

**PERMANENT RULES OF PROCEDURE
OF THE
REPRESENTATIVE ASSEMBLY
Adopted January 20, 1973**

RULE 1—MEETINGS OF THE REPRESENTATIVE ASSEMBLY

1.1 Attendance. Meetings of the Representative Assembly shall be open to all members of the State Bar of Michigan to representatives of the news media and to the public. The Assembly may, however, vote to limit the number of non-members of the State Bar in attendance at any of its sessions whenever the limitation of the physical facilities necessitates. The Clerk shall take attendance of all members of the Assembly by providing attendance slips which shall be signed and submitted to the Clerk by those members in attendance at the meeting. Smoking shall be prohibited at all meetings of the Assembly.

1.2 Seating. Assembly persons shall be seated with the representatives of the circuit in which they maintain their principal office. Non-members may not be seated in areas of the Representative Assembly that are reserved for representatives.

1.3 Officers of the Assembly. A Chairperson, a Vice-chairperson and a Clerk of the Representative Assembly shall be elected by the Assembly for one-year terms. If the Chairperson is temporarily absent during a meeting for whatever reason, the Chair shall be assumed by the Vice-chairperson. The office of temporary Chairperson shall terminate when the Chairperson reassumes the Chair.

1.4 Duties of Presiding Officer. (A) The presiding officer shall (1) preserve order (and may designate members of the Representative Assembly to assist in doing so); (2) require that these Rules of Procedure be followed; and (3) decide questions of order and procedure. If a member appeals from a ruling by the presiding officer, no member may speak on the matter more than once, except upon consent by two-thirds vote of the members present. (B) The Chairperson of the Assembly shall, during the opening session of each meeting, speak to the members as the Chairperson considers appropriate. (C) The Chairperson of the Assembly, in consultation with the Vice-chairperson and Clerk, shall cause to be circulated following each meeting of the Assembly with the notice requesting the submission of calendar items for the Assembly's next meeting a summary of the major policy actions taken by the Board of Commissioners for the period from the Assembly meeting immediately preceding the meeting just concluded to the date of such summary.

1.5 Quorum. No debate or motion, except a motion to recess, adjourn, or direct the Clerk to request the attendance of absent members, may be made unless fifty (50) members are present.

RULE 2—ORDER OF BUSINESS

2.1 Special Orders. The order of business of the Representative Assembly shall be conducted according to its calendar or by virtual meeting under Section 2.7, subject to change by special order. Any subject may be made a special order by two-thirds vote of the members present.

2.2 Calendar. The calendar for each meeting of the Representative Assembly shall include: (1) a determination by the Clerk that a quorum is present; (2) approval of the summary of action of the previous meeting; (3) presentation of any matter that a local bar association wishes to bring before the Representative Assembly; (4) presentation of any matter referred by the Board of Commissioners of the State Bar of Michigan; (5) presentation of any matter that a section council or committee of the State Bar wishes to bring before the Assembly by written petition of one-third or more of its members; (6) presentation of any report, recommendation or resolution from the Congress; (7) presentation of any matter raised by a member; (8) presentation of any matter offered from the floor provided two thirds of the members present shall vote to approve discussion of such matter and provided further that such matter be reserved to the final order of business before adjournment.

2.3 Method of Presentation. No item of business shall be placed on the calendar under sub-sections (3), (4), (5), (6), (7) or (8) of Section 2.2 unless (A) it is filed at least 42 days in advance of the Assembly's scheduled meeting for which its proponent seeks it calendared. Filing shall be made at the State Bar headquarters or by letter postmarked on or before 42 days in advance of the Assembly's scheduled meeting addressed to the Clerk of the Assembly. (B) It is accompanied by the written text of the resolution which the proponent seeks to have the Assembly adopt stated in the affirmative; and (C) It is accompanied by a written explanation by the proponent of the reasons in support of the item in reasonable detail so as to meaningfully inform all members of the Assembly thereof. The calendar, together with the text of all resolutions timely submitted and the written explanation in support thereof submitted by the proponent, shall be given to each member of the Assembly at least thirty (30) days prior to the meeting at which the matter is to be considered.

