

**Assembly**

**June 16, 2012**

**Agenda Item 2B  
Rules of Procedure**

**Assembly Rules of Procedure  
As amended December 14, 1996  
As further amended on December 8, 2007**

**RULE 1  
Meetings of the Assembly**

**Rule 1.1.** Unless otherwise ordered by the Assembly, the times and places selected for sessions of the Assembly during or in connection with the Annual and Midyear meetings of the Association, shall be determined and announced by the Board of Governors. Notification thereof shall be sent by the Secretary of the Assembly not later than 30 days before the time fixed for the first session, to each member of the Assembly.

**Rule 1.2.** Notification of the time and place of a meeting of the Assembly, other than those convened during or in connection with the Annual and Midyear meetings of the Association, duly called pursuant to Section 4.2 of the Bylaws, shall be sent by the Secretary of the Assembly not less than 14 days before the time fixed for the first session, to each member of the Assembly. When such a meeting is called the purposes of the meeting shall be set forth at the call of the meeting and the business transacted at such meeting shall be limited by such notice, provided that any Assembly member within five days of the mailing of said notice may require additional items of business to be placed on the agenda, by so advising the executive director of the Association by telephone (with confirmation in writing to follow forthwith), whereupon the Secretary will not later than six days before said meeting furnish each Assembly member in writing with the additional agenda items and name of the member proposing same.

**Rule 1.3.** Notice of any meeting of the Assembly shall be deemed to be sufficiently given if written notice of the time and place thereof is mailed, postage prepaid, by the Secretary of the Assembly, to all members of the Assembly at their last known address.

**Rule 1.4.** The Secretary of the Assembly shall include with the notice of any meeting an agenda of the business of the meeting. If such agenda is not available when the notice of the meeting is sent, the Secretary shall send it to the members of the Assembly not less than 14 days prior to the meeting.

**Rule 1.5.** At all meetings of the Assembly, members of the Assembly shall be seated by circuit. Other members of the Association who are not members of the Assembly shall be seated separately from the members of the Assembly.

**Rule 1.6.** Members of the Assembly desiring to have a particular matter placed on the agenda of a regular meeting shall notify the executive director of the Illinois State Bar Association in writing thereof not less than 21 days before said regular meeting. Any committee or section has the right to have placed on the next Assembly agenda any item considered by the Board of Governors, by notifying the executive director in the same manner.

**Rule 1.7.** At any meeting of the Assembly, additional agenda items may be added upon request of 2/3 of the members present, provided a quorum is present.

**Rule 1.8.** A quorum of the Assembly shall be as set forth in the Bylaws. Upon the initial roll call of an Assembly session, if a quorum is absent, no adjournment motion will be in order for two hours following the scheduled time of the session.

## **RULE 2 Roster of Members**

**Rule 2.1.** The executive director of the Association shall maintain a roster of the membership of the Assembly determined in accordance with the provisions of Sections 4.3, 4.4, 4.5, 4.8 and 4.9 of the Bylaws and shall certify such roster to the presiding officer of the Assembly at the opening of each session. Such roster shall be open for examination by any member of the Assembly.

**Rule 2.2.** A census of the Association's members shall be taken under the direction of the executive director during each even-numbered year and prior to the Annual Meeting effective December 31 of the preceding odd-numbered year and any change in apportionment of delegates from judicial districts other than the 1st Judicial District as provided under Section 4.4 of the Bylaws shall be reflected in the next following election for the seats to be filled at the beginning of the Association year commencing at the Annual Meeting in even-numbered years.

## **RULE 3 Order of Business**

The presiding officer shall consult with the Committee on Agenda and Program and determine the order of business and the written agenda, which shall be made available to each member of the Assembly prior to the meeting.

## **RULE 4 Debate**

**Rule 4.1.** When members of the Assembly desire to speak, they shall rise and address the presiding officer. Upon being recognized, such members shall state their name and capacity. In sessions of the Assembly a member may speak but once on a subject unless by unanimous leave of the Assembly, provided that the member who proposed the pending proposition shall have the right to close debate. The previous question shall be ordered only by the affirmative vote of 2/3 of the members present. In committee of the whole, a member may speak more than once on a given subject but not more than five minutes at a time and the previous question shall not be in order.

**Rule 4.2.** No person shall speak more than 10 minutes at a time except in presenting a committee or section report or with the unanimous consent of the Assembly members present.

**Rule 4.3.** If any matter is or may come before the Assembly, as to which nonmembers of the Assembly desire to submit their views or recommendations to the Assembly, the Assembly may by vote refer such matters to its Committee on Hearings, which shall give a hearing to such nonmembers and report thereon to the Assembly.

**Rule 4.4.** No nonmember of the Assembly shall be heard by the Assembly except,  
(a) those representing committees or sections whose reports are on the Assembly agenda,  
(b) those invited by the presiding officer,

- (c) those recommended by the Committee on Hearings, and
- (d) those invited by a majority of the Assembly present.

**Rule 4.5.** Wherever practicable, any member intending to present a motion or resolution shall cause it to be distributed in writing to all members of the Assembly prior to or at the meeting. Any pending resolution or motion may be referred by the Assembly to the Committee on Resolutions. The Assembly or the presiding officer may require that copies of any resolution shall be made available to members of the Assembly before a vote is taken thereon.

**Rule 4.6.** Wherever practicable, copies of each Majority report and, if any, Minority report by a committee or section of the Association or of the Assembly shall be made available to each member of the Assembly before the presentation of such report or before the subject of the report is called for debate.

**Rule 4.7.** When a question is under debate, no motion shall be received except:

1. To amend the calendar and agenda.
2. To fix the time to which to adjourn.
3. To adjourn.
4. To take a recess.
5. To reconsider.
6. To lay on the table.
7. To move the previous question.
8. To suspend any debate.
9. To postpone to a day certain.
10. To commit.
11. To amend.
12. To postpone indefinitely.

