

**OFFICE OF  
LAWYERS PROFESSIONAL RESPONSIBILITY**

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**NEWS RELEASE**

For immediate release  
April 29, 2026

Contact: Susan M. Humiston, Director  
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**DISCIPLINE OF ATTORNEY SOUGHT**

ST. PAUL -- A petition for disciplinary action seeking discipline of Minneapolis attorney Zaylor S. Stout was filed in the Minnesota Supreme Court by Susan M. Humiston, Director of the Office of Lawyers Professional Responsibility. The petition was filed upon authorization of a Lawyers Professional Responsibility Board Panel Chair pursuant to Rule 10(d), Rules on Lawyers Professional Responsibility. A copy of the petition is attached.

The Minnesota Supreme Court will make the final decision on the appropriate discipline to be imposed, if any. Final action can include dismissal of the petition or discipline ranging from reprimand to disbarment.

- END -.

FILE NO. \_\_\_\_\_

STATE OF MINNESOTA

IN SUPREME COURT

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In Re Petition for Disciplinary Action  
against ZAYLORE S. STOUT,  
a Minnesota Attorney,  
Registration No. 0392929.

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**PETITION FOR  
DISCIPLINARY ACTION**

TO THE SUPREME COURT OF THE STATE OF MINNESOTA:

Upon the approval of a Lawyers Professional Responsibility Board Panel Chair, the Director of the Office of Lawyers Professional Responsibility (Director) files this petition pursuant to Rules 10(d) and (e) and 12(a), Rules on Lawyers Professional Responsibility (RLPR). The Director alleges:

The above-named attorney (respondent) was admitted to practice law in Minnesota on June 15, 2012. Respondent currently practices law in Minneapolis, Minnesota. Respondent was suspended on December 27, 2024, for nonpayment of lawyer registration fees.

Respondent has committed the following unprofessional conduct warranting public discipline:

DISCIPLINARY HISTORY

Respondent's history of prior discipline, including admonitions, is as follows:

- A. On April 23, 2025, the Supreme Court indefinitely suspended respondent for a minimum of one-year, effective 14 days from the date of that order, for failing to cooperate in a disciplinary investigation; in each of two client matters, neglecting the matter, failing to communicate with the client, and failing to return or promptly return the client's file upon termination of

representation; and making a knowingly false statement to one of these clients. Respondent remains suspended.

- B. On October 19, 2022, the Supreme Court publicly reprimanded respondent for agreeing to dismiss a client's case without approval, failing to diligently represent the client, including by failing to commence an action before the statute of limitations expired, and failing to communicate with the client.

### FIRST COUNT

#### Minneapolis Public Schools Matter

1. In August 2023, Minneapolis Public Schools (MPS) hired respondent to conduct an employment investigation from August 10 through December 30, 2023.

2. The contract for services obligated respondent to provide a completed investigation report by December 30, 2023. Specifically, in the contract respondent agreed to provide:

- A. Timely, thorough, and objective fact-finding investigations, conclusions, and reports that provide necessary information for use by the District.
- B. Timely, thorough, and high-quality work product and/or representation that provide necessary information to the District or defense of the District in administrative forums and in court.

3. Respondent failed to provide a completed investigation report to MPS by December 30.

4. In following up, E.M., an assistant general counsel of MPS, made telephone calls to respondent on March 27 (two calls), March 29, April 11 and 26, and May 7 and 8 (three calls), 2024. Each time, E.M. gave her name, title, and reason for

calling to the person who answered and asked that respondent return the call as soon as possible. Respondent failed to respond to any of these calls.

5. On April 26, 2024, E.M. sent an email to respondent. In it, E.M. said that she had made numerous attempts to contact respondent by phone, without success; asked respondent to provide the completed report or call E.M. no later than May 1, 2024; told respondent that his delay impacted MPS's ability to move forward on the matter; and told respondent that his failures to respond were frustrating. Respondent failed to respond.

6. On May 7, 2024, E.M. sent another email to respondent. In this email, E.M. asked respondent to return her calls and emails, said MPS required respondent's findings immediately, and asked respondent to inform E.M. if he was unable to provide a completed report so MPS could pursue other options.