2.4 Length of Presentation. No item of business shall be placed on the calendar other than those arising under sub-sections (1) or (2) of Section 2.2 if the written materials submitted in support thereof exceed five (5) typewritten (8.5" x 11") pages unless, for good cause shown, permission to exceed this limitation is requested and obtained from the Committee on Rules and Calendar.

2.5 Processing. (A) All items of business submitted for consideration by the Assembly pursuant to sub-sections (3), (4), (5), (6), (7) and (8) of Section 2.2, together with the written materials required in support thereof, shall initially be submitted to the Committee on Rules and Calendar. The Committee on Rules and Calendar shall meet as soon as practicable following the forty-fifth (45) day after adjournment of the preceding meeting of the Assembly. If the committee finds that an item of business submitted can be disposed of without awaiting the next meeting of the Assembly, the committee may proceed to do so upon notice to and with the consent of the proponent. (B) The committee shall review all remaining items of business submitted for consideration by the Assembly to determine if the materials submitted by the proponent comply with all applicable rules and are sufficiently developed to provide a clear understanding to the Assembly of the issue raised and the basis for the recommendation. If additional information is deemed necessary, the committee shall request it of the proponent. When the committee has obtained all necessary materials in a form it deems appropriate, the committee shall refer the item, together with the substantiating documentation, to all State Bar committees and sections having jurisdiction of the subject matter for review analysis and recommendation, including the statement and formulation of any arguments in opposition to the recommendation, and shall set a deadline for the submission thereof. The committee's or section's submission shall be in writing and shall not exceed five (5) typewritten (8.5" x 11") pages unless, for good cause shown, permission to exceed this limitation is requested and obtained from the Committee on Rules and Calendar. In the period between the forwarding of an item to a committee or section for consideration and the deadline fixed for the committee's or section's submission, the Committee on Rules and Calendar shall maintain such communication with the committee or section Chairperson as it deems necessary to satisfy itself that the committee or section is proceeding on a timetable which will guarantee submission of its report by the deadline fixed. The deadline fixed by the committee for the submission of any committee or section report shall be no later than forty-five (45) days prior to the next regularly scheduled meeting of the Assembly. (C) The Committee on Rules and Calendar shall meet between the forty-fifth (45th) and thirtieth (30th) day prior to the next regularly scheduled meeting of the Assembly to formulate the recommended calendar for that meeting. At that time the committee will review all pending items submitted for consideration by the Assembly and will review all materials in its possession pertaining to each such item. If the committee is satisfied that the materials in hand adequately set forth information relevant to a determination of the item, it shall calendar that item for consideration at the next meeting of the Assembly. If in the judgment of the committee the materials available with respect to any item submitted for consideration by the Assembly are inadequate to enable the Assembly to determine the matter, it shall withhold that item from the calendar and take such further action as it deems necessary to obtain the additional information deemed necessary.

2.6 Appeal. The Committee on Rules and Calendar shall keep the proponent of any item submitted for consideration by the Assembly fully advised of all action it takes with respect to said item. The proponent may, at any meeting of the Assembly at the time appointed for approval of the calendar, appeal any determination by the Committee on Rules and Calendar. The committee's action shall be sustained unless two-thirds of the members present vote otherwise.

2.7 Virtual Meeting Procedures.

(A) Upon application by the Board of Commissioners or a member of the Representative Assembly to the Committee on Rules and Calendar, the Committee shall consider the appropriateness of any item of business for debate and disposition, subject to the provisions of this section. In making this determination, the Committee shall consider whether the item of business needs to be addressed prior to the next regular meeting of the Representative Assembly. A majority vote by the Committee shall be necessary to proceed under this subsection.

(B) Notice - Consideration of any item of business shall be preceded by notice sent to each member of the Representative Assembly via email or alternative written notification. The notice shall contain an explanation of the item of business to be considered and shall direct the recipients to an internet-based discussion forum specified in subsection (C).

(C) Internet-Based Discussion Forum - At the time of the notice specified in subsection (B), an internet-based discussion forum shall be established that is accessible to all members of the State Bar, with posting privileges limited to members of the Representative Assembly. The internet-based discussion forum shall contain any documents deemed necessary by the Committee on Rules and Calendar for consideration of the item of business.