The motions listed in this rule shall take precedence in the order in which they stand arranged and all shall be decided by a majority of those present, except the previous question which requires 2/3 of those present. Upon the passage of a motion to limit debate any member not having been heard at the expiration of the limitation shall have five minutes to speak notwithstanding such limit.

A motion to table (or to postpone indefinitely) shall not be in order with regard to a matter arising on the agenda until the person originally presenting such matter shall have concluded his or her initial presentation or debate.

Motions to reconsider must be made in open meeting on the same session day as the principal action was taken, and must be put to a vote by the presiding officer prior to adjournment of any regular or special meeting.

**Rule 4.8.** The executive director shall, in connection with each meeting of the Assembly or its committees, make available sufficient staff, supplies and equipment to carry out the orderly business of the Assembly.

## **RULE 5**

### **Voting**

Voting will normally be by voice vote. At the discretion of the presiding officer, voting may also be by division of the house or roll call. Any member may request and obtain a division immediately after the result of a voice vote is announced and before it is recorded. A roll call may be requested by 10 percent of the total Assembly membership in office before a vote is taken. A written ballot shall be taken upon the request of 2/3 of the members present.

## **RULE 6**

### **Committees of the Assembly**

**Rule 6.1.** The Assembly shall have the following committees:

(a) The Committee on Credentials and Admissions shall have jurisdiction to consider and report on all questions which arise as to the roster of members of the Assembly, and their qualifications, selection and credentials.

(b) The Committee on Rules and Bylaws shall have jurisdiction to consider and report to the Assembly as to proposals to amend the Bylaws of the Association or the Rules of the Assembly, which may have been referred to it by the Assembly, or by its presiding officer when the Assembly is not in session.

(c) The Committee on Hearings shall have the duty upon reference by the Assembly of holding hearings upon any matter upon which nonmembers of the Assembly ask an opportunity to present their views. (Reports of Association committees or sections placed on the agenda by the presiding officer, Board of Governors or Assembly are excluded from this provision.) If the Assembly is in session when the nonmember requests are to be heard, the committee, wherever practicable, shall meet at a time and place designated during an open session of the Assembly and shall report during that session of the Assembly. The committee shall promptly designate the time and place for all other meetings (which may be at any time during the year) at which the committee will hold a requested hearing and shall give notice 14 days in advance thereof to the person or persons requesting that hearing. The committee or those requesting the hearing may invite a reasonable number of persons to attend any hearing conducted by the committee. The committee shall promptly file its report and recommendations on any hearing with the presiding officer of the Assembly. If the Assembly is in session when such report is made, the report shall be distributed to members and calendared for prompt consideration by the Assembly. If the Assembly is not in session when the committee's report is filed, the presiding officer of the Assembly shall cause copies of such report to be distributed to the members of the Assembly for consideration at its next meeting.

(d) The Committee on Resolutions and Drafting shall have a duty of considering and reporting to the Assembly concerning any resolutions, reports, recommendations or other matters referred to it by the Assembly as promptly as is practicable consistent with the Assembly's instructions, and shall review each substantive action of the Assembly and draft or correct language and phraseology to the end that the substantive intent of the Assembly is properly expressed and recorded.

(e) The Committee on Finance shall periodically review all financial matters of the Association and make such recommendations to the Assembly as may be appropriate. The committee shall have full access to all books and records of the Association.

(f) The Committee on Agenda and Program shall consult with the presiding officer and Association staff as to the preparation of the agenda and order of business for the meetings and with the various agencies, committees and sections of the Association as to future actions and functions of the Association. The responsibility for establishing a meaningful agenda for the Assembly is delegated to the Agenda and Program Committee which shall designate one or more policy issues of interest to the Association and facilitate the necessary educational background information to support debate on the issue. The Committee is further charged with determining meaningful procedures to stimulate participation and involvement by the members of the Assembly and the Association in designating topics and issues of concern to be placed on the agenda.

(1) The Committee shall consist of five Assembly delegates, none of whom may be officers or members of the Board of Governors.

(2) Committee members shall be elected by secret ballot at the annual meeting of the Assembly for two-year terms. (Notwithstanding the foregoing, the first elected Committee members shall draw lots for their terms such that three members shall serve two-year terms and two members shall serve one-year terms.)

(3) Committee members are ineligible to serve consecutive terms.

(4) No more than two members may be from Cook County and no more than one member may be from any Board of Governors area.

(5) Candidates for election to the Committee on Agenda and Program may file a written statement of candidacy not less than 21 days before the Annual Assembly meeting. Advance notice of these requirements shall be provided to Assembly delegates.

(6) Nominations may be made from the floor of the Assembly.

(7) The Committee will elect its chair from among its members. In addition to the traditional responsibilities of a chair, the chair of the Committee on Agenda and Program shall monitor the agenda of the Board of Governors for items that may be of interest to the Assembly and shall be reimbursed for expenses when attending meetings of the Board of Governors.

**Rule 6.2.** The Assembly may from time to time create such other standing or special committees as it may deem desirable for the furtherance of its business.

**Rule 6.3.** Unless otherwise directed by the Assembly as to a particular committee, the presiding officer of the Assembly shall appoint the members of the standing committees and special committees and fill all vacancies. The presiding officer shall appoint at least five members of the Assembly to each standing committee and shall make appointments that are in general geographically representative of the entire state. The presiding officer shall be an ex-officio member of all committees of the Assembly.

**Rule 6.4.** Unless otherwise directed by the Assembly, all committee members shall serve at the pleasure of the presiding officer.

**Rule 6.5.** For the purpose of furthering the consideration of a subject at any meeting of the Assembly, the presiding officer may, in his or her discretion and in advance of such meeting, appoint a special committee to consider such subject and report to the Assembly concerning it. Unless otherwise ordered by the Assembly, any committee so appointed shall not continue beyond the adjournment of that meeting of the Assembly.

## **RULE 7**

### **Persons in Attendance of Sessions of the Assembly**

**Rule 7.1.** Sessions of the Assembly shall be open to the public.

**Rule 7.2.** The Assembly may at any time rise and resolve itself into a committee of the whole.

**Rule 7.3.** The Assembly may while sitting as a committee of the whole do so in executive session, during which time all nonmembers (except ISBA members and staff) shall be excluded from the meeting room.