7. On May 8, 2024, respondent's assistant sent an email to E.M., and later that day they spoke. During that conversation, respondent's assistant explained respondent had been experiencing personal challenges, apologized for the delay, said she was assisting respondent with a number of matters that had been neglected, and said respondent would provide the completed report no later than May 10, 2024.

8. Respondent failed to provide the completed report by May 10, 2024, as his assistant promised.

9. E.M. made more calls to respondent. Respondent failed to provide a completed report and failed to otherwise respond.

10. As noted above, as of December 27, 2024, respondent was no longer authorized to practice law.

11. MPS was not aware that respondent was not authorized to practice law, because respondent did not inform MSP, and continued to try to work with respondent assuming he was licensed.

12. On January 13, 2025, MPS's general counsel, J.J., called respondent and left a message for him to return the call. On January 15, 2025, respondent's assistant replied by email and asked how she could assist. This began an exchange of emails that day between J.J., respondent, and his assistant. J.J. requested respondent to provide the final report, pointed out the deficiencies in what respondent called a "report" that he provided in May 2024, and said she expected to receive the final report no later than January 16, 2025. Respondent replied, stating he thought the matter had been completed. Respondent said he would not be able to complete the report by January 16 and suggested no later than January 20. J.J. replied January 20 was acceptable. Respondent concluded the email exchange that day by thanking J.J. for her consideration. By this time, it had been over a year since the deadline for providing a report was due.

13. Respondent failed to provide a completed report by January 20, and his January 15 emails were his last communications to MPS about the matter.

14. By email to respondent on January 21, 2025, J.J. stated she had not received the final report and requested respondent to provide it immediately. Respondent failed to provide the completed report and failed to otherwise respond.

15. By email on January 23, 2025, J.J. followed up and asked respondent to provide the report immediately. Respondent failed to provide the completed report and failed to otherwise respond.

16. J.J. followed up with another email the next day, again asking respondent to send the final report immediately. Respondent failed to provide the completed report and failed to otherwise respond.

17. J.J. had to follow up again with another email on January 27, 2025, requesting respondent to send the final report immediately. Respondent failed to provide the completed report and failed to otherwise respond.

18. In a January 28, 2025, email, J.J. informed respondent that if MPS did not receive the final report by the close of business the next day, J.J. would file a complaint with the Director's Office. Respondent failed to provide the completed report and failed to otherwise respond.

19. In a February 10, 2025, email, J.J. informed respondent that MPS still had not received the final report and requested respondent to provide it immediately. Respondent failed to provide the completed report and failed to otherwise respond.

20. In a February 19, 2025, email, J.J. followed up again and asked respondent to send the final report. Respondent failed to provide the completed report and failed to otherwise respond.

21. That same day, J.J. filed a complaint with the Director's Office. On February 20, 2025, the Director sent the complaint and the notice of investigation of the complaint to respondent. Respondent failed to then provide the final report to MPS or otherwise communicate with MPS.

22. Respondent failed to provide a completed report to MPS, and he has failed to communicate with MPS since January 15, 2025.

23. As noted above, by order filed April 23, 2025, the Supreme Court indefinitely suspended respondent, effective 14 days from the date of that order.

24. The Supreme Court's order required respondent to comply with Rule 26, RLPR. Pertinent here, this rule requires a suspended lawyer to inform each client of that order and to send that order to each client. Rule 26(a) and (c), RLPR.

25. Respondent failed to notify MPS of his suspension and failed to send the suspension order to MPS as Rule 26(a) and (c), RLPR, required.

26. As a result, MPS was unaware that respondent's license was suspended.

27. Respondent's failure to handle the matter with adequate diligence and promptness violated Rule 1.3, Minnesota Rules of Professional Conduct (MRPC).

28. Respondent's failure to keep his client informed about the status of the matter violated Rule 1.4(a)(3), MRPC.

29. Respondent's failures to respond to his client's reasonable requests for information violated Rule 1.4(a)(4), MRPC.

30. Respondent's failure to inform his client of his disciplinary suspension violated Rules 1.4(a)(3), 3.4(c), and 8.4(d), MRPC, and Rule 26(a) and (c), RLPR.