(D) Voting - No sooner than 21 days after the notice specified in subsection (B), voting shall be conducted electronically in a manner prescribed by the Committee on Rules and Calendar provided that no item of business shall be passed without a vote of the majority of the members of the Representative Assembly and items of business requiring a two-thirds vote shall require a vote of two-thirds of the members of the Representative Assembly.

(E) Quorum - For the sole purpose of Virtual Meetings under Section 2.7, a quorum shall be deemed present for votes under subsection (D) if a majority of the Members of the Representative Assembly cast a vote.

(F) Limitations - Except where specifically provided in Section 2.7, the Permanent Rules of Procedure shall be applicable to virtual meetings in the same manner as regular meetings of the Representative Assembly. Nothing in this section shall modify the requirement of the Representative Assembly to conduct a minimum of two in person meetings per year.

RULE 3—PRIVILEGES OF THE FLOOR

3.1 Privileges of the Floor. (A) The privilege of the floor, without vote, may be extended to any person by two-thirds of the members present; (B) The Chairperson of a committee or section of the State Bar of Michigan has the privilege of the floor, without vote, to speak or make a motion concerning the report of the committee or section or any other matter within its jurisdiction; (C) If a minority report is filed in connection with a report with recommendation brought before the Assembly, one representative selected by the minority for that purpose may speak on the question.

3.2 Time Limitation. (A) A person may not speak more than once on the same question except upon consent by two-thirds vote of the members present, provided, however, that the person who made the motion under discussion may close the debate on it; (B) A person may not speak more than ten (10) minutes at one time without the unanimous consent of the Assembly. However, this limitation does not apply to a person presenting a report with recommendations or a minority report; (C) Oral information reports are limited to five (5) minutes, unless on recommendation of the Committee on Rules and Calendar an extension of time has been granted by unanimous consent of the Assembly before the presentation.

RULE 4—REPORTS AND RESOLUTIONS

4.1 Reports Generally. A section or committee must submit a report to Assembly to the Clerk.

4.2 Reports with Recommendations. A recommendation of a section or a committee may be considered if the matter is placed upon the Assembly agenda by referral by the Board of Commissioners, written petition of one-third of the members of the section council or committee concerned, or by a motion duly made and seconded by members of the Assembly, other than members of the section or committee concerned, and: (1) the recommendation is accompanied by a written report; (2) the report contains a statement of the reasons for the recommendation; (3) the recommendation is set forth at the beginning of the report so as to distinguish the recommendation clearly from the body of the report; (4) the report contains no language that commits the State Bar to a policy not set forth in the recommendation; (5) in the case of a section report, the report shows that it has been approved by the section at a regularly authorized meeting or by the section's council, if it has authority to act for the section; (6) in the case of a recommendation proposing or opposing specific legislation, the report includes a complete summary of the phase of legislation under consideration together with copies of the proposed bill or relevant excerpts from it; and (7) in the case of a recommendation calling for action that may result in expenditures, the amount needed is shown in the body of the report.

4.3 Information Reports. Each section or committee shall upon request submit a written informational report to the Representative Assembly. It may also be requested to submit studies on matters within its jurisdiction.

4.4 Minority Reports. A minority report is a written report stating the views of less than half the members of a section, section council or a committee on a recommendation of the majority report. The content of the minority report must reflect the minority views presented to the section, section council or committee orally or in writing at the time it acted on the matter unless the section, section council or committee did not notify its members in advance that the matter would be considered. The report must be printed at the request of its proponents over their signatures and appended to the report to which it relates.