**Rule 7.4.** Nonmembers of the Assembly (except Association staff) shall not at any time enter that portion of the house reserved for members of the Assembly.

## **RULE 8**

### **Parliamentary Authority**

The chair of the Rules and Bylaws Committee, or such person as the presiding officer may appoint, shall serve as parliamentarian at all meetings of the Assembly. Such person need not be a member of the Assembly but may have full access to the presiding officer. In instances not covered by these rules, the latest edition of Robert's Rules of Order shall apply to proceedings of the Assembly.

## **RULE 9**

### **Amendment and Suspension of Rules**

By a two-thirds vote of the members present at a session of the Assembly, any rule may be suspended. Proposals to amend the rules shall be referred by the Assembly, or when the Assembly is not in session by the presiding officer, to the Committee on Rules and Bylaws for prompt consideration and report.

**Association Bylaws**  
**As amended by the ISBA Assembly on June 18, 2011**

**SECTION 1**  
**Membership**

Sec. 1.1. Classification of Members. Members of the Association are classified as follows:

(a) Active members, consisting of members of the legal profession licensed to practice or under an Order of Suspension in effect not in excess of 12 months, who either reside or practice in the State of Illinois.

(b) Nonresident members, consisting of members of the legal profession in good standing in any state who neither reside nor practice in the State of Illinois.

(c) Privileged members, consisting of members who have paid dues to the Association continuously for 25 years and who have reached the age of 75 years.

(d) Retired members, consisting of former active members of at least five consecutive years who are designated as being in retired status by the Attorney Registration and Disciplinary Commission. A judge of any court, a member of a law school faculty or a person otherwise gainfully employed is not eligible for retired membership while so employed.

(e) Inactive members, consisting of former active members of at least two consecutive years, who are designated as being in inactive status by the Attorney Registration and Disciplinary Commission.

(f) Honorary members, consisting of the judges of the Supreme Court of Illinois, the judges of the United States Court of Appeals for the Seventh Circuit, former judges of those courts not in practice, present and former justices of the Supreme Court of the United States resident or assigned in this state, and the former presidents of the Association, and also of such distinguished persons as may, by vote of the Board of Governors or the Assembly, be elected to honorary membership.

(g) Law student members, consisting of regularly enrolled students in a law school, graduation from which under Supreme Court rule would qualify them for admission to the Bar of Illinois, may be admitted to law student membership upon certification of their dean.

(h) Life members, consisting of members who attained that status before November 10, 1984 and any member of the Association who thereafter makes a lump sum payment equal to 20 times the highest regular dues rate then in effect shall receive such free section enrollments as the Board shall from time to time set as a matter of Association policy.

(i) Nonlawyer members, consisting of such persons as hereinafter described who have been sponsored and recommended for membership by an ISBA member lawyer in good standing:

1. Law office administrators, consisting of nonlawyers who are qualified through education, training, or work experience, and are employed by a law firm, government agency, or other entity to supervise nonlegal administration, finance, or accounts pertaining to the practice of law.



2. Legal assistants, consisting of nonlawyers who are qualified through education, training, or work experience, are employed or retained by a lawyer, law office, governmental agency, or other entity in a capacity or function which involves the performance, under the direction and supervision of a lawyer of specifically-delegated substantive legal work, which work, for the most part, requires a sufficient knowledge of legal concept such that, absent that legal assistant, the lawyer would perform the task.

Sec. 1.2. Admission of Active Members Admitted to the Bar More Than One Year.

(a) Applications for membership in the Association shall be filed with the executive director. Applicants or members shall provide a signature upon request.

(b) Applicant shall provide such evidence as may be requested to show that applicant is in good standing with all states in which the applicant is licensed to practice law. Membership shall be deemed granted when the applicant has been approved for membership by the executive director.

Sec. 1.3. Admission of Active Members Admitted to the Bar of Illinois Less Than One Year. Persons admitted to the Bar of Illinois for less than one year shall automatically be granted a complementary membership for a period of time, which is determined by the Assembly as Association policy.

Sec. 1.4. Admission of Law Student Members. Regularly enrolled students in a law school, graduation from which under Supreme Court rule would qualify them for admission to the Bar of Illinois, may be admitted to law student membership upon certification of their dean.

Sec. 1.5. Admission of Nonresident Members. Applications for this membership category are the same as for admission of active members. An active member in good standing who no longer resides nor practices in the State of Illinois, shall, upon request, be transferred to nonresident membership.

Sec. 1.6. Admission of Nonlawyer Members. Upon recommendation and sponsorship by a lawyer member in good standing, a nonlawyer as defined in Section 1.1 may be admitted as a nonlawyer member so long as the applicant remains employed, retained, or supervised by an ISBA lawyer member.

Sec. 1.7. Rights of Members. Subject to the other provisions of these Bylaws, all members have equal rights and privileges except:

(a) for the years 2005-2010 law student members may only vote for their law school's student representative to the Assembly and may only hold office as a representative from their law school to the Assembly. Law student members may not vote in any other election nor may they hold any other elective office; and

(b) nonlawyer members may not vote or hold elected office.

While a member is suspended from the practice of law, the member may not vote or hold elected office during said suspension.

Sec. 1.8. Resignation. A member may resign upon written notification to the Association.

Sec. 1.9. Disbarment or Suspension from the Practice of Law. If a member is disbarred or suspended from the practice of law for a period in excess of 12 months, he or she ceases to be a member. A member who is suspended from the practice of law may remain a member during the first 12 months of such suspension.

Sec. 1.10. Member Relations with the Association. Any member may be censured or expelled from the Association by the Board of Governors for good cause. The Board of Governors shall refer charges to a committee of the Board or a committee of the Association for investigation, hearing and report, and may act upon the report of the committee whose recommendation shall be based upon the preponderance of the evidence as required in civil cases. The Board, by a two-thirds majority of members present, may censure or expel the member without further evidence or report. Members charged as herein provided shall be given at least 14 days notice, by mail directed to them at their address appearing on the records of the Association, of the nature of the charges against them and of the time and place at which they may be heard thereon.