## SECOND COUNT

### Marine Mills Folk School Matter

31. On or about December 12, 2024, Marine Mills Folk School (Marine Mills) hired respondent to conduct human resources investigations for Marine Mills on an as-needed basis. Respondent and Marine Mills' representative entered into a written legal service agreement on December 23, 2024. In addition to the human resources investigations, the written agreement stated that the scope of the representation included representing Marine Mills in any unemployment claim or hearing filed by a particular former employee, K.S. Respondent was to provide an executive report by the end of January 2025.

32. During the rest of December, respondent conducted interviews with Marine Mills staff.

33. As noted above, as of December 27, 2024, respondent was no longer authorized to practice law as he had been placed on CLE restricted status.

34. Marine Mills was unaware that respondent was placed on restricted status and as a result was not aware that respondent was not authorized to practice.

35. On January 3, 2025, respondent discussed the investigation with R.B., the Marine Mills board chair. During the meeting, respondent committed that by January 6 he would send a summary of his plan to help Marine Mills internally review issues a former executive director had raised.

36. Respondent failed to provide a summary plan by January 6 as he had promised.

37. R.B. sent an email to respondent on January 7, 2025. In it, R.B. confirmed her understanding of the meeting. R.B. also told respondent that she had sent an email to three Marine Mills' employees telling those employees that respondent would contact them. R.B. asked respondent whether she could provide that email to others in the organization and whether respondent could start the investigation that week. Respondent failed to respond to R.B.'s email.

38. By email on January 8, 2025, R.B. told respondent's assistant that R.B. had not heard from respondent or anyone in his office, asked respondent's assistant for an update as to what was going on, and stated that respondent had said he would send the summary to the board on January 6, but had not done so.

39. Respondent's assistant replied the next day stating she had talked to respondent about sharing the letter with the Marine Mills employees and suggesting ways to have that information communicated to R.B.

40. R.B. and respondent's assistant exchanged emails on January 13, 2025. Respondent's assistant sent what she called an "Investigation Recap" to Marine Mills and took responsibility for not providing the recap sooner.

41. On January 16, 2025, R.B. met with respondent by Zoom. During this meeting respondent requested copies of email correspondence with Marine Mills staff. On January 18, 2025, respondent requested a copy of the Marine Mills employee handbook.

42. At this time, respondent was still on CLE restricted status. Respondent's conduct set forth in paragraphs 35 through 41 therefore constitutes the unauthorized practice of law.

43. On January 26, 2025, a member of the Marine Mills personnel committee sent an email to respondent, asked respondent if the executive summary would be

completed soon, and requested respondent to provide an estimate of the hours respondent had spent on the investigation, a Form W-9, and a bill. Respondent failed to respond.

44. On February 12, 2025, N.M. of Marine Mills sent an email to respondent. In this email, N.M. said she had sent an email to respondent, left a voice mail for respondent's assistant a few days previously, expressed that Marine Mills had expected respondent's report by the end of January but had heard nothing, and asked respondent to provide the status of the matter. Respondent failed to respond.

45. On February 17, 2025, Marine Mills sent an email to respondent requesting an update and response. Respondent failed to respond.

46. Marine Mills filed a complaint with the Director's Office and on April 29, 2025, the Director sent to respondent the notice of investigation about his conduct representing Marine Mills. After that, respondent still failed to provide the final report to Marine Mills or otherwise communicate with Marine Mills.

47. Respondent's failure to handle the matter with adequate diligence and promptness violated Rule 1.3, MRPC.

48. Respondent's failure to keep his client informed about the status of the matter violated Rule 1.4(a)(3), MRPC.

49. Respondent's failures to respond to his client's reasonable requests for information violated Rule 1.4(a)(4), MRPC.

50. Respondent's practice of law while on CLE involuntary restricted status violated Rule 5.5(a), MRPC.

### THIRD COUNT

#### A.W. Matter

51. In May 2024, A.W. retained respondent to represent her in an employment law matter. A.W. believed her employer was discriminating against her under the

Family and Medical Leave Act (FMLA). Respondent told A.W. that his first step would be to ask her employer for her employment file.

52. A.W.'s employer terminated her employment on September 16, 2024. At that time, A.W. contacted respondent and informed him that her employment was terminated. Respondent informed A.W. that her (now former) employer still had not provided her employment file to respondent, and the next step would be for respondent to send a demand letter to A.W.'s former employer.