Representative Assembly Minority Reports. Members of the Representative Assembly voting in the minority on a proposal to be submitted to the Michigan Supreme Court may collectively submit a minority report to accompany State Bar recommendations to the Michigan Supreme Court, if the majority proposal has been adopted by less than 75% of the members present and voting. The content of the minority report must be limited to the views presented on the floor of the Assembly meeting during the debate on the merits of the proposal. A member of the Assembly must invoke this rule by making a request for the submission of a minority report immediately following the vote on the proposal from which the minority report dissents have been adopted, and must identify the author(s) of the minority report. The length of the report may not exceed that of the majority and must be submitted to the Clerk within 14 days of the receipt of the transcript of the meeting at which the motion passed. The Clerk must review the report with the drafting committee to ensure compliance with the word limitations and reasonable consistency with the minority opinions expressed during the debate on the recommendations and largely reflected in the transcript of the proceedings. The Clerk and drafting committee, in consultation with the author of the minority report, shall have the final decision on the draft of the minority report submitted.

4.5 Reference to other Sections or Committees. If a section council or committee is considering a petition to bring a report before the Representative Assembly that relates to a subject that may be within the jurisdiction of another section or committee, it shall notify the other group and invite its comments and suggestions. However, lack of consultation does not prevent the Assembly from acting on the petition.

4.6 Written Resolutions. A resolution must be in writing. The Representative Assembly or the Chairperson may require that a copy be made available to each member before a vote is taken. A pending resolution may be referred by the Assembly or the Chairperson to the Committee on Drafting for consideration and report before the adjournment of the meeting of the Assembly.

Any proposed amendment of more than six words to a resolution on the Assembly's calendar shall be in writing and submitted to the Clerk.

4.7 Oral Presentation. Unless the Chairperson of the Assembly otherwise directs, written reports may not be read orally.

4.8 House Record and Summary. The proceedings of the Representative Assembly shall be recorded and a summary of action taken shall be prepared by the Clerk. As soon as practicable after a meeting is adjourned, the summary of action shall be sent to each member of the Assembly, each section officer and the Chairperson of each committee of the State Bar. A member of the Assembly who believes that a correction should be made in the summary must notify the clerk within ten (10) days after receiving the summary. Action on the proposed correction shall be taken at the session of the Assembly next following.

RULE 5—VOTING

5.1 Voting. Unless a written ballot is required, voting shall be by voice vote or electronic tally at the option of the chair. If by voice vote, when the chair is in doubt a roll call vote, either by voice or an electronic vote, shall be taken and a record kept. If a division is requested as to the voice vote and supported by at least twenty (20) members of the Representative Assembly, or when a position is to be taken on proposed legislation and the position of the Assembly is not unanimous, a roll call vote, either by voice or an electronic vote, shall be taken and a record kept.

5.1.1 Keller Vote. Any proposal to be submitted for a vote, which has potential Keller implications, shall first be submitted to counsel and/or bar staff, as applicable, who is not a member of the Representative Assembly, for an independent opinion as to the permissibility of the vote by the Representative Assembly on the merits of such proposal under *Keller v. State Bar of California* and subsequent governing and/or authoritative law on the constitutional standard for mandatory bar advocacy (collectively, "Keller"). The opinion of counsel and/or bar staff, as applicable, should articulate the reasoning behind the determination and accompany the applicable proposal at the time of publication pursuant to Section 2.5 of these Rules. A "Keller Vote" shall be taken prior to the Representative Assembly taking a position on proposals, where applicable, to determine the permissibility of the vote under *Keller*. A two-thirds vote of the members of the Representative Assembly present is required to support a determination that a vote on the proposal is permissible.

RULE 6—PARLIAMENTARY AUTHORITY

6.1 Standard Code. The current edition of Roberts Rules of Order governs the Representative Assembly in parliamentary situations that are not covered by the Supreme Court Rules, the Bylaws, or these Rules of Procedure.

RULE 7—COMMITTEES OF THE ASSEMBLY

7.1 Appointment and Terms. The Chairperson of the Representative Assembly shall appoint the Chairperson and members of each of the following standing committees of the Assembly, and such other committees as the Assembly may from time to time authorize, unless the Assembly directs otherwise in the case of a particular committee.

7.2 Rules and Calendar. The Committee on Rules and Calendar, consisting of five (5) members, each of whom shall be from a different judicial circuit, shall consider and report to the Representative Assembly on all proposals to amend these Rules of Procedure. It shall prepare a calendar for each meeting of the Assembly in accordance with these Rules of Procedure and the Clerk shall distribute it to the Assembly members, together with reports to be considered, at least thirty (30) days before the meeting. It shall make appropriate recommendations to the Assembly relating to special orders of business and changes in the calendar.