Sec. 1.11. Voting Address. For purposes of voting and candidacy for ISBA elected office, a member's voting address shall be their primary legal office as designated by the member. If a member's primary legal office is not within the State of Illinois, such member may designate their Illinois residence as their voting address; if no Illinois voting address is designated, the member shall be considered a nonresident member.

Sec. 1.12. Notice to Members. Official notice to members required pursuant to these Bylaws may be accomplished through publication in the Illinois Bar Journal, The ISBA Bar News, or by mail directed to the member's address appearing on the records of the Association.

## **SECTION 2**

### **Dues and Funds**

Sec. 2.1. Amount of Dues. Privileged, life and honorary members are exempt from the payment of dues. The dues of other members shall be fixed by the Assembly.

Sec. 2.2. Payment of Dues. Dues shall be payable in advance upon billing, semiannually or annually. Members who fail to pay their dues within two months after the beginning of their membership period (July 1 or January 1) are dropped from membership. Dropped members may not hold office in the Association, serve as a member of any section or committee, receive reimbursement of expenses, receive member benefits, participate in members-only Association functions, or have any other privileges of membership. Dropped members who pay their dues within two months of their drop date may be reinstated as active members without reapplying for membership. No member shall be dropped due to nonpayment of dues without reasonable and sufficient written notice.

Sec. 2.3. Fiscal Year. The fiscal year of the Association commences July 1 and ends on the succeeding June 30.

Sec. 2.4. Deposit and Withdrawal of Funds. All money of the Association shall be deposited in the name of the Illinois State Bar Association in such accounts and in such banks as the Board of Governors designates and may be withdrawn in accordance with procedures established by the Board.

### **SECTION 3**

#### **Officers and Their Duties**

Sec. 3.1. President. The President is the principal executive officer of the Association. Subject to the direction of the Assembly, the President shall supervise and direct the activities of the Association and, unless he or she temporarily delegates that authority to another member of the Board, presides at all meetings of the Association, the Assembly and the Board of Governors.

Sec. 3.2. Absence or Disability of President. In the absence or disability of the President, his or her duties shall be discharged by such of the First Vice-President, and Second Vice-President or the Third Vice-President, in that order, as shall be able to serve.

Sec. 3.3. Vice-Presidents. The Third Vice-President shall be elected at-large annually by the voting members. The First Vice-President, who shall also hold the title of President-Elect, shall at the conclusion of his or her term automatically succeed to the office of President. The Second Vice-President shall at the conclusion of his or her term automatically succeed to the office of First Vice-President, and the Third Vice-President shall at the conclusion of his or her term automatically succeed to the office of Second Vice-President except when they have been elected to fill a term by the Board.

Sec. 3.4. Treasurer. The Treasurer is ex officio, a member of the committee charged with the preparation of the annual budget and has general supervision of the financial operations of the Association. A Treasurer shall be elected by the Board of Governors from among the 20 governors described in Section 5.2.

It is the policy of the Association that the office of Treasurer be rotated in alternate years between those residing in the 1st Judicial District and those residing in the 2nd, 3rd, 4th, or 5th Judicial Districts. The Treasurer shall be elected from the same division of the state as the President.

Sec. 3.5. Secretary. The Secretary shall supervise the preparation of the minutes of the meetings of the Board of Governors, the Assembly, and the Association and shall supervise the keeping of all records and archives of the Association. A Secretary shall be elected by the Board of Governors from among the 20 governors described in Section 5.2.

It is the policy of the Association that the office of Secretary be rotated in alternate years between those residing in the 1st Judicial District and those residing in the 2nd, 3rd, 4th, or 5th Judicial Districts. The Secretary shall be elected from the same division of the state as the First Vice-President.

Sec. 3.6. Term. The President is ineligible for reelection for the term succeeding his or her term of office. The Secretary and Treasurer shall be elected for one-year terms.

Sec. 3.7. Association Policy. No statement or action of any officer, delegate or member or groups thereof shall establish a policy of the Association unless it has first been approved by the Assembly or Board of Governors.

Sec. 3.8. Approval of Section and Committee Statements. No section, section council, or committee or member thereof, shall assume to represent the Illinois State Bar Association before any legislative body, in any court, or before any other tribunal unless authorized to do so by the Board of Governors or the Assembly.

No report or recommendation or any action of any section or council thereof, or of any committee of the Illinois State Bar Association, shall be considered as the action of the Illinois State Bar Association unless and until it has been approved by the Board of Governors or the Assembly in accordance with the Bylaws of the Association.

Reports, recommendations, or other actions of any section, section council or committee of the Illinois State Bar Association may be released, announced, or published as the action of such section, section council, or committee, only when it is determined by the President of the Illinois State Bar Association that the report, recommendation, or action:

- (1) Is germane to the business of the section, section council, or committee;
- (2) Has been approved by a majority of the full membership of the section, section council, or committee after notice to the members thereof;
- (3) Reveals that notice was given and the vote on the matter;
- (4) Is not contrary to any prior action of or overruled by the Assembly or the Board of Governors, and
- (5) Indicates, in a form approved by the President, that it is the action of the section, section council, or committee only, and does not represent the view or action of the Illinois State Bar Association unless and until the Board of Governors shall have taken an approving action with respect thereto in accordance with the Bylaws of the Association.

Sec. 3.9. Executive Director. The Board of Governors shall employ an executive director, who shall receive such compensation as the Board may fix, to perform such duties for the Association as are customarily performed by a person holding such position, and further, to perform such other specific duties as the Board of Governors may from time to time specify. The executive director shall be the chief operating officer and manage and direct the administrative and staff activities of the Association, all in accordance with a structure, budget and policy established by the Board, and shall serve during the pleasure of the Board.

