

BYLAWS OF KENDALL COUNTY BAR ASSOCIATION

Section 1. NAME

The name of this Association shall be "Kendall County Bar Association", a not-for-profit corporation.

Section 2. PURPOSE

The purpose of this Association is:

- To promote justice and uphold the Constitution of the United States and the State of Illinois;
- To foster the highest ethics, integrity and honor of the legal profession;
- To provide education and professional support to the members of this Association;
- To improve the quality of the judicial system and the administration of justice;
- To promote the delivery of legal services to all members of the community;
- To promote the legal profession through community service and education; and,
- To promote the spirit of goodwill, collegiality and civility within the legal community.

Section 3. MEMBERSHIP

The Association shall not discriminate on the basis of sex, race, religion, handicap or national origin.

The membership of the Association shall consist of active, life, student, honorary, judiciary, and associate members.

- A. *Active:* Any person (1) licensed to practice law by the Supreme Court of Illinois or by any other American state, (2) currently in good standing, and (3) at the time of his or her application for membership either is practicing law in Illinois or residing in Illinois, upon payment of dues, shall be an active member of this Association.
- B. *Life:* Any member of this Association who has been a practicing attorney or member of the judiciary or both, for a period of forty years shall be awarded a life membership in this Association.
- C. *Student* Any person currently enrolled full time or part-time in any law school.

- D. *Honorary:* Distinguished attorneys may be elected honorary members by a three-fourths (3/4) vote of the members of the Board of Directors and by approval of the members at a regular meeting.
- E. *Judiciary.* Upon application, any Judge of the 23rd Judicial Circuit; any Justice of the 2nd District Appellate Court; and any Illinois Supreme Court Justice shall be a Judiciary member; annual dues for the judiciary are optional.
- F. *Associate:* Any non-lawyer employed as a legal assistant, law office, administrator, paralegal, court administrator, law librarian or court reporter, who has been sponsored and recommended for associate membership by an active member of the Kendall County Bar Association.

All members in good standing shall be entitled to all rights and privileges of membership, including the right to vote at meetings, except that students, honorary, and associate members shall have a voice but not a vote at meetings, shall not be entitled to vote in election of officers, and shall not be entitled to hold office in the association. No member shall be entitled to vote unless his/her required annual dues have been paid in full.

Section 4. GENERAL MEMBERSHIP MEETINGS

There shall be at least one general membership meeting held each fiscal year.

- A. *Time:* As nearly as may be practicable, regular meetings shall be held at least four times per year. Special meetings may be held at such time as the President or a majority of the Executive Committee may direct, or upon the filing of a petition with the secretary signed by not less than fifty (50%) percent of the voting members requesting a special meeting for a particular purpose.
- B. *Place:* Meetings shall be held at such place as the President may direct, but all regular meetings shall be held in Kendall County or via zoom or a similar remote platform
- C. *Notice:* Notice stating the time and place of meeting shall be given by, e-mail, posted to the Association website, and / or the Association's social media platforms
- D. *Quorum:* a majority of the voting members, present, whose annual dues are paid in full shall constitute a quorum for the transaction of business at any meeting.

Conduct of Meetings: Unless otherwise specified by the Board of Directors, the current volume of Robert's Rules of Order shall govern the conduct of all meetings.

Section 5.

A: OFFICERS AND DIRECTORS

OFFICERS:

- I. The officers shall be a President, Vice President, Secretary, and Treasurer. The President, Vice President and Secretary shall be elected by the voting members, if there should become a vacancy. The Secretary shall, at the conclusion of his/her term, automatically succeed to the office

of Vice President. The Vice President shall be the President Elect, and shall automatically succeed to the office of President at the end of his/her term. The Treasurer shall be elected annually by the Board of Directors and shall serve at its pleasure.

2. In the event of a vacating President, prior to the term conclusion, the Vice President/President Elect shall ascend to the position of President and shall serve the balance of the term of the vacating President. Thirty (30) days after his or her ascension, , shall advise the Board of Directors in writing of his or her decision either to serve or not to serve his or her own full one year term.
3. In the event of a vacancy in any office the position shall be filled by the Board of Directors by selecting one of the most immediate past presidents. If none of the most immediate past presidents accept the vacant position, there shall be an election to fill the position.

B. Board of Directors

1. There shall be at least eight (8) Directors on the Board of Directors. The President, the Vice President, Immediate Past President, and Secretary shall automatically be Directors by reason of their office. Four (4) additional Directors shall be elected by the voting members annually, or as needed, to serve one year terms.
2. Each Director should be appointed as a liaison of at least one permanent committee. The Board of Directors shall be the governing body of the Association and set the policies to implement the decisions of the Board.
3. Any vacancy in the office of Director shall be filled by the Board of Directors selecting a member who ran for the office of Officer or Director in one or more of the three most recent elections to fill the unexpired term. If there are none available, there shall be an election to fill the position.
4. The term of President, Vice President, Secretary, Treasurer and Immediate Past President shall commence on January 1 and end on the succeeding December 31st, or upon the election of a new slate of officers at the Annual Meeting. . The term of office of a Director shall end on December 31st of the last year of his or her term, or upon the election of a new director at the Annual Meeting.
5. Meetings: The Directors shall meet no less than once per year. A majority of the Board of Directors shall constitute a quorum.

C. Removal of Officers and Directors:

Any Officer or Director may be removed as follows:

1. Upon the effective date of his or her suspension, surrender or revocation of his or her license to practice law.

2. Upon the vote of two-thirds of the Board of Directors at a regular or special meeting, upon notice given and two-thirds of the members voting.

Excessive absenteeism, (missing three or more meetings without good cause per office year), may be a basis for removal of a board member who is not an officer by two-thirds majority of the Board of Directors.