7.3 Outreach and Hearings. Upon referral from the Representative Assembly or its Chairperson, the Committee on Hearings, consisting of twelve (12) members, not more than two (2) of whom shall be members from the same judicial circuit, shall hold hearings on any matter referred and shall report any outreach matters to the Assembly on which non-members of the Assembly ask for an opportunity to present their views. Upon referral of a matter to the Committee or as a part of outreach activities, each Committee member shall be assigned one or more judicial circuits or a geographic region near their judicial circuit.

REGULAR MEETINGS: The Committee shall meet no less than twice per calendar year. Meetings shall be scheduled during the April and September Representative Assembly meetings. A Regular Meeting may be dispensed with if, in the judgment and agreement of a majority of the Committee, there is no need for the meeting. No Regular Meeting may be dispensed with if a non-member has requested an opportunity to present his or her views to the Committee. The Chair of the Hearings Committee shall notify each member of the Committee of the purpose and agenda of the meeting at least 48 hours in advance of the Regular Meeting.

SPECIAL MEETINGS and HEARINGS: The Committee shall call Special Meetings or schedule and assign a Committee member or members to conduct a hearing upon the referral of a matter to the Committee or upon the request of a non-member of the Representative Assembly after review and recommendation by a Committee member of the same judicial circuit or assigned region (the “Assigned Committee Member”). A Special Meeting or hearing may be held only after reasonable notice is provided to the Committee members. If it is decided by the Committee that a hearing on a matter of complexity or controversy may be benefited by assigning multiple members to a hearing panel, three (3) Committee members shall make themselves available for such a hearing: Chair of the Committee, the Assigned Committee Member, and an additional Committee member. Any Special Meeting or hearing may be attended by teleconference via telephone or video if convenient to the parties and will be facilitated by the State Bar of Michigan. The Committee may invite any person to attend. It shall report as soon as possible and make appropriate recommendations to the Assembly at its next meeting on the hearings so held. The report shall be calendared to permit prompt consideration.

7.4 Drafting. The Committee on Drafting, consisting of five (5) members, each of whom shall be from a different judicial circuit, shall consider and report to the Representative Assembly on any resolution, report, recommendation, or other matter referred to it by the Assembly, or the Chairperson of the Assembly if the Assembly is not in session, for revision as to structure, organization, grammar, diction, and punctuation.

7.5 Nominating. The Nominating and Awards Committee shall consist of five (5) members, each of whom shall be from a different judicial circuit. The Committee shall perform the functions provided for in Rule 8.

7.6 Assembly Review. The Assembly Review Committee, consisting of five (5) members, each of whom shall be a different judicial circuit, shall periodically review the functions of the Assembly, and shall from time to time make recommendations for amendments or other matters or procedures to improve Assembly effectiveness and activity.

7.7 Special Issue. The Special Issues Committee, consisting of seven (7) members, each of whom shall be from a different judicial circuit, shall consider and report to the Officers of the Assembly on specific issues or matters that may merit attention by the State Bar and/or the Assembly, and consider and report to the Assembly on any matter referred to them by the Officers of the Assembly.

7.8 Diversity. The Committee on Diversity, consisting of eleven (11) members, not more than two (2) of whom shall be members from the same judicial circuit, and no more than three (3) associate members, shall ensure meaningful diversity and inclusion in the ranks of the Representative Assembly; make proposals and craft policy that will enhance diversity and inclusion in the greater bar community; and make appropriate recommendations to the Representative Assembly.

7.9 Other Committees. The Representative Assembly may create such other committees as it considers necessary to conduct its business. To further the consideration of a subject by the Assembly, the Chairperson of the Assembly may appoint a special committee of not more than five (5) members, not more than two (2) of whom shall be members from the same judicial circuit, to consider the matter and report to the Assembly. No committee of the Assembly shall contain a majority of members from any one judicial circuit.

RULE 8—NOMINATIONS AND ELECTIONS

8.1 Notice to Membership. Written notice of nomination procedures for offices of the Representative Assembly shall be mailed to Assembly members with materials for the April meeting.