## **SECTION 4**

### **The Assembly**

Sec. 4.1. Powers. The legislative and governing body of this Association shall be the Assembly. The Assembly shall be the supreme authoritative body of this Association and shall determine the policies that shall govern this Association in all of its activities. Among other things, it shall have authority to amend the Charter and Bylaws, recommend action on state and federal legislation, and levy dues and assessments on members of the Association.

Sec. 4.2. Meetings. The Assembly shall meet at least twice each year. One meeting shall be held at the time of the Annual Meeting of the Association. Other meetings shall be determined by the Assembly but shall normally be held in conjunction with other meetings of the Association. The President or the Board of Governors may call a special meeting of the Assembly. Twenty-five delegates of the Assembly may also call a special meeting upon a written petition to the executive director that sets forth the purpose of the meeting and such meeting shall be held within 30 calendar days unless a later date is specified in the written petition.

Sec. 4.3. Delegates in General. The number of delegates other than voting members of the Board of Governors shall be 176, 88 of whom shall be from the 1st Judicial District and 88 of whom shall be from the other judicial districts.

Sec. 4.4. Term and Election of Delegates.

(a) From each judicial circuit in judicial districts other than the 1st Judicial District there shall be a number of delegates that bears the same ratio to 88 as the number of voting members in good standing of the Association from such circuit bears to the total number of voting members of the Association from districts other than the 1st Judicial District. If the number of delegates from a circuit so determined is other than a whole number, the fractional part of the number shall be disregarded unless it amounts to one-half or more, in which case the number (determined without regard to the fraction) shall be increased by one; provided, however, that (1) if the total number of delegates from all such circuits so determined is more than 88, then those circuits determined to have the number (other than a whole number) with the smallest such fractional parts that amount to one-half or more shall each have one less delegate than they would have determined without regard to this proviso, until the total number of delegates is reduced to 88, and in the event two or more of such circuits have an equal number of voting members in good standing of the Association, those who shall lose a delegate shall be determined by lot, and (2) if the total number of delegates from all such circuits so determined (without regard to this proviso) is less than 88, then those circuits determined to have the number (other than a whole number) with the largest such fractional parts that amount to less than one-half shall each have one more delegate than they would have determined without regard to this proviso, until the total number of delegates is increased to 88, and in the event two or more of such circuits have an equal number of voting members in good standing of the Association, those who shall gain a delegate shall be determined by lot. Delegates from such circuits shall be elected for a term of three years and no delegate shall be eligible to be elected for more than two consecutive full terms.

(b) Delegates from the 1st Judicial District shall be elected for staggered terms of three years. No delegate from the 1st Judicial District shall be eligible to be elected for more than two consecutive three-year terms.

Sec. 4.5. Board of Governors. In addition to the delegates elected as provided above, the voting members of the Board of Governors shall also be voting members and delegates of the Assembly.

Sec. 4.6. Quorum. One-third of the members of the Assembly in office shall constitute a quorum for the transaction of business at any meeting.

Sec. 4.7. Vacancies. A seat in the Assembly shall be declared vacant if a member is absent from three successive meetings even if such absences span more than a single term or if the member moves his or her residence as defined in Section 1.11 from the circuit or district from which the member was elected. Any member whose Assembly seat has been declared vacant due to absence from three successive meetings shall be ineligible to serve in the Assembly for the remainder of the term affected by the declaration of such vacancy and for the term next following the declaration of such vacancy.

Sec. 4.8. Officers. The President and Secretary of the Association shall also preside as the President and Secretary of the Assembly. In the absence of the President, the First, Second or Third Vice-President, in that order, shall preside. In the absence of the Secretary, the presiding officer shall appoint a Secretary of the Assembly, pro tem.

Sec. 4.9. Judicial Districts and Circuits. The judicial districts and circuits referred to in these Bylaws are those designated from time to time by the Constitution and statutes of the State of Illinois.

Sec. 4.10. Rules. The Assembly shall adopt its own rules of order and its own rules concerning due notice for meetings, appointments and other matters. In instances not covered by these Bylaws or Rules adopted by the Assembly, the latest edition of Robert's Rules of Order shall apply to proceedings of the Assembly.

## **SECTION 5**

### **Board of Governors**

Sec. 5.1. Powers. The Board of Governors shall be the administrative and managing body of this Association and is vested with full power to conduct all business of the Association subject to the laws of the State of Illinois, the Articles of Incorporation, the Bylaws, and the mandates of the Assembly. The Board of Governors, when the Assembly is not in session, shall have and may exercise all of the general and specific powers of the Assembly not inconsistent with any action taken by the Assembly.

Sec. 5.2. Composition. The management of the Association shall be vested in a Board of Governors of 27 members, consisting of the President, the last retiring Past President, three Vice-Presidents, two members of the Association appointed by the First Vice-President as provided below in Section 5.5, and 20 other members of the Association elected as governors.

Sec. 5.3. Terms and Limitations. The terms of governors shall be three years and they shall be elected for staggered terms. A governor shall be ineligible to election to more than two consecutive full terms. Notwithstanding the foregoing, a governor who has been elected to two consecutive full two-year terms may seek election to a third consecutive term, but in no event may a governor serve longer than six consecutive years. When a governor who has been elected for a full three-year term is ineligible to serve the full-term due to the limitation on consecutive service or any other reason, that governor's seat shall be filled by election to a full three-year term at the election immediately preceding the expiration of said governor's last year of service. In no event shall governors be eligible for a term that begins immediately following the expiration of their term that completes six or more consecutive years on the Board of Governors. No person who has served six years as a governor will be eligible to serve as a governor by election or selection until the expiration of three full ISBA fiscal years after the end of the person's last date as a governor. The foregoing shall not apply to a person who has served six years as governor and who is elected third vice-president or otherwise selected to fill an office as vice-president as defined in Sec. 3.3.

