Directors. All reasonable expenditures \$40 and below may be made by Committee Members and reimbursed by the Treasurer, if the expenditure is approved by the Committee Chair.

[Comment: Original text of this Article was as follows: "Standing Committees: Standing Committees may be established at a general or special membership meeting by a majority vote of the membership present there. These Standing Committees should attempt to tie local legal work to the existing committee structure of the National Lawyers Guild National Organization." The Committee revised this Article to provide better guidance to the Board and membership.]

ARTICLE XI (formerly Article X) (JAMES)

Amendments

Section 11.01: Amendments Announced in Advance of Annual Membership Meeting

These Bylaws may be amended by a majority of eligible voters present at an Annual Membership Meeting, provided that written notice of the proposed amendment is mailed (via email and/or U.S. Mail) to all members at least seven (7) days prior to such meeting. Amendment proposers should coordinate with the Chair of the Nominations Committee regarding notice and to request the appropriate ballots.

Section 11.02: Amendments from the Floor

Amendments to these Bylaws may also be proposed from the floor of the Annual Membership Meeting by any member in good standing. Such proposals must be properly seconded by another member in good standing. Amendments proposed from the floor must be reduced to writing by the proposer and read to the membership by the Chair of the Nominations Committee before voting. Such amendments require approval by two-thirds (2/3) of eligible voters present at an Annual Membership Meeting.

Section 11.03: By Special Election

Amendments to these Bylaws may also be made using the Special Election procedure as outlined in Article XII below.

[Comment: Original text of this Article was as follows: "These Bylaws may be amended by a majority vote of the entire membership or by a two-thirds (2/3) vote at a regular meeting of the membership, provided that written notice of the proposed amendment be mailed to all of the members at least seven (7) days prior to such meeting. Amendment may also be adopted by a referendum vote of the majority of the members voting at a membership meeting." The Committee revised this Article to correct the illogic of the original text, particularly the "referendum" provision.]

ARTICLE XII (new Article) (JAMES W/ INPUT FROM GOMEZ)

Special Elections

Section 12.01: Generally

A Special Election may be called if action by the membership must be taken in between Annual Membership meetings, including but not limited to, to fill a vacancy that the Board of Directors has failed to fill, to recall a Director or an Officer for cause, or to amend these Bylaws.

Section 12.02: By the Board

The Board of Directors may call for a Special Election by a two-thirds (2/3) vote of the Board. This resolution must designate an impartial member in good standing to conduct the election.

Section 12.03: By Petition

Any member in good standing may call for a Special Election by reducing their proposal to writing and obtaining signatures from one-third (1/3) of the Chapter membership. This proposal must designate an impartial member of the Board to certify the petition and conduct the election.

Section 12.04: Communication to Members

For the purposes of communicating with the membership to seek support for a special election, the petitioning member may request that the Board designee (see Section 12.02 above) work with the Secretary or staff member to facilitate such communication (via list serv/email or mail), as appropriate under the circumstance.

Section 12.05: Electronic Election

The designee shall use the methodology employed by the National Office to conduct electronic elections for non-attendees at the National Convention.

[Comment: this Article was added to provide a mechanism by which the Board or any Chapter member can call for special election in order to address some failure by the Board or some failure of the Bylaws themselves. The Committee felt it was important to provide some mechanism for this, even though (as far as we know) there has been no specific need. We would rather address this issue while the Chapter is NOT in the midst of a controversy that would require such a process. The Committee has also been mindful to make this process difficult enough that it would require a fair amount of work and consensus building in order to put it into effect. We do not wish to enact a process that would disrupt the work of a functioning Board.]

*2011 Bylaw Committee: Kathryn Bruner James (Chair), Elisa Gomez, Denise Greer, Racine Miller

[1] "Volunteer director" means a director who does not receive anything of more than nominal value from the corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by a director in his or her capacity as a director. MCLA 450.2110(2)

[2] "Gross negligence" means conduct so reckless as to demonstrate a substantial lack of concern for whether an injury results. MCLA 691.1407(7)(a)

[3] Business leagues, chambers of commerce, real-estate boards, boards of trade, or professional football leagues (whether or not administering a pension fund for football players), not organized for profit and no part of the net earnings of which inures to the benefit of any private shareholder or individual. 26 U.S.C. 501(c)(6)