53. In October 2024, A.W. met with respondent by Zoom. A.W. informed respondent that her former employer had advised her of a process to appeal the termination of her employment. Respondent advised A.W. not to file an appeal or consider the appeals process through her former employer because respondent would handle everything.

54. In late December 2024, A.W. contacted respondent's office for an update on the status of her matter. Respondent's assistant informed A.W. that due to the holidays and respondent's schedule, they needed more time to work on A.W.'s matter.

55. As noted above, on December 27, 2024, respondent was no longer authorized to practice law. A.W. was not aware that respondent was placed on restricted status and therefore not authorized to practice law.

56. Starting in the middle of January 2025, A.W. left multiple voice mail messages for respondent to return her call. Respondent failed to respond.

57. In January 21 and 22, 2025, emails, A.W. asked respondent's assistant for an update. Respondent's assistant said she and respondent had been busy with personal matters. In a February 4, 2025, email, respondent's assistant said that she would contact A.W. at the end of the week with an update. Neither respondent nor respondent's assistant contacted A.W. as promised.

58. In emails on February 7, 10, and 14, 2025, A.W. asked respondent's assistant for an update. Respondent's assistant did not reply until February 20. In an

email that day, respondent's assistant told A.W. respondent was busy and A.W.'s former employer did not respond to more than three requests from respondent's assistant for A.W.'s employment file. Respondent's assistant did not otherwise provide an update on the status of A.W.'s matter but asked A.W. to be patient.

59. By April, A.W. had received no further communication from respondent or his assistant. She sent an email on April 14, 2025, asking respondent's assistant to schedule a call between respondent and A.W. She stated that it had been about two months since she most recently spoke with respondent and she was unsure about the status of her case or the next steps. A.W. informed respondent's assistant that A.W.'s unemployment benefits had run out, making things very difficult for A.W. because she was the only breadwinner in her household. Neither respondent nor respondent's assistant replied.

60. The next day, A.W. emailed respondent's assistant, said she had received no reply to her email the prior day, and asked if respondent's assistant had scheduled a time for A.W. and respondent to talk. Later that day, respondent's assistant replied that she needed "24/48 hours to respond" to emails. This was the last communication from respondent or his assistant to A.W.

61. As noted above, by order filed April 23, 2025, the Supreme Court indefinitely suspended respondent, effective 14 days from the date of that order.

62. The Supreme Court's order required respondent to comply with Rule 26, RLPR. Pertinent here, this rule requires a suspended lawyer to inform each client the lawyer represents on the date of the suspension order of that order and to send that order to each client. Rule 26(a) and (c), RLPR.

63. Respondent failed to notify A.W. of his suspension and failed to send the suspension order to A.W. as Rule 26(a) and (c), RLPR, requires.

64. As a result, A.W. was unaware that respondent's license was suspended.

65. By email on May 15, 2025, A.W. informed respondent's assistant that A.W. had not received any communication in the last month, stated that she had not received a report on the status of her matter or next steps, and asked respondent's assistant to provide an update and arrange a call with respondent. A.W. said her situation is "critical" because her unemployment insurance benefits ended in March and her numerous efforts to seek a new job were unsuccessful. A.W. pleaded, "I beg of you for a reply/ response." Respondent and his assistant failed to respond.

66. Shortly after May 15, 2025, A.W. discovered through an online search the Supreme Court's April 23 suspension order.

67. Respondent's failure to handle the matter with adequate diligence and promptness violated Rule 1.3, MRPC.

68. Respondent's failure to keep his client informed about the status of the matter violated Rule 1.4(a)(3), MRPC.

69. Respondent's failures to respond to his client's reasonable requests for information violated Rule 1.4(a)(4), MRPC.

70. Respondent's failure to inform his client of his disciplinary suspension violated Rules 1.4(a)(3) and 3.4(c), MRPC, and Rule 26(a) and (c), RLPR.

71. Respondent's holding out to the public, both personally and through his assistant, that he was authorized to practice law even though he had been suspended, violated Rule 5.5(b)(2), MRPC.

#### FOURTH COUNT

##### Failure to Cooperate

72. On February 20, 2025, the Director sent to respondent by U.S. mail and email the notice of investigation of the complaint regarding MPS (Count One, above). The notice requested respondent to provide his complete written response to the complaint within 14 days of the date of the notice. Respondent failed to respond.