Sec. 5.4. Election. Eight governors shall be elected from among and by the voting members residing in the 1st Judicial District. Eight governors — one from each area — shall be elected from among and by the voting members residing in the following areas:

Area I (DuPage), 18th circuit,  
Area II (North East), 17th, 19th, and 22nd circuits,  
Area III (North Central), 12th, 13th, 16th and 21st circuits,  
Area IV (North West), 10th, 14th and 15th circuits,  
Area V (East Central), 5th, 6th and 11th circuits,  
Area VI (West Central), 7th, 8th and 9th circuits,  
Area VII (South East), 1st, 2nd and 4th circuits.  
Area VIII (South West), 3rd and 20th circuits.

Two governors who are under the age of 37 years at the commencement of their terms shall be elected by and from among all voting members residing in the 1st Judicial District (one each year), and two governors who are under the age of 37 years at the commencement of their terms



shall be elected by and from among all voting members residing in the four other judicial districts (one each year).

Election from Areas I, III, V and VII shall be conducted in odd-numbered years and for Areas II, IV, VI and VIII in even-numbered years.

Sec. 5.5. Appointment. Two at-large Governor positions shall be filled by persons who will, in the judgment of the hereinafter described First Vice-President, make the composition of the Board of Governors more representative of the Illinois practicing bar, or who otherwise, in the judgment of such First Vice-President, have the experience and knowledge of the needs of those lawyers whose membership is or may be under-represented in Association governance

No later than the last Board meeting immediately preceding the assumption of the Presidency by the First Vice-President, the First Vice-President shall appoint, with the advice and consent of the Board, one Association member to fill one of the at-large Governor positions. The appointment may be based upon such under-represented status as, but not limited to, age, race, gender, ethnicity, sexual orientation, disability, geography, areas and types of practice, and years of practice. As provided in Section 7.1 of these Bylaws, the term of the at-large Governors shall commence at the opening of the Annual Meeting of the year in which they are appointed and continue until the opening of the Annual meeting of the year in which their term expires or until their successors are appointed.

Association members appointed as at-large Governors under this section shall serve with full rights and privileges as any other Governor. However, at-large Governors shall serve no more than a single two-year term. At-large Governors may not at any time be reappointed as an at-large Governor. Service as an at-large Governor shall not be counted toward the limitation on years of consecutive service by a Governor as set out in Section 5.3 above.

To ensure participation of two at-large Governors on the Board at the beginning of the 2011-2012 fiscal year, as well as to ensure an appointment by each succeeding First Vice-President, the President for the 2011-2012 fiscal year shall make two at-large appointments in accordance with this Section except that one appointment shall only serve one year. Both appointments shall become effective upon approval of these Bylaw amendments.

No later than the 2016-2017 fiscal year, the Board of Governors shall review and reexamine the at-large Governor positions, report its findings, and, if applicable, make recommendations to the Assembly. No at-large Governor positions will be appointed after the First Vice-President's appointment for the 2020-2021 year, unless such appointments are authorized by the Assembly.

Sec. 5.6. Special Meetings. Special meetings of the Board may be called by the President or any three members of the Board, which three members may call a special meeting upon written petition filed with the executive director who shall make arrangements for the meeting within 20 calendar days unless a later date is specified by the members requesting the meeting. Any meeting called pursuant to this section of the Bylaws may be conducted by the use of telephonic communication, subject to the other provisions set forth in Section 5.7.

Sec. 5.7. Notice of Meetings. Meetings of the Board may be held on not less than five or more than 30 days' notice to each member of the Board, either personally or by telephone, mail or

telegram. The notice need not state the purpose of the meeting or the business to be transacted. Notice may be waived in writing before or after the meeting. Attendance of a member of the Board at any meeting is a waiver of notice of the meeting unless the member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any meeting called pursuant to this section of the Bylaws may be conducted by the use of telephonic communication, subject to the provisions set forth in Section 5.8.

Sec. 5.8. Telephonic Meetings. In any meeting called pursuant to Section 5.5 or 5.6 of these Bylaws, the Board of Governors may participate in and act in the same manner as if they were gathered together in a single place, through use of a conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other and provided that a recording is made of the meeting and maintained until such time as the minutes of the meeting have been reduced to writing and officially approved as part of the Association's records at the next regularly scheduled meeting where the members meet in person. Participation in such a meeting shall constitute attendance and presence at the meeting of the persons who are participating.

Sec. 5.9. Executive Action of the Board of Governors. There shall be an Executive Committee of the Board of Governors consisting of the President, the Immediate Past President, the First Vice-President, the Second Vice-President and the Third Vice-President. When the President or a majority of the Executive Committee (exclusive of the President) concludes that an urgent situation exists, determines that a position or action should be considered, and has provided notice to all members of the Executive Committee of the purpose of the meeting, the votes as to such situations of at least three members of the Executive Committee (who shall have met together in person or by telephonic conference) will constitute action on behalf of the Board of Governors. When an Executive Committee meeting is called by a majority of its members exclusive of the President, the action of the Executive Committee shall not take effect if the President shall call, within one business day before or after the Executive Committee meeting, a special meeting of the Board of Governors on the subject considered or to be considered by the Executive Committee. Notwithstanding the provisions of Section 5.5 or 5.6, such special meeting of the Board of Governors shall be held within five business days after the meeting of the Executive Committee. Action under this section of the Bylaws shall immediately be reported to the Board of Governors and reported in the minutes of the next meeting of the Board of Governors.

Sec. 5.10. Advisory Board Members. Past Presidents of the Association shall have the right to attend any meeting of the Board and participate in discussion, but may not vote unless they are members of the Board.

Sec. 5.11. Quorum. A majority of the members of the Board of Governors in office shall constitute a quorum for the transaction of business at any meeting.

Sec. 5.12. Parliamentary Authority. In instances not covered by the Bylaws of the Association, the latest edition of Robert's Rules of Order shall apply to proceedings of the Board of Governors.

**SECTION 6**  
**Election of Delegates, Officers, and Board of Governors**

Sec. 6.1. Elections. Election to ISBA offices by members shall be governed by the “ISBA Policy and Procedures on Association Elections” as adopted by the ISBA Assembly.

Sec. 6.2. Electronic Voting. Election to ISBA offices may be conducted via paper ballot and/or via a secure electronic voting system.