D. Election Endorsement:

In elections for Officers and/or Directors of the Association, no published endorsement shall be made by any member of the Association using his or her office or position as a descriptive adjective. This section applies to any officer serving as Immediate Past President of the Association.

The Association shall not endorse any person for any elected or appointed public position. The Association may, however, evaluate the qualifications of applicants or candidates for the position of State's Attorney, Public Defender and all judicial positions.

No member of the Association shall publicly endorse any candidate for an elected or appointed public office using his or her office or position as a descriptive adjective. This section applies to any officer serving as Immediate Past President of the Association.

Section 6. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice President, Immediate Past President, Secretary and Treasurer.

Section 7. ELECTION OF OFFICERS AND DIRECTORS

- A. Officers shall be elected by a majority vote of the members no later than December of each year.
- B. *Uncontested Election:* If the number of candidates nominated for a particular position does not exceed the number to be elected to that position, the candidate or candidates are deemed elected.
- C. *Vacancies:* If no candidate is nominated for a position to be filled or if there is no candidate by reason of death, declination, or other cause, the Board shall fill the vacancy within 45 days after due notice to the general membership and upon consideration of all applicants.

Section 8. PRESIDENT

The President shall preside at all meetings and shall act as Chair of Executive Committee and the Board of Directors. In the absence of the President, the Vice President attending shall preside.

Section 9. VICE PRESIDENT

- A. Subject to the direction of the President and the Board of Directors, the Vice President shall have general supervision of various committees.

Section 10. SECRETARY

The Secretary shall be custodian of the corporate records of the Association. He or she shall also file the annual corporate report of the Association with the Secretary of State.

Section 11. TREASURER

The Treasurer shall keep a complete record of all funds received and disbursed by him or her and file all tax returns required by law. At least quarterly, he or she

shall submit a written report of the financial condition to the Executive Committee.

The Treasurer shall be appointed by the President, subject to the approval of the Board of Directors, and shall serve at the direction of the President and Secretary.

Section 12. EXECUTIVE DIRECTOR

An Executive Director may be appointed by the Board of Directors and shall be named registered agent of the Association. The Executive Director shall keep a record of the proceedings of the Board of Directors, Executive Committee and general membership meetings. Further, the Executive Director shall be responsible for the general day-to-day operations of the Association.

Section 13. GENERAL COUNSEL AND ASSOCIATE COUNSEL

A General Counsel and one or more Associate Counsel may be appointed by the President, subject to the approval of the Board of Directors and shall serve at the direction of the President. The General Counsel shall provide legal advice and shall represent the Association in such matters as shall be assigned.

Section 14. EXECUTIVE COMMITTEE RESPONSIBILITY

The Executive Committee shall have general supervision and control of the affairs of the Association and is charged with the responsibility of carrying out the policies of the Board of Directors of the Association.

Section 15. COMMITTEES

The President, with the advice of the Board of Directors, may appoint the following Committees: (A) Alternative Dispute Resolution; (B) Appellate Law and Practice; (C) Bankruptcy Law and Practice; (D) Business Law and Practice; (E) Childrens' Advocacy; (F) Civil Law and Practice; (G) Court Facilities and Library; (H) Criminal Law and Practice; (I) Entertainment; (J) Estate Planning and Probate; (K) Family Law and Practice; (L) Judges' Night; (M) Labor and Employment Law; (N) Law Day; (O) Law Practice Management; (P) Legal Aid; (Q) Local Government; (R) Media; (S) Membership; (T) New Lawyers; (U) Past Presidents; (V) Professional Responsibility; (W) Real Estate Law and Practice; (X) Tax Law and Practice; (Y) Planning and Events; and (Z) Continuing Legal Education.

Members of the Board of Directors may be assigned as liaisons to each Committee by the President with the advice of the Board of Directors. Committee chairs shall conduct the affairs of their respective Committees, shall report to the Board of Directors on their activities and shall adopt brief written policies and procedures which shall be passed on to their successors. The Presidents shall charge each Committee with his or her duties and responsibilities.

Section 16. FISCAL YEAR:

The fiscal year of the Association shall commence January 1 and end

December 31st

Section 17. DUES:

The Board shall establish dues for various types and classifications of association members. Unless otherwise provided, all members shall pay annual dues in the amount set forth by the Board of Directors. All dues shall be payable by December 31st of each year, and shall constitute payment of dues for the next fiscal year (January through December).

Section 18. CHECK AUTHORITY:

The President, President Elect, Treasurer, Secretary, and the Executive Director may be authorized to sign checks or have access to an Association debit card. The Board of Directors shall grant such authority as the Board see fit.

Section 19. AMENDMENTS:

These Bylaws may be amended or repealed at any regular meeting, after all current dues paying members have received at least fifteen days written notice of suggested amendments, repeal or revisions by a two-thirds vote of the members constituting a quorum at said meeting.

Section 20 INDEMNIFICATION:

The Association shall indemnify its officers, directors, employees, or such other person who is serving or has served at the request of the Association, and may indemnify any former officers, directors, or employees, or other person who has acted on its behalf, to the fullest extent from time to time permitted by the laws of the State of Illinois in the event any such person shall be made, or threatened to be made, a party to any action, suit or proceeding, whether criminal, civil, administrative or investigative. Notwithstanding the foregoing, the Board shall approve all of the terms and conditions of any individual indemnification.

Section 21. CONSTRUCTION:

The Board of Directors shall decide all questions concerning the construction or interpretation of the Bylaws

Section 22. EFFECT:

These Bylaws shall take effect on the date of their adoption by the Association and shall supersede all preceding Bylaws of the Association.

Revised at the regular meeting of the Association of this 8th day of Dec, 2022.

By: Sharon R. Muege
President
Attest: [Signature]
Secretary