8.2 Recommendations. Applications and/or recommendations for nomination for the office of Clerk, or for any other office for which an election is to be held, may be submitted to the Nominating Committee together with biographical material and information regarding the qualifications of the candidate. For elections to be held at the Annual Meeting, these materials shall be submitted on or before July 25 of the year in which the election is to be held.

8.3 Nomination. The Nominating Committee shall meet and nominate one or more qualified members of the Assembly for the Office of Clerk and for any other office to be filled by election, including all interested and qualified persons whose biographical information and qualifications have been submitted as provided by Rule 8.2 above or otherwise. Any meeting may be in person or by telephone at the discretion of the Committee Chairperson. Whenever possible, any meeting shall be held at least forty-five 45 days before the Assembly meeting at which the election is to take place.

8.4 Information on Nominees. The Nominating Committee shall furnish to all Assembly members the name(s) and background of all nominee(s). When the election is to take place at the Annual Meeting, such information shall be included with the materials sent to the Assembly for that meeting.

8.5 Nominating. Nominating and seconding speeches shall be limited to two speeches per candidate. No nominating or seconding speech shall exceed two (2) minutes in length.

8.6 Nominations from the Floor. In addition to committee nominations, nominations of qualified members may be made from the floor of the Assembly.

8.7 Ballots. If there is more than one nomination for an office of the Representative Assembly as prescribed in Rule 1.3 above, the election by the Assembly must be by written ballot. The Chairperson of the Assembly must be by written ballot. The Chairperson of the Assembly shall appoint five (5) of the Assembly to act as tellers. The tellers shall prepare, distribute, collect and count the ballots. Balloting for contested positions shall be continued until one candidate has received a majority of the votes cast. If there are more than two (2) nominees and no nominee receives an absolute majority on any ballot, the nominee who receives the fewest votes on that ballot shall be eliminated from further balloting.

8.8 Awards. The Nominating and Awards Committee shall meet and recommend qualified members of the State Bar as recipients of the Michael Franck and Unsung Hero Awards, for vote by the Assembly at their April meetings (instead of the September meetings).

RULE 9—AMENDMENT OF RULES

9.1 Procedure. These Rules of Procedure may be amended by two-thirds vote of the members of the Representative Assembly present, who may not represent less than a majority of the votes of those who have signed and submitted attendance slips to the Clerk at that meeting of the Assembly. Fifteen (15) day's notice of a proposed amendment stating the purpose of the amendment must be given to all members of the Assembly.

9.2 Corrections. Upon the adoption of an amendment to these Rules of Procedure, the Clerk may correct punctuation, grammar, or numbering where appropriate, if the correction does not change meaning.

RULE 10—EFFECTIVE DATE

10.1. These Rules of Procedure shall become effective immediately upon the adjournment of the meeting of the Representative Assembly at which they are adopted.

Rule 2 & Rule 7.2 Amended March 13, 1976
Rule 5 Amended September 15, 1977
Rule 1.3 Amended April 1, 1978
Rules 1, 3, 4, 5 & 7 Amended November, 1979
Rule 1.4 Amended May, 1981
Rules 1. 1, 2.2 & 8.1 Amended September, 1982
Rules 1. 1 & 4.6 Amended April, 1988
Rules 2.2 & 2.3 Amended September, 1988
Rules 1.2, 1.3, 1.4, 2.3 & 2.5 Amended September, 1991
Rules 5.1, 5.2, 7.2, 7.3, 7.4, 7.5, 7.6, 7.7, 7.8, 8.1, 8.2,
8.3, 8.4, 8.5, 8.6, 8.7, 9, 10, Amended April, 1993
Rule 7.7 Amended April 29, 2000
Rule 2.3(A) Amended September 13, 2001
Rules 7.5 Amended & 8.8 Added, September 12, 2003
Rule 8.8, Amended September 14, 2006
Rule 4.1, Amended April 25, 2015
Rule 5.1, Amended & added 5.1.1 April 25, 2015
Rules 2, 4.6, 7.3, and 7.4, Amended September 27, 2018
Rule 7, Amended September 18, 2021

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