**SECTION 7**  
**Terms, Vacancies and Succession of**  
**Officers, Delegates, and Governors**

Sec. 7.1. Term. The terms of the officers commence at the close of the Annual Meeting of the year in which they are elected and continue until the close of the Annual Meeting of the year in which their terms expire or until their successors are elected and qualified. The terms of Assembly and Board members commence at the opening of the Annual Meeting of the year in which they are elected and continue until the opening of the Annual Meeting of the year in which their terms expire or until their successors are elected and qualified. The President, First Vice-President, Second Vice-President and Third Vice-President and Immediate Past President, who succeed to such respective offices at the close of the Annual Meeting become members of the Board as of the opening of that Annual Meeting.

The Immediate Past President of the Association shall be the last retiring president of the Association who shall have completed his or her term of office, or, in the event a person who is President of this Association should for any reason not complete his or her term of office, then such person may, at the pleasure of the Board, be elected to and fill the office of Immediate Past President, such term to commence at the conclusion of the term of the then Immediate Past President. In the event such person shall not be so elected by the Board, then at the conclusion of the term of the then Immediate Past President, such office shall remain vacant and unfilled for that term.

Sec. 7.2. Succession of President and Vice-Presidents. It is the policy of the Association that the office of President be rotated in alternate years between those residing in the 1st Judicial District and those residing in the 2nd, 3rd, 4th or 5th Judicial Districts, except as may result pursuant to the balance of this section. It is further the policy of the Association that each candidate for any vacancy in the office of any Vice-President be chosen in a manner consistent with this policy.

If a vacancy occurs in the office of President, the First Vice-President shall perform the duties of President as President Pro Tem, without vacating his or her own office, unless and until the Board of Governors selects the Second or Third Vice-President to perform the duties of President as President Pro Tem, without vacating their office, or until the Board of Governors selects (with the consent of the person chosen) the First, Second or Third Vice-President as President to fill the unexpired term of President, in which case the Vice-Presidential office of the one so chosen shall be vacated.

If a vacancy occurs in the office of First Vice-President, the Second Vice-President shall become First Vice-President and the Third Vice-President shall become Second Vice-President. If a vacancy shall occur in the office of Second Vice-President, the Third Vice-President shall become Second Vice-President. If a vacancy occurs in the office of Third Vice-President, it shall remain vacant until the next regular election by the members, at which time there shall be elections for both the Second and Third Vice-Presidential offices. The ballots for such elections shall be distributed in the same manner as heretofore provided by Sec. 6.3(a). Nominees for election to such offices shall be residents of those judicial districts required to accomplish the above declared policy of rotating the residency of the President in alternate years.

Sec. 7.3. Absences from Board Meetings. If a duly elected member of the Board of Governors is absent from three consecutive meetings of the Board, without having first been excused by the President for cause, the member's seat may be declared vacant by majority vote of board members present, voting by secret ballot, at the next regular or special meeting of the board. The vacancy so created shall be filled as provided in Section 7.4.

Sec. 7.4. Other Vacancies. Vacancies in the offices of the Board of Governors and the Assembly shall be filled by the Board. If a vacancy occurs in the office of an at-large Governor, it shall remain vacant until the next regular appointment by the First Vice-President. Vacancies of committee or section chairmanships or membership on committees or section councils shall be filled by the President.

Sec. 7.5. Unexpired Terms of Officers. A person elected or appointed to fill a vacancy as an officer shall serve for the unexpired term. Any person elected by a new Board of Governors at its first regularly scheduled meeting, to fill a vacancy in any office the term of which would have started at the most recent Annual Meeting, shall be deemed to have been elected for the full term.

Sec. 7.6. Leave of Absence. Any officer, Board of Governors or Assembly member may be granted a leave of absence during the term of such member's elected position according to the terms for such leave granted by the Board of Governors in its discretion. The provisions of Bylaw Sections 4.7 and 7.3 shall not apply to such persons during the period of the leave and it shall not constitute a vacancy as that term is used herein. If necessary or advisable, the Board of Governors shall appoint an interim replacement, subject to the succession procedures of Section 7.2.

Sec. 7.7 Board of Governors Vacancies. A person selected by the Board of Governors to fill a vacancy or unfilled seat on the Board of Governors shall serve until the opening of the Annual Meeting next following the meeting at which the person was selected. A person selected by the Board of Governors to fill a vacancy or unfilled seat for all or part of an ISBA year shall be deemed to have served a full-year for purposes of Sec. 5.3.

## **SECTION 8**

### **Sections**

Sec. 8.1. Generally. The members of the Association shall be divided in a manner to be determined by the Assembly into sections (or divisions), whose functions are to promote the activities of the Association assigned to them by the Assembly.

Sec. 8.2. Creation or Discontinuance. The Assembly or the Board of Governors may create a new section or discontinue a section. Discontinuance of a section shall become effective at close of the next Annual Meeting of the Association; creation of a new section shall become effective at the opening of the next Annual Meeting.

Sec. 8.3. Councils. Except as the Assembly may otherwise provide, the President shall appoint a chair, vice-chair, and secretary and as many additional members of the section to serve during the President's term of office as the Assembly determines, to be the council of the section, and the President may also appoint qualified nonlawyers to a section council. In the event the office of President becomes vacant, section officers and members shall serve the balance of the term to which they were appointed. At least one member of the council of each section shall be under the age of 36 years at the commencement of his or her term of office. A majority of the members of the council constitutes a quorum for a council meeting. The council shall be the governing body of a section.

Sec. 8.4. Section Membership Records and Meetings. The executive director shall maintain a list of the names and addresses of the members of each section.

Sec. 8.5. Section Committees. The council of each section has the power to divide the members of the section into committees to perform different phases of the work of the section and to make recommendations to the section for action. No action of a committee is effective unless approved by the council of the section.

Sec. 8.6. Association Policy. No action of a section or that of any officer or member thereof establishes a policy of the Association unless it has been first approved by the Assembly or Board of Governors.