73. By letter dated March 10, 2025, and sent to respondent by U.S. mail and email, the Director informed respondent that the Director had received no response from respondent to the complaint about the MPS matter and requested respondent to provide at that time his complete written response to the complaint. Respondent failed to respond.

74. By letter dated March 18, 2025, and sent to respondent by U.S. mail and email, the Director informed respondent that the Director still had received no response from respondent to the MPS complaint and requested respondent at that time to provide his complete written response to the complaint and the additional information requested in that letter. By email on March 24, 2025, respondent requested an extension to April 4, 2025, to respond. The Assistant Director replied by email that same day and stated that the Director looked forward to receiving respondent's response on or before April 4. Respondent failed to respond.

75. By letter dated April 9, 2025, and sent to respondent by U.S. mail and email, the Director informed respondent that the Director had received no response to that March 18 letter and requested respondent to provide at this time and in writing (1) his complete response to the MPS complaint as requested in the notice of investigation and (2) the additional information requested in that March 18 letter. Respondent failed to respond.

76. On April 22, 2025, the Director sent to respondent by U.S. mail the notice of investigation of N.M.'s complaint (the Marine Mills matter, Count Two, above). The notice requested respondent within 14 days of the date of the notice to provide (1) his complete written response to N.M.'s complaint and (2) responses to additional questions about whether respondent practiced law after he was placed on involuntary CLE restricted status. Respondent failed to respond.

77. By letter dated May 15, 2025, the Director informed respondent that the Director had received none of the information requested in the notice of investigation of

N.M.'s complaint and requested respondent to provide at that time the information requested in that notice of investigation. Respondent failed to respond.

78. On May 20, 2025, the Director sent to respondent by U.S. mail and email the notice of investigation of A.W.'s complaint (Count Three, above). The notice requested respondent to provide his complete written response to A.W.'s complaint and his file from his representation of A.W. within 14 days of the date of the notice.

79. By letter dated May 28, 2025, the Director informed respondent that the Director still had received none of the information requested in the notice of investigation of N.M.'s complaint and requested respondent to provide at that time the information requested in the notice of investigation. Respondent failed to respond.

80. By letter dated June 4, 2025, and sent to respondent by U.S. mail and email, the Director informed respondent that the Director had received none of the information or documents requested in the notice of investigation of A.W.'s complaint and requested respondent to provide at that time the information and documentation requested in the notice of investigation. Respondent failed to respond.

81. None of the Director's correspondence to respondent, whether sent by U.S. mail or email, has been returned as undeliverable.

82. To date, the Director has received (1) none of the information requested in the notice of investigation of the MPS matter and, aside from his March 24, 2025, request for an extension, no other communication from respondent about the matter, (2) none of the information requested in the notice of investigation of N.M.'s complaint, and (3) none of the information or documents requested in the notice of investigation of A.W.'s complaint and no other communication from respondent about the matter.

83. On October 14, 2025, the Director served on respondent by U.S. Mail and sent to respondent by email charges of unprofessional conduct. Pursuant to Rule 9(a)(1), RLPR, respondent's answer to the charges was due within 14 days of service of the charges.

84. Respondent failed to serve or file an answer to the charges.

85. Respondent's failure to cooperate with the Director's investigations violated Rule 8.1(b), MRPC, and Rule 25, RLPR.

WHEREFORE, the Director respectfully prays for an order of this Court disbarring or suspending respondent or imposing otherwise appropriate discipline, awarding costs and disbursements pursuant to the Rules on Lawyers Professional Responsibility, and for such other, further or different relief as may be just and proper.

Susan M. Humiston



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and

Digitally signed by

Siefman, Amanda

Date: 2026.03.24

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AMANDA L. SIEFMAN  
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This petition is approved for filing pursuant to Rules 10(d) and (e) and 12(a),  
RLPR, by the undersigned Panel Chair.

Dated: \_\_\_\_\_ March 25 \_\_\_\_\_, 2026.



Prohofsky, Jill

2026.03.25

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HON. JILL E. PROHOFSKY  
PANEL CHAIR, LAWYERS PROFESSIONAL  
RESPONSIBILITY BOARD