Sec. 8.7. Minutes of Section Council Meetings. The secretary of each section council shall be responsible for recording the minutes of the section council meetings. The minutes of each section council meeting must be timely filed with the Office of the Executive Director.

**SECTIONS 9**  
**Committees of the Association**

Sec. 9.1. Standing Committees. There shall be such standing committees as the Board of Governors or Assembly may authorize. The numbers, qualifications, powers and duties of all committees shall be determined by the Board of Governors or the Assembly. The members of standing committees shall be appointed by the President to serve during his or her term of office, or as provided by resolution of the Board of Governors or the Assembly. In the event the office of President becomes vacant, committee officers and members shall serve the balance of the term to which they were appointed.

Sec. 9.2. Special, Joint and Ad Hoc Committees. The President, the Board of Governors or the Assembly may authorize the creation of special, joint and ad hoc committees, subject to the power of the Board of Governors or the Assembly to abolish any such committee. The members of special and ad hoc committees and ISBA representatives to joint committees shall be appointed by the President, or as provided by resolution of the Board of Governors or the Assembly.

Sec. 9.3. Association Policy. No action or statement of a committee or that of any officer or member thereof establishes a policy of this Association unless it has first been approved by the Assembly or Board of Governors.

Sec. 9.4. Minutes of Committee Meetings. The secretary of each committee shall, within seven days after any meeting thereof, file with the executive director a copy of the minutes of the meeting.

**SECTION 10**  
**Business Meetings of the Association**

Sec. 10.1. Time and Place. An annual business meeting of the Association shall be held at a time and place designated by the Board of Governors. Special business meetings of the Association may be called by the President, the Assembly, or the Board. Any meeting may be held within or without the State of Illinois.

Sec. 10.2. Notice. Notice in writing of the place and time of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed no fewer than seven or more than 40 days in the case of a special meeting, and no fewer than 12 or more than 40 days in the case of an Annual Meeting to each member entitled to vote at the meeting. In lieu of a separate notice, the notice may be printed in an issue of the Illinois Bar Journal or the ISBA Bar News mailed to each member entitled to vote.



## **SECTION 11**

### **Records and Indemnification**

Sec. 11.1. Membership Records. The Association shall keep at its registered office or principal office in Illinois a record of the names and addresses of its members.

Sec. 11.2. Other Records. The Association shall also keep correct and complete books and records of account and minutes of the proceedings of its members, Assembly, Board of Governors, sections and committees. An annual audit conducted by a certified public accountant shall be submitted to the Board of Governors.

Sec. 11.3. Indemnification. The Association shall indemnify its officers and all members of its Assembly, Board of Governors, committee members, section council members and its former officers and former members of its Assembly, Board of Governors, committees and section councils, or any person who serves or may have served, at its request by its election or appointment as a director or officer of another corporation, for all sums which they, or any of them, shall become legally obligated to pay as damages, and for expenses actually and necessarily incurred by them in connection with the defense or settlement of any cause of action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been an officer or a member of the Assembly, Board of Governors, committee or section council of the Association or elected or appointed directors or officers as aforesaid, notwithstanding that the allegations of any cause of action, suit or proceeding may be false, fraudulent or groundless. If the Board of Governors so authorizes, any person entitled to the benefits of this Association's indemnification may be indemnified for expenses actually and necessarily incurred prior to the final adjudication of any such action, suit, or proceeding but only if the person seeking indemnification acknowledges in writing that he or she will be legally bound to reimburse the Association if such person is adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty or such action, suit, or proceeding is settled by agreement predicated upon the existence of such liability.

**SECTION 12**  
**Affiliation of Organized Bar Associations**

Any organized bar association in the State of Illinois which does not discriminate in its membership practices on the basis of sex, race, religion, national origin, disability, sexual orientation, or gender identity may become affiliated with this Association upon signed application filed with the Association. The ISBA application form shall be signed by the president and secretary of the applicant association, and shall contain a copy of the applicant's bylaws. The application and bylaws shall be presented to the Board of Governors, and favorable action thereon by a majority vote constitutes the applicant an affiliated association.

## **SECTIONS 13 Amendments**

Sec. 13.1. Articles of Incorporation. The Articles of Incorporation of the Association may be amended in the following manner: The Board of Governors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Assembly, which may be either an annual or special meeting. Written or printed notice, setting forth the proposed amendment or a summary of the changes to be effected thereby, shall be given in accordance with the statute to each member entitled to vote at the meeting. The proposed amendment is adopted if it receives two-thirds of the votes cast at the meeting on the proposed amendment.

Sec. 13.2. Bylaws. The Bylaws of the Association may be amended or revised only at any meeting of the Assembly, upon not less than 14 days written notice of the proposal to each member of the Assembly. Germane amendments to the proposed amendments will be in order at the meeting where the proposal is considered, but no motions to substitute shall be in order unless upon the agenda after proper notice to the members. The proposed amendment is adopted if it receives a majority of the votes cast at the meeting on the proposed amendment.

**SECTION 14**  
**Standing Task Force on Unauthorized Practice of Law**  
**Adopted by the Task Force on UPL on November 3, 2001**  
**Recommended by the Board of Governors on November 16, 2001**  
**Adopted by the Assembly on December 15, 2001**

There shall be a Standing Task Force on Unauthorized Practice of Law. The Standing Task Force shall recommend and, with approval of the Board of Governors, implement comprehensive strategic policies for the protection of the public and of the integrity of the legal system. The Standing Task Force shall be appointed by the President with approval of the Board of Governors and shall include representatives from a variety of legal concentrations, including one who is under the age of 37 years, one of whom shall be a separate member of the Assembly, and one of whom shall be a member of an Office of State's Attorney or the Attorney General. The chair and vice-chair of the Standing Task Force may not be from the same electoral area as defined in Section 5.4. No Standing Task Force chair or vice-chair may serve for more two consecutive one-year terms. No member of the Standing Task Force may serve for more than five years. The ISBA general counsel shall serve as the permanent secretary of the Standing Task Force.